

NBT BANCORP INC  
Form 10-Q  
August 09, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2010.

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

COMMISSION FILE NUMBER 0-14703

NBT BANCORP INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State of Incorporation)

16-1268674  
(I.R.S. Employer Identification No.)

52 SOUTH BROAD STREET, NORWICH, NEW YORK 13815  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (607) 337-2265

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting  
x    company

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

As of July 31, 2010, there were 34,487,539 shares outstanding of the Registrant's common stock, \$0.01 par value per share.

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NBT BANCORP INC.  
FORM 10-Q--Quarter Ended June 30, 2010

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## Item 1 – FINANCIAL STATEMENTS

NBT Bancorp Inc. and Subsidiaries  
Consolidated Balance Sheets (unaudited)

|   | June 30,<br>2010 | December<br>31,<br>2009 |
|---|------------------|-------------------------|
| (In thousands, except share and per share data)   |                  |                         |
| Assets  |                  |                         |
| Cash and due from banks   | \$105,329        | \$107,980               |
| Short-term interest bearing accounts  | 61,708           | 79,181                  |
| Securities available for sale, at fair value  | 1,137,986        | 1,116,758               |
| Securities held to maturity (fair value \$124,456 and \$161,851, respectively)  | 122,549          | 159,946                 |
| Trading securities  | 2,495            | 2,410                   |
| Federal Reserve and Federal Home Loan Bank stock  | 32,178           | 35,979                  |
| Loans and leases  | 3,647,445        | 3,645,398               |
| Less allowance for loan and lease losses  | 70,300           | 66,550                  |
| Net loans and leases  | 3,577,145        | 3,578,848               |
| Premises and equipment, net   | 66,305           | 66,221                  |
| Goodwill  | 114,842          | 114,938                 |
| Intangible assets, net  | 19,055           | 20,590                  |
| Bank owned life insurance   | 73,773           | 74,751                  |
| Other assets  | 101,796          | 106,424                 |
| Total assets  | \$5,415,161      | \$5,464,026             |
| Liabilities   |                  |                         |
| Demand (noninterest bearing)  | \$798,454        | \$789,989               |
| Savings, NOW, and money market  | 2,337,642        | 2,269,779               |
| Time  | 965,235          | 1,033,278               |
| Total deposits  | 4,101,331        | 4,093,046               |
| Short-term borrowings   | 159,036          | 155,977                 |
| Long-term debt  | 479,461          | 554,698                 |
| Trust preferred debentures  | 75,422           | 75,422                  |
| Other liabilities   | 72,889           | 79,760                  |
| Total liabilities   | 4,888,139        | 4,958,903               |
| Stockholders' equity  |                  |                         |
| Preferred stock, \$0.01 par value. Authorized 2,500,000 shares at June 30, 2010 and December 31, 2009   | -                | -                       |
| Common stock, \$0.01 par value. Authorized 50,000,000 shares at June 30, 2010 and December 31, 2009; issued 38,035,539 at June 30, 2010 and December 31, 2009 | 380              | 380                     |
| Additional paid-in-capital  | 312,641          | 311,164                 |
| Retained earnings   | 284,622          | 270,232                 |
| Accumulated other comprehensive income  | 5,048            | 1,163                   |
| Common stock in treasury, at cost, 3,548,993 and 3,650,068 shares at June 30, 2010 and December 31, 2009, respectively  | (75,669 )        | (77,816 )               |
| Total stockholders' equity  | 527,022          | 505,123                 |
| Total liabilities and stockholders' equity  | \$5,415,161      | \$5,464,026             |

See accompanying notes to unaudited interim consolidated financial statements.



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| NBT Bancorp Inc. and Subsidiaries<br>Consolidated Statements of Income (unaudited)<br>(In thousands, except per share data) | Three months ended |          | Six months ended |           |
|---|--------------------|----------|------------------|-----------|
|   | June 30,<br>2010   | 2009     | June 30,<br>2010 | 2009      |
| Interest, fee, and dividend income  |                    |          |                  |           |
| Interest and fees on loans and leases   | \$53,503           | \$54,886 | \$107,195        | \$110,297 |
| Securities available for sale   | 9,556              | 11,671   | 19,602           | 24,046    |
| Securities held to maturity   | 1,078              | 1,209    | 2,215            | 2,443     |
| Other   | 469                | 606      | 1,065            | 967       |
| Total interest, fee, and dividend income  | 64,606             | 68,372   | 130,077          | 137,753   |
| Interest expense  |                    |          |                  |           |
| Deposits  | 7,999              | 13,123   | 16,453           | 26,962    |
| Short-term borrowings   | 123                | 124      | 247              | 271       |
| Long-term debt  | 4,850              | 5,998    | 9,915            | 12,195    |
| Trust preferred debentures  | 1,033              | 1,076    | 2,060            | 2,162     |
| Total interest expense  | 14,005             | 20,321   | 28,675           | 41,590    |
| Net interest income   | 50,601             | 48,051   | 101,402          | 96,163    |
| Provision for loan and lease losses   | 6,350              | 9,199    | 15,593           | 15,650    |
| Net interest income after provision for loan and lease losses   | 44,251             | 38,852   | 85,809           | 80,513    |
| Noninterest income  |                    |          |                  |           |
| Service charges on deposit accounts   | 6,301              | 6,950    | 12,431           | 13,247    |
| Insurance and other financial services revenue  | 4,700              | 4,220    | 9,945            | 9,558     |
| Trust   | 1,909              | 1,761    | 3,675            | 3,170     |
| Net securities gains  | 63                 | 17       | 91               | 17        |
| Bank owned life insurance   | 808                | 670      | 1,789            | 1,542     |
| ATM fees and debit card fees  | 2,462              | 2,368    | 4,829            | 4,550     |
| Retirement plan administration fees   | 2,595              | 2,194    | 4,985            | 3,935     |
| Other   | 1,482              | 1,665    | 2,916            | 3,416     |
| Total noninterest income  | 20,320             | 19,845   | 40,661           | 39,435    |
| Noninterest expense   |                    |          |                  |           |
| Salaries and employee benefits  | 24,224             | 19,947   | 46,428           | 41,374    |
| Occupancy   | 3,666              | 3,610    | 7,818            | 7,775     |
| Equipment   | 2,041              | 2,005    | 4,141            | 4,027     |
| Data processing and communications  | 3,265              | 3,324    | 6,483            | 6,619     |
| Professional fees and outside services  | 2,191              | 2,407    | 4,475            | 5,129     |
| Office supplies and postage   | 1,454              | 1,429    | 2,996            | 2,959     |
| Amortization of intangible assets   | 780                | 825      | 1,561            | 1,638     |
| Loan collection and other real estate owned   | 668                | 674      | 1,727            | 1,422     |
| FDIC expenses   | 1,560              | 4,032    | 3,113            | 5,561     |
| Other   | 4,348              | 3,686    | 7,615            | 7,740     |
| Total noninterest expense   | 44,197             | 41,939   | 86,357           | 84,244    |
| Income before income tax expense  | 20,374             | 16,758   | 40,113           | 35,704    |
| Income tax expense  | 5,950              | 5,198    | 11,713           | 11,072    |
| Net income  | \$14,424           | \$11,560 | \$28,400         | \$24,632  |
| Earnings per share  |                    |          |                  |           |
| Basic   | \$0.42             | \$0.34   | \$0.83           | \$0.74    |
| Diluted   | \$0.42             | \$0.34   | \$0.82           | \$0.74    |

See accompanying notes to unaudited interim consolidated financial statements.



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Consolidated Statements of Stockholders'  
Equity (unaudited)

|  | Common<br>Stock | Additional<br>Paid-in-<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>(Loss) Income | Common<br>Stock in<br>Treasury | Total     |
|--|-----------------|-----------------------------------|----------------------|--|--------------------------------|-----------|
| (in thousands, except share and per share data)  |                 |                                   |                      |  |                                |           |
| Balance at December 31, 2008   | \$365           | \$276,418                         | \$245,340            | \$ (8,204 )  | \$(82,074 )                    | \$431,845 |
| Net income   | -               | -                                 | 24,632               | -  | -                              | 24,632    |
| Cash dividends - \$0.40 per share  | -               | -                                 | (13,390 )            | -  | -                              | (13,390 ) |
| Net issuance of 1,576,230 common shares  | 15              | 33,521                            | -                    | -  | -                              | 33,536    |
| Net issuance of 55,313 shares to employee benefit plans and other stock plans, including tax benefit | -               | (546 )                            | -                    | -  | 976                            | 430       |
| Stock-based compensation   | -               | 1,741                             | -                    | -  | -                              | 1,741     |
| Issuance of 57,717 shares of restricted stock awards   | -               | (1,364 )                          | -                    | -  | 1,364                          | -         |
| Forfeiture of 2,850 shares of restricted stock   | -               | 66                                | -                    | -  | (66 )                          | -         |
| Other comprehensive income   | -               | -                                 | -                    | 3,346  | -                              | 3,346     |
| Balance at June 30, 2009   | \$380           | \$309,836                         | \$256,582            | \$ (4,858 )  | \$(79,800 )                    | \$482,140 |
| Balance at December 31, 2009   | \$380           | \$311,164                         | \$270,232            | \$ 1,163   | \$(77,816 )                    | \$505,123 |
| Net income   | -               | -                                 | 28,400               | -  | -                              | 28,400    |
| Cash dividends - \$0.40 per share  | -               | -                                 | (13,781 )            | -  | -                              | (13,781 ) |
| Net issuance of 75,963 shares to employee benefit plans and other stock plans, including tax benefit | -               | 24                                | (229 )               | -  | 1,616                          | 1,411     |
| Stock-based compensation   | -               | 1,984                             | -                    | -  | -                              | 1,984     |
| Issuance of 27,112 shares of restricted stock awards   | -               | (577 )                            | -                    | -  | 577                            | -         |
| Forfeiture of 2,000 shares of restricted stock   | -               | 46                                | -                    | -  | (46 )                          | -         |
| Other comprehensive income   | -               | -                                 | -                    | 3,885  | -                              | 3,885     |
| Balance at June 30, 2010   | \$380           | \$312,641                         | \$284,622            | \$ 5,048   | \$(75,669 )                    | \$527,022 |

See accompanying notes to unaudited interim consolidated financial statements.



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| NBT Bancorp Inc. and Subsidiaries<br>Consolidated Statements of Cash Flows (unaudited)<br>(In thousands, except per share data) | Six Months Ended June<br>30, |            |
|---|------------------------------|------------|
|   | 2010                         | 2009       |
| Operating activities  |                              |            |
| Net income  | \$28,400                     | \$24,632   |
| Adjustments to reconcile net income to net cash provided by operating activities  |                              |            |
| Provision for loan and lease losses   | 15,593                       | 15,650     |
| Depreciation and amortization of premises and equipment   | 2,663                        | 2,674      |
| Net accretion on securities   | 388                          | 226        |
| Amortization of intangible assets   | 1,561                        | 1,638      |
| Stock based compensation  | 1,984                        | 1,741      |
| Bank owned life insurance income  | (1,789 )                     | (1,542 )   |
| Purchases of trading securities   | (116 )                       | (484 )     |
| Unrealized losses (gains) in trading securities   | 31                           | (161 )     |
| Deferred income tax benefit   | (7,938 )                     | (422 )     |
| Proceeds from sales of loans held for sale  | 40,396                       | 67,765     |
| Originations and purchases of loans held for sale   | (39,028 )                    | (81,781 )  |
| Net gains on sales of loans held for sale   | (478 )                       | (390 )     |
| Net security gains  | (91 )                        | (17 )      |
| Net gain on sales and writedowns of other real estate owned   | (114 )                       | (43 )      |
| Net decrease (increase) in other assets   | 4,592                        | (11,715 )  |
| Net (decrease) increase in other liabilities  | (1,492 )                     | 9,285      |
| Net cash provided by operating activities   | 44,562                       | 27,056     |
| Investing activities  |                              |            |
| Securities available for sale:  |                              |            |
| Proceeds from maturities, calls, and principal paydowns   | 285,615                      | 256,836    |
| Proceeds from sales   | 702                          | -          |
| Purchases   | (302,152 )                   | (247,420 ) |
| Securities held to maturity:  |                              |            |
| Proceeds from maturities, calls, and principal paydowns   | 66,327                       | 48,783     |
| Purchases   | (28,962 )                    | (49,583 )  |
| Net (increase) decrease in loans  | (15,452 )                    | 4,133      |
| Net decrease in Federal Reserve and FHLB stock  | 3,801                        | 816        |
| Proceeds from bank owned life insurance   | 2,767                        | 1,054      |
| Purchases of premises and equipment   | (2,747 )                     | (2,230 )   |
| Proceeds from sales of other real estate owned  | 1,678                        | 178        |
| Net cash provided by investing activities   | 11,577                       | 12,567     |
| Financing activities  |                              |            |
| Net increase in deposits  | 8,285                        | 134,813    |
| Net increase (decrease) in short-term borrowings  | 3,059                        | (86,388 )  |
| Repayments of long-term debt  | (75,237 )                    | (27,501 )  |
| Excess tax benefit (cost) from exercise of stock options  | 123                          | (406 )     |
| Proceeds from the issuance of shares to employee benefit plans and other stock plans  | 1,288                        | 836        |
| Issuance of common stock  | -                            | 33,536     |
| Cash dividends and payment for fractional shares  | (13,781 )                    | (13,390 )  |
| Net cash (used in) provided by financing activities   | (76,263 )                    | 41,500     |
| Net (decrease) increase in cash and cash equivalents  | (20,124 )                    | 81,123     |
| Cash and cash equivalents at beginning of period  | 187,161                      | 110,396    |

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|  |           |           |
|--|-----------|-----------|
| Cash and cash equivalents at end of period       | \$167,037 | \$191,519 |
| Supplemental disclosure of cash flow information |           |           |
| Cash paid during the period for:                 |           |           |
| Interest   | \$29,443  | \$42,415  |
| Income taxes paid                                | 21,149    | 4,038     |
| Noncash investing activities:                    |           |           |
| Loans transferred to OREO                        | \$672     | \$1,158   |

See accompanying notes to unaudited interim consolidated financial statements.

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| Consolidated Statements of Comprehensive Income<br>(unaudited)<br>(In thousands)  | Three months ended<br>June 30, |          | Six months ended<br>June 30, |          |
|---|--------------------------------|----------|------------------------------|----------|
|   | 2010                           | 2009     | 2010                         | 2009     |
| Net income  | \$14,424                       | \$11,560 | \$28,400                     | \$24,632 |
| Other comprehensive income, net of tax  |                                |          |                              |          |
| Unrealized net holding gains arising during the period<br>(pre-tax amounts of \$3,733, \$223, \$5,749, and \$4,250)   | 2,254                          | 134      | 3,468                        | 2,566    |
| Reclassification adjustment for net gains related to securities<br>available for sale included in net income (pre-tax amounts of<br>(\$63), (\$17), (\$91), and (\$17)) | (38 )                          | (10 )    | (55 )                        | (10 )    |
| Pension and other benefits:   |                                |          |                              |          |
| Amortization of prior service cost and actuarial gains<br>(pre-tax amounts of \$393, \$658, \$786, and \$1,316)   | 236                            | 395      | 472                          | 790      |
| Total other comprehensive income  | 2,452                          | 519      | 3,885                        | 3,346    |
| Comprehensive income  | \$16,876                       | \$12,079 | \$32,285                     | \$27,978 |

See accompanying notes to unaudited interim consolidated financial statements

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NBT BANCORP INC. and Subsidiaries

NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2010

Note 1. Description of Business

NBT Bancorp Inc. (the “Registrant”) is a registered financial holding company incorporated in the State of Delaware in 1986, with its principal headquarters located in Norwich, New York. The Registrant is the parent holding company of NBT Bank, N.A. (the “Bank”), NBT Financial Services, Inc. (“NBT Financial”), NBT Holdings, Inc. (“NBT Holdings”), CNBF Capital Trust I, NBT Statutory Trust I and NBT Statutory Trust II (the “Trusts”). Through the Bank, the Company is focused on community banking operations. Through NBT Financial, the Company operates EPIC Advisors, Inc. (“EPIC”), a retirement plan administrator. Through NBT Holdings, the Company operates Mang Insurance Agency, LLC (“Mang”), a full-service insurance agency. The Trusts were organized to raise additional regulatory capital and to provide funding for certain acquisitions. The Registrant’s primary business consists of providing commercial banking and financial services to customers in its market area. The principal assets of the Registrant are all of the outstanding shares of common stock of its direct subsidiaries, and its principal sources of revenue are the management fees and dividends it receives from the Bank, NBT Financial, and NBT Holdings.

The Bank is a full service commercial bank formed in 1856, which provides a broad range of financial products to individuals, corporations and municipalities throughout upstate New York, northeastern Pennsylvania, and Burlington, Vermont market areas.

Note 2. Basis of Presentation

The accompanying unaudited interim consolidated financial statements include the accounts of the Registrant and its wholly owned subsidiaries, the Bank, NBT Financial and NBT Holdings. Collectively, the Registrant and its subsidiaries are referred to herein as “the Company.” All intercompany transactions have been eliminated in consolidation. Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation.

Note 3. Use of Estimates

Preparing financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, as well as the disclosures provided. Actual results could differ from those estimates. Estimates associated with the allowance for loan and lease losses, other real estate owned (“OREO”), income taxes, pension expense, fair values of lease residual assets, fair values of financial instruments and status of contingencies are particularly susceptible to material change in the near term.

The allowance for loan and lease losses is the amount which, in the opinion of management, is necessary to absorb probable losses inherent in the loan and lease portfolio. The allowance is determined based upon numerous considerations, including local and national economic conditions, the growth and composition of the loan portfolio with respect to the mix between the various types of loans and their related risk characteristics, a review of the value of collateral supporting the loans, comprehensive reviews of the loan portfolio by the independent loan review staff and management, as well as consideration of volume and trends of delinquencies, nonperforming loans, and loan charge-offs. As a result of the review of these factors and historical and current indicators, required additions or reductions to the allowance for loan and lease losses are made periodically by charges to the provision for loan and lease losses.



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The allowance for loan and lease losses related to impaired loans is based on discounted cash flows using the loan's initial effective interest rate or the fair value of the collateral for certain loans where repayment of the loan is expected to be provided solely by the underlying collateral (collateral dependent loans). The Company's impaired loans are generally collateral dependent loans. The Company considers the estimated cost to sell, on a discounted basis, when determining the fair value of collateral in the measurement of impairment if those costs are expected to reduce the cash flows available to repay or otherwise satisfy the loans.

Management believes that the allowance for loan and lease losses is adequate. While management uses available information to recognize loan and lease losses, future additions or reductions to the allowance for loan and lease losses may be necessary based on changes in economic conditions or changes in the values of properties securing loans in the process of foreclosure. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan and lease losses. Such agencies may require the Company to recognize additions to the allowance for loan and lease losses based on their judgments about information available to them at the time of their examination which may not be currently available to management.

OREO consists of properties acquired through foreclosure or by acceptance of a deed in lieu of foreclosure. These assets are recorded at the lower of fair value of the asset acquired less estimated costs to sell or "cost" (defined as the fair value at initial foreclosure). At the time of foreclosure, or when foreclosure occurs in-substance, the excess, if any, of the loan over the fair value of the assets received, less estimated selling costs, is charged to the allowance for loan and lease losses and any subsequent valuation write-downs are charged to other expense. Operating costs associated with the properties are charged to expense as incurred. Gains on the sale of OREO are included in income when title has passed and the sale has met the minimum down payment requirements prescribed by U.S. GAAP.

Income taxes are accounted for under the asset and liability method. The Company files consolidated tax returns on the accrual basis. Deferred income taxes are recognized for the future tax consequences and benefits attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Realization of deferred tax assets is dependent upon the generation of future taxable income or the existence of sufficient taxable income within the available carryback period. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax asset will not be realized. Based on available evidence, gross deferred tax assets will ultimately be realized and a valuation allowance was not deemed necessary at June 30, 2010 or December 31, 2009. The effect of a change in tax rates on deferred taxes is recognized in income in the period that includes the enactment date. Uncertain tax positions are recognized only when it is more likely than not (likelihood of greater than 50%), based on technical merits, that the position would be sustained upon examination by taxing authorities. Tax positions that meet the more than likely than not threshold are measured using a probability-weighted approach as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement.

Management is required to make various assumptions in valuing its pension assets and liabilities. These assumptions include the expected long-term rate of return on plan assets, the discount rate, and the rate of increase in future compensation levels. Changes to these assumptions could impact earnings in future periods. The Company takes into account the plan asset mix, funding obligations, and expert opinions in determining the various assumptions used to compute pension expense. The Company also considers relevant indices and market interest rates in selecting an appropriate discount rate. A cash flow analysis for expected benefit payments from the plan is performed each year to also assist in selecting the discount rate. In addition, the Company reviews expected inflationary and merit increases to compensation in determining the expected rate of increase in future compensation levels.

One of the most significant estimates associated with leasing operations is the estimated residual value of leased vehicles expected at the termination of the lease. A lease receivable asset, when established, includes the estimated

residual value of the leased vehicle at the termination of the lease. Management is required to make various assumptions to estimate the fair value of the vehicle lease residual assets. If it is determined that there has been a decline in the estimated fair value of the residual that is judged by management to be other-than-temporary, an impairment charge would be recognized and recorded with other noninterest expenses in the consolidated statements of income.

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Note 4.

Commitments and Contingencies

The Company is a party to financial instruments in the normal course of business to meet financing needs of its customers and to reduce its own exposure to fluctuating interest rates. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit. Exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to make loans and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policy to make such commitments as it uses for on-balance-sheet items. Commitments to extend credit and unused lines of credit totaled \$594.5 million at June 30, 2010 and \$556.6 million at December 31, 2009. Since commitments to extend credit and unused lines of credit may expire without being fully drawn upon, this amount does not necessarily represent future cash commitments. Collateral obtained upon exercise of the commitment is determined using management's credit evaluation of the borrower and may include accounts receivable, inventory, property, land and other items.

The Company guarantees the obligations or performance of customers by issuing standby letters of credit to third parties. These standby letters of credit are frequently issued in support of third party debt, such as corporate debt issuances, industrial revenue bonds and municipal securities. The credit risk involved in issuing standby letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Typically, these instruments have terms of five years or less and expire unused; therefore, the total amounts do not necessarily represent future cash commitments. Standby letters of credit totaled \$26.3 million at June 30, 2010 and \$34.6 million at December 31, 2009. As of June 30, 2010, the fair value of standby letters of credit was not significant to the Company's consolidated financial statements. In addition, the Company also issued commercial letters of credit totaling \$8.6 million at June 30, 2010 and \$14.1 million at December 31, 2009.



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Note 5.

## Earnings Per Share

Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity (such as the Company's dilutive stock options and restricted stock).

The following is a reconciliation of basic and diluted earnings per share for the periods presented in the consolidated statements of income.

| Three months ended June 30,<br>(in thousands, except per share data) | 2010    | 2009    |
|--|---------|---------|
| Basic EPS:   |         |         |
| Weighted average common shares outstanding                           | 34,288  | 34,104  |
| Net income available to common shareholders                          | 14,424  | 11,560  |
| Basic EPS  | \$ 0.42 | \$ 0.34 |
| Diluted EPS:   |         |         |
| Weighted average common shares outstanding                           | 34,288  | 34,104  |
| Dilutive effect of common stock options and restricted stock         | 277     | 210     |
| Weighted average common shares and common share equivalents          | 34,565  | 34,314  |
| Net income available to common shareholders                          | 14,424  | 11,560  |
| Diluted EPS  | \$ 0.42 | \$ 0.34 |
| Six months ended June 30,<br>(in thousands, except per share data)   |         |         |
| Basic EPS:   |         |         |
| Weighted average common shares outstanding                           | 34,259  | 33,295  |
| Net income available to common shareholders                          | 28,400  | 24,632  |
| Basic EPS  | \$ 0.83 | \$ 0.74 |
| Diluted EPS:   |         |         |
| Weighted average common shares outstanding                           | 34,259  | 33,295  |
| Dilutive effect of common stock options and restricted stock         | 226     | 188     |
| Weighted average common shares and common share equivalents          | 34,485  | 33,483  |
| Net income available to common shareholders                          | 28,400  | 24,632  |
| Diluted EPS  | \$ 0.82 | \$ 0.74 |

There were 1,039,676 stock options for the quarter ended June 30, 2010 and 857,984 stock options for the quarter ended June 30, 2009 that were not considered in the calculation of diluted earnings per share since the stock options' exercise price was greater than the average market price during these periods.

There were 1,293,469 stock options for the six months ended June 30, 2010 and 1,090,860 stock options for the six months ended June 30, 2009 that were not considered in the calculation of diluted earnings per share since the stock options' exercise price was greater than the average market price during these periods.

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Note 6.

## Defined Benefit Postretirement Plans

The Company has a qualified, noncontributory, defined benefit pension plan covering substantially all of its employees at June 30, 2010. Benefits paid from the plan are based on age, years of service, compensation and social security benefits, and are determined in accordance with defined formulas. The Company's policy is to fund the pension plan in accordance with Employee Retirement Income Security Act ("ERISA") standards. Assets of the plan are invested in publicly traded stocks and bonds. Prior to January 1, 2000, the Company's plan was a traditional defined benefit plan based on final average compensation. On January 1, 2000, the plan was converted to a cash balance plan with grandfathering provisions for existing participants.

In addition to the pension plan, the Company also provides supplemental employee retirement plans to certain current and former executives. These supplemental employee retirement plans and the defined benefit pension plan are collectively referred to herein as "Pension Benefits."

Also, the Company provides certain health care benefits for retired employees. Benefits are accrued over the employees' active service period. Only employees that were employed by the Company on or before January 1, 2000 are eligible to receive postretirement health care benefits. The plan is contributory for participating retirees, requiring participants to absorb certain deductibles and coinsurance amounts with contributions adjusted annually to reflect cost sharing provisions and benefit limitations called for in the plan. Eligibility is contingent upon the direct transition from active employment status to retirement without any break in employment from the Company. Employees also must be participants in the Company's medical plan prior to their retirement. The Company funds the cost of postretirement health care as benefits are paid. The Company elected to recognize the transition obligation on a delayed basis over twenty years. These postretirement benefits are referred to herein as "Other Benefits."

The components of expense for pension and other benefits are set forth below (in thousands):

|  | Pension Benefits            |          | Other Benefits              |       |
|--|-----------------------------|----------|-----------------------------|-------|
|  | Three months ended June 30, |          | Three months ended June 30, |       |
| Components of net periodic benefit cost: | 2010                        | 2009     | 2010                        | 2009  |
| Service cost                             | \$462                       | \$586    | \$5                         | \$6   |
| Interest cost                            | 873                         | 860      | 53                          | 55    |
| Expected return on plan assets           | (1,778 )                    | (1,400 ) | -                           | -     |
| Net amortization                         | 401                         | 670      | (8 )                        | (12 ) |
| Total (benefit) cost                     | \$(42 )                     | \$716    | \$50                        | \$49  |

|  | Pension Benefits          |          | Other Benefits            |       |
|--|---------------------------|----------|---------------------------|-------|
|  | Six months ended June 30, |          | Six months ended June 30, |       |
| Components of net periodic benefit cost: | 2010                      | 2009     | 2010                      | 2009  |
| Service cost                             | \$924                     | \$1,173  | \$10                      | \$12  |
| Interest cost                            | 1,744                     | 1,722    | 106                       | 111   |
| Expected return on plan assets           | (3,555 )                  | (2,801 ) | -                         | -     |
| Net amortization                         | 802                       | 1,341    | (16 )                     | (25 ) |
| Total (benefit) cost                     | \$(85 )                   | \$1,435  | \$100                     | \$98  |

The Company is not required to make contributions to the plans in 2010. The Company recorded approximately \$0.5 million, net of tax, as amortization of pension amounts previously recognized in Accumulated Other Comprehensive Income during the six months ended June 30, 2010.

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short term liquidity associated with certain investments held by the Company's defined benefit pension plan ("the Plan") which could impact the value of these investments.

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## Note 7.

## Trust Preferred Debentures

CNBF Capital Trust I is a Delaware statutory business trust formed in 1999, for the purpose of issuing \$18 million in trust preferred securities and lending the proceeds to the Company. NBT Statutory Trust I is a Delaware statutory business trust formed in 2005, for the purpose of issuing \$5 million in trust preferred securities and lending the proceeds to the Company. NBT Statutory Trust II is a Delaware statutory business trust formed in 2006, for the purpose of issuing \$50 million in trust preferred securities and lending the proceeds to the Company to provide funding for the acquisition of CNB Bancorp, Inc. These three statutory business trusts are collectively referred herein to as “the Trusts.” The Company guarantees, on a limited basis, payments of distributions on the trust preferred securities and payments on redemption of the trust preferred securities. The Trusts are variable interest entities (“VIEs”) for which the Company is not the primary beneficiary, as defined by U.S. GAAP. In accordance with U.S. GAAP, the accounts of the Trusts are not included in the Company’s consolidated financial statements. On January 1, 2010, the Company adopted Accounting Standards Update (“ASU”) 2009-17, Consolidations: Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities (“Topic 810”), which had no impact on the Company’s financial statements.

As of June 30, 2010, the Trusts had the following issues of trust preferred debentures, all held by the Trusts, outstanding (dollars in thousands):

| Description            | Issuance Date | Trust Preferred Securities Outstanding | Interest Rate            | Trust Preferred Debt Owed To Trust | Final Maturity date |
|------------------------|---------------|--|--------------------------|------------------------------------|---------------------|
| CNBF Capital Trust I   | June 1999     | 18,000                                 | 3-month LIBOR plus 2.75% | \$ 18,720                          | August 2029         |
| NBT Statutory Trust I  | November 2005 | 5,000                                  | 6.30% Fixed *            | 5,155                              | December 2035       |
| NBT Statutory Trust II | February 2006 | 50,000                                 | 6.195% Fixed *           | 51,547                             | March 2036          |

\* Fixed for 5 years, converts to floating at 3-month LIBOR plus 140 basis points

The Company owns all of the common stock of the Trusts, which have issued trust preferred securities in conjunction with the Company issuing trust preferred debentures to the Trusts. The terms of the trust preferred debentures are substantially the same as the terms of the trust preferred securities.

## Note 8.

## Fair Value Measurements and Fair Value of Financial Instruments

U.S. GAAP states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value measurements are not adjusted for transaction costs. A fair value hierarchy exists within U.S. GAAP that prioritizes the inputs to valuation techniques 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 described below:

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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 for similar assets or liabilities in active markets, 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 by little or no market activity).

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The types of instruments valued based on quoted market prices in active markets include most U.S. government and agency securities, many other sovereign government obligations, liquid mortgage products, active listed equities and most money market securities. Such instruments are generally classified within level 1 or level 2 of the fair value hierarchy. The Company does not adjust the quoted price for such instruments.

The types of instruments valued based on quoted prices in markets that are not active, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency include most investment-grade and high-yield corporate bonds, less liquid mortgage products, less liquid agency securities, less liquid listed equities, state, municipal and provincial obligations, and certain physical commodities. Such instruments are generally classified within level 2 of the fair value hierarchy.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate will be used. Management's best estimate consists of both internal and external support on certain Level 3 investments. Subsequent to inception, management only changes level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows.

For the six months ended June 30, 2010, the Company has made no transfers of assets between Level 1 and Level 2, and has had no Level 3 activity.

The following tables set forth the Company's financial assets and liabilities measured on a recurring basis that were accounted for at fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):

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|                                     | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Balance<br>as of<br>June 30,<br>2010 |
|-------------------------------------|--|---|--|--------------------------------------|
| Assets:                             |  |   |  |                                      |
| Securities Available for Sale:      |  |   |  |                                      |
| U.S. Treasury                       | 40,491   | -   | -  | 40,491                               |
| Federal Agency                      | -  | 304,120   | -  | 304,120                              |
| State & municipal                   | -  | 126,029   | -  | 126,029                              |
| Mortgage-backed                     | -  | 239,278   | -  | 239,278                              |
| Collateralized mortgage obligations | -  | 391,721   | -  | 391,721                              |
| Corporate                           | -  | 20,681  | -  | 20,681                               |
| Other securities                    | 13,627   | 2,039   | -  | 15,666                               |
| Total Securities Available for Sale | \$54,118   | \$1,083,868   | \$ -   | \$1,137,986                          |
| Trading Securities                  | 2,495  | -   | -  | 2,495                                |
| Total                               | \$56,613   | \$1,083,868   | \$ -   | \$1,140,481                          |

|                                     | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Balance<br>as of<br>December 31,<br>2009 |
|-------------------------------------|--|---|--|--|
| Assets:                             |  |   |  |  |
| Securities Available for Sale:      |  |   |  |  |
| U.S. Treasury                       | \$20,086   | \$-   | \$ -   | \$ 20,086                                |
| Federal Agency                      | -  | 313,157   | -  | 313,157                                  |
| State & municipal                   | -  | 137,613   | -  | 137,613                                  |
| Mortgage-backed                     | -  | 280,861   | -  | 280,861                                  |
| Collateralized mortgage obligations | -  | 330,711   | -  | 330,711                                  |
| Corporate                           | -  | 20,674  | -  | 20,674                                   |
| Other securities                    | 11,654   | 2,002   | -  | 13,656                                   |
| Total Securities Available for Sale | \$31,740   | \$1,085,018   | \$ -   | \$ 1,116,758                             |
| Trading Securities                  | 2,410  | -   | -  | 2,410                                    |
| Total                               | \$34,150   | \$1,085,018   | \$ -   | \$ 1,119,168                             |

Certain common equity securities are reported at fair value utilizing Level 1 inputs (exchange quoted prices). The majority of the other investment securities are reported at fair value utilizing Level 2 inputs. The prices for these instruments are obtained through an independent pricing service or dealer market participants with whom the Company has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include prices derived from market quotations and matrix pricing. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading

levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Management reviews the methodologies used in pricing the securities by its third party providers.

U.S. GAAP require disclosure of assets and liabilities measured and recorded at fair value on a nonrecurring basis such as goodwill, loans held for sale, other real estate owned, lease residuals, collateral-dependent impaired loans, mortgage servicing rights, and held-to-maturity securities. The only nonrecurring fair value measurement recorded during the six month period ended June 30, 2010 was related to impaired loans. During the three month period ended June 30, 2010, the Company established specific reserves on impaired loans of approximately \$0.1 million, which were included in the provision for loan and lease losses for the respective period. The Company uses the fair value of underlying collateral to estimate the specific reserves for collateral dependent impaired loans. Based on the valuation techniques used, the fair value measurements for collateral dependent impaired loans are classified as Level 3.

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The following table sets forth information with regard to estimated fair values of financial instruments at June 30, 2010 and December 31, 2009:

| (In thousands)                 | June 30, 2010   |                      | December 31, 2009 |                      |
|--------------------------------|-----------------|----------------------|-------------------|----------------------|
|                                | Carrying amount | Estimated fair value | Carrying amount   | Estimated fair value |
| <b>Financial assets</b>        |                 |                      |                   |                      |
| Cash and cash equivalents      | \$ 167,037      | \$ 167,037           | \$ 187,161        | \$ 187,161           |
| Securities available for sale  | 1,137,986       | 1,137,986            | 1,116,758         | 1,116,758            |
| Securities held to maturity    | 122,549         | 124,456              | 159,946           | 161,851              |
| Trading securities             | 2,495           | 2,495                | 2,410             | 2,410                |
| Loans (1)                      | 3,647,445       | 3,639,958            | 3,645,398         | 3,627,198            |
| Less allowance for loan losses | 70,300          | -                    | 66,550            | -                    |
| Net loans                      | 3,577,145       | 3,639,958            | 3,578,848         | 3,627,198            |
| Accrued interest receivable    | 20,334          | 20,334               | 22,104            | 22,104               |
| <b>Financial liabilities</b>   |                 |                      |                   |                      |
| Savings, NOW, and money market | \$ 2,337,642    | \$ 2,337,642         | \$ 2,269,779      | \$ 2,269,779         |
| Time deposits                  | 965,235         | 976,079              | 1,033,278         | 1,041,370            |
| Noninterest bearing            | 798,454         | 798,454              | 789,989           | 789,989              |
| Short-term borrowings          | 159,036         | 159,036              | 155,977           | 155,977              |
| Long-term debt                 | 479,461         | 534,263              | 554,698           | 596,588              |
| Accrued interest payable       | 5,046           | 5,046                | 5,814             | 5,814                |
| Trust preferred debentures     | 75,422          | 74,214               | 75,422            | 73,244               |

(1) Lease receivables are included in the estimated fair value amounts at their carrying amounts.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, the Company has a substantial trust and investment management operation that contributes net fee income annually. The trust and investment management operation is not considered a financial instrument, and its value has not been incorporated into the fair value estimates. Other significant assets and liabilities include the benefits resulting from the low-cost funding of deposit liabilities as compared to the cost of borrowing funds in the market, and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimate of fair value.



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## Note 9. Securities

The amortized cost, estimated fair value, and unrealized gains and losses of securities available for sale are as follows:

| (In thousands)                      | Amortized<br>cost | Unrealized<br>gains | Unrealized<br>losses | Estimated<br>fair value |
|-------------------------------------|-------------------|---------------------|----------------------|-------------------------|
| June 30, 2010                       |                   |                     |                      |                         |
| U.S. Treasury                       | \$40,117          | \$374               | \$-                  | \$40,491                |
| Federal Agency                      | 300,926           | 3,194               | -                    | 304,120                 |
| State & municipal                   | 123,032           | 3,209               | 212                  | 126,029                 |
| Mortgage-backed                     | 224,688           | 14,590              | -                    | 239,278                 |
| Collateralized mortgage obligations | 382,937           | 8,784               | -                    | 391,721                 |
| Corporate                           | 20,008            | 673                 | -                    | 20,681                  |
| Other securities                    | 12,615            | 3,093               | 42                   | 15,666                  |
| Total securities available for sale | \$1,104,323       | \$33,917            | \$254                | \$1,137,986             |
| December 31, 2009                   |                   |                     |                      |                         |
| U.S. Treasury                       | \$20,102          | \$5                 | \$21                 | \$20,086                |
| Federal Agency                      | 310,012           | 3,214               | 69                   | 313,157                 |
| State & municipal                   | 135,181           | 2,738               | 306                  | 137,613                 |
| Mortgage-backed                     | 269,255           | 11,606              | -                    | 280,861                 |
| Collateralized mortgage obligations | 321,890           | 9,003               | 182                  | 330,711                 |
| Corporate                           | 20,011            | 663                 | -                    | 20,674                  |
| Other securities                    | 12,295            | 1,483               | 122                  | 13,656                  |
| Total securities available for sale | \$1,088,746       | \$28,712            | \$700                | \$1,116,758             |

In the available for sale category at June 30, 2010, federal agency securities were comprised of Government-Sponsored Enterprise (“GSE”) securities; mortgaged-backed securities were comprised of GSE securities with an amortized cost of \$197.3 million and a fair value of \$209.7 million and US Government Agency securities with an amortized cost of \$27.4 million and a fair value of \$29.5 million; collateralized mortgage obligations were comprised of GSE securities with an amortized cost of \$246.8 million and a fair value of \$251.2 million and US Government Agency securities with an amortized cost of \$136.1 million and a fair value of \$140.6 million.

In the available for sale category at December 31, 2009, federal agency securities were comprised of GSE securities; mortgaged-backed securities were comprised of GSE securities with an amortized cost of \$238.8 million and a fair value of \$248.7 million and US Government Agency securities with an amortized cost of \$30.5 million and a fair value of \$32.1 million; collateralized mortgage obligations were comprised of GSE securities with an amortized cost of \$186.1 million and a fair value of \$190.4 million and US Government Agency securities with an amortized cost of \$135.8 million and a fair value of \$140.3 million.

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Others securities primarily represent marketable equity securities.

Proceeds from the sales of securities available for sale totaled \$0.7 million during the six month period ending June 30, 2010. Gains on these sales were negligible.

Securities available for sale with amortized costs totaling \$861.7 million at June 30, 2010 and \$1.1 billion at December 31, 2009, were pledged to secure public deposits and for other purposes required or permitted by law. Additionally, at June 30, 2010 and December 31, 2009, securities available for sale with an amortized cost of \$183.4 million and \$178.0 million, respectively, were pledged as collateral for securities sold under repurchase agreements.

The amortized cost, estimated fair value, and unrealized gains and losses of securities held to maturity are as follows:

| (In thousands)                    | Amortized<br>cost | Unrealized<br>gains | Unrealized<br>losses | Estimated<br>fair value |
|-----------------------------------|-------------------|---------------------|----------------------|-------------------------|
| June 30, 2010                     |                   |                     |                      |                         |
| Mortgage-backed                   | \$1,884           | \$209               | \$-                  | \$2,093                 |
| State & municipal                 | 120,665           | 1,700               | 2                    | 122,363                 |
| Total securities held to maturity | \$122,549         | \$1,909             | \$2                  | \$124,456               |
| December 31, 2009                 |                   |                     |                      |                         |
| Mortgage-backed                   | \$2,041           | \$172               | \$-                  | \$2,213                 |
| State & municipal                 | 157,905           | 1,736               | 3                    | 159,638                 |
| Total securities held to maturity | \$159,946         | \$1,908             | \$3                  | \$161,851               |

At June 30, 2010 and December 31, 2009, all of the mortgaged-backed securities held to maturity were comprised of US Government Agency securities.

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The following table sets forth information with regard to investment securities with unrealized losses at June 30, 2010 and December 31, 2009:

| Security Type:                          | Less than 12 months |                   |                     | 12 months or longer |                   |                     | Total      |                   |                     |
|---|---------------------|-------------------|---------------------|---------------------|-------------------|---------------------|------------|-------------------|---------------------|
|   | Fair Value          | Unrealized losses | Number of Positions | Fair Value          | Unrealized losses | Number of Positions | Fair Value | Unrealized losses | Number of Positions |
| June 30, 2010                           |                     |                   |                     |                     |                   |                     |            |                   |                     |
| U.S. Treasury                           | \$-                 | \$ -              | -                   | \$-                 | \$ -              | -                   | \$-        | \$ -              | -                   |
| Federal agency                          | -                   | -                 | -                   | -                   | -                 | -                   | -          | -                 | -                   |
| State & municipal                       | 1,474               | (2 )              | 3                   | 7,640               | (212 )            | 23                  | 9,114      | (214 )            | 26                  |
| Mortgage-backed                         | -                   | -                 | -                   | -                   | -                 | -                   | -          | -                 | -                   |
| Collateralized mortgage obligations     | -                   | -                 | -                   | -                   | -                 | -                   | -          | -                 | -                   |
| Other securities                        | 1,119               | (22 )             | 3                   | 60                  | (20 )             | 1                   | 1,179      | (42 )             | 4                   |
| Total securities with unrealized losses | \$2,593             | \$ (24 )          | 6                   | \$7,700             | \$ (232 )         | 24                  | \$10,293   | \$ (256 )         | 30                  |
| December 31, 2009                       |                     |                   |                     |                     |                   |                     |            |                   |                     |
| U.S. Treasury                           | \$20,022            | \$ (21 )          | 2                   | \$-                 | \$ -              | -                   | \$20,022   | \$ (21 )          | 2                   |
| Federal agency                          | 29,931              | (69 )             | 3                   | -                   | -                 | -                   | 29,931     | (69 )             | 3                   |
| State & municipal                       | 7,121               | (40 )             | 13                  | 9,629               | (269 )            | 33                  | 16,750     | (309 )            | 46                  |
| Mortgage-backed                         | -                   | -                 | -                   | -                   | -                 | -                   | -          | -                 | -                   |
| Collateralized mortgage obligations     | 51,882              | (124 )            | 4                   | 33,235              | (58 )             | 2                   | 85,117     | (182 )            | 6                   |
| Other securities                        | 4,900               | (93 )             | 1                   | 52                  | (29 )             | 1                   | 4,952      | (122 )            | 2                   |
| Total securities with unrealized losses | \$113,856           | \$ (347 )         | 23                  | \$42,916            | \$ (356 )         | 36                  | \$156,772  | \$ (703 )         | 59                  |

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 or in other comprehensive income, depending on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary impairment shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary impairment shall be separated into (a) the amount representing the credit loss and (b) the amount related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss shall be recognized in earnings. The amount of the total other-than-temporary impairment related to other factors shall be recognized in other comprehensive income, net of applicable taxes.

In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the historical and implied volatility of the fair value of the security.

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Management has the intent to hold the securities classified as held to maturity until they mature, at which time it is believed the Company will receive full value for the securities. Furthermore, as of June 30, 2010, management also had the intent to hold, and will not be required to sell, the securities classified as available for sale for a period of time sufficient for a recovery of cost, which may be until maturity. The unrealized losses are due to increases in market interest rates over the yields available at the time the underlying securities were purchased. When necessary, the Company has performed a discounted cash flow analysis to determine whether or not it will receive the contractual principal and interest on certain securities. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. As of June 30, 2010, management believes the impairments detailed in the table above are temporary and no other-than-temporary impairment losses have been realized in the Company's consolidated statements of income.

The following tables set forth information with regard to contractual maturities of debt securities at June 30, 2010:

| (In thousands)                                   | Amortized<br>cost | Estimated<br>fair value |
|--|-------------------|-------------------------|
| Debt securities classified as available for sale |                   |                         |
| Within one year                                  | \$ 22,319         | \$ 22,428               |
| From one to five years                           | 344,456           | 348,059                 |
| From five to ten years                           | 257,078           | 269,970                 |
| After ten years                                  | 467,855           | 481,863                 |
|  | \$ 1,091,708      | \$ 1,122,320            |
| Debt securities classified as held to maturity   |                   |                         |
| Within one year                                  | \$ 65,894         | \$ 65,972               |
| From one to five years                           | 39,644            | 40,940                  |
| From five to ten years                           | 12,529            | 12,853                  |
| After ten years                                  | 4,482             | 4,691                   |
|  | \$ 122,549        | \$ 124,456              |

Maturities of mortgage-backed, collateralized mortgage obligations and asset-backed securities are stated based on their estimated average lives. Actual maturities may differ from estimated average lives or contractual maturities because, in certain cases, borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

Except for U.S. Government securities, there were no holdings, when taken in the aggregate, of any single issuer that exceeded 10% of consolidated stockholders' equity at June 30, 2010.

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NBT BANCORP INC. AND SUBSIDIARIES

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

The purpose of this discussion and analysis is to provide a concise description of the financial condition and results of operations of NBT Bancorp Inc. and its wholly owned consolidated subsidiaries, NBT Bank, N.A. (the "Bank"), NBT Financial Services, Inc. ("NBT Financial"), and NBT Holdings, Inc. ("NBT Holdings") (collectively referred to herein as the "Company"). This discussion will focus on results of operations, financial condition, capital resources and asset/liability management. Reference should be made to the Company's consolidated financial statements and footnotes thereto included in this Form 10-Q as well as to the Company's Annual Report on Form 10-K for the year ended December 31, 2009 for an understanding of the following discussion and analysis. Operating results for the three and six month periods ended June 30, 2010 are not necessarily indicative of the results of the full year ending December 31, 2010 or any future period.

Forward-looking Statements

Certain statements in this filing and future filings by the Company with the Securities and Exchange Commission, in the Company's press releases or other public or shareholder communications, contain forward-looking statements, as defined in the Private Securities Litigation Reform Act. These statements may be identified by the use of phrases such as "anticipate," "believe," "expect," "forecasts," "projects," "could," or other similar terms. There are a number of factors, many of which are beyond the Company's control, that could cause actual results to differ materially from those contemplated by the forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following: (1) competitive pressures among depository and other financial institutions may increase significantly; (2) revenues may be lower than expected; (3) changes in the interest rate environment may affect interest margins; (4) general economic conditions, either nationally or regionally, may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and/or a reduced demand for credit; (5) legislative or regulatory changes, including changes in accounting standards or tax laws, may adversely affect the businesses in which the Company is engaged; (6) competitors may have greater financial resources and develop products that enable such competitors to compete more successfully than the Company; (7) adverse changes may occur in the securities markets or with respect to inflation; (8) acts of war or terrorism; (9) the costs and effects of litigation and of unexpected or adverse outcomes in such litigation; (10) internal control failures; and (11) the Company's success in managing the risks involved in the foregoing.

The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date made, and advises readers that various factors, including those described above and other factors discussed in the Company's annual and quarterly reports previously filed with the Securities and Exchange Commission, could affect the Company's financial performance and could cause the Company's actual results or circumstances for future periods to differ materially from those anticipated or projected.

Unless required by law, the Company does not undertake, and specifically disclaims any obligations to publicly release any revisions to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

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### Critical Accounting Policies

Management of the Company considers the accounting policy relating to the allowance for loan and lease losses to be a critical accounting policy given the judgment in evaluating the level of the allowance required to cover credit losses inherent in the loan and lease portfolio and the material effect that such judgments can have on the results of operations. While management's current evaluation of the allowance for loan and lease losses indicates that the allowance is adequate, under different conditions or assumptions, the allowance may need to be increased or decreased. For example, if historical loan and lease loss experience significantly changed or if current economic conditions deteriorated or improved, particularly in the Company's primary market area, provisions for loan and lease losses may be increased or decreased to adjust the allowance. In addition, the assumptions and estimates relating to loss experience, ability to collect and economic conditions used in the internal reviews of the Company's nonperforming loans and potential problem loans has a significant impact on the overall analysis of the adequacy of the allowance for loan and lease losses. While management has concluded that the current evaluation of collateral values is reasonable under the circumstances, if collateral valuations were significantly changed, the Company's allowance for loan and lease policy may require increases or decreases in the provision for loan and lease losses.

Management of the Company considers the accounting policy relating to pension accounting to be a critical accounting policy. Management is required to make various assumptions in valuing its pension assets and liabilities. These assumptions include the expected rate of return on plan assets, the discount rate, and the rate of increase in future compensation levels. Changes to these assumptions could impact earnings in future periods. The Company takes into account the plan asset mix, funding obligations, and expert opinions in determining the various rates used to estimate pension expense. The Company also considers relevant indices and market interest rates in setting the appropriate discount rate. In addition, the Company reviews expected inflationary and merit increases to compensation in determining the rate of increase in future compensation levels.

Management of the Company considers the accounting policy relating to other-than-temporary impairment to be a critical accounting policy. Management systematically evaluates certain assets for other-than-temporary declines in fair value, primarily investment securities and lease residual assets. Management considers historical values and current market conditions as a part of the assessment. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings and the amount of the total other-than-temporary impairment related to other factors is recognized in other comprehensive income, net of applicable taxes.

### Overview

Significant factors management reviews to evaluate the Company's operating results and financial condition include, but are not limited to: net income and earnings per share, return on assets and equity, net interest margin, noninterest income, operating expenses, asset quality indicators, loan and deposit growth, capital management, liquidity and interest rate sensitivity, enhancements to customer products and services, technology advancements, market share and peer comparisons. The following information should be considered in connection with the Company's results for the first six months of 2010:

- The Company experienced a 1.2% growth in average earning assets for the six months ending June 30, 2010 as compared with the six months ending June 30, 2009, due primarily to increases in average short-term interest bearing accounts. As a result of this excess liquidity, our Federal Funds sold position had a negative impact of approximately 5 basis points ("bp") on our net interest margin for the six months ended June 30, 2010 as compared to the six months ended June 30, 2009.
- The Company continues to strategically focus on noninterest income initiatives. Retirement plan administration fees increased approximately 27% for the six months ended June 30, 2010 as compared with the same period in

2009 due to an increase in the fair value of assets and new business from Epic Advisors, Inc., a full-service 401(k) plan recordkeeping firm. In addition, trust income increased approximately \$0.5 million for the six months ended June 30, 2010 as compared to the same period in 2009 as a result of an increase in fair value of trust assets under administration.



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- Pension expenses decreased by approximately \$1.6 million for the first six months of 2010 as compared with the first six months of 2009, due primarily to the increase in the expected return on pension plan assets, which increased significantly over the past year.
- The Company continues to make strategic investments into new markets in an effort to position itself for future growth. In February 2010, the Company opened an office in Queensbury, NY, continuing our expansion into the Glens Falls, NY region. The Company also has plans for 2010 to open a financial center and branch office in Schenectady, NY, a branch office in Dallas, PA and a branch office in Williston, VT.
- FDIC expenses decreased by approximately \$2.4 million for the first six months of 2010 as compared to the first six months of 2009, due primarily to the \$2.5 million special assessment levied by the FDIC in the second quarter of 2009.

Net income per diluted share for the three months ended June 30, 2010 was \$0.42 per share, as compared with \$0.34 per share for the three months ended June 30, 2009. Net income for the three months ended June 30, 2010 was \$14.4 million, up \$2.9 million, or 24.8%, from \$11.6 million for the second quarter last year. The increase in net income for the three months ended June 30, 2010 compared with the three months ended June 30, 2009 was primarily the result of an increase in net interest income and a decrease in the provision for loan and lease losses.

Net income per diluted share for the six months ended June 30, 2010 was \$0.82 per share, as compared with \$0.74 per share for the six months ended June 30, 2009. Net income for the six months ended June 30, 2010 was \$28.4 million, up \$3.8 million, or 15.3%, from \$24.6 million for the six months ended June 30, 2009. The increase in net income for the six months ended June 30, 2010 compared with the six months ended June 30, 2009 was primarily the result of an increase in net interest income.

The following table depicts several annualized measurements of performance using U.S. GAAP net income that management reviews in analyzing the Company's performance. Returns on average assets and average equity measure how effectively an entity utilizes its total resources and capital, respectively. Net interest margin, which is the net federal taxable equivalent (FTE) interest income divided by average earning assets, is a measure of an entity's ability to utilize its earning assets in relation to the cost of funding. Interest income for tax-exempt securities and loans is adjusted to a taxable equivalent basis using the statutory Federal income tax rate of 35%.

## Performance Measures

|                                 | First<br>Quarter |   | Second<br>Quarter |   | Six<br>Months |   |
|---------------------------------|------------------|---|-------------------|---|---------------|---|
| 2010                            |                  |   |                   |   |               |   |
| Return on average assets (ROAA) | 1.03             | % | 1.06              | % | 1.04          | % |
| Return on average equity (ROAE) | 11.05            | % | 11.09             | % | 11.07         | % |
| Net Interest Margin             | 4.21             | % | 4.14              | % | 4.17          | % |
| 2009                            |                  |   |                   |   |               |   |
| Return on average assets (ROAA) | 0.99             | % | 0.85              | % | 0.92          | % |
| Return on average equity (ROAE) | 12.14            | % | 9.63              | % | 10.82         | % |
| Net Interest Margin             | 4.09             | % | 3.95              | % | 4.02          | % |

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## Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest bearing liabilities, primarily deposits and borrowings. Net interest income is affected by the interest rate spread, the difference between the yield on earning assets and cost of interest bearing liabilities, as well as the volumes of such assets and liabilities. Net interest income is one of the major determining factors in a financial institution's performance as it is the principal source of earnings. In response to the financial crisis, the Federal Open Market Committee lowered the target Federal Funds rate 500 bp, from 5.25% to 0.25% between September 2007 and December 2008 resulting in a corresponding drop in the Prime Rate from 8.25% to 3.25%. Since December 2008, there has been no action taken to change the rate. As a result of these changes, the yield curve has steepened, thus far allowing the Company to lower its cost of funds more quickly than the repricing of earning assets, resulting in a higher net interest margin. However, additional rate reductions on deposits are becoming more difficult as deposit rates are at or near their floor, which could result in additional margin pressure as well as a decrease in net interest margin.

FTE net interest income increased \$2.5 million, or 5.0%, during the three months ended June 30, 2010, compared to the same period of 2009. The increase in FTE net interest income resulted primarily from a decrease in the rate paid on interest bearing liabilities of 58 bp to 1.37% for the three months ended June 30, 2010 from 1.95% for the same period in 2009. The interest rate spread increased 28 bp during the three months ended June 30, 2010 compared to the same period in 2009. The net interest margin increased by 19 bp to 4.14% for the three months ended June 30, 2010, compared with 3.95% for the same period in 2009. For the three months ended June 30, 2010, total FTE interest income decreased \$3.9 million, or 5.5% as compared with the three months ended June 30, 2009. The yield on earning assets for the period decreased 31 bp to 5.26% for the three months ended June 30, 2010 from 5.57% for the same period in 2009.

For the quarter ended June 30, 2010, total interest expense decreased \$6.3 million, or 31.1%, primarily as a result of the decrease in target Fed Funds rate over the past two years, which impacts the Company's short-term borrowing, money market account and time deposit rates. Average interest bearing liabilities decreased \$84.6 million, or 2.0%, for the three months ended June 30, 2010 as compared with the three months ended June 30, 2009. This decrease was due primarily to a decrease in average long-term debt for the three months ended June 30, 2010 as the Company paid down long term borrowings. Total average interest bearing deposits decreased nominally for the three months ended June 30, 2010 when compared to the same period in 2009. The rate paid on average interest bearing deposits decreased 61 bp from 1.56% for the three months ended June 30, 2009 to 0.95% for the same period in 2010. For the three months ended June 30, 2010, the Company experienced a shift in its deposit mix from time deposits to money market deposit accounts, NOW accounts and savings accounts. Average time deposit accounts decreased approximately \$283.1 million, or 22.1%, for the three months ended June 30, 2010 when compared to the same period in 2009, while money market accounts, NOW accounts and savings accounts collectively increased approximately \$274.1 million, or 13.0%. Going forward, additional rate reductions on deposits could be more difficult as deposit rates are at or near their floors.

Total average borrowings, including trust preferred debentures, decreased \$75.6 million, or 9.4%, for the three months ended June 30, 2010 compared with the same period in 2009. Average short-term borrowings increased by \$31.7 million, or 26.4%, from \$120.3 million for the three months ended June 30, 2009 to \$152.0 million for the three months ended June 30, 2010. The rate paid on short-term borrowings decreased to 0.32% for the three months ended June 30, 2010, from 0.41% for the three months ended June 30, 2009. Average long-term debt decreased \$107.3 million, or 17.6%, for the three months ended June 30, 2010, compared with the same period in 2009. The rate paid on long-term debt decreased to 3.88% for the three months ended June 30, 2010, from 3.95% for the same period in 2009. As a result of the decrease in the average balance and rate paid on long-term debt, interest paid on long-term debt decreased \$1.1 million, or 19.1%, for the three months ended June 30, 2010 as compared to the same period in

2009.

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FTE net interest income increased \$5.1 million, or 5.1%, during the six months ended June 30, 2010, compared to the same period of 2009. The increase in FTE net interest income resulted primarily from a decrease in the rate paid on interest bearing liabilities of 61 bp to 1.40% for the six months ended June 30, 2010 from 2.01% for the same period in 2009. The interest rate spread increased 23 bp during the six months ended June 30, 2010 compared to the same period in 2009. The net interest margin increased by 15 bp to 4.17% for the six months ended June 30, 2010, compared with 4.02% for the same period in 2009. For the six months ended June 30, 2010, total FTE interest income decreased \$7.8 million, or 5.6% as compared with the six months ended June 30, 2009. The yield on earning assets for the period decreased 38 bp to 5.32% for the six months ended June 30, 2010 from 5.70% for the same period in 2009. This decrease was partially offset by an increase in average interest earning assets of \$58.5 million, or 1.2%, for the six months ended June 30, 2010 when compared to the same period in 2009, principally from growth in short-term interest bearing accounts. As a result of our excess liquidity resulting from the disadvantageous rate environment, our Federal Funds sold position had a net negative impact of approximately 5 bp on our net interest margin for the six months ended June 30, 2010 as compared with the six months ended June 30, 2009.

For the six months ended June 30, 2010, total interest expense decreased \$12.9 million, or 31.1%, primarily the result of the aforementioned decrease in target Fed Funds rate over the past two years, which impacts the Company's short-term borrowing, money market account and time deposit rates. Average interest bearing liabilities decreased \$58.7 million, or 1.4%, for the six months ended June 30, 2010 when compared to the same period in 2009. This decrease was due primarily to a decrease in average long-term debt for the six months ended June 30, 2010 as the Company paid down long term borrowings. Total average interest bearing deposits increased \$27.1 million, or 0.8%, for the six months ended June 30, 2010 when compared to the same period in 2009. The rate paid on average interest bearing deposits decreased 64 bp from 1.62% for the six months ended June 30, 2009 to 0.98% for the same period in 2010. For the six months ended June 30, 2010, the Company experienced a shift in its deposit mix from time deposits to money market deposit accounts, NOW accounts and savings accounts. Average time deposit accounts decreased approximately \$298.8 million, or 22.8%, for the six months ended June 30, 2010 when compared to the same period in 2009, while money market accounts, NOW accounts and savings accounts collectively increased approximately \$325.9 million, or 16.0%.

Total average borrowings, including trust preferred debentures, decreased \$85.8 million, or 10.3%, for the six months ended June 30, 2010 compared with the same period in 2009. Average short-term borrowings increased by \$20.3 million, or 15.1%, from \$134.3 million for the six months ended June 30, 2009 to \$154.6 million for the six months ended June 30, 2010. The rate paid on short-term borrowings decreased to 0.32% for the six months ended June 30, 2010, from 0.41% for the six months ended June 30, 2009. Average long-term debt decreased \$106.1 million, or 17.1%, for the six months ended June 30, 2010, compared with the same period in 2009. The rate paid on long-term debt decreased to 3.89% for the six months ended June 30, 2010, from 3.97% for the same period in 2009. As a result of the decrease in the average balance and rate paid on long-term debt, interest paid on long-term debt decreased \$2.3 million, or 18.7%, for the six months ended June 30, 2010 as compared to the same period in 2009.

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## Average Balances and Net Interest Income

The following tables include the condensed consolidated average balance sheet, an analysis of interest income/expense and average yield/rate for each major category of earning assets and interest bearing liabilities on a taxable equivalent basis. Interest income for tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory Federal income tax rate of 35%.

Three months ended June 30,

| (dollars in thousands)  | 2010               |           |                 |   | 2009               |           |                 |   |
|---|--------------------|-----------|-----------------|---|--------------------|-----------|-----------------|---|
|   | Average<br>Balance | Interest  | Yield/<br>Rates |   | Average<br>Balance | Interest  | Yield/<br>Rates |   |
| <b>ASSETS</b>   |                    |           |                 |   |                    |           |                 |   |
| Short-term interest bearing accounts                                    | \$ 106,784         | \$ 75     | 0.28            | % | \$ 126,318         | \$ 63     | 0.20            | % |
| Securities available for sale (1)(excluding unrealized gains or losses) | 1,114,315          | 10,286    | 3.70            | % | 1,085,147          | 12,425    | 4.59            | % |
| Securities held to maturity (1)   | 148,568            | 1,624     | 4.38            | % | 138,180            | 1,822     | 5.29            | % |
| Investment in FRB and FHLB Banks  | 33,199             | 394       | 4.76            | % | 38,221             | 543       | 5.70            | % |
| Loans and leases (2)  | 3,640,915          | 53,713    | 5.92            | % | 3,653,166          | 55,094    | 6.05            | % |
| Total interest earning assets   | \$ 5,043,781       | \$ 66,092 | 5.26            | % | \$ 5,041,032       | \$ 69,947 | 5.57            | % |
| Other assets  | 438,555            |           |                 |   | 407,408            |           |                 |   |
| Total assets  | \$ 5,482,336       |           |                 |   | \$ 5,448,440       |           |                 |   |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                             |                    |           |                 |   |                    |           |                 |   |
| Money market deposit accounts   | \$ 1,130,124       | 1,743     | 0.62            | % | \$ 1,017,217       | \$ 3,381  | 1.33            | % |
| NOW deposit accounts  | 689,079            | 770       | 0.45            | % | 581,534            | 848       | 0.58            | % |
| Savings deposits  | 557,109            | 214       | 0.15            | % | 503,485            | 205       | 0.16            | % |
| Time deposits   | 995,985            | 5,272     | 2.12            | % | 1,279,052          | 8,689     | 2.72            | % |
| Total interest bearing deposits   | \$ 3,372,297       | \$ 7,999  | 0.95            | % | \$ 3,381,288       | \$ 13,123 | 1.56            | % |
| Short-term borrowings   | 151,985            | 123       | 0.32            | % | 120,272            | 124       | 0.41            | % |
| Trust preferred debentures  | 75,422             | 1,033     | 5.49            | % | 75,422             | 1,076     | 5.72            | % |
| Long-term debt  | 501,757            | 4,850     | 3.88            | % | 609,073            | 5,998     | 3.95            | % |
| Total interest bearing liabilities                                      | \$ 4,101,461       | \$ 14,005 | 1.37            | % | \$ 4,186,055       | \$ 20,321 | 1.95            | % |
| Demand deposits   | 779,841            |           |                 |   | 707,022            |           |                 |   |
| Other liabilities   | 79,402             |           |                 |   | 74,055             |           |                 |   |
| Stockholders' equity  | 521,632            |           |                 |   | 481,308            |           |                 |   |
| Total liabilities and stockholders' equity                              | \$ 5,482,336       |           |                 |   | \$ 5,448,440       |           |                 |   |
| Net interest income (FTE)   |                    | 52,087    |                 |   |                    | 49,626    |                 |   |
| Interest rate spread  |                    |           | 3.89            | % |                    |           | 3.62            | % |
| Net interest margin   |                    |           | 4.14            | % |                    |           | 3.95            | % |
| Taxable equivalent adjustment   |                    | 1,486     |                 |   |                    | 1,575     |                 |   |
| Net interest income   |                    | \$ 50,601 |                 |   |                    | \$ 48,051 |                 |   |

(1) Securities are shown at average amortized cost

(2) For purposes of these computations, nonaccrual loans are included in the average loan balances outstanding



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Six months ended June 30,

| (dollars in thousands)  | Average<br>Balance | 2010<br>Interest | Yield/<br>Rates | Average<br>Balance | 2009<br>Interest | Yield/<br>Rates |
|---|--------------------|------------------|-----------------|--------------------|------------------|-----------------|
| <b>ASSETS</b>   |                    |                  |                 |                    |                  |                 |
| Short-term interest bearing accounts                                    | \$ 115,354         | \$ 142           | 0.25 %          | \$ 64,843          | \$ 76            | 0.24 %          |
| Securities available for sale (1)(excluding unrealized gains or losses) | 1,101,530          | 21,068           | 3.86 %          | 1,087,317          | 25,539           | 4.74 %          |
| Securities held to maturity (1)   | 152,164            | 3,338            | 4.42 %          | 138,439            | 3,682            | 5.36 %          |
| Investment in FRB and FHLB Banks  | 33,959             | 924              | 5.48 %          | 38,535             | 892              | 4.67 %          |
| Loans and leases (2)  | 3,640,528          | 107,591          | 5.96 %          | 3,655,909          | 110,722          | 6.11 %          |
| Total interest earning assets   | \$ 5,043,535       | \$ 133,063       | 5.32 %          | \$ 4,985,043       | \$ 140,911       | 5.70 %          |
| Other assets  | 442,385            |                  |                 | 415,183            |                  |                 |
| Total assets  | \$ 5,485,920       |                  |                 | \$ 5,400,226       |                  |                 |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                             |                    |                  |                 |                    |                  |                 |
| Money market deposit accounts   | \$ 1,112,154       | 3,639            | 0.66 %          | \$ 979,927         | \$ 6,489         | 1.34 %          |
| NOW deposit accounts  | 705,538            | 1,591            | 0.45 %          | 565,974            | 1,634            | 0.58 %          |
| Savings deposits  | 544,961            | 407              | 0.15 %          | 490,829            | 415              | 0.17 %          |
| Time deposits   | 1,011,578          | 10,816           | 2.16 %          | 1,310,400          | 18,424           | 2.84 %          |
| Total interest bearing deposits   | \$ 3,374,231       | \$ 16,453        | 0.98 %          | \$ 3,347,130       | \$ 26,962        | 1.62 %          |
| Short-term borrowings   | 154,605            | 247              | 0.32 %          | 134,282            | 271              | 0.41 %          |
| Trust preferred debentures  | 75,422             | 2,060            | 5.51 %          | 75,422             | 2,162            | 5.78 %          |
| Long-term debt  | 513,974            | 9,915            | 3.89 %          | 620,095            | 12,195           | 3.97 %          |
| Total interest bearing liabilities                                      | \$ 4,118,232       | \$ 28,675        | 1.40 %          | \$ 4,176,929       | \$ 41,590        | 2.01 %          |
| Demand deposits   | 769,744            |                  |                 | 694,001            |                  |                 |
| Other liabilities   | 80,518             |                  |                 | 70,176             |                  |                 |
| Stockholders' equity  | 517,426            |                  |                 | 459,120            |                  |                 |
| Total liabilities and stockholders' equity                              | \$ 5,485,920       |                  |                 | \$ 5,400,226       |                  |                 |
| Net interest income (FTE)   |                    | 104,388          |                 |                    | 99,321           |                 |
| Interest rate spread  |                    |                  | 3.92 %          |                    |                  | 3.69 %          |
| Net interest margin   |                    |                  | 4.17 %          |                    |                  | 4.02 %          |
| Taxable equivalent adjustment   |                    | 2,986            |                 |                    | 3,158            |                 |
| Net interest income   |                    | \$ 101,402       |                 |                    | \$ 96,163        |                 |

(1) Securities are shown at average amortized cost

(2) For purposes of these computations, nonaccrual loans are included in the average loan balances outstanding





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The following table presents changes in interest income and interest expense attributable to changes in volume (change in average balance multiplied by prior year rate), changes in rate (change in rate multiplied by prior year volume), and the net change in net interest income. The net change attributable to the combined impact of volume and rate has been allocated to each in proportion to the absolute dollar amounts of change.

## Analysis of Changes in Taxable Equivalent Net Interest Income

Three months ended June 30,

| (in thousands)                       | Volume   | Increase (Decrease)<br>2010 over 2009 |          |
|--------------------------------------|----------|---------------------------------------|----------|
|                                      |          | Rate                                  | Total    |
| Short-term interest bearing accounts | \$ (53 ) | \$ 65                                 | \$ 12    |
| Securities available for sale        | 2,092    | (4,231 )                              | (2,139 ) |
| Securities held to maturity          | 703      | (901 )                                | (198 )   |
| Investment in FRB and FHLB Banks     | (66 )    | (83 )                                 | (149 )   |
| Loans and leases                     | (184 )   | (1,197 )                              | (1,381 ) |
| Total interest income                | 2,492    | (6,347 )                              | (3,855 ) |
| Money market deposit accounts        | 2,213    | (3,851 )                              | (1,638 ) |
| NOW deposit accounts                 | 668      | (746 )                                | (78 )    |
| Savings deposits                     | 67       | (58 )                                 | 9        |
| Time deposits                        | (1,711 ) | (1,706 )                              | (3,417 ) |
| Short-term borrowings                | 117      | (118 )                                | (1 )     |
| Trust preferred debentures           | -        | (43 )                                 | (43 )    |
| Long-term debt                       | (1,039 ) | (109 )                                | (1,148 ) |
| Total interest expense               | 315      | (6,631 )                              | (6,316 ) |
| Change in FTE net interest income    | \$ 2,177 | \$ 284                                | \$ 2,461 |

Six months ended June 30,

| (in thousands)                       | Volume   | Increase (Decrease)<br>2010 over 2009 |          |
|--------------------------------------|----------|---------------------------------------|----------|
|                                      |          | Rate                                  | Total    |
| Short-term interest bearing accounts | \$ 62    | \$ 4                                  | \$ 66    |
| Securities available for sale        | 964      | (5,435 )                              | (4,471 ) |
| Securities held to maturity          | 816      | (1,160 )                              | (344 )   |
| Investment in FRB and FHLB Banks     | (242 )   | 274                                   | 32       |
| Loans and leases                     | (464 )   | (2,667 )                              | (3,131 ) |
| Total interest income                | 1,136    | (8,984 )                              | (7,848 ) |
| Money market deposit accounts        | 2,188    | (5,038 )                              | (2,850 ) |
| NOW deposit accounts                 | 741      | (784 )                                | (43 )    |
| Savings deposits                     | 91       | (99 )                                 | (8 )     |
| Time deposits                        | (3,711 ) | (3,897 )                              | (7,608 ) |
| Short-term borrowings                | 86       | (110 )                                | (24 )    |
| Trust preferred debentures           | -        | (102 )                                | (102 )   |
| Long-term debt                       | (2,051 ) | (229 )                                | (2,280 ) |

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|                                   |          |           |           |
|-----------------------------------|----------|-----------|-----------|
| Total interest expense            | (2,656 ) | (10,259 ) | (12,915 ) |
| Change in FTE net interest income | \$ 3,792 | \$ 1,275  | \$ 5,067  |

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## Noninterest Income

Noninterest income is a significant source of revenue for the Company and an important factor in the Company's results of operations. The following table sets forth information by category of noninterest income for the periods indicated:

|  | Three months ended |          | Six months ended |          |
|--|--------------------|----------|------------------|----------|
|  | June 30,           |          | June 30,         |          |
|  | 2010               | 2009     | 2010             | 2009     |
| (in thousands)                                 |                    |          |                  |          |
| Service charges on deposit accounts            | \$6,301            | \$6,950  | \$12,431         | \$13,247 |
| Insurance and other financial services revenue | 4,700              | 4,220    | 9,945            | 9,558    |
| Trust  | 1,909              | 1,761    | 3,675            | 3,170    |
| Net securities gains                           | 63                 | 17       | 91               | 17       |
| Bank owned life insurance                      | 808                | 670      | 1,789            | 1,542    |
| ATM fees and debit card fees                   | 2,462              | 2,368    | 4,829            | 4,550    |
| Retirement plan administration fees            | 2,595              | 2,194    | 4,985            | 3,935    |
| Other  | 1,482              | 1,665    | 2,916            | 3,416    |
| Total noninterest income                       | \$20,320           | \$19,845 | \$40,661         | \$39,435 |

Noninterest income for the three months ended June 30, 2010 was \$20.3 million, up \$0.5 million or 2.4% from \$19.8 million for the same period in 2009. The increase in noninterest income was due primarily to an increase in other financial services revenue of approximately \$0.5 million for the three months ended June 30, 2010 as compared to the same period in 2009. Retirement plan administration fees increased approximately \$0.4 million for the three month period ended June 30, 2010 as compared with the three month period ended June 30, 2009 as a result of increased asset values as well as organic growth. In addition, trust income increased approximately \$0.1 million for the three months ended June 30, 2010 as compared to the same period in 2009 due primarily to an increase in fair value of trust assets under administration. These increases were partially offset by a decrease in service charges on deposit accounts of approximately \$0.6 million due primarily to a decrease in overdraft activity in the second quarter of 2010 as compared with the second quarter of 2009.

Noninterest income for the six months ended June 30, 2010 was \$40.7 million, up \$1.3 million or 3.1% from \$39.4 million for the same period in 2009. The increase in noninterest income was due primarily to an increase in retirement plan administration fees of approximately \$1.1 million for the six month period ended June 30, 2010 as compared with the six month period ended June 30, 2009 as a result of increased asset values as well as organic growth. Trust income increased approximately \$0.5 million for the six months ended June 30, 2010 as compared to the same period in 2009 due primarily to an increase in fair value of trust assets under administration. In addition, other financial services revenue increased approximately \$0.4 million for the six months ended June 30, 2010 as compared to the same period in 2009. These increases were partially offset by a decrease in service charges on deposit accounts of approximately \$0.8 million due primarily to a decrease in overdraft activity in the first six months of 2010 as compared with the first six months of 2009.

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## Noninterest Expense

Noninterest expenses are also an important factor in the Company's results of operations. The following table sets forth the major components of noninterest expense for the periods indicated:

|   | Three months ended |          | Six months ended |          |
|---|--------------------|----------|------------------|----------|
|   | June 30,           |          | June 30,         |          |
|   | 2010               | 2009     | 2010             | 2009     |
| (in thousands)                              |                    |          |                  |          |
| Salaries and employee benefits              | \$24,224           | \$19,947 | \$46,428         | \$41,374 |
| Occupancy                                   | 3,666              | 3,610    | 7,818            | 7,775    |
| Equipment                                   | 2,041              | 2,005    | 4,141            | 4,027    |
| Data processing and communications          | 3,265              | 3,324    | 6,483            | 6,619    |
| Professional fees and outside services      | 2,191              | 2,407    | 4,475            | 5,129    |
| Office supplies and postage                 | 1,454              | 1,429    | 2,996            | 2,959    |
| Amortization of intangible assets           | 780                | 825      | 1,561            | 1,638    |
| Loan collection and other real estate owned | 668                | 674      | 1,727            | 1,422    |
| FDIC insurance                              | 1,560              | 4,032    | 3,113            | 5,561    |
| Other                                       | 4,348              | 3,686    | 7,615            | 7,740    |
| Total noninterest expense                   | \$44,197           | \$41,939 | \$86,357         | \$84,244 |

Noninterest expense for the three months ended June 30, 2010 was \$44.2 million, up from \$41.9 million, or 5.4%, for the same period in 2009. Salaries and employee benefits increased \$4.3 million, or 21.4%, for the three months ended June 30, 2010 compared with the same period in 2009. This increase was due primarily to increases in full-time-equivalent employees, merit increases and other employee benefits. Other operating expenses increased approximately \$0.7 million, or 18.0%, for the three month period ended June 30, 2010 as compared with the three months ended June 30, 2009 due to the benefit of the settlement of a lease residual insurance policy for \$1.2 million in 2009. These increases were partially offset by a decrease in FDIC expenses of approximately \$2.5 million for the three month period ended June 30, 2010, as compared with the three months ended June 30, 2009. This decrease resulted from the special assessment levied by the FDIC in the second quarter of 2009.

Noninterest expense for the six months ended June 30, 2010 was \$86.4 million, up from \$84.2 million for the same period in 2009. Salaries and employee benefits increased \$5.1 million, or 12.2%, for the six months ended June 30, 2010 compared with the same period in 2009. This increase was due primarily to increases in full-time-equivalent employees, merit increases and other employee benefits. Loan collection and other real estate owned expenses increased approximately \$0.3 million, or 21.4%, for the six month period ended June 30, 2010 as compared with the six months ended June 30, 2009. This increase was due to higher property taxes paid by the Company on collateral securing certain loans during the six month period ending June 30, 2010. These increases were partially offset by a decrease in FDIC expenses of approximately \$2.4 million for the six month period ended June 30, 2010, as compared with the six months ended June 30, 2009. This decrease resulted from the special assessment levied by the FDIC in the second quarter of 2009. In addition, professional fees and outside services decreased by \$0.7 million, or 12.8%, for the six month period ended June 30, 2010 as compared with the six months ended June 30, 2009. This decrease was due to legal fees incurred during the second quarter of 2009 related to de novo branch activity.

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Income Taxes

Income tax expense for the three month period ended June 30, 2010 was \$6.0 million, up from \$5.2 million for the same period in 2009. The effective rates were 29.2% and 31.0% for the three month periods ended June 30, 2010 and 2009, respectively.

Income tax expense for the six month period ended June 30, 2010 was \$11.7 million, up from \$11.1 million for the same period in 2009. The effective rates were 29.2% and 31.0% for the six month periods ended June 30, 2010 and 2009, respectively.

ANALYSIS OF FINANCIAL CONDITION

Securities

The Company classifies its securities at date of purchase as available for sale, held to maturity or trading. Held to maturity debt securities are those that the Company has the ability and intent to hold until maturity. Held to maturity securities are recorded at amortized cost. Available for sale securities are recorded at fair value. Unrealized holding gains and losses, net of the related tax effect, on available for sale securities are excluded from earnings and are reported in stockholders' equity as a component of accumulated other comprehensive income or loss. For the securities that the Company does not have the intent to sell and will not be more likely than not required to sell, the amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings and the amount of the total other-than-temporary impairment related to other factors is recognized in other comprehensive income, net of applicable taxes. Securities with an other-than-temporary impairment are generally placed on nonaccrual status. Trading securities are recorded at fair value, with net unrealized gains and losses recognized currently in income. Transfers of securities between categories are recorded at fair value at the date of transfer.

Average total earning securities increased \$39.6 million, or 3.2%, for the three months ended June 30, 2010 when compared to the same period in 2009. The average balance of securities available for sale increased \$29.2 million, or 2.7%, for the three months ended June 30, 2010 when compared to the same period in 2009. The average balance of securities held to maturity increased \$10.4 million, or 7.5%, for the three months ended June 30, 2010, compared to the same period in 2009. The average total securities portfolio represents 25.0% of total average earning assets for the three months ended June 30, 2010, up slightly from 24.3% for the same period in 2009.

Average total earning securities increased \$27.9 million, or 2.3%, for the six months ended June 30, 2010 when compared to the same period in 2009. The average balance of securities available for sale increased \$14.2 million, or 1.3%, for the six months ended June 30, 2010 when compared to the same period in 2009. The average balance of securities held to maturity increased \$13.7 million, or 9.9%, for the six months ended June 30, 2010, compared to the same period in 2009. The average total securities portfolio represents 24.9% of total average earning assets for the six months ended June 30, 2010, up slightly from 24.6% for the same period in 2009.

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The following table details the composition of securities available for sale, securities held to maturity and regulatory investments for the periods indicated:

|                                       | June 30,<br>2010 |   | December 31,<br>2009 |   |
|---------------------------------------|------------------|---|----------------------|---|
| Mortgage-backed securities:           |                  |   |                      |   |
| With maturities 15 years or less      | 15               | % | 22                   | % |
| With maturities greater than 15 years | 4                | % | 6                    | % |
| Collateral mortgage obligations       | 30               | % | 29                   | % |
| Municipal securities                  | 19               | % | 20                   | % |
| US agency notes                       | 27               | % | 17                   | % |
| Other                                 | 5                | % | 6                    | % |
| Total                                 | 100              | % | 100                  | % |

The Company's mortgage backed securities, U.S. agency notes, and collateralized mortgage obligations are all "prime/conforming" and are guaranteed by Fannie Mae, Freddie Mac, Federal Home Loan Bank, Federal Farm Credit Banks, or Ginnie Mae ("GNMA"). GNMA securities are considered equivalent to U.S. Treasury securities, as they are backed by the full faith and credit of the U.S. government. Currently, there are no subprime mortgages in our investment portfolio.

During the six months ended June 30, 2010, the Company experienced a shift from mortgage-backed securities to U.S. agency notes. As of June 30, 2010, mortgage-backed securities with maturities of 15 years or less comprised 15% of the securities portfolio as compared to 22% as of December 31, 2009. As of June 30, 2010, US agency notes comprised 27% of the Company's securities as compared to 17% as of December 31, 2009. This shift was due to the reinvestment of maturing mortgage-backed securities in GSE securities due to the current interest rate environment.

## Loans and Leases

A summary of loans and leases, net of deferred fees and origination costs, by category for the periods indicated follows:

| (In thousands)                                      | June 30,<br>2010 | December 31,<br>2009 |
|---|------------------|----------------------|
| Residential real estate mortgages                   | \$ 584,472       | \$ 622,898           |
| Commercial  | 615,642          | 581,870              |
| Commercial real estate mortgages                    | 761,179          | 718,235              |
| Real estate construction and development            | 76,346           | 76,721               |
| Agricultural and agricultural real estate mortgages | 116,332          | 122,466              |
| Consumer  | 854,343          | 856,956              |
| Home equity   | 594,495          | 603,585              |
| Lease financing                                     | 44,636           | 62,667               |
| Total loans and leases                              | \$ 3,647,445     | \$ 3,645,398         |

Total loans and leases increased nominally at June 30, 2010 from December 31, 2009, and represent approximately 67.4% of assets, as compared to 66.7% of total assets at December 31, 2009. Residential real estate mortgages decreased by approximately \$38.4 million, or 6.2%, from December 31, 2009 to June 30, 2010. This decrease is primarily due to sales by the Company of newly originated loans to secondary markets. Commercial loans increased approximately \$33.8 million, or 5.8%, from December 31, 2009 to June 30, 2010. Commercial real estate mortgages increased by approximately \$42.9 million, or 6.0%, from December 31, 2009 to June 30, 2010. Lease financing

decreased approximately \$18.0 million, or 28.8%, from December 31, 2009 to June 30, 2010 as the Company discontinued lease origination in the second quarter of 2009.

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Allowance for Loan and Lease Losses, Provision for Loan and Lease Losses, and Nonperforming Assets

The allowance for loan and lease losses is maintained at a level estimated by management to provide adequately for risk of probable losses inherent in the current loan and lease portfolio. The adequacy of the allowance for loan and lease losses is continuously monitored using a methodology designed to ensure the level of the allowance reasonably reflects the loan portfolio's risk profile. It is evaluated to ensure that it is sufficient to absorb all reasonably estimable credit losses inherent in the current loan and lease portfolio.

Management considers the accounting policy relating to the allowance for loan and lease losses to be a critical accounting policy given the degree of judgment exercised in evaluating the level of the allowance required to cover credit losses in the portfolio and the material effect that such judgments can have on the consolidated results of operations.

For purposes of evaluating the adequacy of the allowance, the Company considers a number of significant factors that affect the collectibility of the portfolio. For individually analyzed loans, these factors include estimates of loss exposure, which reflect the facts and circumstances that affect the likelihood of repayment of such loans as of the evaluation date. For homogeneous pools of loans and leases, estimates of the Company's exposure to credit loss reflect a thorough current assessment of a number of factors, which could affect collectibility. These factors include: past loss experience; the size, trend, composition, and nature of the loans and leases; changes in lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices; trends experienced in nonperforming and delinquent loans and leases; current economic conditions in the Company's market; portfolio concentrations that may affect loss experienced across one or more components of the portfolio; the effect of external factors such as competition, legal and regulatory requirements; and the experience, ability, and depth of lending management and staff. In addition, various regulatory agencies, as an integral component of their examination process, periodically review the Company's allowance for loan and lease losses. Such agencies may require the Company to recognize additions to the allowance based on their judgment about information available to them at the time of their examination, which may not be currently available to management.

After a thorough consideration and validation of the factors discussed above, required additions or reductions to the allowance for loan and lease losses are made periodically by charges to the provision for loan and lease losses. These charges are necessary to maintain the allowance at a level which management believes is reasonably reflective of the overall inherent risk of probable loss in the portfolio. While management uses available information to recognize losses on loans and leases, additions or reductions to the allowance may fluctuate from one reporting period to another. These fluctuations are reflective of changes in risk associated with portfolio content and/or changes in management's assessment of any or all of the determining factors discussed above. The allowance for loan and lease losses to outstanding loans and leases increased to 1.93% as of June 30, 2010 as compared to 1.83% at December 31, 2009, due to continued economic uncertainty. Management considers the allowance for loan losses to be adequate based on evaluation and analysis of the loan portfolio.



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The following table reflects changes to the allowance for loan and lease losses for the periods presented. The allowance is increased by provisions for losses charged to operations and is reduced by net charge-offs. Charge-offs are made when the ability to collect loan principal within a reasonable time becomes unlikely. Any recoveries of previously charged-off loans are credited directly to the allowance for loan and lease losses.

## Allowance For Loan and Lease Losses

| (dollars in thousands)                                | Three months ended |               |             |           |
|---|--------------------|---------------|-------------|-----------|
|   | June 30, 2010      | June 30, 2009 |             |           |
| Balance, beginning of period                          | \$ 70,150          |               |             | \$ 59,311 |
| Recoveries  | 1,503              |               |             | 902       |
| Chargeoffs  | (7,703 )           |               |             | (6,678 )  |
| Net chargeoffs  | (6,200 )           |               |             | (5,776 )  |
| Provision for loan losses                             | 6,350              |               |             | 9,199     |
| Balance, end of period                                | \$ 70,300          |               |             | \$ 62,734 |
| Composition of Net Chargeoffs                         |                    |               |             |           |
| Commercial and agricultural                           | \$ (2,600 )        | 42 %          | \$ (2,227 ) | 39 %      |
| Real estate mortgage                                  | (409 )             | 7 %           | (432 )      | 7 %       |
| Consumer  | (3,191 )           | 51 %          | (3,117 )    | 54 %      |
| Net chargeoffs  | \$ (6,200 )        | 100 %         | \$ (5,776 ) | 100 %     |
| Annualized net chargeoffs to average loans and leases | 0.68 %             |               | 0.63 %      |           |

## Allowance For Loan and Lease Losses

| (dollars in thousands)                                | Six months ended |               |              |           |
|---|------------------|---------------|--------------|-----------|
|   | June 30, 2010    | June 30, 2009 |              |           |
| Balance, beginning of period                          | \$ 66,550        |               |              | \$ 58,564 |
| Recoveries  | 2,745            |               |              | 2,057     |
| Chargeoffs  | (14,588 )        |               |              | (13,537 ) |
| Net chargeoffs  | (11,843 )        |               |              | (11,480 ) |
| Provision for loan losses                             | 15,593           |               |              | 15,650    |
| Balance, end of period                                | \$ 70,300        |               |              | \$ 62,734 |
| Composition of Net Chargeoffs                         |                  |               |              |           |
| Commercial and agricultural                           | \$ (4,905 )      | 41 %          | \$ (4,415 )  | 38 %      |
| Real estate mortgage                                  | (516 )           | 4 %           | (634 )       | 6 %       |
| Consumer  | (6,422 )         | 55 %          | (6,431 )     | 56 %      |
| Net chargeoffs  | \$ (11,843 )     | 100 %         | \$ (11,480 ) | 100 %     |
| Annualized net chargeoffs to average loans and leases | 0.66 %           |               | 0.63 %       |           |

Nonperforming assets consist of nonaccrual loans, loans 90 days or more past due and still accruing, restructured loans, OREO, and nonperforming securities. Loans are generally placed on nonaccrual when principal or interest payments become ninety days past due, unless the loan is well secured and in the process of collection. Loans may also be placed on nonaccrual when circumstances indicate that the borrower may be unable to meet the contractual principal or interest payments. OREO represents property acquired through foreclosure and is valued at the lower of the carrying amount or fair value, less any estimated disposal costs. Nonperforming securities include securities

which management believes are other-than-temporarily impaired, are carried at their estimated fair value and are not accruing interest.

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## Nonperforming Assets

| (Dollars in thousands)   | June 30,<br>2010 |       |  | December 31,<br>2009 |       |  |
|--|------------------|-------|--|----------------------|-------|--|
|  | Amount           | %     |  | Amount               | %     |  |
| Nonaccrual loans   |                  |       |  |                      |       |  |
| Commercial and agricultural loans and real estate                | \$ 23,992        | 64 %  |  | \$ 25,521            | 66 %  |  |
| Real estate mortgages  | 6,226            | 17 %  |  | 6,140                | 16 %  |  |
| Consumer   | 7,290            | 19 %  |  | 6,249                | 16 %  |  |
| Troubled debt restructured loans                                 | -                | 0 %   |  | 836                  | 2 %   |  |
| Total nonaccrual loans   | 37,508           | 100 % |  | 38,746               | 100 % |  |
| Loans 90 days or more past due and still accruing                |                  |       |  |                      |       |  |
| Commercial and agricultural loans and real estate                | -                | 0 %   |  | 59                   | 2 %   |  |
| Real estate mortgages  | 283              | 17 %  |  | 602                  | 24 %  |  |
| Consumer   | 1,401            | 83 %  |  | 1,865                | 74 %  |  |
| Total loans 90 days or more past due and still accruing          | 1,684            | 100 % |  | 2,526                | 100 % |  |
| Total nonperforming loans  | 39,192           |       |  | 41,272               |       |  |
| Other real estate owned (OREO)                                   | 1,466            |       |  | 2,358                |       |  |
| Total nonperforming assets                                       | 40,658           |       |  | 43,630               |       |  |
| Total nonperforming loans to total loans and leases              | 1.07 %           |       |  | 1.13 %               |       |  |
| Total nonperforming assets to total assets                       | 0.75 %           |       |  | 0.80 %               |       |  |
| Total allowance for loan and lease losses to nonperforming loans | 179.37 %         |       |  | 161.25 %             |       |  |

Loans over 60 days past due but not over 90 days past due were 0.15% of total loans as of June 30, 2010, compared to 0.15% of total loans as of December 31, 2009. In addition to nonperforming loans, the Company has also identified approximately \$87.7 million in potential problem loans at June 30, 2010 as compared to \$79.1 million at December 31, 2009. Potential problem loans are loans that are currently performing, but known information about possible credit problems of the borrowers causes management to have serious doubts as to the ability of such borrowers to comply with the present loan repayment terms and which may result in classification of such loans as nonperforming at some time in the future. At the Company, potential problem loans are typically defined as loans that are performing but are classified by the Company's loan rating system as "substandard." At June 30, 2010, potential problem loans primarily consisted of commercial real estate and commercial and agricultural loans. Management cannot predict the extent to which economic conditions may worsen or other factors which may impact borrowers and the potential problem loans. Accordingly, there can be no assurance that other loans will not become 90 days or more past due, be placed on nonaccrual, become restructured, or require increased allowance coverage and provision for loan losses.

The Company recorded a provision for loan and lease losses of \$6.4 million during the second quarter of 2010 compared with \$9.2 million during the second quarter of 2009. Annualized net charge-offs to average loans and leases for the three months ended June 30, 2010 were 0.68%, compared with 0.63% for three months ended June 30, 2009. The Company's allowance for loan and lease losses increased to 1.93% of loans and leases at June 30, 2010, compared with 1.83% at December 31, 2009. Specific reserves on impaired loans totaled \$1.9 million at June 30, 2010 and \$2.6 million at December 31, 2009. General allocations increased to 68.3 million at June 30, 2010 from \$63.9 million at December 31, 2009 due primarily to continued economic uncertainty.

The Company recorded a provision for loan and lease losses of \$15.6 million during the six months ended June 30, 2010 compared with \$15.7 million during the six months ended June 30, 2009. Annualized net charge-offs to average loans and leases for the six months ended June 30, 2010 were 0.66%, compared with 0.63% for the six months ended June 30, 2009.

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Subprime mortgage lending, which has been the riskiest sector of the residential housing market, is not a market that the Company has ever actively pursued. The market does not apply a uniform definition of what constitutes “subprime” lending. Our reference to subprime lending relies upon the “Statement on Subprime Mortgage Lending” issued by the Office of Thrift Supervision and the other federal bank regulatory agencies, or the Agencies, on June 29, 2007, which further referenced the “Expanded Guidance for Subprime Lending Programs,” or the Expanded Guidance, issued by the Agencies by press release dated January 31, 2001. In the Expanded Guidance, the Agencies indicated that subprime lending does not refer to individual subprime loans originated and managed, in the ordinary course of business, as exceptions to prime risk selection standards. The Agencies recognize that many prime loan portfolios will contain such accounts. The Agencies also excluded prime loans that develop credit problems after acquisition and community development loans from the subprime arena. According to the Expanded Guidance, subprime loans are other loans to borrowers which display one or more characteristics of reduced payment capacity. Five specific criteria, which are not intended to be exhaustive and are not meant to define specific parameters for all subprime borrowers and may not match all markets or institutions’ specific subprime definitions, are set forth, including having a FICO score of 660 or below. Based upon the definition and exclusions described above, management believes that the Company is a prime lender. Within the loan portfolio, there are loans that, at the time of origination, had FICO scores of 660 or below. However, since the Company is a portfolio lender, it reviews all data contained in borrower credit reports and does not base underwriting decisions solely on FICO scores. We believe the aforementioned loans, when made, were amply collateralized and otherwise conformed to our prime lending standards. The Company has not originated Alt A loans or no interest loans.

## Deposits

Total deposits were \$4.1 billion at June 30, 2010, up \$8.3 million, or 0.2%, from December 31, 2009. Savings, NOW and money market accounts increased \$67.9 million, or 3.0%, from December 31, 2009 to June 30, 2010. These increases were offset by a decrease in time deposits of \$68.0, or 6.6%, from December 31, 2009 to June 30, 2010. Demand deposits increased approximately \$8.5 million, or 1.1%, from December 31, 2009 to June 30, 2010.

Total average deposits for the three months ended June 30, 2010 increased \$63.8 million, or 1.6%, from the same period in 2009. The Company experienced an increase in average money market accounts of \$112.9 million, or 11.1%, for the three months ended June 30, 2010 compared to the same period in 2009. Average NOW accounts increased \$107.5 million, or 18.5%, for the three months ended June 30, 2010 as compared to the same period in 2009. Average savings accounts increased \$53.6 million, or 10.7%, for the three month period ending June 30, 2010 as compared to the same period in 2009. This increase in average money market, NOW and savings accounts was primarily due to a shift from time deposit accounts due to a decline in interest rates offered on time deposits driven by the decrease in the Fed Funds rate. Average time deposits decreased \$283.1 million, or 22.1%, for the three months ended June 30, 2010 from the same period in 2009. Average demand deposit accounts increased \$72.8 million, or 10.3%, for the three months ended June 30, 2010 as compared to the same period in 2009. This was due primarily to an increasing customer base, as the Company continues to expand into new markets.

Total average deposits for the six months ended June 30, 2010 increased \$102.8 million, or 2.5%, from the same period in 2009. The Company experienced an increase in average money market accounts of \$132.2 million, or 13.5%, for the six months ended June 30, 2010 compared to the same period in 2009. Average NOW accounts increased \$139.6 million, or 24.7%, for the six months ended June 30, 2010 compared to the same period in 2009. Average savings accounts increased \$54.1 million, or 11.0%, for the six month period ending June 30, 2010 as compared to the same period in 2009. This increase in average money market, NOW and savings accounts was primarily due to a shift from time deposit accounts due to a decline in interest rates offered on time deposits driven by the decrease in the Fed Funds rate. Average time deposits decreased \$298.8 million, or 22.8%, for the six months ended June 30, 2010 from the same period in 2009. Average demand deposit accounts increased \$75.7 million, or 10.9%, for the six months ended June 30, 2010 as compared to the same period in 2009. This was due primarily to an

increasing customer base, as the Company continues to expand into new markets.

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## Borrowed Funds

The Company's borrowed funds consist of short-term borrowings and long-term debt. Short-term borrowings totaled \$159.0 million at June 30, 2010 compared to \$156.0 million at December 31, 2009. Long-term debt was \$479.5 million at June 30, 2010, as compared to \$554.7 million at December 31, 2009. This decrease was mainly due to the repayment of FHLB borrowings. For more information about the Company's borrowing capacity and liquidity position, see the section with the title caption of "Liquidity Risk" below.

## Capital Resources

Stockholders' equity of \$527.0 million represented 9.7% of total assets at June 30, 2010, compared with \$505.1 million, or 9.2% as of December 31, 2009.

The Board of Directors considers the Company's earnings position and earnings potential when making dividend decisions. The Company does not have a target dividend pay out ratio.

As the capital ratios in the following table indicate, the Company remained "well capitalized" at June 30, 2010 under applicable bank regulatory requirements. Capital measurements are well in excess of regulatory minimum guidelines and meet the requirements to be considered well capitalized for all periods presented. Tier 1 leverage, Tier 1 capital and Total risk-based capital ratios have regulatory minimum guidelines of 3%, 4% and 8% respectively, with requirements to be considered well capitalized of 5%, 6% and 10%, respectively.

|  | June 30,<br>2010 |   | December 31,<br>2009 |   |
|--|------------------|---|----------------------|---|
| Capital Measurements                         |                  |   |                      |   |
| Tier 1 leverage ratio                        | 8.75             | % | 8.35                 | % |
| Tier 1 capital ratio                         | 11.88            | % | 11.34                | % |
| Total risk-based capital ratio               | 13.14            | % | 12.59                | % |
| Cash dividends as a percentage of net income | 48.52            | % | 52.14                | % |
| Per common share:                            |                  |   |                      |   |
| Book value                                   | \$ 15.28         |   | \$ 14.69             |   |
| Tangible book value                          | \$ 11.40         |   | \$ 10.75             |   |

## Liquidity and Interest Rate Sensitivity Management

## Market Risk

Interest rate risk is the primary market risk affecting the Company. Other types of market risk, such as foreign currency exchange rate risk and commodity price risk, do not arise in the normal course of the Company's business activities. Interest rate risk is defined as an exposure to a movement in interest rates that could have an adverse effect on the Company's net interest income. Net interest income is susceptible to interest rate risk to the degree that interest bearing liabilities mature or reprice on a different basis than earning assets. When interest bearing liabilities mature or reprice more quickly than earning assets in a given period, a significant increase in market rates of interest could adversely affect net interest income. Similarly, when earning assets mature or reprice more quickly than interest bearing liabilities, falling interest rates could result in a decrease in net interest income.

In an attempt to manage the Company's exposure to changes in interest rates, management monitors the Company's interest rate risk. Management's Asset Liability Committee ("ALCO") meets monthly to review the Company's interest rate risk position and profitability, and to recommend strategies for consideration by the Board of Directors. Management also reviews loan and deposit pricing and the Company's securities portfolio, formulates

investment and funding strategies, and oversees the timing and implementation of transactions to assure attainment of the Board's objectives in the most effective manner. Notwithstanding the Company's interest rate risk management activities, the potential for changing interest rates is an uncertainty that can have an adverse effect on net income.



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In adjusting the Company's asset/liability position, the Board and management attempt to manage the Company's interest rate risk while minimizing net interest margin compression. At times, depending on the level of general interest rates, the relationship between long- and short-term interest rates, market conditions and competitive factors, the Board and management may determine to increase the Company's interest rate risk position somewhat in order to increase its net interest margin. The Company's results of operations and net portfolio values remain vulnerable to changes in interest rates and fluctuations in the difference between long- and short-term interest rates.

The primary tool utilized by ALCO to manage interest rate risk is a balance sheet/income statement simulation model (interest rate sensitivity analysis). Information such as principal balance, interest rate, maturity date, cash flows, next repricing date (if needed), and current rates is uploaded into the model to create an ending balance sheet. In addition, ALCO makes certain assumptions regarding prepayment speeds for loans and leases and mortgage related investment securities along with any optionality within the deposits and borrowings.

The model is first run under an assumption of a flat rate scenario (i.e. no change in current interest rates) with a static balance sheet over a 12-month period. Two additional models are run with static balance sheets: (1) a gradual increase of 200 bp, and (2) a gradual decrease of 100 bp taking place over a 12-month period. Under these scenarios, assets subject to prepayments are adjusted to account for faster or slower prepayment assumptions. Any investment securities or borrowings that have callable options embedded into them are handled accordingly based on the interest rate scenario. The resultant changes in net interest income are then measured against the flat rate scenario.

In the declining rate scenario, net interest income is projected to decrease when compared to the forecasted net interest income in the flat rate scenario through the simulation period. The decrease in net interest income is a result of earning assets repricing downward at a faster rate than interest bearing liabilities. The inability to effectively lower deposit rates will likely reduce or eliminate the benefit of lower interest rates. In the rising rate scenarios, net interest income is projected to experience a decline from the flat rate scenario. Net interest income is projected to remain at lower levels than in a flat rate scenario through the simulation period primarily due to a lag in assets repricing while funding costs increase. The potential impact on earnings is dependent on the ability to lag deposit repricing. If short-term rates continue to increase, the Company expects competitive pressures will likely lead to core deposit pricing increases, which will likely continue compression of the net interest margin.

Net interest income for the next 12 months in the + 200/- 100 bp scenarios, as described above, is within the internal policy risk limits of not more than a 7.5% change in net interest income. The following table summarizes the percentage change in net interest income in the rising and declining rate scenarios over a 12-month period from the forecasted net interest income in the flat rate scenario using the June 30, 2010 balance sheet position:

## Interest Rate Sensitivity Analysis

| Change in interest rates<br>(in bp points) | Percent change in<br>net interest income |
|--|--|
| +200                                       | (1.02%)                                  |
| -100                                       | (1.19%)                                  |

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The Company has taken several measures to mitigate exposure to an upward rate scenario. The Company has extended short term wholesale borrowings (three months or less) into longer term borrowings with maturities of three, four and five years along with purchasing monthly floating rate investments. In addition, the Company will continue to focus on growing noninterest bearing demand deposits and prudently managing deposit costs. Lastly, the Company originates 15-year, 20-year and 30-year residential real estate mortgages with the intent to sell.

### Liquidity Risk

Liquidity involves the ability to meet the cash flow requirements of customers who may be depositors wanting to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. The ALCO is responsible for liquidity management and has developed guidelines which cover all assets and liabilities, as well as off balance sheet items that are potential sources or uses of liquidity. Liquidity policies must also provide the flexibility to implement appropriate strategies and tactical actions. Requirements change as loans and leases grow, deposits and securities mature, and payments on borrowings are made. Liquidity management includes a focus on interest rate sensitivity management with a goal of avoiding widely fluctuating net interest margins through periods of changing economic conditions.

The primary liquidity measurement the Company utilizes is called the Basic Surplus, which captures the adequacy of its access to reliable sources of cash relative to the stability of its funding mix of average liabilities. This approach recognizes the importance of balancing levels of cash flow liquidity from short- and long-term securities with the availability of dependable borrowing sources which can be accessed when necessary. At June 30, 2010, the Company's Basic Surplus measurement was 7.6% of total assets or \$411 million as compared to the December 31, 2009 Basic Surplus of 6.8%, and was above the Company's minimum of 5% or \$271 million set forth in its liquidity policies. Since March 2009, the Company has been in a Fed Funds sold position as a result of excess liquidity.

This Basic Surplus approach enables the Company to adequately manage liquidity from both operational and contingency perspectives. By tempering the need for cash flow liquidity with reliable borrowing facilities, the Company is able to operate with a more fully invested and, therefore, higher interest income generating securities portfolio. The makeup and term structure of the securities portfolio is, in part, impacted by the overall interest rate sensitivity of the balance sheet. Investment decisions and deposit pricing strategies are impacted by the liquidity position.

The Company's primary source of funds is the Bank. Certain restrictions exist regarding the ability of the Bank to transfer funds to the Company in the form of cash dividends. The approval of the Office of Comptroller of the Currency (OCC) is required to pay dividends when a bank fails to meet certain minimum regulatory capital standards or when such dividends are in excess of a subsidiary bank's earnings retained in the current year plus retained net profits for the preceding two years (as defined in the regulations). At June 30, 2010, approximately \$87.6 million of the total stockholders' equity of the Bank was available for payment of dividends to the Company without approval by the OCC. The Bank's ability to pay dividends is also subject to the Bank being in compliance with regulatory capital requirements. The Bank is currently in compliance with these requirements. Under the General Corporation Law of the State of Delaware, the Company may declare and pay dividends either out of its surplus or, in case there is no surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year.

At June 30, 2010 and December 31, 2009, FHLB advances outstanding totaled \$454 million and \$530 million, respectively. The Bank is a member of the FHLB system and had additional borrowing capacity from the FHLB of approximately \$141 million at June 30, 2010 and \$167 million at December 31, 2009. In addition, unpledged securities could have been used to increase borrowing capacity at the FHLB by an additional \$244 million at June 30, 2010 or used to collateralize other borrowings, such as repurchase agreements. At June 30, 2010 the Bank also had additional borrowing capacity from unused collateral at the Federal Reserve of \$432 million.



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Recent Accounting Pronouncements

ASU 2010-20, Receivables: Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses (Topic 310), was issued in July 2010. This Update is intended to provide additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of its allowance for credit losses. The amendments in this Update affect all entities with financing receivables, excluding short-term trade accounts receivable or receivables measured at fair value or lower of cost or fair value. The Update requires an entity to disclose 1) The nature of credit risk inherent in the entity's portfolio of financing receivables; 2) How that risk is analyzed and assessed in arriving at the allowance for credit losses; and 3) The changes and reasons for those changes in the allowance for credit losses. For public entities, the disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. Implementing these amendments will have a significant effect on disclosures in our interim and annual reports.

ASU 2010-18, Receivables: Effect of a Loan Modification When the Loan is Part of a Pool That Is Accounted for as a Single Asset (Topic 310), was issued in April 2010. As a result of the amendments in this Update, modifications of loans that are accounted for within a pool under Subtopic 310-30 do not result in the removal of those loans from the pool even if the modification of those loans would otherwise be considered a troubled debt restructuring. An entity will continue to be required to consider whether the pool of assets in which the loan is included is impaired if expected cash flows for the pool change. Loans accounted for individually under Subtopic 310-30 continue to be subject to the troubled debt restructuring accounting provisions within Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors. The amendments in this Update do not require an entity to make additional disclosures. The amendments in this Update are effective for modifications of loans accounted for within pools under Subtopic 310-30 occurring in the first interim or annual period ending on or after July 15, 2010. The amendments are to be applied prospectively. Early application is permitted. Upon initial adoption of the guidance in this Update, an entity may make a onetime election to terminate accounting for loans as a pool under Subtopic 310-30. This election may be applied on a pool-by-pool basis and does not preclude an entity from applying pool accounting to subsequent acquisitions of loans with credit deterioration. The Company is currently evaluating if adoption will have a material impact on the Company's financial condition, results of operations or disclosures.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information called for by Item 3 is contained in the Liquidity and Interest Rate Sensitivity Management section of the Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of June 30, 2010. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2010, the Company's disclosure controls and procedures were effective.

There were no changes made in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



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PART II. OTHER INFORMATION

Item 1 – LEGAL PROCEEDINGS

There are no material legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is subject.

Item 1A – RISK FACTORS

In addition to the risk factors that were disclosed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2010, for the fiscal year ended December 31, 2009, the Company is also considering the following:

Compliance with the recently enacted Dodd-Frank Reform Act may increase our costs of operations and adversely impact our earnings and capital ratios.

On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") into law. The Dodd-Frank Act represents a significant overhaul of many aspects of the regulation of the financial services industry. Among other things, the Dodd-Frank Act creates a new federal financial consumer protection agency, tightens capital standards, imposes clearing and margining requirements on many derivatives activities, and generally increases oversight and regulation of financial institutions and financial activities. In addition to the self-implementing provisions of the statute, the Dodd-Frank Act calls for many administrative rulemakings by various federal agencies to implement various parts of the legislation. It is impossible to predict when any final rules would be issued through any such rulemakings, and what the content of such rules will be. The financial reform legislation and any implementing rules that are ultimately issued could have adverse implications on the financial industry, the competitive environment, and our ability to conduct business. We will have to apply resources to ensure that we are in compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase our costs of operations and adversely impact our earnings.

Item 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

Item 3 – DEFAULTS UPON SENIOR SECURITIES

None

Item 4 – [REMOVED AND RESERVED]

None

Item 5 – OTHER INFORMATION

None

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Item 6 – EXHIBITS

3.1 Certificate of Incorporation of NBT Bancorp Inc. as amended through July 23, 2001 (filed as Exhibit 3.1 to Registrant's Form 10-K for the year ended December 31, 2008, filed on March 2, 2009 and incorporated herein by reference).

3.2 By-laws of NBT Bancorp Inc. as amended and restated through July 23, 2001 (filed as Exhibit 3.2 to Registrant's Form 10-K for the year ended December 31, 2008, filed on March 2, 2009 and incorporated herein by reference).

3.3 Certificate of Designation of the Series A Junior Participating Preferred Stock (filed as Exhibit A to Exhibit 4.1 of the Registration's Form 8-K, file Number 0-14703, filed on November 18, 2004, and incorporated herein by reference).

4.1 Specimen common stock certificate for NBT's common stock (filed as exhibit 4.3 to the Registrant's Amendment No. 1 to Registration Statement on Form S-4 filed on December 27, 2005 and incorporated herein by reference).

4.2 Rights Agreement, dated as of November 15, 2004, between NBT Bancorp Inc. and Registrar and Transfer Company, as Rights Agent (filed as Exhibit 4.1 to Registrant's Form 8-K, file number 0-14703, filed on November 18, 2004, and incorporated by reference herein).

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Written Statement of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Written Statement of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, this 9th day of August 2010.

NBT BANCORP INC.

By: /s/ Michael J. Chewens  
Michael J. Chewens, CPA  
Senior Executive Vice President  
Chief Financial Officer



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