

ACNB CORP  
Form 10-Q  
May 09, 2013

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

**WASHINGTON, DC 20549**

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended March 31, 2013**

**Commission file number 0-11783**

**ACNB CORPORATION**

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

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

**23-2233457**  
**(I.R.S. Employer  
Identification No.)**

**16 Lincoln Square, Gettysburg, Pennsylvania**  
**(Address of principal executive offices)**

**17325**  
**(Zip Code)**

**Registrant's telephone number, including area code: (717) 334-3161**

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**Title of each class**  
Common Stock, \$2.50 par value per share

**Name of each exchange on which registered**  
The NASDAQ Stock Market, LLC

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

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

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

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

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

The number of shares of the Registrant's Common Stock outstanding on April 26, 2013, was 5,970,130.

## PART I - FINANCIAL INFORMATION

## ACNB CORPORATION

## ITEM 1 - FINANCIAL STATEMENTS

## CONSOLIDATED STATEMENTS OF CONDITION (UNAUDITED)

Dollars in thousands, except per share data	March 31, 2013	March 31, 2012	December 31, 2012
<b>ASSETS</b>			
Cash and due from banks	\$ 11,967	\$ 12,259	\$ 19,078
Interest bearing deposits with banks	34,322	17,943	32,307
Total Cash and Cash Equivalents	46,289	30,202	51,385
Securities available for sale	152,518	206,912	165,790
Securities held to maturity, fair value \$61,743; \$10,641; \$50,980	61,262	10,028	50,159
Loans held for sale	2,842	2,181	6,687
Loans, net of allowance for loan losses \$17,486; \$14,538; \$16,825	688,330	687,866	691,311
Premises and equipment	15,018	14,706	15,131
Restricted investment in bank stocks	4,766	6,804	5,318
Investment in bank-owned life insurance	31,503	28,649	31,122
Investments in low-income housing partnerships	5,314	3,677	5,440
Goodwill	6,308	6,308	6,308
Intangible assets	2,249	2,890	2,409
Foreclosed assets held for resale	4,017	4,794	4,247
Other assets	15,623	15,718	14,688
<b>Total Assets</b>	<b>\$ 1,036,039</b>	<b>\$ 1,020,735</b>	<b>\$ 1,049,995</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>			
<b>LIABILITIES</b>			
Deposits:			
Non-interest bearing	\$ 128,580	\$ 116,011	\$ 119,297
Interest bearing	703,006	671,946	714,879
Total Deposits	831,586	787,957	834,176
Short-term borrowings	42,269	44,420	47,303
Long-term borrowings	52,892	80,133	59,954
Other liabilities	6,988	9,664	7,298
<b>Total Liabilities</b>	<b>933,735</b>	<b>922,174</b>	<b>948,731</b>
<b>STOCKHOLDERS EQUITY</b>			
Common stock, \$2.50 par value; 20,000,000 shares authorized; 6,032,730, 6,012,015 and 6,027,968 shares issued; 5,970,130, 5,949,415 and 5,965,368 shares outstanding	15,082	15,030	15,070

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Treasury stock, at cost (62,600 shares)	(728)	(728)	(728)
Additional paid-in capital	9,324	9,044	9,246
Retained earnings	79,173	74,632	77,888
Accumulated other comprehensive (loss) income	(547)	583	(212)
<b>Total Stockholders' Equity</b>	<b>102,304</b>	98,561	101,264
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 1,036,039</b>	\$ 1,020,735	\$ 1,049,995

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

## ACNB CORPORATION

## CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

Dollars in thousands, except per share data	Three Months Ended March 31,	
	2013	2012
<b>INTEREST INCOME</b>		
Loans, including fees	\$ 8,254	\$ 8,563
Securities:		
Taxable	1,040	1,335
Tax-exempt	348	366
Dividends	4	3
Other	20	4
<b>Total Interest Income</b>	<b>9,666</b>	<b>10,271</b>
<b>INTEREST EXPENSE</b>		
Deposits	661	916
Short-term borrowings	12	20
Long-term borrowings	459	695
<b>Total Interest Expense</b>	<b>1,132</b>	<b>1,631</b>
<b>Net Interest Income</b>	<b>8,534</b>	<b>8,640</b>
<b>PROVISION FOR LOAN LOSSES</b>	<b>650</b>	<b>1,125</b>
<b>Net Interest Income after Provision for Loan Losses</b>	<b>7,884</b>	<b>7,515</b>
<b>OTHER INCOME</b>		
Service charges on deposit accounts	538	552
Income from fiduciary activities	331	288
Earnings on investment in bank-owned life insurance	241	238
Net gains on sales or calls of securities		4
Service charges on ATM and debit card transactions	319	309
Commissions from insurance sales	1,131	1,205
Other	385	220
<b>Total Other Income</b>	<b>2,945</b>	<b>2,816</b>
<b>OTHER EXPENSES</b>		
Salaries and employee benefits	4,748	4,573
Net occupancy	515	493
Equipment	658	611
Other tax	238	223
Professional services	244	191
Supplies and postage	131	175
Marketing and corporate relations	99	100
FDIC and regulatory	209	233
Intangible assets amortization	160	160
Foreclosed real estate (income) expenses	(21)	65
Other operating	775	715
<b>Total Other Expenses</b>	<b>7,756</b>	<b>7,539</b>

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<b>Income before Income Taxes</b>	<b>3,073</b>		<b>2,792</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>655</b>		<b>556</b>
<b>Net Income</b>	<b>\$ 2,418</b>	<b>\$</b>	<b>2,236</b>
<b>PER SHARE DATA</b>			
Basic earnings	<b>\$ 0.41</b>	<b>\$</b>	<b>0.38</b>
Cash dividends declared	<b>\$ 0.19</b>	<b>\$</b>	<b>0.19</b>

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

## ACNB CORPORATION

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

Dollars in thousands	Three Months Ended March 31,	
	2013	2012
<b>NET INCOME</b>	<b>\$ 2,418</b>	<b>\$ 2,236</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>		
<b>SECURITIES</b>		
Unrealized losses arising during the period, net of income taxes of \$(231) and \$(92), respectively	(449)	(177)
Reclassification adjustment for net gains included in net income, net of income taxes of \$0 and \$(1), respectively (A)		(3)
<b>PENSION</b>		
Change in plan assets and benefit obligations, net of income taxes of \$59 and \$57, respectively (B)	114	108
<b>TOTAL OTHER COMPREHENSIVE LOSS</b>	<b>(335)</b>	<b>(72)</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>\$ 2,083</b>	<b>\$ 2,164</b>

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

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- (A) Amounts are included in net gains on sales or calls of securities on the Consolidated Statements of Income in total other income.  
 (B) Amounts are included in the computation of net periodic benefit cost and are included in salaries and employee benefits on the Consolidated Statements of Income in total other expenses.

## ACNB CORPORATION

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

Three Months Ended March 31, 2013 and 2012

Dollars in thousands	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
<b>BALANCE JANUARY 1, 2012</b>	\$ 15,021	\$ (728)	\$ 9,000	\$ 73,526	\$ 655	\$ 97,474
Net income				2,236		2,236
Other comprehensive loss, net of taxes					(72)	(72)
Common stock shares issued (3,606 shares)	9		44			53
Cash dividends declared				(1,130)		(1,130)
<b>BALANCE MARCH 31, 2012</b>	\$ 15,030	\$ (728)	\$ 9,044	\$ 74,632	\$ 583	\$ 98,561
<b>BALANCE JANUARY 1, 2013</b>	\$ 15,070	\$ (728)	\$ 9,246	\$ 77,888	\$ (212)	\$ 101,264
Net income				2,418		2,418
Other comprehensive loss, net of taxes					(335)	(335)
Common stock shares issued (4,762 shares)	12		78			90
Cash dividends declared				(1,133)		(1,133)
<b>BALANCE MARCH 31, 2013</b>	\$ 15,082	\$ (728)	\$ 9,324	\$ 79,173	\$ (547)	\$ 102,304

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

## ACNB CORPORATION

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

Dollars in thousands	Three Months Ended March 31,	
	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 2,418	\$ 2,236
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of loans and foreclosed real estate, net of write-downs on foreclosed real estate	(267)	(5)
Earnings on investment in bank-owned life insurance	(241)	(238)
Gain on sales or calls of securities		(4)
Depreciation and amortization	506	510
Provision for loan losses	650	1,125
Net amortization of investment securities premiums	237	225
(Increase) decrease in interest receivable	(56)	19
Decrease in interest payable	(291)	(139)
Mortgage loans originated for sale	(10,690)	(2,888)
Proceeds from loans sold to others	14,772	1,060
(Increase) decrease in other assets	(581)	406
Increase (decrease) in other liabilities	154	(332)
<b>Net Cash Provided by Operating Activities</b>	<b>6,611</b>	<b>1,975</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from maturities of investment securities held to maturity	1,028	
Proceeds from maturities of investment securities available for sale	13,326	16,865
Purchase of investment securities held to maturity	(12,228)	
Purchase of investment securities available for sale	(874)	(12,141)
Net decrease (increase) in loans	2,119	(10,522)
Redemption of restricted investment in bank stocks	552	342
Purchase of bank-owned life insurance	(140)	
Capital expenditures	(233)	(574)
Proceeds from sale of foreclosed real estate	472	149
<b>Net Cash Provided by (Used in) Investing Activities</b>	<b>4,022</b>	<b>(5,881)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net increase in demand deposits	9,283	3,764
Net (decrease) increase in time certificates of deposits and interest bearing deposits	(11,873)	1,398
Net decrease in short-term borrowings	(5,034)	(1,542)
Dividends paid	(1,133)	(1,130)
Common stock issued	90	53
Proceeds from long-term borrowings		10,000
Repayments on long-term borrowings	(7,062)	(1,058)
<b>Net Cash (Used in) Provided by Financing Activities</b>	<b>(15,729)</b>	<b>11,485</b>
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	<b>(5,096)</b>	<b>7,579</b>
<b>CASH AND CASH EQUIVALENTS BEGINNING</b>	<b>51,385</b>	<b>22,623</b>
<b>CASH AND CASH EQUIVALENTS ENDING</b>	<b>\$ 46,289</b>	<b>\$ 30,202</b>

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Interest paid	\$	1,423	\$	1,770
Incomes taxes paid	\$	725	\$	
Loans transferred to foreclosed assets held for resale	\$	212	\$	517

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

**ACNB CORPORATION**

**ITEM 1 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation**

ACNB Corporation, headquartered in Gettysburg, Pennsylvania, provides banking, insurance, and financial services to businesses and consumers through its wholly-owned subsidiaries, ACNB Bank and Russell Insurance Group, Inc. (RIG). The Bank engages in full-service commercial and consumer banking and trust services through its nineteen retail banking office locations in Adams, Cumberland and York Counties, Pennsylvania. There are also two loan production offices situated in York and Franklin Counties, Pennsylvania.

RIG is a full-service insurance agency based in Westminster, Maryland. The agency offers a broad range of property and casualty, life, and health insurance to both commercial and individual clients. In 2008, due to an agency acquisition, a second location of RIG was established in Germantown, Maryland.

The Corporation, along with seven other banks, entered into a joint venture to form BankersRe Insurance Group, SPC (formerly Pennbanks Insurance Co., SPC), an offshore reinsurance company. Each participating entity owned an insurance cell through which its premiums and losses from credit life, disability, and accident insurance are funded. Each entity was responsible for the activity in its respective cell. The financial activity for the Corporation's insurance cell has been included in the consolidated financial statements and is not material to the consolidated financial statements. The segregated portfolio was novated to a third party during 2012.

The Corporation's primary source of revenue is interest income on loans and investment securities and fee income on its products and services. Expenses consist of interest expense on deposits and borrowed funds, provisions for loan losses, and other operating expenses.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly ACNB Corporation's financial position and the results of operations, comprehensive income, changes in stockholders' equity, and cash flows. All such adjustments are of a normal recurring nature.

The accounting policies followed by the Corporation are set forth in Note A to the Corporation's consolidated financial statements in the 2012 ACNB Corporation Annual Report on Form 10-K, filed with the SEC on March 15, 2013. It is suggested that the consolidated financial statements contained herein be read in conjunction with the consolidated financial statements and notes included in the Corporation's Annual Report on Form 10-K. The results of operations for the three month period ended March 31, 2013, are not necessarily indicative of the results to be expected for the full year.

The Corporation has evaluated events and transactions occurring subsequent to the statement of condition date of March 31, 2013, for items that should potentially be recognized or disclosed in the consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

2. **Earnings Per Share**

The Corporation has a simple capital structure. Basic earnings per share of common stock is computed based on 5,966,216 and 5,946,443 weighted average shares of common stock outstanding for the three months ended March 31, 2013 and 2012, respectively. The Corporation does not have dilutive securities outstanding.

3. **Retirement Benefits**

The components of net periodic benefit cost related to the non-contributory, defined benefit pension plan for the three month period ended March 31 were as follows:

In thousands	Three Months Ended March 31,	
	2013	2012
Service cost	\$ 194	\$ 163
Interest cost	223	231
Expected return on plan assets	(489)	(443)
Amortization of net loss	163	153
Amortization of transition obligation		2
Amortization of prior service cost	10	10
<b>Net Periodic Benefit Cost</b>	<b>\$ 101</b>	<b>\$ 116</b>

The Corporation previously disclosed in its consolidated financial statements for the year ended December 31, 2012, that it had not yet determined the amount the Bank plans on contributing to the Plan in 2013. As of March 31, 2013, this contribution amount has still not been determined. Effective April 1, 2012, no inactive or former participant in the Plan will be eligible to again participate in the Plan, and no employee hired after March 31, 2012, will be eligible to participate in the Plan. As of the last annual census, ACNB Bank had a combined 368 active, vested terminated, and retired persons in the Plan. There were 11 new hires in the first quarter of 2012 that are not enrolled in the Plan, but will be upon meeting the eligibility requirements.

4. **Guarantees**

The Corporation does not issue any guarantees that would require liability recognition or disclosure, other than its standby letters of credit. Standby letters of credit are written conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Generally, all letters of credit, when issued, have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as those that are involved in extending loan facilities to customers. The Corporation generally holds collateral and/or personal guarantees supporting these commitments. The Corporation had \$4,678,000 in standby letters of credit as of March 31, 2013. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payments required under the corresponding guarantees. The current amount of the liability, as of March 31, 2013, for guarantees under standby letters of credit issued is not material.

5. **Accumulated Other Comprehensive Income (Loss)**

The components of accumulated other comprehensive income (loss), net of taxes, are as follows:

In thousands	Unrealized Gains on	Pension Liability	Accumulated Other Comprehensive
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		Securities		Income (Loss)	
<b>BALANCE</b>	<b>MARCH 31, 2013</b>	<b>\$</b>	<b>5,165</b>	<b>\$</b>	<b>(5,712)</b>
BALANCE	DECEMBER 31, 2012	\$	5,614	\$	(5,826)
BALANCE	MARCH 31, 2012	\$	5,816	\$	(5,233)
					583

6. **Segment Reporting**

Russell Insurance Group, Inc. (RIG) is managed separately from the banking segment, which includes the Bank and related financial services that the Corporation offers through its banking subsidiary. RIG offers a broad range of property and casualty, life, and health insurance to both commercial and individual clients.

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Segment information for the three month periods ended March 31, 2013 and 2012, is as follows:

In thousands	Banking	Insurance	Total
<b>2013</b>			
Net interest income and other income from external customers	\$ 10,359	\$ 1,120	\$ 11,479
Income before income taxes	2,975	98	3,073
Total assets	1,026,155	9,884	1,036,039
Capital expenditures	226	7	233
<b>2012</b>			
Net interest income and other income from external customers	\$ 10,263	\$ 1,193	\$ 11,456
Income before income taxes	2,602	190	2,792
Total assets	1,010,248	10,487	1,020,735
Capital expenditures	502	72	574

Intangible assets, representing customer lists, are amortized over 10 years on a straight line basis. Goodwill is not amortized, but rather is analyzed annually for impairment. If certain events occur which might indicate goodwill has been impaired, the goodwill is tested for impairment when such events occur. Amortization of goodwill and the intangible assets is deductible for tax purposes.

## 7. Securities

Debt securities that management has the positive intent and ability to hold to maturity are classified as held to maturity and recorded at amortized cost. Securities not classified as held to maturity or trading, including equity securities with readily determinable fair values, are classified as available for sale and recorded at fair value, with unrealized gains and losses excluded from earnings and reported, net of tax, in other comprehensive income (loss).

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses on debt securities, management considers (1) whether management intends to sell the security, or (2) if it is more likely than not that management will be required to sell the security before recovery, or (3) if management does not expect to recover the entire amortized cost basis. In assessing potential other-than-temporary impairment for equity securities, consideration is given to management's intention and ability to hold the securities until recovery of unrealized losses. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Amortized cost and fair value of securities at March 31, 2013, and December 31, 2012, were as follows:

In thousands	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>SECURITIES AVAILABLE FOR SALE</b>				
<b>MARCH 31, 2013</b>				
U.S. Government and agencies	\$ 21,192	\$ 897	\$	22,089
Mortgage-backed securities	68,148	4,245		72,393
State and municipal	47,679	2,147	12	49,814
Corporate bonds	6,006	276		6,282
CRA mutual fund	1,044	43		1,087
Stock in other banks	627	226		853
	\$ 144,696	\$ 7,834	\$ 12	\$ 152,518
<b>DECEMBER 31, 2012</b>				
U.S. Government and agencies	\$ 23,225	\$ 1,016	\$	24,241
Mortgage-backed securities	75,816	4,767		80,583
State and municipal	49,568	2,246	10	51,804
Corporate bonds	7,008	286	8	7,286
CRA mutual fund	1,044	52		1,096
Stock in other banks	627	153		780
	\$ 157,288	\$ 8,520	\$ 18	\$ 165,790
<b>SECURITIES HELD TO MATURITY</b>				
<b>MARCH 31, 2013</b>				
U.S. Government and agencies	\$ 30,099	\$ 426	\$ 98	\$ 30,427
Mortgage-backed securities	31,163	237	84	31,316
	\$ 61,262	\$ 663	\$ 182	\$ 61,743
<b>DECEMBER 31, 2012</b>				
U.S. Government and agencies	\$ 30,115	\$ 536	\$ 6	\$ 30,645
Mortgage-backed securities	20,044	298	7	20,335
	\$ 50,159	\$ 834	\$ 13	\$ 50,980

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The following table shows the Corporation's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2013, and December 31, 2012:

In thousands	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>SECURITIES AVAILABLE FOR SALE</b>						
<b>MARCH 31, 2013</b>						
State and municipal	\$ 1,601	\$ 12	\$	\$	\$ 1,601	\$ 12
<b>DECEMBER 31, 2012</b>						
State and municipal	\$ 1,975	\$ 10	\$	\$	\$ 1,975	\$ 10
Corporate bond	992	8			992	8
	\$ 2,967	\$ 18	\$	\$	\$ 2,967	\$ 18
<b>SECURITIES HELD TO MATURITY</b>						
<b>MARCH 31, 2013</b>						
U.S. Government and agencies	\$ 13,020	\$ 98	\$	\$	\$ 13,020	\$ 98
Mortgage-backed securities	11,044	84			11,044	84
	\$ 24,064	\$ 182	\$	\$	\$ 24,064	\$ 182
<b>DECEMBER 31, 2012</b>						
U.S. Government and agencies	\$ 2,994	\$ 6	\$	\$	\$ 2,994	\$ 6
Mortgage-backed security	2,046	7			2,046	7
	\$ 5,040	\$ 13	\$	\$	\$ 5,040	\$ 13

All mortgage-backed security investments are government sponsored enterprise (GSE) pass-through instruments issued by the Federal National Mortgage Association (FNMA), Government National Mortgage Association (GNMA) or Federal Home Loan Mortgage Corporation (FHLMC), which guarantee the timely payment of principal on these investments.

At March 31, 2013, four available for sale state and municipal bonds had unrealized losses that individually did not exceed 2% of amortized cost. These securities have not been in a continuous loss position for 12 months or more. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of the specific securities.

At March 31, 2013, ten held to maturity U.S. Government and agency securities had unrealized losses that individually did not exceed 2% of amortized cost. These securities have not been in a continuous loss position for 12 months or more. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of the specific securities.

At March 31, 2013, six held to maturity mortgage-backed securities had unrealized losses that individually did not exceed 2% of amortized cost. These securities have not been in a continuous loss position for 12 months or more. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of the specific securities.

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In analyzing the issuer's financial condition, management considers industry analysts' reports, financial performance, and projected target prices of investment analysts within a one-year time frame. Based on the above information, management has determined that none of these investments are other-than-temporarily impaired.

The fair values of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the security's relationship to other benchmark quoted prices. The Corporation uses independent service providers to provide matrix pricing.

Management routinely sells securities from its available for sale portfolio in an effort to manage and allocate the portfolio. At March 31, 2013, management had not identified any securities with an unrealized loss that it intends or will be required to sell. In estimating other-than-temporary impairment losses on debt securities, management considers (1) whether management intends to sell the security, or (2) if it is more likely than not that management will be required to sell the security before recovery, or (3) if management does not expect to recover the entire amortized cost basis. In assessing potential other-than-temporary impairment for equity securities, consideration is given to management's intention and ability to hold the securities until recovery of unrealized losses.

Amortized cost and fair value at March 31, 2013, by contractual maturity, where applicable, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay with or without penalties.

In thousands	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
1 year or less	\$ 2,319	\$ 2,342	\$	\$
Over 1 year through 5 years	31,788	33,545	19,095	19,402
Over 5 years through 10 years	36,742	38,023	11,004	11,025
Over 10 years	4,028	4,275		
Mortgage-backed securities	68,148	72,393	31,163	31,316
CRA mutual fund	1,044	1,087		
Stock in other banks	627	853		
	\$ 144,696	\$ 152,518	\$ 61,262	\$ 61,743

The Corporation did not realize any gross gains or losses on sales or calls of securities available for sale during the first quarter of 2013. The Corporation realized gross gains of \$4,000 and \$0 in gross losses on sales or calls of securities available for sale during the first quarter of 2012.

At March 31, 2013, and December 31, 2012, securities with a carrying value of \$136,988,000 and \$147,923,000, respectively, were pledged as collateral as required by law on public and trust deposits, repurchase agreements, and for other purposes.

## 8. Loans

The Corporation grants commercial, residential, and consumer loans to customers. A substantial portion of the loan portfolio is represented by mortgage loans throughout southcentral Pennsylvania and northern Maryland. The ability of the Corporation's debtors to honor their contracts is dependent upon the real estate values and general economic conditions in this area.

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Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

The loans receivable portfolio is segmented into commercial, residential mortgage, home equity lines of credit, and consumer loans. Commercial loans consist of the following classes: commercial and industrial, commercial real estate, and commercial real estate construction.

The accrual of interest on residential mortgage and commercial loans is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Consumer loans (consisting of home equity lines of credit and consumer loan classes) are typically charged off no later than 120 days past due. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued, but not collected, for loans that are placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

### **Allowance for Credit Losses**

The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses (the allowance) is established as losses are estimated to occur through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The reserve for unfunded lending commitments represents management's estimate of losses inherent in its unfunded loan commitments and is recorded in other liabilities on the consolidated statement of condition. The amount of the reserve for unfunded lending commitments is not material to the consolidated statements.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general, and unallocated components. The specific component relates to loans that are classified as either doubtful, substandard, or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class including commercial loans not considered impaired, as well as smaller balance homogeneous loans, such as residential real estate, home equity, and other consumer loans. These pools of loans are evaluated for loss exposure based upon historical loss rates for the previous twelve quarters for each of these categories of loans, adjusted for qualitative risk factors. These qualitative risk factors include:

- lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices;
- national, regional and local economic and business conditions, as well as the condition of various market segments, including the impact on the value of underlying collateral for collateral dependent loans;
- the nature and volume of the portfolio and terms of loans;

- the experience, ability and depth of lending management and staff;
- the volume and severity of past due, classified and nonaccrual loans, as well as other loan modifications; and,
- the existence and effect of any concentrations of credit and changes in the level of such concentrations.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

The unallocated component of the allowance is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. It covers risks that are inherently difficult to quantify including, but not limited to, collateral risk, information risk, and historical charge-off risk.

A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and commercial construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

A specific allocation within the allowance for loan losses is established for an impaired loan if its carrying value exceeds its estimated fair value. The estimated fair values of the Corporation's impaired loans are measured based on the estimated fair value of the loan's collateral or the discounted cash flows method.

For commercial loans secured by real estate, estimated fair values of collateral are determined primarily through third-party appraisals. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated certified appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the original appraisal, and the condition of the property. Appraised values are discounted based on the age of the appraisal, special use nature of the property, or condition of the property to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value.

For commercial and industrial loans secured by non-real estate collateral, such as accounts receivable, inventory and equipment, estimated fair values are determined based on the borrower's financial statements, inventory reports, accounts receivable aging reports, equipment appraisals, or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are the subject of a troubled debt restructure.

Loans whose terms are modified are classified as troubled debt restructured loans if the Corporation grants such borrowers concessions that it would not otherwise consider and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate, a below market interest rate given the risk associated with the loan, or an extension of a loan's stated maturity date. Nonaccrual troubled debt restructurings may be restored to accrual status if principal and interest payments, under the modified terms, are current for a sustained period of time and, based on a well-documented credit evaluation of the borrower's financial condition, there is reasonable assurance of repayment. Loans classified as troubled debt restructurings are generally designated as impaired.

The allowance calculation methodology includes further segregation of loan classes into credit quality rating categories. The borrower's overall financial condition, repayment sources, guarantors, and value of collateral, if appropriate, are generally evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments.

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Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful, and loss. Loans classified special mention have potential weaknesses that deserve management's close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Loans not classified are rated pass.

In addition, federal and state regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses and may require the Corporation to recognize additions to the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management's comprehensive analysis of the loan portfolio and economic conditions, management believes the current level of the allowance for loan losses is adequate.

**Commercial and Industrial Lending** The Corporation originates commercial and industrial loans primarily to businesses located in its primary market area and surrounding areas. These loans are used for various business purposes which include short-term loans and lines of credit to finance machinery and equipment purchases, inventory, and accounts receivable. Generally, the maximum term for loans extended on machinery and equipment is based on the projected useful life of such machinery and equipment. Most business lines of credit are written on demand and may be renewed annually.

Commercial and industrial loans are generally secured with short-term assets; however, in many cases, additional collateral such as real estate is provided as additional security for the loan. Loan-to-value maximum values have been established by the Corporation and are specific to the type of collateral. Collateral values may be determined using invoices, inventory reports, accounts receivable aging reports, collateral appraisals, etc.

In underwriting commercial and industrial loans, an analysis is performed to evaluate the borrower's character and capacity to repay the loan, the adequacy of the borrower's capital and collateral, as well as the conditions affecting the borrower. Evaluation of the borrower's past, present and future cash flows is also an important aspect of the Corporation's analysis.

Commercial loans generally present a higher level of risk than other types of loans due primarily to the effect of general economic conditions.

**Commercial Real Estate Lending** The Corporation engages in commercial real estate lending in its primary market area and surrounding areas. The Corporation's commercial loan portfolio is secured primarily by commercial retail space, office buildings, and hotels. Generally, commercial real estate loans have terms that do not exceed 20 years, have loan-to-value ratios of up to 80% of the appraised value of the property, and are typically secured by personal guarantees of the borrowers.

In underwriting these loans, the Corporation performs a thorough analysis of the financial condition of the borrower, the borrower's credit history, and the reliability and predictability of the cash flow generated by the property securing the loan. Appraisals on properties securing commercial real estate loans originated by the Corporation are performed by independent appraisers.

Commercial real estate loans generally present a higher level of risk than other types of loans due primarily to the effect of general economic conditions and the complexities involved in valuing the underlying collateral.

**Commercial Real Estate Construction Lending** The Corporation engages in commercial real estate construction lending in its primary market area and surrounding areas. The Corporation's commercial real estate construction lending consists of commercial and residential site development loans, as well as commercial building construction and residential housing construction loans.

The Corporation's commercial real estate construction loans are generally secured with the subject property. Terms of construction loans depend on the specifics of the project, such as estimated absorption rates, estimated time to complete, etc.

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In underwriting commercial real estate construction loans, the Corporation performs a thorough analysis of the financial condition of the borrower, the borrower's credit history, and the reliability and predictability of the cash flow generated by the project using feasibility studies, market data, etc. Appraisals on properties securing commercial real estate construction loans originated by the Corporation are performed by independent appraisers.

Commercial real estate construction loans generally present a higher level of risk than other types of loans due primarily to the effect of general economic conditions and the uncertainties surrounding total construction costs.

**Residential Mortgage Lending** One-to-four family residential mortgage loan originations, including home equity closed-end loans, are generated by the Corporation's marketing efforts, its present customers, walk-in customers, and referrals. These loans originate primarily within the Corporation's market area or with customers primarily from the market area.

The Corporation offers fixed-rate and adjustable-rate mortgage loans with terms up to a maximum of 30 years for both permanent structures and those under construction. The Corporation's one-to-four family residential mortgage originations are secured primarily by properties located in its primary market area and surrounding areas. The majority of the Corporation's residential mortgage loans originate with a loan-to-value of 80% or less. Loans in excess of 80% are required to have private mortgage insurance.

In underwriting one-to-four family residential real estate loans, the Corporation evaluates both the borrower's ability to make monthly payments and the value of the property securing the loan. Properties securing real estate loans made by the Corporation are appraised by independent appraisers. The Corporation generally requires borrowers to obtain an attorney's title opinion or title insurance, as well as fire and property insurance (including flood insurance, if necessary) in an amount not less than the amount of the loan. The Corporation has not engaged in subprime residential mortgage originations.

Residential mortgage loans present a moderate level of risk due primarily to general economic conditions, as well as a currently weakened housing market.

**Home Equity Lines of Credit Lending** The Corporation originates home equity lines of credit primarily within the Corporation's market area or with customers primarily from the market area. Home equity lines of credit are generated by the Corporation's marketing efforts, its present customers, walk-in customers, and referrals.

Home equity lines of credit are secured by the borrower's primary residence with a maximum loan-to-value of 90% and a maximum term of 20 years. In underwriting home equity lines of credit, a thorough analysis of the borrower's financial ability to repay the loan as agreed is performed. The ability to repay is determined by the borrower's employment history, current financial condition, and credit background.

Home equity lines of credit generally present a moderate level of risk due primarily to general economic conditions, as well as a weakened housing market.

Junior liens inherently have more credit risk by virtue of the fact that another financial institution may have a higher security position in the case of foreclosure liquidation of collateral to extinguish the debt. Generally, foreclosure actions could become more prevalent if the real estate market continues to be weak and property values deteriorate.

**Consumer Lending** The Corporation offers a variety of unsecured and secured consumer loans, including those for vehicles and mobile homes and those secured by savings deposits. These loans originate primarily within the Corporation's market area or with customers primarily from the market area.

Consumer loan terms vary according to the type and value of collateral and the creditworthiness of the borrower. In underwriting consumer loans, a thorough analysis of the borrower's financial ability to repay the loan as agreed is performed. The ability to repay is determined by the borrower's employment history, current financial condition, and credit background.

Consumer loans may entail greater credit risk than residential mortgage loans or home equity lines of credit, particularly in the case of consumer loans which are unsecured or are secured by rapidly depreciable assets such as automobiles or recreational equipment. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.



The following table presents the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard, and doubtful within the Corporation's internal risk rating system as of March 31, 2013, and December 31, 2012:

In thousands	Pass	Special Mention	Substandard	Doubtful	Total
<b>MARCH 31, 2013</b>					
Commercial and industrial	\$ 46,749	\$ 2,525	\$ 2,200	\$	\$ 51,474
Commercial real estate	201,786	22,039	17,115		240,940
Commercial real estate construction	7,190	4,838	7,151		19,179
Residential mortgage	319,042	4,390	3,294		326,726
Home equity lines of credit	50,856	1,734	257		52,847
Consumer	14,650				14,650
	\$ 640,273	\$ 35,526	\$ 30,017	\$	\$ 705,816
<b>DECEMBER 31, 2012</b>					
Commercial and industrial	\$ 44,072	\$ 2,491	\$ 2,441	\$	\$ 49,004
Commercial real estate	205,449	20,379	17,191		243,019
Commercial real estate construction	7,354	9,820	1,980		19,154
Residential mortgage	321,986	4,502	2,348		328,836
Home equity lines of credit	51,096	1,776	258		53,130
Consumer	14,993				14,993
	\$ 644,950	\$ 38,968	\$ 24,218	\$	\$ 708,136

The following table summarizes information relative to impaired loans by loan portfolio class as of March 31, 2013, and December 31, 2012:

In thousands	Impaired Loans with Allowance			Impaired Loans with No Allowance		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	
<b>MARCH 31, 2013</b>						
Commercial and industrial	\$ 146	\$ 146	\$ 29	\$ 196	\$	\$ 1,310
Commercial real estate	237	276	7	11,765		12,209
Commercial real estate construction	5,384	5,384	1,806	854		1,128
Residential mortgage	1,398	1,398	415	932		1,257
	\$ 7,165	\$ 7,204	\$ 2,257	\$ 13,747	\$	\$ 15,904
<b>DECEMBER 31, 2012</b>						
Commercial and industrial	\$ 146	\$ 146	\$ 29	\$ 195	\$	\$ 1,310
Commercial real estate	237	276	7	8,772		9,216
Commercial real estate construction				854		1,128
Residential mortgage				938		1,263
	\$ 383	\$ 422	\$ 36	\$ 10,759	\$	\$ 12,917

The following table summarizes information in regards to average of impaired loans and related interest income by loan portfolio class for the three months ended March 31, 2013 and 2012:

In thousands	Impaired Loans with Allowance		Impaired Loans with No Allowance	
	Average Recorded Investment	Interest Income	Average Recorded Investment	Interest Income
<b>MARCH 31, 2013</b>				
Commercial and industrial	\$ 146	\$	\$ 195	\$
Commercial real estate	237		10,269	93
Commercial real estate construction	2,692	60	854	
Residential mortgage	699		935	3
	\$ 3,774	\$ 60	\$ 12,253	\$ 96
<b>MARCH 31, 2012</b>				
Commercial and industrial	\$ 1,006	\$	\$ 243	\$
Commercial real estate	517		7,421	
Commercial real estate construction	839		1,779	
Residential mortgage	44		1,512	
	\$ 2,406	\$	\$ 10,955	\$

No additional funds are committed to be advanced in connection with impaired loans.

The following table presents nonaccrual loans by classes of the loan portfolio as of March 31, 2013, and December 31, 2012:

In thousands	March 31, 2013	December 31, 2012
Commercial and industrial	\$ 342	\$ 341
Commercial real estate	4,942	4,472
Commercial real estate construction	854	854
Residential mortgage	2,013	660
	\$ 8,151	\$ 6,327

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The following table summarizes information relative to troubled debt restructurings by loan portfolio class as of March 31, 2013, and December 31, 2012:

In thousands	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Recorded Investment at Period End
<b>MARCH 31, 2013</b>			
Nonaccruing troubled debt restructurings:			
Commercial and industrial	\$ 490	\$ 485	\$ 187
Commercial real estate	1,304	1,304	931
Commercial real estate construction	1,548	1,541	760
Total nonaccruing troubled debt restructurings	3,342	3,330	1,878
Accruing troubled debt restructurings:			
Commercial real estate	7,118	7,170	7,059
Residential mortgage	336	336	317
Total accruing troubled debt restructurings	7,454	7,506	7,376
Total troubled debt restructurings	\$ 10,796	\$ 10,836	\$ 9,254
<b>DECEMBER 31, 2012</b>			
Nonaccruing troubled debt restructurings:			
Commercial and industrial	\$ 490	\$ 485	\$ 187
Commercial real estate	1,304	1,304	953
Commercial real estate construction	1,548	1,541	760
Total nonaccruing troubled debt restructurings	3,342	3,330	1,900
Accruing troubled debt restructurings:			
Commercial real estate	4,577	4,577	4,494
Residential mortgage	336	336	321
Total accruing troubled debt restructurings	4,913	4,913	4,815
Total troubled debt restructurings	\$ 8,255	\$ 8,243	\$ 6,715

All of the Corporation's troubled debt restructured loans are also impaired loans, which resulted in a specific allocation and, subsequently, a charge-off as appropriate. As of March 31, 2013, there was one defaulted troubled debt restructured loan and all other troubled debt restructured loans were current with respect to their associated forbearance agreement. One forbearance agreement was negotiated during 2009 and modified during 2011, two were negotiated during 2010, one was negotiated during 2011, three were negotiated during 2012, and one was negotiated to date in 2013.

There are forbearance agreements on all loans currently classified as troubled debt restructurings, and all of these agreements have resulted in additional principal repayment. The terms of these forbearance agreements vary whereby principal payments have been decreased, interest rates have been reduced, and/or the loan will be repaid as collateral is sold.

The following table summarizes loans whose terms have been modified resulting in troubled debt restructurings during the three months ended March 31, 2013:

Dollars in thousands	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Recorded Investment

**THREE MONTHS ENDED**

**MARCH 31, 2013**

Troubled debt restructurings:

Commercial real estate	<b>1</b>	<b>\$</b>	<b>2,541</b>	<b>\$</b>	<b>2,593</b>	<b>\$</b>	<b>2,593</b>
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There were no loans modified resulting in troubled debt restructurings during the three months ended March 31, 2012.

The performance and credit quality of the loan portfolio is also monitored by analyzing the age of the loans receivable as determined by the length of time a recorded payment is past due.

The following table presents the classes of the loan portfolio summarized by the past due status as of March 31, 2013, and December 31, 2012:

In thousands	30-59 Days Past Due	60-89 Days Past Due	Nonaccrual or >90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Loans Receivable >90 Days and Accruing
<b>MARCH 31, 2013</b>							
Commercial and industrial	\$	\$ 66	\$ 353	\$ 419	\$ 51,055	\$ 51,474	\$ 11
Commercial real estate	749	170	5,120	6,039	234,901	240,940	178
Commercial real estate construction			854	854	18,325	19,179	
Residential mortgage	4,353	1,695	2,889	8,937	317,789	326,726	876
Home equity lines of credit	87	49	94	230	52,617	52,847	94
Consumer	24	104		128	14,522	14,650	
	\$ 5,213	\$ 2,084	\$ 9,310	\$ 16,607	\$ 689,209	\$ 705,816	\$ 1,159
<b>DECEMBER 31, 2012</b>							
Commercial and industrial	\$ 128	\$	\$ 342	\$ 470	\$ 48,534	\$ 49,004	\$ 1
Commercial real estate	598		4,478	5,076	237,943	243,019	6
Commercial real estate construction			854	854	18,300	19,154	
Residential mortgage	4,197	2,425	1,381	8,003	320,833	328,836	721
Home equity lines of credit	353	10	43	406	52,724	53,130	43
Consumer	8	4		12	14,981	14,993	
	\$ 5,284	\$ 2,439	\$ 7,098	\$ 14,821	\$ 693,315	\$ 708,136	\$ 771

The following tables summarize the allowance for loan losses and recorded investment in loans receivable:

In thousands	Commercial and Industrial	Commercial Real Estate	Commercial Real Estate Construction	Residential Mortgage	Home Equity Lines of Credit	Consumer	Unallocated	Total
<b>AS OF AND FOR THE PERIOD ENDED MARCH 31, 2013</b>								
<b>Allowance for Loan Losses</b>								
Beginning balance - January 1, 2013	\$ 1,507	\$ 6,576	\$ 518	\$ 3,721	\$ 517	\$ 633	\$ 3,353	\$ 16,825
Charge-offs	(36)	(35)		(114)		(23)		(208)
Recoveries	216			1		2		219
Provisions	(125)	(297)	1,583	475	(1)	53	(1,038)	650
Ending balance - March 31, 2013	\$ 1,562	\$ 6,244	\$ 2,101	\$ 4,083	\$ 516	\$ 665	\$ 2,315	\$ 17,486
Ending balance: individually evaluated for impairment	\$ 29	\$ 7	\$ 1,806	\$ 415	\$	\$	\$	\$ 2,257
Ending balance: collectively evaluated for impairment	\$ 1,533	\$ 6,237	\$ 295	\$ 3,668	\$ 516	\$ 665	\$ 2,315	\$ 15,229
<b>Loans Receivable</b>								
Ending balance	\$ 51,474	\$ 240,940	\$ 19,179	\$ 326,726	\$ 52,847	\$ 14,650	\$	\$ 705,816
Ending balance: individually evaluated for impairment	\$ 342	\$ 12,002	\$ 6,238	\$ 2,330	\$	\$	\$	\$ 20,912
Ending balance: collectively evaluated for impairment	\$ 51,132	\$ 228,938	\$ 12,941	\$ 324,396	\$ 52,847	\$ 14,650	\$	\$ 684,904
<b>AS OF AND FOR THE PERIOD ENDED MARCH 31, 2012</b>								
<b>Allowance for Loan Losses</b>								
Beginning Balance - January 1, 2012	\$ 2,582	\$ 6,007	\$ 548	\$ 3,624	\$ 507	\$ 419	\$ 1,795	\$ 15,482
Charge-offs	(1,994)	(39)		(200)	(51)	(38)		(2,322)
Recoveries	2	250				1		253
Provisions	1,169	201	(7)	243	90	82	(653)	1,125
Ending balance - March 31, 2012	\$ 1,759	\$ 6,419	\$ 541	\$ 3,667	\$ 546	\$ 464	\$ 1,142	\$ 14,538
Ending balance: individually evaluated for impairment	\$ 44	\$ 66	\$ 9	\$	\$	\$	\$	\$ 119
Ending balance: collectively evaluated for impairment	\$ 1,715	\$ 6,353	\$ 532	\$ 3,667	\$ 546	\$ 464	\$ 1,142	\$ 14,419
<b>Loans Receivable</b>								
Ending balance	\$ 61,480	\$ 236,068	\$ 21,897	\$ 315,381	\$ 52,042	\$ 15,536	\$	\$ 702,404
Ending balance: individually evaluated for impairment	\$ 279	\$ 9,264	\$ 2,623	\$ 1,711	\$	\$	\$	\$ 13,877
Ending balance: collectively evaluated for impairment	\$ 61,201	\$ 226,804	\$ 19,274	\$ 313,670	\$ 52,042	\$ 15,536	\$	\$ 688,527
<b>AS OF DECEMBER 31, 2012</b>								
<b>Allowance for Loan Losses</b>								
Ending balance	\$ 1,507	\$ 6,576	\$ 518	\$ 3,721	\$ 517	\$ 633	\$ 3,353	\$ 16,825
Ending balance: individually evaluated for impairment	\$ 29	\$ 7	\$	\$	\$	\$	\$	\$ 36
Ending balance: collectively evaluated for impairment	\$ 1,478	\$ 6,569	\$ 518	\$ 3,721	\$ 517	\$ 633	\$ 3,353	\$ 16,789
<b>Loans Receivables</b>								
Ending balance	\$ 49,004	\$ 243,019	\$ 19,154	\$ 328,836	\$ 53,130	\$ 14,993	\$	\$ 708,136
Ending balance: individually evaluated for impairment	\$ 341	\$ 9,009	\$ 854	\$ 938	\$	\$	\$	\$ 11,142

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Ending balance: collectively evaluated for impairment	\$	48,663	\$	234,010	\$	18,300	\$	327,898	\$	53,130	\$	14,993	\$	696,994
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9. **Fair Value Measurements**

Management uses its best judgment in estimating the fair value of the Corporation's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Corporation could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective reporting dates and have not been reevaluated or updated for purposes of these consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each period end.

Fair value measurement and disclosure guidance defines fair value as the price that would be received to sell the asset or transfer the liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions.

Fair value measurement and disclosure guidance provides a list of factors that a reporting entity should evaluate to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability in relation to normal market activity for the asset or liability. When the reporting entity concludes there has been a significant decrease in the volume and level of activity for the asset or liability, further analysis of the information from that market is needed and significant adjustments to the related prices may be necessary to estimate fair value in accordance with fair value measurement and disclosure guidance.

This guidance further clarifies that when there has been a significant decrease in the volume and level of activity for the asset or liability, some transactions may not be orderly. In those situations, the entity must evaluate the weight of the evidence to determine whether the transaction is orderly. The guidance provides a list of circumstances that may indicate that a transaction is not orderly. A transaction price that is not associated with an orderly transaction is given little, if any, weight when estimating fair value.

Fair value measurement and disclosure guidance establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported with little or no market activity).

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An asset or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

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For assets measured at fair value, the fair value measurements by level within the fair value hierarchy, and the basis on measurement used at March 31, 2013, and December 31, 2012, are as follows:

### Fair Value Measurements at March 31, 2013

In thousands	Basis	Total	Level 1	Level 2	Level 3
U.S. Government and agencies		\$ 22,089	\$	\$ 22,089	\$
Mortgage-backed securities		72,393		72,393	
State and municipal		49,814		49,814	
Corporate bonds		6,282		6,282	
CRA mutual fund		1,087	1,087		
Stock in other banks		853	853		
Total securities available for sale	Recurring	\$ 152,518	\$ 1,940	\$ 150,578	\$
Impaired loans	Nonrecurring	\$ 6,969	\$	\$	\$ 6,969
Foreclosed assets held for resale	Nonrecurring	\$ 2,059	\$	\$	\$ 2,059

### Fair Value Measurements at December 31, 2012

In thousands	Basis	Total	Level 1	Level 2	Level 3
U.S. Government and agencies		\$ 24,241	\$	\$ 24,241	\$
Mortgage-backed securities		80,583		80,583	
State and municipal		51,804		51,804	
Corporate bonds		7,286		7,286	
CRA mutual fund		1,096	1,096		
Stock in other banks		780	780		
Total securities available for sale	Recurring	\$ 165,790	\$ 1,876	\$ 163,914	\$
Impaired loans	Nonrecurring	\$ 2,415	\$	\$	\$ 2,415
Foreclosed assets held for resale	Nonrecurring	\$ 2,338	\$	\$	\$ 2,338

The following information should not be interpreted as an estimate of the fair value of the entire Corporation since a fair value calculation is only provided for a limited portion of the Corporation's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Corporation's disclosures and those of other companies may not be meaningful. The following methods and assumptions were used to estimate the fair values of the Corporation's financial instruments at March 31, 2013, and December 31, 2012:

#### Cash and Cash Equivalents (Carried at Cost)

The carrying amounts reported in the consolidated statement of condition for cash and short-term instruments approximate those assets' fair value. U.S. currency is Level 1 and cash equivalents are Level 2.

#### Securities

The fair values of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or by matrix pricing (Level 2) which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific security but rather by relying on the security's relationship to other benchmark quoted prices. The Corporation uses an independent service provider to provide matrix pricing and uses the valuation of another provider to compare for reasonableness.

**Loans Held for Sale (Carried at Lower of Cost or Fair Value)**

The fair values of mortgage loans held for sale are determined based on amounts to be received at settlement by establishing the respective buyer requirement or market interest rates.

**Loans (Carried at Cost)**

The fair values of loans are estimated using discounted cash flow analyses, as well as using market rates at the balance sheet date that reflect the credit and interest rate risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments, and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values.

**Impaired Loans (Generally Carried at Fair Value)**

Loans for which the Corporation has measured impairment are generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements. The fair value consists of the loan balances less the valuation allowance and/or charge-offs.

**Foreclosed Assets Held for Resale**

Fair value of real estate acquired through foreclosure is based on independent third-party appraisals of the properties. These assets are included as Level 3 fair values, based upon appraisals that consider the sales prices of similar properties in the proximate vicinity.

**Restricted Investment in Bank Stock (Carried at Cost)**

The carrying amount of required and restricted investment in correspondent bank stock approximates fair value, and considers the limited marketability of such securities.

**Accrued Interest Receivable and Payable (Carried at Cost)**

The carrying amounts of accrued interest receivable and accrued interest payable approximate their fair value.

**Deposits (Carried at Cost)**

The fair values disclosed for demand deposits (e.g., interest and non-interest checking, savings, and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (e.g., their carrying amounts). Fair values for fixed-rate certificates of deposit are

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estimated using a discounted cash flow calculation that applies market interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits.

### **Short-Term Borrowings (Carried at Cost)**

The carrying amounts of short-term borrowings approximate their fair values.

### **Long-Term Borrowings (Carried at Cost)**

Fair values of Federal Home Loan Bank (FHLB) advances are estimated using discounted cash flow analysis, based on quoted prices for new FHLB advances with similar credit risk characteristics, terms, and remaining maturity. The prices obtained from this active market represent a market value that is deemed to represent the transfer price if the liability were assumed by a third party.

### **Off-Balance Sheet Credit-Related Instruments**

Fair values for the Corporation's off-balance sheet financial instruments (lending commitments and letters of credit) are based on fees currently charged in the market to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

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The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Corporation's financial instruments as of March 31, 2013, and December 31, 2012:

March 31, 2013					
In thousands	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and due from banks	\$ 11,967	\$ 11,967	\$ 5,048	\$ 6,919	\$
Interest-bearing deposits in banks	34,322	34,322	34,322		
Investment securities available for sale	152,518	152,518	1,940	150,578	
Investment securities held to maturity	61,262	61,743		61,743	
Loans held for sale	2,842	2,842		2,842	
Loans, less allowance for loan losses	688,330	718,915			718,915
Accrued interest receivable	3,416	3,416		3,416	
Restricted investment in bank stocks	4,766	4,766		4,766	
Financial liabilities:					
Deposits	831,586	832,626		832,626	
Short-term borrowings	42,269	42,269		42,269	
Long-term borrowings	52,892	55,014		55,014	
Accrued interest payable	823	823		823	
Off-balance sheet financial instruments					

December 31, 2012					
In thousands	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and due from banks	\$ 19,078	\$ 19,078	\$ 5,832	\$ 13,246	\$
Interest-bearing deposits in banks	32,307	32,307	32,307		
Investment securities available for sale	165,790	165,790	1,876	163,914	
Investment securities held to maturity	50,159	50,980		50,980	
Loans held for sale	6,687	6,687		6,687	
Loans, less allowance for loan losses	691,311	724,982			724,982
Accrued interest receivable	3,360	3,360		3,360	
Restricted investment in bank stocks	5,318	5,318		5,318	
Financial liabilities:					
Deposits	834,176	835,640		835,640	
Short-term borrowings	47,303	47,303		47,303	
Long-term borrowings	59,954	62,296		62,296	
Accrued interest payable	1,114	1,114		1,114	
Off-balance sheet financial instruments					

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis for which the Corporation has utilized Level 3 inputs to determine fair value:

Dollars in thousands	Quantitative Information about Level 3 Fair Value Measurements				
	Fair Value Estimate	Valuation Technique	Unobservable Input	Range	
<b>March 31, 2013</b>					
Impaired loans	\$ 6,969	Appraisal of collateral (1)	Appraisal adjustments (2)	10 - 50%	
Foreclosed assets held for resale	\$ 2,059	Appraisal of collateral (1) (3)	Appraisal adjustments (2)	10 - 50%	
<b>December 31, 2012</b>					
Impaired loans	\$ 2,415	Appraisal of collateral(1)	Appraisal adjustments (2)	10 - 50%	
Foreclosed assets held for resale	\$ 2,338	Appraisal of collateral(1) (3)	Appraisal adjustments (2)	10 - 50%	

(1) Fair value is generally determined through independent third-party appraisals of the underlying collateral, which generally includes various Level 3 inputs which are not observable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of liquidation expenses and other appraisal adjustments are presented as a percentage of the appraisal.

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

#### 10. Securities Sold Under Agreements to Repurchase ( Repurchase Agreements )

The Corporation enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities. Under these arrangements, the Corporation may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Corporation to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing agreements (i.e., secured borrowings) and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the Corporation's consolidated statements of condition, while the securities underlying the repurchase agreements remain in the respective investment securities asset accounts. In other words, there is no offsetting or netting of the investment securities assets with the repurchase agreement liabilities. In addition, as the Corporation does not enter into reverse repurchase agreements, there is no such offsetting to be done with the repurchase agreements.

The right of setoff for a repurchase agreement resembles a secured borrowing, whereby the collateral would be used to settle the fair value of the repurchase agreement should the Corporation be in default (e.g., fails to make an interest payment to the counterparty). For private institution repurchase agreements, if the private institution counterparty were to default (e.g., declare bankruptcy), the Corporation could cancel the repurchase agreement (i.e., cease payment of principal and interest), and attempt collection on the amount of collateral value in excess of the repurchase agreement fair value. The collateral is held by a third party financial institution in the counterparty's custodial account. The counterparty has the right to sell or repledge the investment securities. For government entity repurchase agreements, the collateral is held by the

Corporation in a segregated custodial account under a tri-party agreement.

The following table presents the liabilities subject to an enforceable master netting arrangement or repurchase agreements as of March 31, 2013 and December 31, 2012:

Dollars in thousands	Gross Amounts of Recognized Liabilities	Gross Amounts offset in the Statements of Condition	Net Amounts of Liabilities Presented in the Statements of Condition	Gross Amounts Not offset in the Statements of Condition Financial Instruments	Cash Collateral Pledged	Net Amount
<b>March 31, 2013</b>						
Repurchase agreements						
Commercial Customers and Government Entities (a)	\$ 42,269	\$	\$ 42,269	\$ (42,269)	\$	\$
<b>December 31, 2012</b>						
Repurchase agreements						
Commercial Customers and Government Entities (a)	\$ 47,303	\$	\$ 47,303	\$ (47,303)	\$	\$

(a) As of March 31, 2013 and December 31, 2012, the fair value of securities pledged was \$52,777 and \$56,392, respectively.

#### 11. New Accounting Pronouncements

There were no new accounting pronouncements affecting the Corporation during the reporting period that were not already adopted.

**ACNB CORPORATION**

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**INTRODUCTION AND FORWARD-LOOKING STATEMENTS**

**Introduction**

The following is management's discussion and analysis of the significant changes in the financial condition, results of operations, comprehensive income, capital resources, and liquidity presented in its accompanying consolidated financial statements for ACNB Corporation (the Corporation or ACNB), a financial holding company. Please read this discussion in conjunction with the consolidated financial statements and disclosures included herein. Current performance does not guarantee, assure or indicate similar performance in the future.

**Forward-Looking Statements**

In addition to historical information, this Form 10-Q contains forward-looking statements. Examples of forward-looking statements include, but are not limited to, (a) projections or statements regarding future earnings, expenses, net interest income, other income, earnings or loss per share, asset mix and quality, growth prospects, capital structure, and other financial terms, (b) statements of plans and objectives of management or the Board of Directors, and (c) statements of assumptions, such as economic conditions in the Corporation's market areas. Such forward-looking statements can be identified by the use of forward-looking terminology such as *believes*, *expects*, *may*, *intends*, *will*, *should*, *anticipates*, *negative* of any of the foregoing or other variations thereon or comparable terminology, or by discussion of strategy. Forward-looking statements are subject to certain risks and uncertainties such as local economic conditions, competitive factors, and regulatory limitations. Actual results may differ materially from those projected in the forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the following: the effects of new laws and regulations, specifically the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act; possible impacts of the capital and liquidity requirements proposed by the Basel III standards and other regulatory pronouncements, regulations, and rules; ineffectiveness of the business strategy due to changes in current or future market conditions; the effects of economic deterioration and the prolonged economic malaise on current customers, specifically the effect of the economy on loan customers' ability to repay loans; the effects of competition, and of changes in laws and regulations on competition, including industry consolidation and development of competing financial products and services; interest rate movements; difficulties in integrating distinct business operations, including information technology difficulties; challenges in establishing and maintaining operations in new markets; volatilities in the securities markets; and, slow economic conditions. We caution readers not to place undue reliance on these forward-looking statements. They only reflect management's analysis as of this date. The Corporation does not revise or update these forward-looking statements to reflect events or changed circumstances. Please carefully review the risk factors described in other documents the Corporation files from time to time with the Securities and Exchange Commission, including the Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and any Current Reports on Form 8-K.

**CRITICAL ACCOUNTING POLICIES**

The accounting policies that the Corporation's management deems to be most important to the portrayal of its financial condition and results of operations, and that require management's most difficult, subjective or complex judgment, often result in the need to make estimates about the effect of such matters which are inherently uncertain. The following policies are deemed to be critical accounting policies by management:

The allowance for loan losses represents management's estimate of probable losses inherent in the loan portfolio. Management makes numerous assumptions, estimates and adjustments in determining an adequate allowance. The Corporation assesses the level of potential loss associated with its loan portfolio and provides for that exposure through an allowance for loan losses. The allowance is established through a provision for loan losses charged to earnings. The allowance is an estimate of the losses inherent in the loan portfolio as of the end of each reporting period. The Corporation assesses the adequacy of its allowance on a quarterly basis. The specific methodologies applied on a consistent basis are discussed in greater detail under the caption, *Allowance for Loan Losses*, in a subsequent section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

The evaluation of securities for other-than-temporary impairment requires a significant amount of judgment. In estimating other-than-temporary impairment losses, management considers various factors including the length of time the fair value has been below cost, the financial condition of the issuer, and the Corporation's intent to sell, or requirement to sell, the security before recovery of its value. Declines in fair value that are determined to be other than temporary are charged against earnings.

Accounting Standard Codification (ASC) Topic 350, *Intangibles – Goodwill and Other*, requires that goodwill is not amortized to expense, but rather that it be assessed or tested for impairment at least annually. Impairment write-downs are charged to results of operations in the period in which the impairment is determined. The Corporation did not identify any impairment on its outstanding goodwill from its most recent testing, which was performed as of October 1, 2012. If certain events occur which might indicate goodwill has been impaired, the goodwill is tested for impairment when such events occur. The Corporation has not identified any such events and, accordingly, has not tested goodwill for impairment during the three months ended March 31, 2013. During the quarter ended June 30, 2012, the Corporation changed its method of applying ASC Topic 350 such that the annual goodwill impairment testing date was changed from December 31 to October 1. This new testing date is preferable under the circumstances, because it allows the Corporation more time to accurately complete its impairment testing process in order to incorporate the results in the annual consolidated financial statements. Other acquired intangible assets with finite lives, such as customer lists, are required to be amortized over the estimated lives. These intangibles are generally amortized using the straight line method over estimated useful lives of ten years.

The Corporation recognizes deferred tax assets and liabilities for the future effects of temporary differences 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 anticipated to be realized. Future tax rate changes could occur that would require the recognition of income or expense in the consolidated statements of income 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.

## RESULTS OF OPERATIONS

### Quarter ended March 31, 2013, compared to quarter ended March 31, 2012

#### *Executive Summary*

Net income for the three months ended March 31, 2013, was \$2,418,000, compared to \$2,236,000 for the same quarter in 2012, an increase of \$182,000 or 8%. Earnings per share was \$0.41 in 2013 and \$0.38 in 2012. Net interest income decreased \$106,000, or 1%, as decreases in interest income were not totally matched by decreases in interest expense. Provision for loan losses decreased \$475,000, or 42%, based on adequacy analysis of the allowance for loan losses at the end of each period. Other income increased \$129,000, or 5%, due to additional revenue from trust fiduciary activities and higher fees from mortgage sales. Other expenses increased \$217,000, or 3%, due to a variety of higher expenditures.

#### *Net Interest Income*

Net interest income totaled \$8,534,000 for the quarter ended March 31, 2013, compared to \$8,640,000 for the same period in 2012, a decrease of \$106,000 or 1%. Net interest income decreased due to a decrease in interest income to a greater degree than the decrease in interest expense, both resulting from reductions in market rates associated with the continued low interest rates maintained by the Federal Reserve Bank. Interest income decreased \$605,000, or 6%, due to declines in the Federal Funds Target Rate and other market driver rates. These driver rates affect new originations and are indexed to a portion of the loan portfolio in that a decrease in the driver rates decreases the yield on new loans and on existing loans at subsequent interest rate reset dates. In this manner, interest income will continue to decrease as new loans replace paydowns on existing loans and variable rate loans reset to new lower rates. In addition, interest income was lower as a result of investment securities

paydowns that were reinvested at much lower market rates that were prevailing at the time of reinvestment due to uneven domestic and international economic conditions, compounded by Federal Reserve Bank buying activities referred to as Quantitative Easing. A significant share of earning assets was left in short-term money market type accounts because of the interest rate risk and liquidity tolerances set for the current mix of deposit funding sources. As to funding costs, interest rates on alternative funding sources, such as the Federal Home Loan Bank (FHLB), and other market driver rates are factors in rates the Corporation and the local market pay for deposits. However, during the first quarter of 2013, several of the core deposit rates continued at practical floors after the Federal Open Market Committee decreased the Federal Funds Target Rate by 400 basis points during 2008 and has maintained it at 0% to 0.25% since that time. Interest expense decreased \$499,000, or 31%. For more information about interest rate risk, please refer to Item 7A - Quantitative and Qualitative Disclosures about Market Risk in the Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and filed with the SEC on March 15, 2013. Over the longer term, the Corporation continues its strategic direction to increase asset yield and interest income by means of loan growth and rebalancing the composition of earning assets.

The net interest spread for the first quarter of 2013 was 3.51% compared to 3.60% during the same period in 2012. Also comparing the first quarter of 2013 to 2012, the yield on interest earning assets decreased by 0.34% and the cost of interest bearing liabilities decreased by 0.26%. The net interest margin was 3.60% for the first quarter of 2013 and 3.72% for the first quarter of 2012. The net interest margin decline was mainly a result of the rate of decline in the yield on assets decreasing to a greater degree than the decline in funding rates due to funding rates approaching practical floors on deposits as described above.

Average earning assets were \$963,206,000 during the first quarter of 2013, an increase of \$30,062,000 from the average for the first quarter of 2012. Average interest bearing liabilities were \$808,206,000 in the first quarter of 2013, an increase of \$16,976,000 from the same quarter in 2012.

#### *Provision for Loan Losses*

The provision for loan losses was \$650,000 in the first quarter of 2013 compared to \$1,125,000 in the first quarter of 2012, a decrease of \$475,000 or 42%. The decrease was a result of analysis of the adequacy of the allowance for loan losses. Each quarter, the Corporation measures risk in the loan portfolio compared with the balance in the allowance for loan losses and the current evaluation factors. For more information, please refer to *Allowance for Loan Losses* in the following Financial Condition section of this Management's Discussion and Analysis of Financial Condition and Results of Operations. ACNB charges confirmed loan losses to the allowance and credits the allowance for recoveries of previous loan charge-offs. For the first quarter of 2013, the Corporation had net recoveries of \$11,000, as compared to net charge-offs of \$2,069,000 for the first quarter of 2012.

#### *Other Income*

Total other income was \$2,945,000 for the three months ended March 31, 2013, up \$129,000, or 5%, from the first quarter of 2012. Fees from deposit accounts decreased by \$14,000, or 3%, due to varying volume. Various specific government regulations effectively limit fee assessments related to deposit accounts, making future revenue levels uncertain. Revenue from ATM and debit card transactions increased 3% to \$319,000 due to higher volume. The current increase resulted from consumer desire to use more electronic delivery channels; however, regulations or legal challenges for large financial institutions may impact industry pricing for such transactions and fees in connection therewith in future periods, the effect of which cannot be currently quantified. Income from fiduciary activities, which include both institutional and personal trust management services, totaled \$331,000 for the three months ended March 31, 2013, as compared to \$288,000 during the first quarter of 2012, a 15% increase as a result of higher average asset market values under management and more estate fee income in the first quarter of 2013. Estate fee income is inherently sporadic in nature. Earnings on bank-owned life insurance increased by \$3,000, or less than 1%, as a result of lower crediting rates mostly offsetting more insurance in force. At the Corporation's wholly-owned subsidiary, Russell Insurance Group, Inc. (RIG), revenue was down by \$74,000, or 6%, to \$1,131,000, due to lower contingent commissions. The contingent or extra commission payments from insurance carriers are mostly received in March and April of each year, and the amount is at the discretion of various insurance carriers in accordance with applicable insurance regulations. Heightened pressure on commissions is expected to continue in this business line, and contingent commissions are not predictable. Other income in the quarter ended March 31, 2013, was up by \$165,000, or 75%, to \$385,000 due to increased fees related to sales of residential mortgages.

#### *Impairment Testing*

RIG has certain long-lived assets, including purchased intangible assets subject to amortization, such as insurance books of business, and associated goodwill assets, which are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the statement of condition and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. Goodwill, which has an indefinite useful life, is evaluated for impairment annually and is evaluated for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value. Recent changes to accounting rules permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The goodwill impairment analysis currently used by the Corporation is a two-step test. The first step, used to identify potential impairment, involves comparing the reporting unit's estimated fair value to its carrying value including goodwill. If the estimated fair value of the reporting unit exceeds its carrying value, goodwill is considered not to be impaired. If the carrying value exceeds the estimated fair value, there is an indication of potential impairment and the second step is performed to measure the amount of impairment. If required, the second step involves calculating an implied fair value of goodwill for the reporting unit for which the first step indicated potential impairment. The implied fair value of goodwill is determined in a manner similar to the amount of goodwill calculated in a business combination, by measuring the excess of the estimated fair value of the reporting unit to a group of likely buyers whose cash flow estimates could differ from those of the reporting entity, as determined in the first step, over the aggregate estimated fair values of the individual assets, liabilities and identifiable intangibles as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill exceeds the carrying value of goodwill assigned to the reporting unit, there is no impairment. If the carrying value of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment charge is recorded for the excess. Subsequent reversal of goodwill impairment losses is not permitted. At the last test, commissions from insurance sales were up, although RIG's stand alone net income decreased because of startup costs of a new business line and earned incentive payments. The testing for potential impairment involves methods that include both current and projected income amounts, and the fair value remained above the carrying value as of the annual impairment test date.

The results of the annual evaluations determined that there was no impairment of goodwill, including the testing at October 1, 2012. However, future declines in RIG's net income or changes in external market factors, including likely buyers that are assumed in impairment testing, may require an impairment charge to goodwill. A liability incurred at December 31, 2011, for contingent consideration owed on previous purchases of additional insurance books of business, did not unfavorably impact the fair value of RIG. The liability for further contingent consideration incurred was \$338,000 compared to a maximum aggregate liability of \$1,800,000 on two purchases that had a contingent consideration measurement date at December 31, 2011. The actual liability was lower than the potential maximum aggregate liability due to the uncertainties in retaining books of business in the current economic cycle. Should it be determined in a future period that goodwill has been impaired, then a charge to earnings will be recorded in the period that such a determination is made.

#### *Other Expenses*

The largest component of other expenses is salaries and employee benefits, which increased by \$175,000, or 4%, when comparing the first quarter of 2013 to the same quarter a year ago. Overall, the net increase in salaries and employee benefits was the result of:

- increases from normal promotion and production-based incentive/bonus compensation to employees;
- increased payroll taxes including higher unemployment tax assessments;
- increased costs associated with benefit plans other than the qualified pension plan; partially offset by,
- decreased defined benefit pension expense, which was down by \$15,000, or 13%, when comparing the three months ended March 31, 2013, to March 31, 2012, resulting from higher 2012 investment performance offsetting a significant decrease in the discount rate from market rates at historically low levels.

The Corporation's overall pension plan investment strategy is to achieve a mix of investments to meet the long-term rate of return assumption and near-term pension obligations with a diversification of asset types, fund strategies, and fund managers. The mix of investments is adjusted periodically by retaining an advisory firm to recommend appropriate allocations after reviewing the Corporation's risk tolerance on contribution levels, funded status, plan expense, as well as any applicable regulatory requirements. However, the determination of future benefit expense is also dependent on the fair value of assets and the discount rate on the year-end measurement date, which in recent years has experienced low discount rates and fair value volatility. The Corporation amended the defined benefit pension plan effective April 1, 2012, in that no employee hired after March 31, 2012, shall be eligible to participate in the Plan and no inactive or former Plan participant shall be eligible to again participate in the Plan. In addition, a pension provision in a public law known as MAP-21, enacted in July 2012, had no effect on reducing the GAAP expense associated with the Plan. The ACNB Plan has maintained a well-funded status.

Net occupancy expense increased by \$22,000, or 4%, in part due to higher winter season expenses in 2013. Equipment expense increased by \$47,000, or 8%, as a result of higher outsourced processing costs in 2013.

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Professional services expense totaled \$244,000 during the first quarter of 2013, as compared to \$191,000 for the same period in 2012, an increase of \$53,000 or 28%. The increase was due to more vendor attest engagements and problem loan legal expenses on smaller residential loans that did not adversely affect the provision for loan loss expense in the first quarter of 2013 compared to the first quarter of 2012.

Marketing and corporate relations expenses were similar in the first quarter of 2013 compared to the same period of 2012. Marketing expense will vary with the timing of advertising production and media expenditures to promote certain in-market consumer loans.

FDIC and regulatory expense for the first quarter of 2013 was \$209,000, a decrease of \$24,000, or 10%, from the first quarter of 2012. The decrease was due in part to improved risk ratings and a revised deposit insurance computation method. Over the last several years, much higher expense was required of all FDIC-insured banks to restore the deposit insurance fund due to the cost of protecting depositors' accounts at failed banks during the recession.

Foreclosed assets held for resale consist of the fair value of real estate acquired through foreclosure on real estate loan collateral or the acceptance of ownership of real estate in lieu of the foreclosure process. Fair values are based on appraisals that consider the sales prices of similar properties in the proximate vicinity less estimated selling costs. Foreclosed real estate (income) expenses were (\$21,000) and \$65,000 for the quarters ended March 31, 2013 and 2012, respectively. The higher cost in 2012 was due to the number and varying mix of commercial and residential real estate collateral, unpaid property taxes, and deferred maintenance required upon acquisition. In addition, some properties suffered decreases in value after acquisition, requiring write-downs to fair value during the prolonged marketing cycles for these distressed properties. The first quarter of 2013 saw a net recovery from the benefit of a sale and expense recovery. Foreclosed assets held for resale expenses or recoveries will vary in the remainder of 2013 depending on the successful closing of sales agreements on some existing properties and the unknown expenses related to new properties acquired.

Other tax expenses increased by \$15,000, or 7%, due to a state shareholders' equity-based tax that increases annually regardless of income. Supplies and postage declined by 25% in part due to more electronic information delivery. Other operating expenses increased by \$60,000, or 8%, in the first quarter of 2013, as compared to the first quarter of 2012. The increases were centered in technology and corporate governance expenditures.

#### *Provision for Income Taxes*

The Corporation recognized income taxes of \$655,000, or 21% of pretax income, during the first quarter of 2013, as compared to \$556,000, or 20% of pretax income, during the same period in 2012. The variances from the federal statutory rate of 34% in both periods are generally due to tax-exempt income (from investments in and loans to state and local units of government at below-market rates, an indirect form of taxation) and investments in low-income housing partnerships (which qualify for federal tax credits). The income tax provision during the first quarters ended March 31, 2013 and 2012, included low-income housing tax credits of \$170,000 and \$139,000, respectively.

## **FINANCIAL CONDITION**

Assets totaled \$1,036,000,000 at March 31, 2013, compared to \$1,050,000,000 at December 31, 2012, and \$1,021,000,000 at March 31, 2012. Average earning assets during the three months ended March 31, 2013, increased to \$963,206,000 from \$933,144,000 during the same period in 2012. Average interest bearing liabilities increased in 2013 to \$808,206,000 from \$791,230,000 in 2012, while average non-interest bearing deposits increased by \$12,723,000.

#### *Investment Securities*

ACNB uses investment securities to generate interest and dividend income, manage interest rate risk, provide collateral for certain funding products, and provide liquidity. The decrease in the securities portfolio in 2013 was mainly to deploy growth in deposits into a more suitable

allocation to Federal Reserve balances that combined the desired combination of yield, liquidity, and manageable interest rate risk sensitivity. Investing into investment security portfolio assets was made more challenging due to the Federal Reserve Bank's program called Quantitative Easing in which, by its open market purchases, the yields are maintained at a lower level than would otherwise be the case. The investment portfolio is comprised of U.S. Government agency, municipal, and corporate securities. These securities provide the appropriate characteristics with respect to credit quality, yield and maturity relative to the management of the overall balance sheet.

At March 31, 2013, the securities balance included a net unrealized gain of \$5,165,000, net of taxes, on available for sale securities on \$144,696,000 amortized cost versus a net unrealized gain of \$5,614,000, net of taxes, on \$157,288,000 amortized cost at December 31, 2012, and a net unrealized gain of \$5,816,000, net of taxes, on available for sale securities on \$198,102,000 amortized cost at March 31, 2012. The decrease in fair value of securities during 2013 was a result of a lower amount of investments in the available for sale portfolio and changes in the U.S. Treasury yield curve and the spread from this yield curve required by investors on the types of investment securities that ACNB owns. Actions by the Federal Reserve to lower rates on the yield curve most conducive to stimulating the housing market and separate concerns about European sovereign debt offset the bond markets' concern about the level of U.S. debt and inflation, leading to generally lower rates in the yield curve despite fair values being volatile on any given day in all periods presented. The Corporation does not own investments consisting of pools of Alt-A or subprime mortgages, private label mortgage-backed securities, or trust preferred investments. The fair values of securities available for sale (carried at fair value) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or by matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific security but rather by relying on the security's relationship to other benchmark quoted prices. The Corporation uses independent service providers to provide matrix pricing. Please refer to Note 7 - *Securities* in the Notes to Consolidated Financial Statements for more information on the security portfolio and Note 9 - *Fair Value Measurements* in the Notes to Consolidated Financial Statements for more information about fair value.

## *Loans*

Loans outstanding increased by \$3,412,000, or 1%, from March 31, 2012, to March 31, 2013, and decreased by \$2,320,000, or less than 1%, from December 31, 2012, to March 31, 2013. The year-over-year increase in loan volume was the result of determined efforts to lend to creditworthy borrowers subject to our disciplined standards, despite the continued difficult and uncertain economic conditions. The decrease in the first quarter of 2013 was caused by a number of large commercial loans paying off. More payoffs are anticipated in the remainder of 2013 from the customers' cash reserves or from refinancing at competing banks. During the first quarter of 2013, commercial purpose loans (both real estate secured and non-real estate secured) increased slightly, while local market portfolio residential mortgages declined due to customer preference for a 30-year fixed product, which is generally sold because of inherent interest rate risk. Commercial purpose segments increased \$416,000, or less than 1%, as compared to December 31, 2012. These loans are spread among diverse categories that include farmland secured, loans to local government units, and other types of commercial lending. Residential real estate mortgage lending, which includes smaller commercial purpose loans secured by the owner's home, decreased by \$2,393,000, or less than 1%, as compared to December 31, 2012. These loans are to local borrowers who preferred loan types that would not be sold into the secondary mortgage market. Of the \$379,600,000 total, \$80,800,000 were residential mortgage loans secured by junior liens or home equity loans, which are also in many cases junior liens. Junior liens inherently have more credit risk by virtue of the fact that another financial institution may have a security position in the case of foreclosure liquidation of collateral to extinguish the debt. Generally, foreclosure actions could become more prevalent if the real estate market weakens further and property values further deteriorate. Real estate construction loans included in commercial purpose segments exhibited no growth, as a result of the weak demand in the residential real estate market and because of stricter underwriting on this loan type due to the category's credit attributes.

Most of the Corporation's lending activities are with customers located within southcentral Pennsylvania and in the northern Maryland area that is contiguous to its Pennsylvania retail banking offices. This region currently and historically has lower unemployment than the U.S. as a whole. Included in commercial real estate loans are loans made to lessors of non-residential dwellings that total \$108,527,000, or 15% of total loans, at March 31, 2013. These borrowers are geographically dispersed throughout ACNB's marketplace and are leasing commercial properties to a varied group of tenants including medical offices, retail space, and other commercial purpose facilities. Because of the varied nature of the tenants, in aggregate, management believes that these loans do not present any greater risk than commercial loans in general. ACNB does not originate or hold Alt-A or subprime mortgages in its loan portfolio.

## *Allowance for Loan Losses*

ACNB maintains the allowance for loan losses at a level believed adequate by management to absorb potential losses in the loan portfolio, and it is funded through a provision for loan losses charged to earnings. On a quarterly basis, ACNB utilizes a defined methodology in determining the adequacy of the allowance for loan losses, which considers specific credit reviews, past loan losses, historical experience, and qualitative factors. This methodology results in an allowance that is considered appropriate in light of the high degree of judgment required and that is prudent and conservative, but not excessive.

Management assigns internal risk ratings for each commercial lending relationship. Utilizing historical loss experience, adjusted for changes in trends, conditions and other relevant factors, management derives estimated losses for non-rated and non-classified loans. When management identifies impaired loans with uncertain collectability of principal and interest, it evaluates a specific reserve on a quarterly basis in order to estimate potential losses. Management's analysis considers:

- adverse situations that may affect the borrower's ability to repay;

- the current estimated fair value of underlying collateral; and,
- prevailing market conditions.

If management determines a loan is not impaired, a specific reserve allocation is not required. Management then places the loan in a pool of loans with similar risk factors and assigns the general loss factor to determine the reserve. For homogeneous loan types, such as consumer and residential mortgage loans, management bases specific allocations on the average loss ratio for the previous twelve quarters for each specific loan pool. Additionally, management adjusts projected loss ratios for other factors, including the following:

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- lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices;
- national, regional and local economic and business conditions, as well as the condition of various market segments, including the impact on the value of underlying collateral for collateral dependent loans;
- the nature and volume of the portfolio and terms of loans;
- the experience, ability and depth of lending management and staff;
- the volume and severity of past due, classified and nonaccrual loans, as well as other loan modifications; and,
- the existence and effect of any concentrations of credit and changes in the level of such concentrations.

Management determines the unallocated portion of the allowance for loan losses, which represents the difference between the reported allowance for loan losses and the calculated allowance for loan losses, based on the following criteria:

- the risk of imprecision in the specific and general reserve allocations;
- the perceived level of consumer and small business loans with demonstrated weaknesses for which it is not practicable to develop specific allocations;
- other potential exposure in the loan portfolio;
- variances in management's assessment of national, regional, and local economic conditions; and,
- other internal or external factors that management believes appropriate at that time.

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The unallocated portion of the allowance is deemed to be appropriate as it reflects an uncertainty that remains in the loan portfolio, as well as a Corporation specific and industry-wide hesitancy to prematurely release reserves at this time given that additional losses are probable. The Corporation has determined that the amount of provision in 2013 and the resulting allowance at March 31, 2013, are appropriate given the continuing level of risk in the loan portfolio. Management also believes the unallocated allowance is appropriate as the total amount of impaired loans is still elevated; low risk government loans were paid off in 2012; and, the growth in the loan portfolio is centered around commercial purpose type loans. In addition, there are certain loans that, although they did not meet the criteria for impairment, management believed there was a strong possibility that these loans represented probable losses at March 31, 2013.

Management believes the above methodology accurately reflects losses inherent in the portfolio. Management charges actual loan losses to the allowance for loan losses. Management periodically updates the methodology and the assumptions discussed above.

Management bases the provision for loan losses, on the overall analysis taking into account the methodology discussed above. The provision for the quarter ended March 31, 2013, was \$475,000 less than the provision for the quarter ended March 31, 2012. Management believes that the decrease in the provision reflects that losses inherent in the portfolio were reflected in previous period provision expense and included in the unallocated portion of allowance.

Federal and state regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses and may require the Corporation to recognize additions to the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management's comprehensive analysis of the loan portfolio and economic conditions, management believes the current level of the allowance for loan losses is adequate.

The allowance for loan losses at March 31, 2013, was \$17,486,000, or 2.48% of loans, as compared to \$14,538,000, or 2.07% of loans, at March 31, 2012, and \$16,825,000, or 2.38% of loans, at December 31, 2012.

Changes in the allowance for loan losses were as follows:

In thousands	Three Months Ended March 31, 2013	Year Ended December 31, 2012	Three Months Ended March 31, 2012
Beginning balance - January 1	\$ 16,825	\$ 15,482	\$ 15,482
Provisions charged to operations	650	4,675	1,125
Recoveries on charged-off loans	219	425	253
Loans charged-off	(208)	(3,757)	(2,322)
Ending balance	\$ 17,486	\$ 16,825	\$ 14,538

Loans past due 90 days and still accruing were \$1,159,000 and nonaccrual loans were \$8,151,000 as of March 31, 2013. \$1,878,000 of the nonaccrual balance at March 31, 2013, was troubled debt restructured loans. \$7,376,000 of the impaired loans were accruing troubled debt restructured loans. Loans past due 90 days and still accruing were \$1,245,000 at March 31, 2012, while nonaccruals were \$8,969,000. \$2,079,000 of the nonaccrual balance at March 31, 2012, was troubled debt restructured loans. \$4,908,000 of the impaired loans were accruing troubled debt restructured loans. Loans past due 90 days and still accruing were \$771,000 at December 31, 2012, while nonaccruals were \$6,327,000. \$1,900,000 of the nonaccrual balance at December 31, 2012, was troubled debt restructured loans. \$4,815,000 of the impaired loans were accruing troubled debt restructured loans. Total additional loans classified as substandard (potential problem loans) at March 31, 2013, March 31, 2012, and December 31, 2012, were approximately \$9,105,000, \$14,143,000 and \$13,076,000, respectively.

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A better understanding of the trends of the nonaccrual loans is obtained by a comparison back to previous periods. Information on nonaccrual loans at March 31, 2013, as compared to December 31, 2012 and 2011, is as follows:

Dollars in thousands	Number of Credit Relationships	Balance	Specific Loss Allocations	Current Year Charge-Offs	Location	Originated
<b>March 31, 2013</b>						
Residential real estate developments	3	\$ 1,291	\$ 268	\$	In market	2006 - 2010
Owner occupied commercial real estate	12	3,591	7		In market	1995 - 2012
Investment/rental commercial real estate	7	2,928	147		In market	2003 - 2010
Commercial and industrial	3	341	29		In market	2006 - 2007
<b>Total</b>	<b>25</b>	<b>\$ 8,151</b>	<b>\$ 451</b>	<b>\$</b>		
<b>December 31, 2012</b>						
Residential real estate developments	2	\$ 854	\$	\$ 389	In market	2006 - 2010
Owner occupied commercial real estate	12	3,137	7	83	In market	1995 - 2010
Investment/rental commercial real estate	6	1,995		606	In market	2003 - 2011
Commercial and industrial	3	341	29	1,954	In market	2006 - 2010
<b>Total</b>	<b>23</b>	<b>\$ 6,327</b>	<b>\$ 36</b>	<b>\$ 3,032</b>		
<b>December 31, 2011</b>						
Residential real estate developments	3	\$ 2,614	\$	\$ 1,155	In market	2006 - 2010
Owner occupied commercial real estate	13	6,469	43	1,196	In market	1995 - 2010
Investment/rental commercial real estate	5	1,544	53	286	In market	2003 - 2010
Commercial and industrial	3	2,219	1,085	1,664	In market	2006 - 2008
<b>Total</b>	<b>24</b>	<b>\$ 12,846</b>	<b>\$ 1,181</b>	<b>\$ 4,301</b>		

All nonaccrual impaired loans are to borrowers located within the market area served by the Corporation in southcentral Pennsylvania and nearby areas of northern Maryland. All nonaccrual impaired loans were originated by ACNB's banking subsidiary, except for one participation loan discussed below, between 1995 and 2012 for purposes listed in the classifications in the tables above.

Included in residential real estate developments at March 31, 2013, the Corporation had one impaired loan totaling \$760,000 to finance a residential real estate development project in the Corporation's primary trading area of southcentral Pennsylvania, which is in nonaccrual of interest status. The loan has standard terms and conditions, including repayment from the sales of the respective properties, and no interest reserves and was originated during the first half of 2006. Foreclosure has been held in abeyance while allowing the pursuit of a workout plan including providing additional collateral and more targeted marketing of the property. This loan was charged down by \$274,000 in the first quarter of 2011 due to a decline in fair value, and subsequently additional paydowns were made by the borrower from sales of collateral in 2011. Because of the 2011 write-down and subsequent principal repayments, there was no specific valuation allowance at March 31, 2013. One smaller residential real estate development relationship, added in 2010, was reduced by collateral sales to \$94,000, which is supported by the remaining collateral's current fair value. Another smaller residential real estate development relationship, added in 2013, is not fully supported by the collateral's current fair value because of a dispute on a prior lien. These two relationships totaled \$531,000 and resulted in a specific allocation of \$268,000.

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Owner occupied commercial real estate at March 31, 2013, includes 12 unrelated loan relationships totaling \$3,591,000, all of which have balances of less than \$700,000 each, in which real estate is collateral and is used in connection with a business enterprise that is suffering economic stress or is out of business. These loans were originated between 1995 and 2012. The loans in this category are business loans impacted by the general economic downturn. Collection efforts will continue until it is deemed in the best interest to initiate foreclosure procedures. One loan with a balance of \$237,000 had a specific allocation of \$7,000 in 2012 based on a current appraisal less estimated costs to sell. Another relationship with an outstanding balance of \$285,000 has a government guarantee in addition to real estate collateral.

Investment/rental commercial real estate at March 31, 2013, includes seven unrelated loan relationships totaling \$2,928,000 in which the real estate is collateral, and the purpose of which is for speculation, rental, or other non-owner occupied use. These loans were originated between 2003 and 2010. The loans in this category were each affected by the lack of borrower cash flow to continue to service the debt and, in some cases, by increased real estate taxes levied by local government units. The plan is to enter foreclosure proceedings and subsequently market the real estate if ongoing workout efforts are not successful. One loan with a balance of \$961,000 added in the first quarter of 2013 had a specific allocation of \$147,000 based on a current appraisal less estimated costs to sell.

Included in impaired commercial and industrial loans at March 31, 2013, is a fully-disbursed line of credit originated in the second quarter of 2007 for a start-up enterprise in the food industry in southcentral Pennsylvania, in the amount of \$186,000, with no specific valuation allowance at March 31, 2013, which is net of a \$1,000,000 charge-off taken in 2008 and an additional charge-off of \$529,000 in 2011. Subsequently, in the third quarter of 2011, the borrower entered into an addendum to a prior delinquent forbearance agreement with all required principal forbearance payments made by the borrower. This loan, with standard terms and conditions including repayment from conversion of trade assets, continues in default and in nonaccrual status. The remaining smaller loans in this category are business loans impacted by the general economic downturn. One loan in this category had a specific allocation of \$29,000 at March 31, 2013, which was derived by analyzing the latest borrower data for accounts receivable, which is the collateral on the loan. Another loan with an outstanding balance of \$146,000 has an 80% government guarantee.

The Corporation utilizes a systematic review of its loan portfolio on a quarterly basis in order to determine the adequacy of the allowance for loan losses. In addition, ACNB engages the services of an outside loan review function and sets the timing and coverage of loan reviews during the year. The results of this independent loan review are included in the systematic review of the loan portfolio. The allowance for loan losses consists of a component for individual loan impairment, primarily based on the loan's collateral fair value and expected cash flow. A watch list of loans is identified for evaluation based on internal and external loan grading and reviews. Loans other than those determined to be impaired are grouped into pools of loans with similar credit risk characteristics. These loans are evaluated as groups with allocations made to the allowance based on historical loss experience adjusted for current trends in delinquencies, trends in underwriting and oversight, concentrations of credit, and general economic conditions within the Corporation's trading area. The provision expense was based on the loans discussed above, as well as current trends in the watch list and the local economy as a whole. The charge-offs discussed elsewhere in this Management's Discussion and Analysis create the recent loss history experience and result in the qualitative adjustment which, in turn, affects the calculation of losses inherent in the portfolio. The provision for loan losses for 2013 and 2012 was a result of the measurement of the adequacy of the allowance for loan losses at each period.

#### *Foreclosed Assets Held for Resale*

Foreclosed assets held for resale consists of the fair value of real estate acquired through foreclosure on real estate loan collateral or the acceptance of ownership of real estate in lieu of the foreclosure process. Fair values are based on appraisals that consider the sales prices of similar properties in the proximate vicinity less estimated selling costs. The carrying value of real estate acquired through foreclosure totaled \$4,017,000 for 17 properties at March 31, 2013, compared to \$4,247,000 for 15 properties at December 31, 2012. The increase in the number of properties was due to four unrelated parcels from the residential real estate category added in the first quarter of 2013, while two commercial residential development properties were sold. All remaining properties are actively being marketed. The Corporation expects to obtain and market additional foreclosed assets through the remainder of 2013; however, the total amount and timing is currently not certain. A currently anticipated gain on a property sale in the second quarter of 2013 is expected to recover a substantial portion of the entire 2013 foreclosed real estate expense.

#### *Deposits*

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ACNB continues to rely on its market area deposits as a primary source of funds for lending activities with total deposits of \$831,586,000 as of March 31, 2013. Deposits increased by \$43,629,000, or 6%, from March 31, 2012, to March 31, 2013, and decreased by \$2,590,000, or less than 1%, from December 31, 2012, to March 31, 2013. Deposits vary between quarters mostly reflecting different levels held by local government and school districts during different times of the year. 2012 had an additional increase due to the deposit of \$20,000,000 in bond proceeds from a major customer. The drawdown of these deposits has commenced. In addition, deposits decreased in the first quarter of 2013 in part due to declines in retail certificates of deposits (CDs). CDs written in prior periods at higher interest rates are currently maturing, and some customers are unwilling to accept the current lower rates. ACNB's deposit pricing function employs a disciplined pricing approach based upon alternative funding rates, but also strives to price deposits to be competitive with relevant local competition, including credit unions and larger regional banks. During the recession and subsequent slow recovery, deposit growth mix experienced a shift to transaction accounts as customers put more value in liquidity and FDIC insurance. Products, such as money market accounts and interest-bearing transaction accounts, that had suffered declines in past years, continued with recovered balances. With persistent low market interest rates in a slow economy, ACNB's ability to maintain and add to its deposit base may be further impacted by the reluctance of consumers to accept low rates and by competition willing to pay above market rates to attract market share. Alternatively, if rates rise rapidly and the equity markets improve, funds could leave the Corporation or be priced higher to maintain similar levels.

### *Borrowings*

Short-term borrowings are comprised primarily of securities sold under agreements to repurchase. As of March 31, 2013, short-term borrowings were \$42,269,000, as compared to \$47,303,000 at December 31, 2012, and \$44,420,000 at March 31, 2012. Agreements to repurchase accounts are with the commercial customer base and have attributes similar to core deposits. Investment securities are pledged in sufficient amounts to collateralize these agreements. In comparison to year-end 2012, repurchase agreement balances were down due to changes in the cash flow position of ACNB's commercial and local government customer base. There were no short-term Federal Home Loan Bank (FHLB) borrowings at the end of any of the periods presented; although, they were used in the first quarter of 2012 to even out funding from seasonality in the deposit base. The average balance of the short-term borrowings with the FHLB was \$7,300,000 during the first quarter of 2012. Long-term borrowings consist primarily of longer-term advances from the FHLB that contribute to a more balanced net repricing position; in addition, they include a loan from a commercial bank to fund the purchase of RIG. Long-term borrowings totaled \$52,892,000 at March 31, 2013, versus \$59,954,000 at December 31, 2012, and \$80,133,000 at March 31, 2012. The Corporation decreased long-term borrowings by paying off maturing FHLB advances from increased core deposits.

### *Capital*

ACNB's capital management strategies have been developed to provide an appropriate rate of return to stockholders, while maintaining its well-capitalized position. Total stockholders' equity was \$102,304,000 at March 31, 2013, compared to \$101,264,000 at December 31, 2012, and \$98,561,000 at March 31, 2012. Stockholders' equity increased in the first three months of 2013 by \$1,040,000 due to \$1,285,000 in earnings retained in capital offsetting an increase in accumulated other comprehensive loss as a result of depreciation in the fair value of the investment portfolio, which offset an increase in pension plan assets and benefit obligations. Other comprehensive income or loss is mainly caused by fixed-rate investment securities gaining or losing value in different interest rate environments and changes in the net funded position of the defined benefit pension plan.

The primary source of additional capital to ACNB is earnings retention, which represents net income less dividends declared. During the first three months of 2013, ACNB earned \$2,418,000 and paid dividends of \$1,133,000 for a dividend payout ratio of 47%. During the first three months of 2012, ACNB earned \$2,236,000 and paid dividends of \$1,130,000 for a dividend payout ratio of 51%.

On January 24, 2011, the ACNB Corporation Dividend Reinvestment and Stock Purchase Plan was introduced for stockholders of record. This plan provides registered holders of ACNB Corporation common stock with a convenient way to purchase additional shares of common stock by permitting participants in the plan to automatically reinvest cash dividends on all or a portion of the shares owned and to make quarterly voluntary cash payments under the terms of the plan. Participation in the plan is voluntary, and there are eligibility requirements to participate in the plan. In the first quarter of 2013, 4,762 shares were issued under this plan with proceeds in the amount of \$90,000. In the first quarter of 2012, 3,606 shares were issued under this plan with proceeds in the amount of \$53,000. Proceeds will be used for general corporate purposes.

ACNB is 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 ACNB. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, ACNB must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and reclassifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

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Quantitative measures established by regulation to ensure capital adequacy require ACNB to maintain minimum amounts and ratios of total and Tier 1 capital to average assets. Management believes, as of March 31, 2013, and December 31, 2012, that ACNB's banking subsidiary met all minimum capital adequacy requirements to which it is subject and is categorized as "well capitalized". There are no subsequent conditions or events that management believes have changed the banking subsidiary's category.

On June 12, 2012, regulatory agencies, including the FDIC, the primary federal regulator of ACNB's banking subsidiary, jointly issued requests for comments on a notice of proposed rulemaking (NPR) that would revise and replace current capital rules. The proposals, generally called Basel III NPR, would add an additional set of capital ratios, raise the ratio requirements on another set, and introduce the concept of capital buffers that could limit capital distributions or payment of certain discretionary bonuses. In addition, the NPR would change certain components of the numerators and denominators of the capital ratios. ACNB currently exceeds the capital ratios specified in the NPR and all equity currently is common stock, which is favored in the NPR. However, the changes in the denominators and numerators, in regards to residential mortgage loan weightings and the fair value of available for sale securities in particular, are deemed by ACNB to add unnecessarily to complexity, increase ratio volatility, and negatively affect net interest income. The comment period ended in October 2012 and provisions of the new rules could have begun as early as January 2013, although a multi-year phase-in is included in the NPR. Implementation of the NPR was deferred by U.S. regulators in November 2012.

While uncertainty exists in the final form of the U.S. rules implementing the Basel III framework, based on preliminary assessments of the proposed framework, ACNB currently believes the Corporation and its banking subsidiary will continue to exceed all estimated well-capitalized regulatory requirements over the course of the proposed phase-in period, and on a fully phased-in basis. ACNB will continue to review the final rules if and when promulgated, as well as will continue to analyze the impact of such rules on ACNB's capital, operations and resources.

#### *Risk-Based Capital*

The banking subsidiary's capital ratios are as follows:

	March 31, 2013	December 31, 2012	To Be Well Capitalized Under Prompt Corrective Action Regulations
Tier 1 leverage ratio (to average assets)	8.49%	8.14%	5.00%
Tier 1 risk-based capital ratio (to risk-weighted assets)	13.07%	12.80%	6.00%
Total risk-based capital ratio	14.34%	14.07%	10.00%

#### *Liquidity*

Effective liquidity management ensures the cash flow requirements of depositors and borrowers, as well as the operating cash needs of ACNB, are met.

ACNB's funds are available from a variety of sources, including assets that are readily convertible such as interest bearing deposits with banks, maturities and repayments from the securities portfolio, scheduled repayments of loans receivable, the core deposit base, and the ability to borrow from the FHLB. At March 31, 2013, ACNB's banking subsidiary had a borrowing capacity of approximately \$389,874,000 from the FHLB, of which \$338,874,000 was available. Because of various restrictions and requirements on utilizing the available balance, ACNB considers \$254,000,000 to be the practicable additional borrowing capacity, which is considered to be sufficient for operational needs. The FHLB system is self-capitalizing, member-owned, and its member banks' stock is not publicly traded. ACNB creates its borrowing capacity with the FHLB by granting a security interest in certain loan assets with requisite credit quality. ACNB has reviewed information on the FHLB system and the FHLB of Pittsburgh, and has concluded that they have the capacity and intent to continue to provide both operational and contingency liquidity. The FHLB of Pittsburgh instituted a requirement that a member's investment securities must be moved into a safekeeping account under FHLB control to be considered in the calculation of maximum borrowing capacity. The Corporation currently has securities in

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safekeeping at the FHLB of Pittsburgh; however, the safekeeping account is under the Corporation's control. As better contingent liquidity is maintained by keeping the securities under the Corporation's control, the Corporation has not moved the securities which, in effect, lowered the Corporation's maximum borrowing capacity. However, there is no practical reduction in borrowing capacity as the securities can be moved into the FHLB-controlled account promptly if they are needed for borrowing purposes.

Another source of liquidity is securities sold under repurchase agreements to customers of ACNB's banking subsidiary totaling approximately \$42,269,000 and \$47,303,000 at March 31, 2013, and December 31, 2012, respectively. These agreements vary in balance according to the cash flow needs of customers and competing accounts at other financial organizations.

The liquidity of the parent company also represents an important aspect of liquidity management. The parent company's cash outflows consist principally of dividends to stockholders and corporate expenses. The main source of funding for the parent company is the dividends it receives from its banking subsidiary. Federal and state banking regulations place certain legal restrictions and other practicable safety and soundness restrictions on dividends paid to the parent company from the subsidiary bank.

ACNB manages liquidity by monitoring projected cash inflows and outflows on a daily basis, and believes it has sufficient funding sources to maintain sufficient liquidity under varying degrees of business conditions.

#### *Off-Balance Sheet Arrangements*

The Corporation is 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 include commitments to extend credit and, to a lesser extent, standby letters of credit. At March 31, 2013, the Corporation had unfunded outstanding commitments to extend credit of approximately \$148,400,000 and outstanding standby letters of credit of approximately \$4,678,000. Because these commitments generally have fixed expiration dates and many will expire without being drawn upon, the total commitment level does not necessarily represent future cash requirements.

#### *Market Risks*

Financial institutions can be exposed to several market risks that may impact the value or future earnings capacity of the organization. These risks involve interest rate risk, foreign currency exchange risk, commodity price risk, and equity market price risk. ACNB's primary market risk is interest rate risk. Interest rate risk is inherent because, as a financial institution, ACNB derives a significant amount of its operating revenue from purchasing funds (customer deposits and wholesale borrowings) at various terms and rates. These funds are then invested into earning assets (primarily loans and investments) at various terms and rates.

### **RECENT DEVELOPMENTS**

**JUMPSTART OUR BUSINESS STARTUPS (JOBS) ACT** - In April 2012, President Obama signed the JOBS Act into law. The JOBS Act is aimed at facilitating capital raising by smaller companies and banks and bank holding companies by implementing the following changes:

- raising the threshold requiring registration under the Securities Exchange Act of 1934 (Exchange Act) for banks and bank holding companies from 500 to 2,000 holders of record;
- raising the threshold for triggering deregistration under the Exchange Act for banks and bank holding companies from 300 to 1,200 holders of record;
- raising the limit for Regulation A offerings from \$5 million to \$50 million per year and exempting some Regulation A offerings from state blue sky laws;

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- permitting advertising and general solicitation in Rule 506 and Rule 144A offerings;
- allowing private companies to use crowd funding to raise up to \$1 million in any 12-month period, subject to certain conditions; and,
- creating a new category of issuer, called an Emerging Growth Company, for companies with less than \$1 billion in annual gross revenue, which will benefit from certain changes that reduce the cost and burden of carrying out an equity initial public offering (IPO) and complying with public company reporting obligations for up to five years.

While the JOBS Act is not expected to have any immediate application to the Corporation, and since April 2012 has had no material impact, management will continue to monitor the implementation rules for potential effects which might benefit the Corporation.

**DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT (DODD-FRANK)** - In 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law. Dodd-Frank is intended to effect a fundamental restructuring of federal banking regulation. Among other things, Dodd-Frank created a new Financial Stability Oversight Council to identify systemic risks in the financial system and gives federal regulators new authority to take control of and liquidate financial firms. Dodd-Frank additionally created a new independent federal regulator to administer federal consumer protection laws. Dodd-Frank has and is expected to have a significant impact on ACNB's business operations as its provisions take effect. It is expected that, as various implementing rules and regulations are released, they will increase ACNB's operating and compliance costs and could increase the banking subsidiary's interest expense. Among the provisions that are likely to affect ACNB are the following:

#### *Holding Company Capital Requirements*

Dodd-Frank requires the Federal Reserve to apply consolidated capital requirements to bank holding companies that are no less stringent than those currently applied to depository institutions. Under these standards, trust preferred securities are excluded from Tier 1 capital unless such securities were issued prior to May 19, 2010, by a bank holding company with less than \$15 billion in assets. Dodd-Frank additionally requires that bank regulators issue countercyclical capital requirements so that the required amount of capital increases in times of economic expansion, consistent with safety and soundness.

#### *Deposit Insurance*

Dodd-Frank permanently increases the maximum deposit insurance amount for banks, savings institutions, and credit unions to \$250,000 per depositor, and extended unlimited deposit insurance to non-interest bearing transaction accounts through December 31, 2012. Dodd-Frank also broadens the base for FDIC insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution. Dodd-Frank requires the FDIC to increase the reserve ratio of the Deposit Insurance Fund from 1.15% to 1.35% of insured deposits by 2020 and eliminates the requirement that the FDIC pay dividends to insured depository institutions when the reserve ratio exceeds certain thresholds. Effective one year from the date of enactment, on July 21, 2011, Dodd-Frank eliminated the federal statutory prohibition against the payment of interest on business checking accounts.

#### *Corporate Governance*

Dodd-Frank requires publicly-traded companies to give stockholders a non-binding vote on executive compensation at least every three years, a non-binding vote regarding the frequency of the vote on executive compensation at least every six years, and a non-binding vote on golden parachute payments in connection with approvals of mergers and acquisitions unless previously voted on by the stockholders. The SEC has finalized the rules implementing these requirements which took effect on January 21, 2011. Additionally, Dodd-Frank directs the federal banking regulators to promulgate rules prohibiting excessive compensation paid to executives of depository institutions and their holding companies with assets in excess of \$1.0 billion, regardless of whether the company is publicly traded. Dodd-Frank also gave the SEC authority to prohibit broker discretionary voting on elections of directors and executive compensation matters.

#### *Prohibition Against Charter Conversions of Troubled Institutions*

Effective one year after enactment, Dodd-Frank prohibits a depository institution from converting from a state to a federal charter, or vice versa, while it is the subject of a cease and desist order or other formal enforcement action or a memorandum of understanding with respect to a significant supervisory matter unless the appropriate federal banking agency gives notice of the conversion to the federal or state authority that issued the enforcement action and that agency does not object within 30 days. The notice must include a plan to address the significant supervisory matter. The converting institution must also file a copy of the conversion application with its current federal regulator, which must notify the resulting federal regulator of any ongoing supervisory or investigative proceedings that are likely to result in an enforcement action and provide access to all supervisory and investigative information relating thereto.

#### *Interstate Branching*

Dodd-Frank authorizes national and state banks to establish branches in other states to the same extent as a bank chartered by that state would be permitted. Previously, banks could only establish branches in other states if the host state expressly permitted out-of-state banks to establish branches in that state. Accordingly, banks are able to enter new markets more freely.

*Limits on Interstate Acquisitions and Mergers*

Dodd-Frank precludes a bank holding company from engaging in an interstate acquisition the acquisition of a bank outside its home state unless the bank holding company is both well capitalized and well managed. Furthermore, a bank may not engage in an interstate merger with another bank headquartered in another state unless the surviving institution will be well capitalized and well managed. The previous standard in both cases was adequately capitalized and adequately managed.

*Limits on Interchange Fees*

Dodd-Frank amends the Electronic Fund Transfer Act to, among other things, give the Federal Reserve the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer.

*Consumer Financial Protection Bureau*

Dodd-Frank creates a new, independent federal agency called the Consumer Financial Protection Bureau (CFPB), which is granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act, and certain other statutes. The CFPB has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets. Smaller institutions are subject to rules promulgated by the CFPB, but continue to be examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. Dodd-Frank authorizes the CFPB to establish certain minimum standards for the origination of residential mortgages including a determination of the borrower's ability to repay. In addition, Dodd-Frank allows borrowers to raise certain defenses to foreclosure if they receive any loan other than a qualified mortgage as defined by the CFPB. Dodd-Frank permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

**ABILITY-TO-REPAY AND QUALIFIED MORTGAGE RULE** Pursuant to Dodd-Frank as highlighted above, the CFPB issued a final rule on January 10, 2013 (effective on January 10, 2014), amending Regulation Z as implemented by the Truth in Lending Act, requiring mortgage lenders to make a reasonable and good faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms. Mortgage lenders are required to determine the consumer's ability to repay in one of two ways. The first alternative requires the mortgage lender to consider the following eight underwriting factors when making the credit decision: (1) current or reasonably expected income or assets; (2) current employment status; (3) the monthly payment on the covered transaction; (4) the monthly payment on any simultaneous loan; (5) the monthly payment for mortgage-related obligations; (6) current debt obligations, alimony, and child support; (7) the monthly debt-to-income ratio or residual income; and, (8) credit history. Alternatively, the mortgage lender can originate qualified mortgages, which are entitled to a presumption that the creditor making the loan satisfied the ability-to-repay requirements. In general, a qualified mortgage is a mortgage loan without negative amortization, interest-only payments, balloon payments, or terms exceeding 30 years. In addition, to be a qualified mortgage, the points and fees paid by a consumer cannot exceed 3% of the total loan amount. Loans which meet these criteria will be considered qualified mortgages, and as a result generally protect lenders from fines or litigation in the event of foreclosure. Qualified mortgages that are higher-priced (e.g. subprime loans) garner a rebuttable presumption of compliance with the ability-to-repay rules, while qualified mortgages that are not higher-priced (e.g. prime loans) are given a safe harbor of compliance. The final rule, as issued, is not expected to have a material impact on the Corporation's lending activities or the Corporation's statements of income or condition.

**SUPERVISION AND REGULATION**

*Dividends*

ACNB is a legal entity separate and distinct from its subsidiary bank. ACNB's revenues, on a parent company only basis, result almost entirely from dividends paid to the Corporation by its subsidiary bank. Federal and state laws regulate the payment of dividends by ACNB's subsidiary bank. For further information, please refer to *Regulation of Bank* below.

*Regulation of Bank*

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The operations of the subsidiary bank are subject to statutes applicable to banks chartered under the banking laws of Pennsylvania, to state nonmember banks, and to banks whose deposits are insured by the FDIC. The subsidiary bank's operations are also subject to regulations of the Pennsylvania Department of Banking and Securities, Federal Reserve, and FDIC.

The Pennsylvania Department of Banking and Securities, which has primary supervisory authority over banks chartered in Pennsylvania, regularly examines banks in such areas as reserves, loans, investments, management practices, and other aspects of operations. These examinations are designed for the protection of the subsidiary bank's depositors rather than ACNB's stockholders. The subsidiary bank must file quarterly and annual reports to the Federal Financial Institutions Examination Council, or FFIEC.

*Monetary and Fiscal Policy*

ACNB and its subsidiary bank are affected by the monetary and fiscal policies of government agencies, including the Federal Reserve and FDIC. Through open market securities transactions and changes in its discount rate and reserve requirements, the Board of Governors of the Federal Reserve exerts considerable influence over the cost and availability of funds for lending and investment. The nature of monetary and fiscal policies on future business and earnings of ACNB cannot be predicted at this time. From time to time, various federal and state legislation is proposed that could result in additional regulation of, and restrictions on, the business of ACNB and the subsidiary bank, or otherwise change the business environment. Management cannot predict whether any of this legislation will have a material effect on the business of ACNB.

**ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Management monitors and evaluates changes in market conditions on a regular basis. Based upon the most recent review, management has determined that there have been no material changes in market risks since year-end 2012. For further discussion of year-end information, please refer to the Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

**ITEM 4 - CONTROLS AND PROCEDURES**

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, the Corporation carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures are effective in timely alerting them to material information relating to the Corporation (including its consolidated subsidiaries) required to be included in periodic SEC filings.

Disclosure controls and procedures are Corporation controls and other procedures that are designed to ensure that information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no changes in the Corporation's internal control over financial reporting during the quarterly period ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, the internal control over financial reporting.

**PART II - OTHER INFORMATION**

**ACNB CORPORATION**

**ITEM 1 - LEGAL PROCEEDINGS**

As of March 31, 2013, there were no material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which ACNB or its subsidiaries are a party or by which any of their property is the subject. In addition, no material proceedings are pending or are known to be threatened or contemplated against the Corporation or its subsidiaries by governmental authorities.

**ITEM 1A - RISK FACTORS**

Management has reviewed the risk factors that were previously disclosed in the Annual Report on Form 10-K for the fiscal year-ended December 31, 2012. There are no material changes from the risk factors as previously disclosed in the Form 10-K.

**ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On November 3, 2008, the Corporation announced a plan to purchase up to 120,000 shares of its outstanding common stock. There were no treasury shares purchased under this plan during the quarter ended March 31, 2013. The maximum number of shares that may yet be purchased under this stock repurchase plan is 57,400.

On May 5, 2009, stockholders approved and ratified the ACNB Corporation 2009 Restricted Stock Plan, effective as of February 24, 2009, in which awards shall not exceed, in the aggregate, 200,000 shares of common stock. As of March 31, 2013, there were no shares of common stock granted as restricted stock awards to either employees or directors. The Corporation's Registration Statement under the Securities Act of 1933 on Form S-8 for the ACNB Corporation 2009 Restricted Stock Plan was filed with the Securities and Exchange Commission on January 4, 2013.

On May 5, 2009, stockholders approved and adopted the amendment to the Articles of Incorporation of ACNB Corporation to authorize up to 20,000,000 shares of preferred stock, par value \$2.50 per share. As of March 31, 2013, there were no issued or outstanding shares of preferred stock.

**ITEM 3 - DEFAULTS UPON SENIOR SECURITIES - NOTHING TO REPORT.**

**ITEM 4 - MINE SAFETY DISCLOSURES - NOT APPLICABLE.**

**ITEM 5 - OTHER INFORMATION - NOTHING TO REPORT.**

## ITEM 6 - EXHIBITS

The following exhibits are included in this report:

Exhibit 3(i)	Articles of Incorporation of ACNB Corporation, as amended. (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 2, 2009.)
Exhibit 3(ii)	Bylaws of ACNB Corporation, as amended. (Incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on February 4, 2013.)
Exhibit 10.1	ACNB Corporation, ACNB Acquisition Subsidiary LLC, and Russell Insurance Group, Inc. Stock Purchase Agreement. (Incorporated by reference to Exhibit 10.2 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission on March 15, 2005.)
Exhibit 10.2	Salary Continuation Agreement Applicable to Ronald L. Hankey. (Incorporated by reference to Exhibit 10.2 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Commission on March 13, 2009.)
Exhibit 10.3	Executive Supplemental Life Insurance Plan Applicable to Ronald L. Hankey, Thomas A. Ritter, David W. Cathell and Lynda L. Glass. (Incorporated by reference to Exhibit 10.3 of the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2008, filed with the Commission on November 7, 2008.)
Exhibit 10.4	Director Supplemental Life Insurance Plan Applicable to Frank Elsner III, Scott L. Kelley, James J. Lott, Robert W. Miller, Donna M. Newell, J. Emmett Patterson, Daniel W. Potts, Marian B. Schultz, David L. Sites, Alan J. Stock, Harry L. Wheeler and James E. Williams. (Incorporated by reference to Exhibit 10.5 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission on March 15, 2005.)
Exhibit 10.5	Amended and Restated Director Deferred Fee Plan Applicable to Frank Elsner III, Scott L. Kelley, James J. Lott, Robert W. Miller, Donna M. Newell, J. Emmett Patterson, Marian B. Schultz, David L. Sites, Alan J. Stock, Harry L. Wheeler and James E. Williams. (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on January 6, 2012.)
Exhibit 10.6	ACNB Bank Salary Savings Plan. (Incorporated by reference to Exhibit 10.6 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the Commission on March 12, 2010.)
Exhibit 10.7	Group Pension Plan for Employees of ACNB Bank. (Incorporated by reference to Exhibit 10.7 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed with the Commission on May 4, 2012.)
Exhibit 10.8	Complete Settlement Agreement and General Release made among ACNB Corporation, Adams County National Bank and John W. Krichen effective June 13, 2006. (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on June 15, 2006.)
Exhibit 10.9	Employment Agreement between ACNB Corporation, Adams County National Bank and Thomas A. Ritter dated as of December 31, 2008. (Incorporated by reference to Exhibit 10.9 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Commission on March 13, 2009.)
Exhibit 10.10	Employment Agreement between ACNB Corporation, Adams County National Bank and Lynda L. Glass dated as of December 31, 2008. (Incorporated by reference to Exhibit 10.10 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Commission on March 13, 2009.)

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Exhibit 10.11	Employment Agreement between ACNB Corporation, Russell Insurance Group, Inc. and Frank C. Russell, Jr. dated as of January 13, 2011. (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on January 19, 2011.)
Exhibit 10.12	Employment Agreement between ACNB Corporation, Adams County National Bank and David W. Cathell dated as of April 17, 2009. (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on April 23, 2009.)
Exhibit 10.13	2009 Restricted Stock Plan. (Incorporated by reference to Appendix C of the Registrant's Proxy Statement on Schedule 14A, filed with the Commission on March 25, 2009.)
Exhibit 10.14	Salary Continuation Agreement by and between ACNB Bank and Thomas A. Ritter dated as of March 28, 2012. (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on April 3, 2012.)
Exhibit 10.15	Salary Continuation Agreement by and between ACNB Bank and Lynda L. Glass dated as of March 28, 2012. (Incorporated by reference to Exhibit 99.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on April 3, 2012.)
Exhibit 10.16	Salary Continuation Agreement by and between ACNB Bank and David W. Cathell dated as of March 28, 2012. (Incorporated by reference to Exhibit 99.3 of the Registrant's Current Report on Form 8-K, filed with the Commission on April 3, 2012.)
Exhibit 10.17	Amended and Restated 2001 Salary Continuation Agreement by and between ACNB Bank and Thomas A. Ritter dated as of March 28, 2012. (Incorporated by reference to Exhibit 99.4 of the Registrant's Current Report on Form 8-K, filed with the Commission on April 3, 2012.)
Exhibit 10.18	Amended and Restated 1996 Salary Continuation Agreement by and between ACNB Bank and Lynda L. Glass dated as of March 28, 2012. (Incorporated by reference to Exhibit 99.5 of the Registrant's Current Report on Form 8-K, filed with the Commission on April 3, 2012.)
Exhibit 11	Statement re Computation of Earnings. (Incorporated by reference to page 7 of this Form 10-Q.)
Exhibit 14	Code of Ethics. (Incorporated by reference to Exhibit 14 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Commission on March 15, 2013.)
Exhibit 18	Preferability Letter from ParenteBeard LLC dated as of August 3, 2012. (Incorporated by reference to Exhibit 18 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed with the Commission on August 3, 2012.)
Exhibit 31.1	Chief Executive Officer Certification of Quarterly Report on Form 10-Q.
Exhibit 31.2	Chief Financial Officer Certification of Quarterly Report on Form 10-Q.
Exhibit 32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase.
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase.
Exhibit 101.INS	XBRL Instance Document.
Exhibit 101.SCH	XBRL Taxonomy Extension Schema.
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ACNB CORPORATION** (Registrant)

Date: May 9, 2013

/s/ Thomas A. Ritter  
Thomas A. Ritter  
President & Chief Executive Officer

/s/ David W. Cathell  
David W. Cathell  
Executive Vice President, Treasurer &  
Chief Financial Officer (Principal Financial Officer)