COMMUNITY BANK SYSTEM INC
Form 10-Q
November 04, 2005

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2005
Commission file number 001-13695

[LOGO]
COMMUNITY BANK SYSTEM, INC.
(Exact name of registrant as specified in its charter)

New York Stock Exchange
(Name of Each Exchange on Which Registered)

Delaware (State or other jurisdiction of incorporation)	16-1213679 (I.R.S. Employer Identification No.)
5790 Widewaters Parkway, DeWitt, New York (Address of principal executive offices)	13214-1883 (Zip Code)

(315) 445-2282
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
|X| Yes |_| No

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

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

Common Stock, $1.00 par value -29,942,199 shares outstanding as of October 28, 2005

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Item 1. Financial Statements

COMMUNITY BANK SYSTEM, INC.
CONSOLIDATED STATEMENTS OF CONDITION (Unaudited)
(In Thousands, Except Share Data)

	September 30, 2005
Cash and cash equivalents	$ 154,672
Available-for-sale investment securities	1,176,463

Held-to-maturity investment securities	141,973
Total investment securities (fair value of $1,316,224 and $1,582,873, respectively)	1,318,436
Loans	2,411,893
Allowance for loan losses	32,460
Net loans	2,379,433
Core deposit intangibles, net	29,642
Goodwill	195,195
Other intangibles, net	1,645
Intangible assets, net	226,482
Premises and equipment, net	65,299
Accrued interest receivable	25,262
Other assets	43,080
Total assets	$ 4,212,664
Liabilities:	
Non-interest bearing deposits	$ 590,951
Interest bearing deposits	2,394,968
Total deposits	2,985,919
Federal funds purchased	60,800
Borrowings	565,351
Subordinated debt held by unconsolidated subsidiary trusts	80,488
Accrued interest and other liabilities	59,656
Total liabilities	3,752,214
Commitment and contingencies (See Note H)	
Shareholders' equity:	
Preferred stock $1.00 par value, 500,000 shares authorized, 0 shares issued	
Common stock, $1.00 par value, 50,000,000 shares authorized; 32,324,222 and 32,041,591 shares issued in 2005 and 2004, respectively	32,324
Additional paid-in capital	194,232
Retained earnings	274,177
Accumulated other comprehensive income	14,487
Treasury stock, at cost (2,421,611 and 1,400,000 shares, respectively)	(54,416)
Employee stock plan - unearned	(354)
Total shareholders' equity	460,450
Total liabilities and shareholders' equity	$ 4,212,664

The accompanying notes are an integral part of the consolidated financial statements.

COMMUNITY BANK SYSTEM, INC.

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(In Thousands, Except Per-Share Data)

	Three Months Ended September 30, 2005	Three Months Ended September 30, 2004
Interest income:		
Interest and fees on loans	$ 37,133	$ 35,267
Interest and dividends on taxable investments	11,213	13,895
Interest and dividends on non-taxable investments	5,724	6,061
Total interest income	54,070	55,223
Interest expense:		
Interest on deposits	11,140	8,622
Interest on borrowings	6,271	6,084
Interest on subordinated debt held by unconsolidated subsidiary trusts	1,715	1,460
Total interest expense	19,126	16,166
Net interest income	34,944	39,057
Less: provision for loan losses	2,275	2,300
Net interest income after provision for loan losses	32,669	36,757
Non-interest income:		
Deposit service fees	7,237	6,755
Other banking services	1,411	1,136
Trust, investment and asset management fees	1,823	1,974
Benefit plan administration, consulting and actuarial fees	2,767	2,299
Gain on sales of investment securities	5,305	0
Total non-interest income	18,543	12,164
Operating expenses:		
Salaries and employee benefits	16,458	15,638
Occupancy	2,739	2,570
Equipment and furniture	2,304	2,143
Amortization of intangible assets	1,553	2,003
Legal and professional fees	993	1,003
Data processing	1,841	1,973
Office supplies	641	613
Acquisition expenses	1	53
Other	4,197	3,930
Total operating expenses	30,727	29,926
Income before income taxes	20,485	18,995
Income taxes	5,621	4,761
Net income	$ 14,864	$ 14,234

Basic earnings per share	$ 0.49	$ 0.47
Diluted earnings per share	$ 0.48	$ 0.45
Dividends declared per share	$ 0.19	$ 0.18

The accompanying notes are an integral part of the consolidated financial statements.

COMMUNITY BANK SYSTEM, INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)
Nine Months Ended September 30, 2005
(In Thousands, Except Share Data)

	Common Stock Shares Outstanding	Common Stock Amount Issued	Additional Paid-In Capital	Retained Earnings	Accumulate Other Comprehensi Income
Balance at December 31, 2004	30,641,591	$32,042	$190,769	$248,295	$34,200
Net income				42,479	
Other comprehensive loss, net of tax					(19,713)
Dividends declared:					
Common, $0.55 per share				(16,597)	
Common stock issued under employee stock plan, including tax benefits of $951	282,631	282	3,463		
Treasury stock purchased	(1,021,611)				
Balance at September 30, 2005	29,902,611	$32,324	$194,232	$274,177	$14,487

The accompanying notes are an integral part of the consolidated financial statements.

COMMUNITY BANK SYSTEM, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(In Thousands)

	Three Months Ended September 30,	
	2005	200

Other comprehensive (loss) income, before tax:		
Unrealized (losses) gains on securities:		
Unrealized holding (losses) gains arising during period	($16,842)	$ 35,
Reclassification adjustment for gains included in net income	(5,305)	
Other comprehensive (loss) income, before tax	(22,147)	35,
Income tax benefit (expense) related to other comprehensive (loss) income	8,546	(13,
Other comprehensive (loss) income, net of tax	(13,601)	21,
Net income	14,864	14,
Comprehensive income	$ 1,263	$ 35,

The accompanying notes are an integral part of the consolidated financial statements.

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COMMUNITY BANK SYSTEM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In Thousands)

	Nine Ended Sep
	2005
Operating activities:	
Net income	$ 42,479
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation	6,412
Amortization of intangible assets	5,521
Net amortization of premiums and discounts on securities and loans	772
Amortization of unearned compensation and discount on subordinated debt	230
Provision for loan losses	6,284
Gain on sales of investment securities	(12,195)
(Gain) loss on loans and other assets	(40)
Change in other operating assets and liabilities	3,783
Net cash provided by operating activities	53,246
Investing activities:	
Proceeds from sales of available-for-sale investment securities	310,336
Proceeds from maturities of held-to-maturity investment securities	3,855
Proceeds from maturities of available-for-sale investment securities	98,097
Purchases of held-to-maturity investment securities	(8,294)
Purchases of available-for-sale investment securities	(158,888)
Net increase in loans outstanding	(58,269)
Cash received from acquisition (net of cash paid of $7,023)	0
Capital expenditures	(8,166)
Net cash provided (used) by investing activities	178,671

Financing activities:	
Net change in demand deposits, checking, savings and money market deposits	12,245
Net change in time deposits	44,696
Net change in federal funds purchased	47,600
Net change in short-term borrowings	(362,000)
Proceeds from long-term borrowings (net of payments of $227 and $112)	99,773
Issuance of common stock	2,738
Purchase of treasury stock	(24,217)
Cash dividends paid	(16,425)
Other financing activities	0
Net cash (used) provided by financing activities	(195,590)
Change in cash and cash equivalents	36,327
Cash and cash equivalents at beginning of year	118,345
Cash and cash equivalents at end of period	$ 154,672
Supplemental disclosures of cash flow information:	
Cash paid for interest	$ 54,054
Cash paid for income taxes	$ 10,446
Supplemental disclosures of non-cash financing and investing activities:	
Dividends declared and unpaid	$ 5,687
Gross change in unrealized gains on available-for-sale investment securities	($32,205)
Acquisitions:	
Fair value of assets acquired, excluding acquired cash and intangibles	$ 0
Fair value of liabilities assumed	$ 0
Common stock and options issued	$ 0

The accompanying notes are an integral part of the consolidated financial statements.

COMMUNITY BANK SYSTEM, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
September 30, 2005

NOTE A: BASIS OF PRESENTATION

The interim financial data as of September 30, 2005 and for the three and nine months ended September 30, 2005 and September 30, 2004 is unaudited; however, in the opinion of the Company, the interim data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period.

NOTE B: OTHER MATTERS

On April 20, 2005, the Company announced a twenty-month authorization to repurchase up to 1,500,000 of its outstanding shares. Through September 30, 2005, the Company has repurchased against this authorization 521,611 shares at an aggregate cost of $12.3 million and an average price per share of $23.58. The repurchased shares will be used for general corporate purposes, including those related to stock plan activities.

NOTE C: ACCOUNTING POLICIES

Critical Accounting Policies

Allowance for Loan Losses

Management continually evaluates the credit quality of the Company's loan portfolio, and performs a formal review of the adequacy of the allowance for loan losses on a quarterly basis. The allowance reflects management's best estimate of probable losses inherent in the loan portfolio. Determination of the allowance is subjective in nature and requires significant estimates. The Company's allowance methodology consists of two broad components, general and specific loan loss allocations.

The general loan loss allocation is composed of two calculations that are computed on four main loan segments: commercial, consumer direct, consumer indirect and residential real estate. The first calculation determines an allowance level based on the latest three years of historical net charge-off data for each loan category (commercial loans exclude balances with specific loan loss allocations). The second calculation is qualitative and takes into consideration five major factors affecting the level of loan loss risk: portfolio risk migration patterns (internal credit quality trends); the growth of the segments of the loan portfolio; economic and business environment trends in the Company's markets (includes review of bankruptcy, unemployment, population, consumer spending and regulatory trends); industry, geographical and product concentrations in the portfolio; and the perceived effectiveness of managerial resources and lending practices and policies. These two calculations are added together to determine the general loan loss allocation. The specific loan loss allocation relates to individual commercial loans that are both greater than $0.5 million and in a non-accruing status with respect to interest. Specific losses are based on discounted estimated cash flows, including any cash flows resulting from the conversion of collateral.

Loan losses are charged off against the allowance, while recoveries of amounts previously charged off are credited to the allowance. A provision for loan loss is charged to operations based on management's periodic evaluation of factors previously mentioned.

Income Taxes

Provisions for income taxes are based on taxes currently payable or refundable, and deferred taxes which are based on temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are reported in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled.

Intangible Assets

Intangible assets include core deposit intangibles, customer relationship intangibles and goodwill arising from acquisitions. Core deposit intangibles and customer relationship intangibles are amortized on either an accelerated or straight-line basis over periods ranging from 7 to 20 years. Goodwill is evaluated at least annually for impairment. The carrying value of goodwill and other intangible assets is based upon discounted cash flow modeling techniques that require management to make estimates regarding the amount and timing of expected future cash flows. It also requires use of a discount rate that reflects the current return requirements of the market in relation to present risk-free interest rates, required equity market premiums, and company-specific risk indicators.

Retirement Benefits

The Company provides defined benefit pension benefits and post-retirement health and life insurance benefits to eligible employees. The Company also provides deferred compensation and supplemental executive retirement plans for selected current and former employees and officers. Expense under these plans is charged to current operations and consists of several components of net periodic benefit cost based on various actuarial assumptions regarding future experience under the plans, including discount rate, rate of future compensation increases and expected return on plan assets.

Stock-Based Compensation

The Company accounts for stock-based awards issued to directors, officers and key employees using the intrinsic value method. This method requires that compensation expense be recognized to the extent that the fair value of the underlying stock exceeds the exercise price of the stock award at the grant date. The Company generally does not recognize compensation expense related to stock awards because the stock awards generally have fixed terms and exercise prices that are equal to or greater than the fair value of the Company's common stock at the grant date.

SFAS 123, "Accounting for Stock-Based Compensation," requires companies that use the "intrinsic value method" to account for stock compensation plans to provide pro forma disclosures of the net income and earnings per share effect of stock options using the "fair value method." Under this method, the fair value of the option on the date of grant is recognized ratably as compensation expense over the vesting period of the option.

Management estimated the fair value of options granted using the Black-Scholes option-pricing model. This model was originally developed to estimate the fair value of exchange-traded equity options, which (unlike employee stock options) have no vesting period or transferability restrictions. As a result, the Black-Scholes model is not necessarily a precise indicator of the value of an option, but it is commonly used for this purpose. The Black-Scholes model requires several assumptions, which management developed based on historical trends and current market observations. These assumptions include:

	2005	2004
Weighted-average expected life (in years)	7.76	7.78
Future dividend yield	3.00%	3.00%
Share price volatility	26.78%	25.47 - 26.88%
Weighted average risk-free interest rate	4.17%	4.02 - 4.45%

If these assumptions are not accurate, the estimated fair value used to derive the information presented in the following table also will be inaccurate. Moreover, the model assumes that the estimated fair value of an option is amortized over the option's vesting period and would be included in salaries and employee benefits on the income statement.

The pro forma impact of applying the fair value method of accounting for the periods shown below may not be indicative of the pro forma impact in future periods.

(000's omitted except per share amounts)	Three Months Ended September 30, 2005	Three Months Ended September 30, 2004	Nine Months E[nded] September 3[0], 2005	
Net income, as reported	$14,864	$14,234	$42,479	$3
Plus: stock-based compensation expense determined under intrinsic method, net of tax	41	63	116	
Less: stock-based compensation expense determined under fair value method, net of tax	(332)	(269)	(1,224)	
Pro forma net income	$14,573	$14,028	$41,371	$3
Earnings per share:				
As reported:				
Basic	$ 0.49	$ 0.47	$ 1.40	$
Diluted	$ 0.48	$ 0.45	$ 1.37	$
Pro forma:				
Basic	$ 0.48	$ 0.46	$ 1.36	$
Diluted	$ 0.47	$ 0.44	$ 1.34	$

As of September 30, 2005 there were 2,512,000 stock options outstanding.

New Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board revised SFAS No. 123, "Accounting for Stock-Based Compensation." SFAS 123R establishes accounting requirements for share-based compensation to employees and carries forward prior guidance on accounting for awards to non-employees. SFAS 123R requires an entity to recognize compensation expense based on an estimate of the number of awards expected to actually vest, exclusive of awards expected to be forfeited. In April 2005, the Securities and Exchange Commission approved a new rule which delays the effective date of SFAS 123R. The provisions of this statement will become effective January 1, 2006 for all equity awards granted or vested after the effective date. Management does not expect the impact of the adoption of this pronouncement to be materially different from the pro forma impacts disclosed under SFAS No. 123.

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NOTE D: EARNINGS PER SHARE

Basic earnings per share are computed based on the weighted-average common shares outstanding for the period. Diluted earnings per share are based on the weighted-average shares outstanding adjusted for the dilutive effect of the assumed exercise of stock options during the year. The dilutive effect of options is calculated using the treasury stock method of accounting. The treasury stock method determines the number of common shares that would be outstanding if all the dilutive options (average market price is greater than the exercise price) were exercised and the proceeds were used to repurchase common shares in the open market at the average market price for the applicable time period. There were 831,101 anti-dilutive stock options outstanding for the three months and nine months ended September 30, 2005 compared to 429,114 and 433,622 anti-dilutive stock options outstanding for the three and nine months ended September 30, 2004. The following is a reconciliation of basic to diluted earnings per share for the three and nine months ended September 30, 2005 and 2004.

(000's omitted, except per share data)	Income	Shares	Per Share Amount
Three Months Ended September 30, 2005			
Basic EPS	$14,864	30,178	$ 0.49
Stock options		534	
Diluted EPS	$14,864	30,712	$ 0.48
Three Months Ended September 30, 2004			
Basic EPS	$14,234	30,580	$ 0.47
Stock options		965	
Diluted EPS	$14,234	31,545	$ 0.45
Nine Months Ended September 30,2005			
Basic EPS	$42,479	30,385	$ 1.40
Stock options		562	
Diluted EPS	$42,479	30,947	$ 1.37
Nine Months Ended September 30,2004			
Basic EPS	$37,530	29,664	$ 1.27
Stock options		933	
Diluted EPS	$37,530	30,597	$ 1.23

NOTE E: INTANGIBLE ASSETS

The gross carrying amount and accumulated amortization for each type of intangible asset are as follows:

	As of September 30, 2005			As of De
(000's omitted)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount
Amortizing intangible assets:				
Core deposit intangibles	$ 63,162	($33,520)	$ 29,642	$ 63,691
Other intangibles	2,750	(1,105)	1,645	2,750
Total amortizing intangibles	65,912	(34,625)	31,287	66,441
Non-amortizing intangible assets:				
Goodwill	195,195	0	195,195	195,163
Total intangible assets, net	$261,107	($34,625)	$226,482	$261,604

The changes in the gross carrying amount of core deposit and goodwill relate to the 2004 branch acquisition in Dansville, NY. No goodwill impairment adjustments were recognized in 2005 or 2004.

The estimated aggregate amortization expense for each of the succeeding fiscal years ended December 31 is as follows:

(000's omitted)	Amount
Oct-Dec 2005	$ 1,604
2006	5,944
2007	5,569
2008	5,262
2009	4,777
Thereafter	8,131
Total	$31,287

NOTE F: MANDATORILY REDEEMABLE PREFERRED SECURITIES

The Company sponsors three business trusts, Community Capital Trust I, Community Capital Trust II, and Community Statutory Trust III, of which 100% of the common stock is owned by the Company. The trusts were formed for the purpose of issuing company-obligated mandatorily redeemable preferred securities to third-party investors and investing the proceeds from the sale of such preferred securities solely in junior subordinated debt securities of the Company. The debentures held by each trust are the sole assets of that trust. Distributions on the preferred securities issued by each trust are payable semi-annually or quarterly at a rate per annum equal to the interest rate being earned by the trust on the debentures held by that trust. The preferred securities are subject to mandatory redemption, in whole or in part, upon repayment of the debentures. The Company has entered into agreements which, taken collectively, fully and unconditionally guarantee the preferred securities subject to the terms of each of the guarantees. The terms of the preferred securities of each trust are as follows:

	Issuance Date	Amount	Interest Rate	Maturity Date	Call Provision
I	2/3/1997	$30 million	9.75%	2/03/2027	10 year beginning 2007
II	7/16/2001	$25 million	6 month LIBOR plus 3.75%(7.67%)	7/16/2031	5 year beginning 2006
III	7/31/2001	$24.5 million	3 month LIBOR plus 3.58%(7.27%)	7/31/2031	5 year beginning 2006

NOTE G: BENEFIT PLANS

The Company provides defined benefit pension benefits and post-retirement health and life insurance benefits to eligible employees. The Company also provides supplemental pension retirement benefits for several current and former key employees. The Company accrues for the estimated cost of these benefits through charges to expense during the years that employees earn these benefits. The net periodic benefit cost for the three and nine months ended September 30 is as follows:

(000's omitted)	Pension Benefits Three Months Ended September 30, 2005	2004	Nine Months Ended September 30, 2005	2004	Three Mo Septe 2005
Service cost	$ 641	$ 568	$ 1,922	$ 1,703	$ 110
Interest cost	651	631	1,953	1,892	104
Expected return on plan assets	(877)	(790)	(2,631)	(2,371)	0
Net amortization and deferral	318	262	953	788	19
Amortization of prior service cost	29	73	89	219	28
Amortization of transition obligation	0	0	0	0	10
Net periodic benefit cost	$ 762	$ 744	$ 2,286	$ 2,231	$ 271

During the third quarter 2005 the Company contributed $6.8 million to the pension plan. The Company does not anticipate making any further contributions in the fourth quarter.

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NOTE H: COMMITMENTS, CONTINGENT LIABILITIES AND RESTRICTIONS

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments consist primarily of commitments to extend credit and standby letters of credit. Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee. These commitments consist principally of unused commercial and consumer credit lines. Standby letters of credit generally are contingent upon the failure of the customer to perform according to the terms of an underlying contract with a third party. The credit risks associated with commitments to extend credit and standby letters of credit are essentially the same as that involved with extending loans to customers and are subject to normal credit policies. Collateral may be obtained based on management's assessment of the customer's creditworthiness.

The contract amount of commitment and contingencies are as follows:

(000's omitted)	September 30, 2005	December 31, 2004
Commitments to extend credit	$441,874	$429,751
Standby letters of credit	24,826	22,948
Total	$466,700	$452,699

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") primarily reviews the financial condition and results of operations of Community Bank System, Inc. ("the Company" or "CBSI") as of and for the three and nine months ended September 30, 2005 and 2004, although in some circumstances the second quarter of 2005 is also discussed in order to more fully explain recent trends. The following discussion and analysis should be read in conjunction with the Company's Consolidated Financial Statements and related notes that appear on pages 3 through 13. All references in the discussion to the financial condition and results of operations are to those of the Company and its subsidiaries taken as a whole.

Unless otherwise noted, the term "this year" refers to results in calendar year 2005, "third quarter" refers to the quarter ended September 30, 2005, "year to date" or ("YTD") refers to the nine months ended September 30, 2005, earnings per share ("EPS") figures refer to diluted EPS, and net interest income and net interest margin are presented on a fully tax-equivalent ("FTE") basis. All share and share-based amounts reflect the two-for-one stock split effected as a 100% stock dividend on April 12, 2004.

This MD&A contains certain forward-looking statements with respect to the financial condition, results of operations and business of the Company. These forward-looking statements involve certain risks and uncertainties. Factors that may cause actual results to differ materially from those proposed by such forward-looking statements are set herein under the caption, "Forward-Looking Statements," on page 28.

Critical Accounting Policies

As a result of the complex and dynamic nature of the Company's business, management must exercise judgement in selecting and applying the most appropriate accounting policies for its various areas of operations. The policy decision process not only ensures compliance with the latest generally accepted accounting principles, but also reflects on management's discretion with regard to choosing the most suitable methodology for reporting the Company's financial performance. It is management's opinion that the accounting estimates covering certain aspects of the business have more significance than others due to the relative importance of those areas to overall performance, or the level of subjectivity in the selection process. These estimates affect the reported amounts of assets and liabilities and disclosures of revenues and expenses during the reporting period. Changes in the circumstances considered when determining management's estimates and assumptions could result in changes to those estimates. Actual results could differ from those estimates. Management believes that critical accounting estimates include:

- Allowance for loan losses - The allowance for loan losses reflects management's best estimate of probable losses inherent in the loan portfolio. Determination of the allowance is subjective in nature and requires significant estimates including the amounts and timing of expected future cash flows on impaired loans and the amount of estimated losses on pools of homogeneous loans which is based on historical loss experience and consideration of current economic trends, all of which may be susceptible to significant change.

- Actuarial assumptions associated with pension, post-retirement and other employee benefit plans - These assumptions include discount rate, rate of future compensation increases and expected return on plan assets.

- Provision for income taxes - The Company is subject to examinations from various taxing authorities. Such examinations may result in challenges to the tax return treatment applied by the Company to specific transactions. Management believes that the assumptions and judgements used to record tax related assets or liabilities have been appropriate. Should tax laws change or the taxing authorities determine that management's assumptions were inappropriate, an adjustment may be required which could have a material effect on the Company's results of operations.

- Carrying value of goodwill and other intangible assets - The carrying value of goodwill and other intangible assets is based upon discounted cash flow modeling techniques that require management to make estimates regarding the amount and timing of expected future cash flows. It also requires use of a discount rate that reflects the current return requirements of the market in relation to present risk-free interest rates, required equity market premiums, and company-specific risk indicators.

A summary of the accounting policies used by management is disclosed in Note A, "Summary of Significant Accounting Policies" on pages 43-48 of the most recent Form 10-KA (fiscal year ended December 31, 2004).

Executive Summary

The Company's business philosophy is to operate as a community bank with local decision-making, principally in non-metropolitan markets, providing a broad array of banking and financial services to retail, commercial and municipal customers.

The Company's core operating objectives are: (i) grow the branch network, primarily through a disciplined acquisition strategy, and certain selective de novo expansions, (ii) build high-quality, profitable loan portfolios using both organic and acquisition strategies, (iii) increase the non-interest income component of total revenues through development of banking-related fee income, growth in existing financial services business units, and the acquisition of additional financial services and banking businesses, and (iv) utilize technology to deliver customer-responsive products and services and to reduce operating costs.

Significant factors management reviews to evaluate achievement of the Company's operating objectives and its operating results and financial condition include, but are not limited to: net income and earnings per share, return on assets and equity, net interest margins, non-interest income, operating expenses, asset quality, loan and deposit growth, capital management, performance of individual banking and financial services business units, liquidity and interest rate sensitivity, enhancements to customer products and services, technology enhancements, market share, peer comparisons, and the performance of acquisition and integration activities.

Third quarter and September year-to-date ("YTD") earnings per share were $0.03 and $0.14, above their respective prior year periods, driven by organic loan growth, higher non-interest income including security gains, improved asset quality and lower acquisition expenses. These were partially offset by higher recurring operating expenses, a higher cost of funds, and a higher effective tax rate. In the quarter, the Company continued to make progress on its objective of shortening the average life of its investment portfolio, generating an $0.11 per share after-tax gain through the sale of securities that had optimized their total return and interest-rate sensitivity characteristics. Cash earnings per share (which excludes the after-tax effect of the amortization of intangibles assets) were $0.52 versus $0.49 for the prior year's third quarter.

Asset quality remained strong in the third quarter of 2005 in comparison to the same period last year, with reductions in non-performing loans and consistent net charge-off and delinquent loan ratios. The Company experienced year-over-year loan growth in consumer mortgage and consumer installment lending on an organic basis. The business lending portfolio declined primarily due to significant declines in automotive dealer floor plans, a result of the robust manufacturer incentive programs in effect during the quarter and the seasonal transition to a new model-year. The investment portfolio decreased $248 million and $234 million as compared to the third quarter of 2004 and December 31, 2004, respectively. At September 30, 2005 total deposits increased $67 million from September 30, 2004's level and $57 million since December 31, 2004, and borrowings, principally short-term and variable rate instruments, decreased $265 million and $214 million during the same time periods.

The Company completed the following two acquisitions in 2004: (1) First Heritage Bank, a $275 million-asset three branch commercial bank based in Wilkes-Barre, PA acquired in May, and (2) a bank branch in Dansville, NY, from HSBC Bank USA, N.A., acquired in December with deposits of $32.6 million.

Net Income and Profitability

As shown in Table 2, earnings per share for the third quarter and September YTD of $0.48 and $1.37, respectively, was $0.03 and $0.14 higher than the EPS generated in the same periods of last year. Net income for the quarter of $14.9 million was up 4.4% over the third quarter of 2004 and net income of $42.5 million for the first nine months of 2005 increased 13.2% from the amount earned in the first nine months of 2004. Net interest income for the third quarter of $34.9 million was down $4.1 million or 10.5% from the comparable prior year period, while net interest income for the first nine months of 2005 of $108.7 million was down $3.8 million versus the first nine months of 2004. Third quarter non-interest income, including securities gains, was $18.5 million, up $6.4 million (52%) from the third quarter 2004. Year-to-date non-interest income of $48.1 million rose 43% from the prior year level. Operating expenses of $30.7 million for the quarter and $93.0 million for the first nine months of 2005 were up 2.7% and 3.9%, respectively, from the comparable prior year periods.

In addition to the earnings results presented above in accordance with generally accepted accounting principles ("GAAP"), the Company provides cash earnings per share, which excludes the after-tax effect of the amortization of intangible assets. Management believes that this information helps investors better understand the effect of acquisition activity in reported results. Cash earnings per share for the third quarter and the first nine months of 2005 were $0.52 and $1.48, respectively, up 6.1% from the $0.49 earned in the third quarter of 2004 and 11.3% higher than the $1.33 generated in the first nine months of 2004.

As reflected in Table 2, the primary reasons for improved earnings for both periods were higher non-interest income including securities gains and a lower loan loss provision, offset by lower net interest income and higher operating expenses. The decrease in net interest income for the quarter was due to higher cost of funds and lower average investment balances, partially offset by organic

loan growth. For the nine month period, the increase in the cost of funds more than offset the increase in average earning assets, derived primarily from the acquisitions of First Heritage and the Dansville branch and organic consumer mortgage and consumer installment loan growth. The improvement in asset quality metrics and change in the composition of the loan portfolio were the primary reasons for the decrease in loan loss provision, despite an increase in total loans. The increase in non-interest income, excluding security gains, was mostly attributable to a strong performance by the employee benefits consulting and plan administration business and additional banking service fees. These revenue improvements were partially offset by a growth in operating expenses resulting mostly from the acquisitions made in 2004, as well as higher compensation and benefit expenses.

A reconciliation of GAAP-based earnings results to cash-based earnings results and a condensed income statement are as follows:

Table 1: Reconciliation of GAAP Net Income to Cash Net Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
(000's omitted)	2005	2004	2005	2004
Net income	$ 14,864	$ 14,234	$ 42,479	$ 37,530
After-tax cash adjustments:				
Amortization of intangible assets	954	1,228	3,391	3,311
Net income - cash	$ 15,818	$ 15,462	$ 45,870	$ 40,841

Table 2: Summary Income Statements

	Three Months Ended September 30,		Nine Months Ended September 30,	
(000's omitted, except per share data)	2005	2004	2005	2004
Net interest income	$ 34,944	$ 39,057	$108,702	$112,468
Provision for loan losses	2,275	2,300	6,284	6,650
Non-interest income including security gains	18,543	12,164	48,108	33,613
Operating expenses	30,727	29,926	92,958	89,457
Income before taxes	20,485	18,995	57,568	49,974
Income taxes	5,621	4,761	15,089	12,444
Net income	$ 14,864	$ 14,234	$ 42,479	$ 37,530
Diluted earnings per share	$ 0.48	$ 0.45	$ 1.37	$ 1.23
Diluted earnings per share-cash (1)	$ 0.52	$ 0.49	$ 1.48	$ 1.33

(1) Cash earnings exclude the after-tax effect of the amortization of intangible assets.

Net Interest Income

Net interest income is the amount by which interest and fees on earning assets (loans and investments) exceed the cost of funds, primarily interest paid to the Company's depositors and interest on external borrowings. Net interest margin is the difference between the gross yield on earning assets and the cost of interest-bearing funds as a percentage of earning assets.

As shown in Table 3, net interest income (with non-taxable income converted to a fully tax-equivalent basis) for the third quarter 2005 was $38.5 million, down $4.4 million or 10.2% from the same period last year. A $153 million decrease in interest earning assets and a 29-basis point decrease in the net interest margin more than offset a $222 million decrease in average interest-earning liabilities. As reflected in Table 4, the volume and net interest margin changes mentioned above adversely impacted net interest income by $1.6 million and $2.7 million, respectively, for the third quarter 2005 as compared to the third quarter of 2004. September 2005 YTD net interest income of $119.5 million was down $3.7 million or 3.0% from the year-earlier period. An $82 million increase in average interest-bearing liabilities and a 31 basis point decline in the net interest margin had a greater negative effect than the benefits from a $157 million increase in average interest-earning assets. As reflected in Table 4, a lower net interest margin had a negative $8.8 million impact on net interest income, partially offset by interest-bearing asset and liability volume changes that resulted in $5.2 million more net interest income.

Higher third quarter average loan balances were attributable to $33 million of organic loan growth since the third quarter of 2004, driven principally by growth of consumer installment and consumer mortgage loans. The year-to-date average loan growth was

attributable to $212 million of loans acquired in the First Heritage and Dansville transactions as well as the organic loan growth discussed above. Average investments for the third quarter were $188 million less than the third quarter of 2004 due principally to the sales made throughout 2005. Average YTD investments are consistent with the same period last year at $1.4 billion. Total average deposits were up 1.7% for the quarter as compared to the previous year principally due to organic deposit growth. Year-to-date average deposits were up 4.3% compared to the previous year-to-date period due to both organic growth and the deposits added in the First Heritage and Dansville acquisitions. Cash flows from the investment sales were used to pay down external borrowings throughout 2005, resulting in average quarterly borrowings being $241 million lower in the third quarter of 2005 as compared to the third quarter of 2004. Average borrowings for the year to date period increased $4.2 million in comparison to the year earlier period.

The net interest margin of 4.06% for the third quarter and 4.19% for the YTD period dropped 29 and 31 basis points, respectively, versus the same periods in the prior year. These declines were primarily attributable to increases in the cost of funds (quarter up 40 basis points, YTD up 32 basis points), due principally to the effect of the eight rate hikes (25 basis points each) by the Federal Reserve since last September, while earning assets yields changed minimally (quarter increased seven basis points, YTD no change). The changes in earning-asset yields were driven by declines in investment yields of 15 basis points for the quarter and 19 basis points for the YTD period, while loan yields increased 22 basis points for the quarter and 11 basis points for the year-to-date period. The decrease in investment yields was the result of the sale and maturity of certain investments, a portion of whose proceeds were used to lower borrowings versus reinvestment in the current flat yield curve environment.

The third quarter cost of funds increased 40 basis points due to a 41 basis point increase in deposit costs and a 131 basis point increase in the average interest rate paid on external borrowings. The increase in the YTD costs of funds was driven by a 22 basis point increase in deposit costs and borrowing rates that were up 95 basis points, as short-term interest rates had an impact on interest-bearing deposits and short-term borrowings.

Tables 3 and 3A below set forth information related to average interest-earning assets and interest-bearing liabilities and their associated yields and rates for the periods indicated. Interest income and yields are on a fully tax-equivalent basis using marginal income tax rates of 38.6% in 2005 and 38.7% in 2004. Average balances are computed by summing the daily ending balances in a period and dividing by the number of days in that period. Loan yields and amounts earned include loan fees. Average loan balances include non-accrual loans.

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Table 3: Quarterly Average Balance Sheet

(000's omitted except yields and rates)	Three Months Ended September 30, 2005		
	Average Balance	Interest	Avg. Yield/Rate Paid
Interest-earning assets:			
Time deposits in other banks	$ 951	$ 4	1.67%
Taxable investment securities (2)	840,872	11,581	5.46%
Non-taxable investment securities (2)	523,301	8,753	6.64%
Loans (net of unearned discount)(1)	2,397,472	37,265	6.17%
Total interest-earning assets	3,762,596	57,603	6.07%
Non-interest earning assets	468,195		
Total assets	$4,230,791		
Interest-bearing liabilities:			
Interest checking, savings and money market deposits	$1,163,628	2,352	0.80%
Time deposits	1,218,291	8,788	2.86%
Short-term borrowings	338,405	2,523	2.96%
Long-term borrowings	371,877	5,463	5.83%
Total interest-bearing liabilities	3,092,201	19,126	2.45%
Non-interest bearing liabilities:			
Demand deposits	607,621		
Other liabilities	62,410		
Shareholders' equity	468,559		
Total liabilities and shareholders' equity	$4,230,791		
Net interest earnings		$ 38,477	
Net interest spread			3.62%
Net interest margin on interest-earnings assets			4.06%
Fully tax-equivalent adjustment		$ 3,533	

(1) The impact of interest not recognized on non-accrual loans was immaterial.

(2) Averages for investment securities are based on historical cost basis and the yields do not give effect to changes in fair value that is reflected as a component of shareholders' equity and deferred taxes.

Table 3a: Year to Date Average Balance Sheet

(000's omitted except yields and rates)	Nine Months Ended September 30, 2005		
	Average Balance	Interest	Avg. Yield/Rate Paid
Interest-earning assets:			
Time deposits in other banks	$ 889	$ 18	2.71%
Taxable investment securities (2)	918,230	38,781	5.65%
Non-taxable investment securities (2)	533,520	26,988	6.76%
Loans (net of unearned discount)(1)	2,364,359	109,132	6.17%
Total interest-earning assets	3,816,998	174,919	6.13%
Non-interest earning assets	488,344		
Total assets	$4,305,342		
Interest-bearing liabilities:			
Interest checking, savings and money market deposits	$1,175,152	6,493	0.74%
Time deposits	1,206,555	24,110	2.67%
Short-term borrowings	412,141	9,301	3.02%
Long-term borrowings	383,113	15,470	5.40%
Total interest-bearing liabilities	3,176,961	55,374	2.33%
Non-interest bearing liabilities:			
Demand deposits	595,722		
Other liabilities	63,174		
Shareholders' equity	469,485		
Total liabilities and shareholders' equity	$4,305,342		
Net interest earnings		$119,545	
Net interest spread			3.80%
Net interest margin on interest-earnings assets			4.19%
Fully tax-equivalent adjustment		$ 10,843	

(1) The impact of interest not recognized on non-accrual loans was immaterial.

(2) Averages for investment securities are based on historical cost basis and the yields do not give effect to changes in fair value that is reflected as a component of shareholders' equity and deferred taxes.

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As discussed above and disclosed in Table 4 below, the quarterly and year-to-date change in net interest income (fully tax-equivalent basis) may be analyzed by segregating the volume and rate components of the changes in interest income and interest expense for each underlying category.

Table 4: Rate/Volume

	3rd Quarter 2005 versus 3rd Quarter 2004		
	Increase (Decrease) Due to Change in (1)		
(000's omitted)	Volume	Rate	Net Change
Interest earned on:			
Time deposits in other banks	$0	$3	$3
Taxable investment securities	(2,284)	(394)	(2,678)
Non-taxable investment securities	(391)	(257)	(648)
Loans (net of unearned discount)	527	1,383	1,910
Total interest-earning assets (2)	($2,336)	$923	($1,413)
Interest paid on:			
Interest checking, savings and money market deposits	($8)	$733	$725
Time deposits	147	1,646	1,793
Short-term borrowings	(901)	1,274	373
Long-term borrowings	(901)	970	69
Total interest-bearing liabilities (2)	($1,142)	$4,102	$2,960
Net interest earnings (2)	($1,637)	($2,736)	($4,373)

(1) The change in interest due to both rate and volume has been allocated in proportion to the relationship of the absolute dollar amounts of change in each.

(2) Changes due to volume and rate are computed from the respective changes in average balances and rates and are not a summation of the changes of the components.

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Non-interest Income

The Company's sources of non-interest income are as follows: general banking services related to loans, deposits and other core customer activities typically provided through the branch network; retirement plan administration and employee benefit, actuarial and consulting services (BPA-Harbridge), trust services, investment and insurance products (Community Investment Services, Inc. or CISI) and investment management (Elias Asset Management or EAM); and periodic transactions, most often net gains (losses) from the sale of investment securities and prepayment of term debt.

Table 5: Non-interest Income

	Three Months Ended September 30,		Nine Se
(000's omitted)	2005	2004	2005
Deposit service charges and fees	$ 5,742	$ 5,363	$16,03
Benefit plan administration, consulting and actuarial fees	2,767	2,299	8,25
Trust, investment and asset management fees	1,823	1,974	5,46
Commissions and other	1,881	1,579	3,69
Electronic banking	736	758	2,06
Mortgage banking	289	191	39
Sub-total	13,238	12,164	35,91
Gain on sales of investment securities	5,305	0	12,19
Total non-interest income	$18,543	$12,164	$48,10
Non-interest income/total income (FTE)	32.5%	22.1%	28.

As displayed in Table 5, non-interest income (excluding securities gains) was $13.2 million in the third quarter and $35.9 million for the first nine months of 2005. This represented increases of $1.1 million (8.8%) for the quarter and $2.4 million (7.3%) for the YTD period in comparison to one year earlier. A majority of the growth in both time intervals was attributable to the $0.8 million and $1.4 million increases in recurring bank fees for the quarter and year-to-date periods, respectively. Benefit plan administration, consulting and actuarial fees were up 20.4% for the current quarter and 19.6% for the first nine months of 2005 versus year-earlier levels. Gain on the sale of investment securities increased $5.3 million and $12.2 million for the quarter and year-to-date periods, respectively, as the Company took advantage of market conditions to sell certain securities in order to shorten the average length of the portfolio and maximize their expected total return. As a result, the expected life-to-maturity of the portfolio was reduced from 6.3 years at September 30, 2004 to 4.8 years at the end of the current quarter.

Electronic banking, deposit service charges and overdraft fees contributed $0.4 million and $1.0 million to the year-over-year increase in the quarter and YTD periods, respectively. This was due in large part to the incremental transaction volume generated from the accounts added through the First Heritage and Dansville acquisitions, as well as several revenue enhancement initiatives implemented this year. In 2004, losses on the sale of fixed assets were incurred, contributing $0.2 million and $0.3 million to the quarterly and year-to-date increase in non-interest income.

A strong performance at BPA-Harbridge generated revenue growth of $0.5 million (20%) for the quarter and $1.4 million (20%) for the first nine months of 2005, achieved primarily through enhanced service offerings to both new and existing clients, a portion of which relates to new actuarial determinations required by certain state and federal healthcare programs. Third quarter and September YTD revenue for trust services was up 21% and 11% versus the prior year, respectively, also achieved through new client relationships and the investment of additional assets by established clients. In comparison to the third quarter and year-to-date periods in the prior year, EAM and CISI revenues were down due to softer demand for their investment products.

The ratio of non-interest income to total income (FTE basis) was 32.5% for the quarter and 28.7% for the year-to-date period as compared to 22.1% and 21.4% for the comparable periods in 2004. Excluding net security gains, the ratio of non-interest income to total income (FTE basis) was 25.6% and 23.1% for the third quarter and YTD periods of 2005, respectively, as compared to 22.1% and 21.4% for the comparable periods in 2004.

Operating Expenses

Table 6 below sets forth the quarterly and year-to-date results of the major operating expense categories for the current and prior year, as well as efficiency ratios (defined below), a standard measure of overhead utilization used in the banking industry.

Table 6: Operating Expenses

	Three Months Ended September 30,		Nine Months Ended September 30,	
(000's omitted)	2005	2004	2005	2004
Salaries and employee benefits	$16,458	$15,638	$48,836	$46,197
Occupancy	2,739	2,570	8,456	7,700
Equipment and furniture	2,304	2,143	6,608	6,445
Legal and professional fees	993	1,003	3,306	2,970
Data processing	1,841	1,973	5,375	5,777
Amortization of intangible assets	1,553	2,003	5,521	5,401
Office supplies	641	613	1,765	1,711
Foreclosed property	157	178	922	621
Acquisition expenses	1	53	48	1,434
Other	4,040	3,752	12,121	11,201
Total operating expenses	$30,727	$29,926	$92,958	$89,457
Operating expenses/average assets	2.88%	2.71%	2.89%	2.89%
Efficiency ratio	56.4%	50.7%	56.2%	52.7%

As shown in Table 6, third quarter 2005 operating expenses were $30.7 million, up $0.8 million or 2.7% from the prior year level, and year-to-date operating expenses of $93.0 million rose $3.5 million or 3.9% compared to 2004. Recurring operating expenses (excluding acquisition expenses) were up 2.9% and 5.6% for the third quarter and the first nine months of 2005 versus the equivalent prior year periods, respectively. The increases for both periods were primarily attributable to increases in salaries and benefits at rates slightly above the consumer price index and higher equipment and occupancy costs related to rising utility costs and the opening of two new branches. Additionally, for the year to date period higher costs associated with business development due to a more robust marketing strategy and the disposal of several foreclosed properties were incurred during 2005 as compared to 2004. Offsetting these increases for the quarter, amortization of intangibles decreased $0.45 million due to the completion of amortization of core deposit intangibles from a late 1990's acquisition. For the year-to-date period acquisition related expenses decreased $1.4 million and data processing expenses remain below 2004's levels. The year-to-date increases in recurring operating expenses were also partially attributable to the acquisitions of First Heritage and Dansville in the second and fourth quarters of 2004, respectively, which affected virtually all expense categories.

The Company's efficiency ratio (recurring operating expense excluding intangible amortization divided by the sum of net interest income (FTE) and recurring non-interest income) was 56.4% for the third quarter, 5.7 percentage points above the comparable quarter of 2004. This resulted from operating expenses (as described above) increasing 4.7% primarily due to acquisitions and higher personnel costs, while recurring operating income decreased 6.0% mostly due to a lower net interest margin, partially offset by an 8.8% increase in non-interest income excluding security gains. The efficiency ratio of 56.2% for the first nine months of 2005 was up 3.5 basis points from a year earlier due to core operating expenses increasing 5.8%, while recurring operating income decreased 0.8% due to a lower net interest margin, partially offset by a 7.3% increase in non-interest income excluding security gains.

Income Taxes

The third quarter effective income tax rate was 27.4%, a 2.3 percentage point increase from the 25.1% rate used in the third quarter of 2004. The YTD effective tax rate was 26.2%, compared to 24.9% for the first nine months of 2004. The increased effective tax rate for 2005 was principally a result of a lower proportion of income being generated from tax-exempt securities and loans.

Investments

As reflected in Table 7 below, the carrying value of investments (including unrealized gains on available-for-sale securities) was $1.32 billion at the end of the third quarter, a decrease of $266 million and $287 million from December 31, 2004 and September 30, 2004, respectively. The book value (excluding unrealized gains) of investments was down $234 million from year-end 2004 and down $248 million versus September 30, 2004. The decrease in the portfolio was the result of the decision to sell certain securities and not fully reinvest cash flows from maturing securities to take advantage of market conditions to shorten the average life of the portfolio and maximize the expected total return. As a result, the expected life-to-maturity of the portfolio was reduced from 6.3 years at September 30, 2004 to 4.8 years at the end of the current quarter. The overall mix of securities within the portfolio remained relatively consistent, with a small increase in the proportion of obligations of state and political subdivision and a corresponding decrease in the proportion of U.S. treasury and agency securities. The change in the carrying value of investments is impacted by the amount of net unrealized gains in the portfolio at a point in time. Net unrealized gains decreased by $32.2 million and $38.4 million since December 31, 2004 and September 30, 2004, respectively. This fluctuation is indicative of the interest rate movements during the respective time periods and the reduction in the size of the portfolio.

Table 7: Investments

	September 30, 2005	December 31, 2
	Amortized	Amortized

(000's omitted)	Cost/Book Value	Fair Value	Cost/Book Value	
Held-to-Maturity Portfolio:				
U.S. treasury and agency securities	$ 127,381	$ 125,114	$ 127,490	$
Obligations of state and political subdivisions	5,131	5,186	6,576	
Other securities	9,461	9,461	3,578	
Total held-to-maturity portfolio	141,973	139,761	137,644	
Available-for-Sale Portfolio:				
U.S. treasury and agency securities	420,315	423,923	630,058	
Obligations of state and political subdivisions	523,257	542,131	545,698	
Corporate securities	35,779	35,881	40,443	
Collateralized mortgage obligations	76,053	76,029	70,986	
Mortgage-backed securities	55,629	56,656	50,347	
Sub-total	1,111,033	1,134,620	1,337,532	1,
Equity securities	41,843	41,843	53,371	
Total available-for-sale portfolio	1,152,876	1,176,463	1,390,903	1,
Net unrealized gain on available-for-sale portfolio	23,587	0	55,792	
Total	$1,318,436	$1,316,224	$1,584,339	$1,

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Loans

As shown in Table 8, loans ended the third quarter at $2.4 billion, up $53 million (2.3%) year-to-date and up $38 million (1.6%) versus one year earlier. All of the loan growth for both periods was produced in the consumer mortgage and consumer installment portfolios. Consistent with prior years, the Company experienced softness within our lending portfolio in the first quarter, due principally to seasonal (weather-related) trends and demands. In the second and third quarters, loans increased $33.0 million and $44.5 million, respectively, with year-to-date increases in the consumer installment portfolio ($56.3 million) and consumer mortgage portfolio ($12.2 million), partially offset by a decrease in the business lending portfolio ($15.1 million).

Table 8: Loans

(000's omitted)	September 30, 2005		December 31, 2004		September 30, 2004	
Consumer mortgage	$ 813,611	33.7%	$ 801,412	34.0%	$ 793,120	33.4%
Business lending	816,145	33.8%	831,244	35.2%	847,844	35.7%
Consumer installment	782,137	32.4%	725,837	30.8%	732,787	30.9%
Total loans	$2,411,893	100%	$2,358,493	100%	$2,373,751	100%

Total consumer mortgages increased $10.5 million in the third quarter of 2005 and $20.5 million over the last twelve months. During the last several years, record levels of refinancing activity were driven by mortgage rates that were at or near 40-year lows. Consumer mortgages growth slowed in 2005 compared to the past two years, as the pace of refinancings slowed after an extended period of elevated demand in the low-rate environment. The growth for the quarter, and nine and twelve month time frames was derived principally from activity in the New York markets.

Business lending decreased $7.9 million in the third quarter of 2005 and decreased $31.7 million versus one year ago. The declines were concentrated in the Pennsylvania market, while the New York markets experienced growth of $6.7 million in the third quarter of 2005 and $5.6 million since December 2004 despite the previously mentioned declines in dealer floor plan loans. The Pennsylvania market continues to be impacted by very competitive conditions.

Consumer installment loans, largely borrowings originated in automobile, marine and recreational vehicle dealerships as well as branch originated home equity and installment loans, rose $30.4 million (4.0%) in the third quarter of 2005 and $49.4 million (6.7%) on a year-over-year basis. Continued moderate interest rates (by historical standards), aggressive dealer and manufacturer incentives on new vehicles, and enhanced business development efforts have helped drive strong growth in this segment over the last two years. Consumer installment loans increased in both the New York and Pennsylvania markets during the quarter, nine-month and year over year time frames.

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Asset Quality

Table 9 below exhibits the major components of non-performing loans and assets and key asset quality metrics for the periods ending September 30, 2005 and 2004 and December 31, 2004.

Table 9: Non-performing Assets

(000's omitted)	September 30, 2005	December 31, 2004	Sept
Non-accrual loans	$12,896	$11,798	$
Accruing loans 90+ days delinquent	672	1,158	
Restructured loans	0	0	
Total non-performing loans	13,568	12,956	
Other real estate	882	1,645	
Total non-performing assets	$14,450	$14,601	$
Allowance for loan losses to total loans	1.35%	1.35%	
Allowance for loan losses to non-performing loans	239%	245%	
Non-performing loans to total loans	0.56%	0.55%	
Non-performing assets to total loans and other real estate	0.60%	0.62%	
Delinquent loans (30 days old to non-accruing) to total loans	1.46%	1.45%	
Net charge-offs to average loans outstanding (quarterly)	0.30%	0.49%	
Loan loss provision to net charge-offs (quarterly)	125%	72%	

As displayed in Table 9, non-performing loans at September 30, 2005 were $13.6 million, an increase of $0.6 million versus year-end 2004 and a $2.6 million decrease as compared to the level at the end of the third quarter 2004. During the second quarter of 2005, $2.7 million of non-performing consumer mortgages were sold. Offsetting this decrease was the movement of one large floor plan relationship into non-performing status. Total non-performing assets including other real estate decreased $0.2 million from year-end 2004 and decreased $2.4 million from one-year ago, the decrease being the result of disposing of several properties that had been classified as other real estate.

Non-performing loans were 0.56% of total loans outstanding at the end of the third quarter, slightly above the 0.55% at year-end 2004 and substantially below the 0.68% at September 30, 2004. The allowance for loan losses to non-performing loans ratio, a general measure of coverage adequacy, was 239% at the end of the third quarter compared to 245% at year-end 2004 and 202% at September 30, 2004.

Delinquent loans (30 days through non-accruing) as a percent of total loans was 1.46% at the end of the third quarter, slightly above the 1.45% at year-end 2004 and below the 1.47% delinquency ratio at September 30, 2004. Real estate and installment loan delinquency ratios at the end of the third quarter improved in comparison to both of the earlier periods. Commercial loan delinquency ratios increased slightly from both the third and fourth quarters of 2004. The current delinquency level at the end of the quarter was six basis points below the Company's average of 1.52% over the previous eight quarters.

Table 10: Allowance for Loan Losses Activity

	Three Months Ended September 30,		Nine Months Ended September 30,	
(000's omitted)	2005	2004	2005	2004
Allowance for loan losses at beginning of period	$32,011	$32,040	$31,778	$29,095
Charge-offs:				
Business lending	577	504	2,138	2,236
Consumer mortgage	87	95	489	225
Consumer installment	2,130	1,84	5,727	5,492
Total charge-offs	2,794	2,442	8,354	7,953
Recoveries:				
Business lending	231	90	602	669
Consumer mortgage	3	12	137	35
Consumer installment	734	60	2,013	1,756
Total recoveries	968	71	2,752	2,460
Net charge-offs	1,826	1,731	5,602	5,493
Provision for loan losses	2,275	2,300	6,284	6,650
Allowance on acquired loans	0	0	0	2,357
Allowance for loan losses at end of period	$32,460	$32,60	$32,460	$32,609
Net charge-offs to average loans outstanding:				
Business lending	0.17%	0.19%	0.25%	0.27%

Consumer mortgage	0.04%	0.04%	0.06%	0.03%
Consumer installment	0.72%	0.68%	0.67%	0.71%
Total loans	0.30%	0.29%	0.32%	0.33%

As displayed in Table 10, net charge-offs during the third quarter were $1.8 million, $0.1 million higher than the equivalent 2004 period. The consumer mortgage and consumer installment portfolios experienced increased levels of charge-offs, while business lending charge-offs decreased. The net charge-off ratio (net charge-offs as a percentage of average loans outstanding) for the third quarter was 0.30%, one basis point higher than the comparable quarter of 2004, and ten basis points lower than average charge off ratio for the previous eight quarters. On a year-to-date basis, net charge-offs increased $0.1 million versus the prior year period, while average loans were up $37 million, resulting in a one basis point decline in the YTD net charge-off ratio to 0.32%

The business lending net charge-off ratio decreased two basis points to 0.17% for the third quarter and 0.25% for the first nine months from the comparable periods in the prior year. The consumer mortgage net charge-off ratio for the third quarter of 2005 was consistent with the third quarter of 2004. The consumer mortgage net charge-off ratio for the year-to-date period increased three basis points from the same period in 2004 mostly as a result of the previously mentioned sale of non-performing mortgages. The net charge-off ratio for consumer installments was 0.72% and 0.67% for the third quarter and first nine months of 2005, respectively; consistent with, or lower than the average for the last eight quarters of 0.72%.

A required loan loss allowance of $32.5 million was determined as of September 30, 2005, necessitating a $2.3 million loan loss provision for the quarter, consistent with one year earlier. The third quarter 2005 loan loss provision was $0.4 million higher than net charge-offs mainly due to the growth in the loan portfolio. The allowance for loan losses decreased slightly over the last 12 months, while the loan portfolio grew 1.6%. Consequently, the ratio of allowance for loan loss to loans outstanding decreased from 1.37% to 1.35%, which was consistent with the level at December 31, 2004.

Deposits

As shown in Table 11, average deposits of $2.990 billion in the third quarter were up $51 million compared to fourth quarter 2004 and increased $49 million versus the same quarter of last year. Deposits totaling $33 million were added as a result of the acquisition of the Dansville branch in December 2004.

In 2004 and continuing into 2005, the deposit mix shifted towards demand deposits and more liquid interest-bearing deposits (money market accounts). This shift in deposit mix may have reflected customers' rising rate expectations and consequently their unwillingness to be locked into rates and products for extended periods of time. New product introductions, proactive marketing and increased yields on money market accounts throughout the year resulted in the average balances for money market accounts increasing from 10.6% of the total deposits to 11.8% of total deposits. Recently, as interest rates have risen, time deposits have

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attracted more funds evidenced by their 2.4% increase in the current quarter versus fourth quarter 2004. This shift in mix, combined with increasing interest rates on money market and time deposit accounts increased the quarterly cost of interest bearing deposits from 1.49% in the last quarter of, 2004 to 1.86% in the most recent quarter, and compared to 1.45% for the quarter ended September

30, 2004.

Excluding the impact of acquisitions, average third quarter IPC (individuals and businesses) deposits increased $20.8 million or 0.8% versus the quarter ended December 31, 2004, but were down $2.3 million or 0.1% compared to the year earlier period. Average public funds, excluding acquisitions, have increased $6.0 million or 3.3% and $18.3 million or 10.9% over the same periods. The increase in core deposits is the result of ongoing enhanced marketing efforts and new product offerings introduced throughout 2005.

Table 11: Quarterly Average Deposits

(000's omitted)	September 30, 2005	December 31, 2004	September 30, 2004
Demand deposits	$ 607,621	$ 584,223	$ 577,949
Interest checking deposits	308,297	309,817	302,757
Savings deposits	501,989	542,954	555,015
Money market deposits	353,342	312,317	311,560
Time deposits	1,218,291	1,189,729	1,193,700
Total deposits	$2,989,540	$2,939,040	$2,940,981
IPC deposits	$2,802,743	$2,759,269	$2,773,933
Public fund deposits	186,797	179,771	167,048
Total deposits	$2,989,540	$2,939,040	$2,940,981

Borrowings

At the end of the third quarter, borrowings of $707 million were down $214 million from December 31, 2004 and down $265 million from the third quarter 2004 level. The reduction in borrowings over the last nine months was principally the result of the decision to not fully reinvest the cash flows from the sales and maturities of investments in the current flat yield curve environment.

Shareholders' Equity

On April 20, 2005, the Company announced that its Board of Directors had authorized a stock repurchase program to acquire up to 1,500,000 of its shares, or approximately 5%, of its outstanding common stock. The shares may be repurchased from time to time, in open market or privately negotiated transactions over the course of the subsequent 20 months. All reacquired shares will become treasury shares and will be used for general corporate purposes. Through September 30, 2005, the Company has repurchased 521,611 shares at an aggregate cost of $12.3 million.

Total shareholders' equity of $460 million at the end of the third quarter was a decrease of $14.2 million from the balance at December 31, 2004. This change consisted of a decrease in the after-tax market value adjustment on the available-for-sale investment portfolio of $19.7 million, dividends declared of $16.6 million and treasury stock purchases of $24.2 million, partially offset by net income of $42.5 million and $3.9 million from shares issued under the employee stock plan. Over the past 12 months total shareholders' equity decreased by $6.8 million, as dividends declared, treasury stock purchases, and a lower market value adjustment more than offset net income and increases from shares issued under the employee stock plan.

The Company's Tier I leverage ratio, a primary measure of regulatory capital for which 5% is the requirement to be "well-capitalized," was 7.34% at the end of the third quarter, up 39 basis points from year-end 2004 and 61 basis points higher than its level one year ago. These increases were primarily the result of average assets excluding intangibles and market value adjustments decreasing more than the decrease in shareholders equity excluding intangibles and market value adjustments, mostly due to the reduction of the investment portfolio. The tangible equity-to-assets ratio of 5.86% increased 4 basis points versus year-end 2004 and 18 basis points versus September 30, 2004, for similar reasons.

The dividend payout ratio (dividends declared divided by net income) for the first nine months of 2005 was 39.1%, down 0.9 percentage points from one year ago. The ratio declined because dividends declared increased 10.5%, a lower percentage increase

than the 13.2% growth in net income. The expansion of dividends declared was caused by the dividend per share being raised 5.6% in August 2005, from $0.18 to $0.19, offset by a 2.1% decrease in the number of shares outstanding.

Liquidity

Management of the Company's liquidity is critical due to the potential for unexpected fluctuations in deposits and loans. Adequate sources of both on and off-balance sheet funding are in place to effectively respond to such unexpected fluctuations.

The Company's primary approach to measuring liquidity is known as the Basic Surplus/Deficit model. It is used to calculate liquidity over two time periods: first, the amount of cash that could be made available within 30 days (calculated as liquid assets less short-term liabilities); and second, a projection of subsequent cash availability over an additional 60 days. The minimum policy level of liquidity under the Basic Surplus/Deficit approach is 7.5% of total assets for both the 30 and 90-day time horizons. As of September 30, 2005, this ratio was 14.9% for 30 days and 14.7% for 90 days excluding the Company's capacity to borrow additional funds from the Federal Home Loan Bank.

To measure longer-term liquidity, a baseline projection of loan and deposit growth for five years is made to reflect how current liquidity levels could change over time. This five-year measure reflects adequate liquidity to fund loan and other asset growth over the next five years.

New Accounting Pronouncements

See New Accounting Pronouncement section of Note C to the consolidated financial statements.

Forward-Looking Statements

This document contains comments or information that constitute forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995), which involve significant risks and uncertainties. Actual results may differ materially from the results discussed in the forward-looking statements. Moreover, the Company's plans, objectives and intentions are subject to change based on various factors (some of which are beyond the Company's control). Factors that could cause actual results to differ from those discussed in the forward-looking statements include: (1) risks related to credit quality, interest rate sensitivity and liquidity; (2) the strength of the U.S. economy in general and the strength of the local economies where the Company conducts its business; (3) the effect of, and changes in, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; (4) inflation, interest rate, market and monetary fluctuations; (5) the timely development of new products and services and customer perception of the overall value thereof (including features, pricing and quality) compared to competing products and services; (6) changes in consumer spending, borrowing and savings habits; (7) technological changes; (8) any acquisitions or mergers that might be considered or consummated by the Company and the costs and factors associated therewith; (9) the ability to maintain and increase market share and control expenses; (10) the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) and accounting principles generally accepted in the United States; (11) changes in the Company's organization, compensation and benefit plans and in the availability of, and compensation levels for, employees in its geographic markets; (12) the costs and effects of litigation and of any adverse outcome in such litigation; (13) other risk factors outlined in the Company's filings with the Securities and Exchange Commission from time to time; and (14) the success of the Company at managing the risks of the foregoing.

The foregoing list of important factors is not all-inclusive. Such forward-looking statements speak only as of the date on which they are made and the Company does not undertake any obligation to update any forward-looking statement, whether written or oral, to reflect events or circumstances after the date on which such statement is made. If the Company does update or correct one or more forward-looking statements, investors and others should not conclude that the Company would make additional updates or corrections with respect thereto or with respect to other forward-looking statements.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Market risk is the risk of loss in a financial instrument arising from adverse changes in market rates, prices or credit risk. Credit risk associated with the Company's loan portfolio has been previously discussed in the asset quality section of Management's Discussion and Analysis of Financial Condition and Results of Operations. Management believes that the tax risk of the Company's municipal investments associated with potential future changes in statutory, judicial and regulatory actions is minimal. The Company has an insignificant amount of credit risk in its investment portfolio because essentially all of the fixed-income securities in the portfolio are AAA-rated (highest possible rating). Therefore, almost all the market risk in the investment portfolio is related to interest rates.

The ongoing monitoring and management of both interest rate risk and liquidity, in the short and long term time horizons is an important component of the Company's asset/liability management process, which is governed by limits established in the policies reviewed and approved annually by the Board of Directors. The Board of Directors delegates responsibility for carrying out the policies to the Asset/Liability Committee (ALCO) which meets each month and is made up of the Company's senior management as well as regional and line-of-business managers who oversee specific earning asset classes and various funding sources. As the Company does not believe it is possible to reliably predict future interest rate movements, it has maintained an appropriate process and set of measurement tools, which enable it to identify and quantify sources of interest rate risk in varying rate environments. The primary tool used by the Company in managing interest rate risk is income simulation.

While a wide variety of strategic balance sheet and treasury yield curve scenarios are tested on an ongoing basis, the following reflects the Company's one-year net interest income sensitivity based on:

- Asset and liability levels using September 30, 2005 as a starting point.
- There are assumed to be conservative levels of balance sheet growth--low to mid single digit growth in loans and deposits, while using the cashflows from investment contractual maturities and prepayments to repay short-term capital market borrowings.
- The prime rate and federal funds rates are assumed to move up 200 basis points and down 100 basis points over a 12-month period while moving the long end of the treasury curve to spreads over federal funds that are more consistent with historical norms. Deposit rates are assumed to move in a manner that reflects the historical relationship between deposit rate movement and changes in the federal funds rate.
- Cash flows are based on contractual maturity, optionality and amortization schedules along with applicable prepayments derived from internal historical data and external sources.

Net Interest Income Sensitivity Model

Change in interest rates	Calculated annualized increase (decrease) in projected net interest income at September 30, 2005
+ 200 basis points	(1.0%)
- 100 basis points	(0.8%)

The modeled net interest income in a falling rate environment is initially more favorable than if rates were to rise due to a faster initial reaction from core deposit pricing and short-term capital market borrowing rates. Over a longer time period, however, the growth in net interest income improves in a rising rate environment as a result of lower yielding earning assets running off and being replaced at increased rates.

The analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions: the nature and timing of interest rate levels (including yield curve shape), prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of asset and liability cash flows, and other factors. While the assumptions are developed based upon current economic and local market conditions, the Company cannot make any assurances as to the predictive nature of these assumptions, including how customer preferences or competitor influences might change. Furthermore, the sensitivity analysis does not reflect actions that ALCO might take in responding to or anticipating changes in interest rates.

Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures designed to ensure that it is able to collect the information it is required to disclose in the reports that are filed with the Securities and Exchange Commission, or SEC, and to process, summarize and disclose this information within the time periods specified in the rules of the SEC. Based on managements evaluation of the Company's disclosure controls and procedures, with the participati