CHEMUNG FINANCIAL CORP
Form 10-K
March 15, 2013

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

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

For the fiscal year ended December 31, 2012

OR

o 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 0-13888

CHEMUNG FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

NEW YORK	16-123703-8
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Chemung Canal Plaza, P.O. Box 1522, Elmira, New York	14902
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (607) 737-3711

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

Title of each class	Name of each exchange on which registered
Common Stock, Par Value $0.01 Per Share	The Nasdaq Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act:
(Title of Class)
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
YES o NO x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
YES o NO x

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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

Large accelerated filer	o	Accelerated filer	x	Non-accelerated filer	o	Smaller Reporting Company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES o NO x

Based upon the closing price of the registrant's Common Stock as of June 30, 2012, the aggregate market value of the voting stock held by non-affiliates of the registrant was $89,333,717.

As of March 14, 2013, there were 4,592,756 shares of Common Stock, $0.01 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on May 9, 2013 are incorporated by reference into Part III, Items 10, 11, 12, 13, and 14 of this Form 10-K.

CHEMUNG FINANCIAL CORPORATION

ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012

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Some of the information contained in this report concerning the markets and industry in which we operate is derived from publicly available information and from industry sources. Although we believe that this publicly available information and information provided by these industry sources are reliable, we have not independently verified the accuracy of any of this information.

PART I

ITEM 1. BUSINESS

General

Chemung Financial Corporation (the "Corporation") was incorporated on January 2, 1985 under the laws of the State of New York. The Corporation was organized for the purpose of acquiring Chemung Canal Trust Company (the "Bank"). The Bank was established in 1833 under the name Chemung Canal Bank, and was subsequently granted a New York State bank charter in 1895. In 1902, the Bank was reorganized as a New York State trust company under the name Elmira Trust Company, and its name was changed to Chemung Canal Trust Company in 1903.

The Corporation has been a financial holding company since June 22, 2000. Financial holding company status provides the Corporation with the flexibility to offer an array of financial services, such as insurance products, mutual funds, and brokerage services, which provide additional sources of fee based income and allow the Corporation to better serve its customers. The Corporation established a financial services subsidiary, CFS Group, Inc., in September 2001 which offers non-banking financial services such as mutual funds, annuities, brokerage services, insurance and tax preparation services.

The Corporation’s Board of Directors has concluded that the expansion of the franchise’s geographic footprint, an increase in the Bank’s earning assets and the generation of new sources of non-interest income are important components of its strategic plan. Towards that end, in recent years it has completed the following transactions:

- On March 14, 2008, the Bank acquired three branches from Manufacturers and Traders Trust Company in the New York counties of Broome and Tioga. At the time of the acquisition, the Bank assumed $64.4 million in deposits and acquired $12.6 million in loans.

- On May 29, 2009, the Corporation acquired Canton Bancorp, Inc., the holding company of Bank of Canton based in Canton, Pennsylvania. At the time of the merger, Canton Bancorp, Inc. had $81.1 million in assets, $58.8 million in loans and $72.9 million in deposits.

- On April 8, 2011, the Corporation acquired Fort Orange Financial Corp. (“FOFC”), the holding company of Capital Bank & Trust Company (“Capital Bank”) based in Albany, New York. At the time of the merger, Capital Bank had $254.4 million in assets, $170.7 million in loans and $199.2 million in deposits.

As a result of these transactions and organic growth, the Corporation had $1.248 billion assets, $893.5 million in loans, $1.045 billion in deposits and $131.1 million in shareholders’ equity at December 31, 2012.

Growth Strategy

The Corporation’s growth strategy is to leverage its expanding branch network in current or new markets to build client relationships and grow loans and deposits. Expanding the branch network involves branch purchases or opening de novo branches in contiguous markets and acquiring other financial institutions in the Northeast. The Corporation evaluates acquisition targets based on the economic viability of the markets they are in, the degree to which they can be effectively integrated into the Corporation’s current operations and the degree to which they are

accretive to capital and earnings.

Description of Business

The Corporation, through the Bank and CFS Group, Inc., provides a wide range of financial services, including demand, savings and time deposits, commercial, residential and consumer loans, letters of credit, wealth management services, employee benefit plans, brokerage services and insurance. The Bank derives its income primarily from interest and fees on loans, interest on investment securities, Wealth Management Group fee income and fees received in connection with deposit and other services. The Bank's operating expenses are interest expense paid on deposits and borrowings, salaries and employee benefit plans and general operating expenses.

In order to compete with other financial services companies, the Corporation relies upon personal relationships established by its officers, employees and directors with our clients. The Corporation has maintained a strong community orientation by supporting the active participation of officers and employees in local charitable, civic, school, religious and community development activities. The Corporation believes that its emphasis on local relationship banking, together with a prudent approach to lending, are important factors in its success and growth.

Lending Activities

Lending Strategy

The Corporation's objective is to channel deposits gathered locally into high-quality, market-yielding loans without taking unacceptable credit and/or interest rate risk. The Corporation seeks to have a diversified loan portfolio consisting of commercial, financial and agricultural loans, commercial mortgages, residential mortgages, home equity lines of credit and home equity term loans, consumer and indirect auto loans. The Bank operates with a traditional community bank model where the relationship manager possesses credit skills and has significant influence over credit decisions. This creates value since clients and prospects know they are dealing with a decision maker.

Lending Authority

The Board of Directors establishes the lending policies, underwriting standards and loan approval limits of the Bank. In accordance with those policies, the Board of Directors has designated certain officers to consider and approve loans within their designated authority. These officers exercise substantial authority over credit and pricing decisions, subject to loan committee approval for larger credits. The Bank recognizes that exceptions to the lending policies may occasionally occur and has established procedures for approving exceptions to these policies.

In underwriting loans, primary emphasis is placed on the borrower's financial condition, including ability to generate cash flow to support the debt and other cash expenses. In addition, substantial consideration is given to collateral value and marketability as well as the borrower's character, reputation and other relevant factors. Interest rates charged by the Bank vary with degree of risk, type, size, complexity, repricing frequency and other relevant factors associated with the loans. Competition from other financial services companies also impacts interest rates charged on loans.

The Corporation has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies, non-performing loans and potential problem loans.

Lending Segments

The Corporation segments its loan portfolio into the following major lending categories: (i) commercial, financial and agricultural, (ii) commercial mortgages, (iii) residential mortgages and (iv) consumer loans.

Commercial, financial and agricultural loans primarily consist of loans to small to mid-sized businesses in our market area in a diverse range of industries. These loans are of higher risk and typically are made on the basis of the borrower's ability to make repayment from the cash flow of the borrower's business. Further, the collateral securing the loans may depreciate over time, may be difficult to appraise and may fluctuate in value. The credit risk related to commercial loans is largely influenced by general economic conditions and the resulting impact on a borrower's operations or on the value of underlying collateral, if any.

Commercial mortgage loans generally have larger balances and involve a greater degree of risk than residential mortgage loans, inferring higher potential losses on an individual customer basis. Loan repayment is often dependent on the successful operation and management of the properties and/or the businesses occupying the properties, as well as on the collateral securing the loan. Economic events or conditions in the real estate market could have an adverse impact on the cash flows generated by properties securing the Company's commercial real estate loans and on the value of such properties.

Residential mortgage loans are generally made on the basis of the borrower's ability to make repayment from his or her employment and other income, but are secured by real property whose value tends to be more easily ascertainable. Credit risk for these types of loans is generally influenced by general economic conditions, the characteristics of individual borrowers and the nature of the loan collateral.

The consumer loan segment includes home equity lines of credit and home equity loans, which exhibit many of the same risk characteristics as residential mortgages. Indirect and other consumer loans may entail greater credit risk than residential mortgage and home equity loans, particularly in the case of other consumer loans which are unsecured or, in the case of indirect consumer loans, secured by depreciable assets, such as automobiles or boats. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, thus are more likely to be affected by adverse personal circumstances such as job loss, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

Funding Activities

Funding Strategy

The Corporation's deposit strategy is to fund the Bank with stable, low-cost deposits, primarily checking account deposits and other low interest-bearing deposit accounts. A checking account is the driver of a banking relationship and consumers consider the bank where they have their checking account as their primary bank. These customers will typically turn to their primary bank first when in need of other financial services. The Corporation also considers brokered deposits to be an element of its deposit strategy and anticipates that it will continue using brokered deposits as a secondary source of funding to support growth. Borrowings may be used on a short-term basis for liquidity purposes or on a long-term basis to fund asset growth.

Funding Sources

The Corporation’s primary sources of funds are deposits, principal and interest payments on loans and securities, borrowings and funds generated from operations of the Bank. The Bank also has access to advances from the Federal Home Loan Bank of New York (the "FHLB"), other financial institutions and the Federal Reserve Bank of New York (the "FRB"). Contractual loan payments are a relatively stable source of funds, while deposit inflows and outflows and loan prepayments are significantly influenced by general market interest rates and economic conditions.

The Corporation considers core deposits, consisting of non-interest-bearing and interest-bearing checking accounts, savings accounts, and insured money market accounts, to be a significant component of our deposits. The Corporation monitors the activity on these core deposits and, based on historical experience and pricing strategy, believes it will continue to retain a large portion of such accounts. The Bank is currently not limited with respect to the rates that it may offer on deposit products. The Bank believes it is competitive in the types of accounts and interest rates it has offered on its deposit products. The Bank regularly evaluates the internal cost of funds, surveys rates offered by competitors, reviews cash flow requirements for lending and liquidity, and executes rate changes when necessary as part of its asset/liability management, profitability and growth strategies.

The flow of deposits is influenced significantly by general economic conditions, changes in prevailing interest rates and competition. The Bank’s deposits are obtained predominantly from the areas in which its retail offices are located. The Bank relies primarily on customer service, long-standing relationships and other banking services, including loans and wealth management services, to attract and retain these deposits. However, market interest rates and rates offered by competing financial institutions affect the Bank’s ability to attract and retain deposits. The Bank uses traditional means of advertising its deposit products, including radio and print media.

Wealth Management Strategy

With $1.735 billion of assets under management or administration at year-end 2012, the Wealth Management Group is responsible for the largest component of non-interest income. Wealth management services provided by the Bank include services as executor and trustee under wills and agreements, and guardian, custodian, trustee and agent for pension, profit-sharing and other employee benefit trusts, as well as various investment, pension, estate planning and employee benefit administrative services. The Corporation’s growth strategy also includes the acquisition of trust businesses to generate new sources of fee income.

The Corporation in 2001 decided to add another source of fee income with the establishment of CFS Group, Inc., which offers an array of financial services including mutual funds, full and discount brokerage services, annuity and other insurance products and tax preparation services.

For additional information, including information concerning the results of operations of the Corporation and its subsidiaries, see Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7.

There were no material changes in the manner of doing business by the Corporation or its subsidiaries during the fiscal year ended December 31, 2012.

Market Area and Competition

Seven of the Bank's 28 full-service offices, including the main office, are located in Chemung County, New York. The Bank has thirteen full-service offices located in the nearby counties of Broome, Schuyler, Steuben, Tioga and Tompkins. In April 2011, the Bank, as part of the FOFC acquisition by the Corporation, added five full service branch offices to its footprint in Albany and Saratoga counties under the name Capital Bank, a division of Chemung Canal Trust Company. The Bank also operates 3 full-service offices in Bradford County, Pennsylvania and full service Wealth Management Centers located in Chemung and Broome counties. The Corporation defines its primary market areas as those areas within a 25-mile radius of its New York offices in Albany, Broome, Chemung, Saratoga, Steuben, Schuyler, Tioga and Tompkins counties, including the northern tier of Pennsylvania.

Within these market areas, the Bank encounters intense competition in the lending and deposit gathering aspects of its business from commercial and thrift banking institutions, credit unions and other providers of financial services, such as brokerage firms, investment companies, insurance companies and Internet banking institutions. The Bank also competes with non-financial institutions, including retail stores and certain utilities that maintain their own credit programs, as well as governmental agencies that make available loans to certain borrowers. Many of these competitors are not subject to regulation as extensive as that affecting the Bank and, as a result, they may have a competitive advantage over the Bank in certain respects. This is particularly true of credit unions because their pricing structure is not encumbered by income taxes.

Competition for the Bank's Wealth Management Group services comes primarily from brokerage firms and independent investment advisors. These brokerage firms and advisors devote much of their considerable resources toward gaining larger positions in these markets.

Employees

As of December 31, 2012, the Corporation and its subsidiaries employed 356 persons on a full-time equivalent basis. None of the Corporation's employees are covered by collective bargaining agreements, and the Corporation believes that its relationship with its employees is good.

Available Information

The Securities and Exchange Commission (the "SEC") maintains a web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding the Corporation. You may also read and copy materials we file with the SEC at the SEC's Public Reference Room at 100 F St., NE, Washington, D.C. 20549. You may obtain information concerning the operation of the Public Reference Room by calling 1-800-SEC-0330. In addition, we maintain a corporate web site at www.chemungcanal.com. We make available free of charge through our web site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports pursuant to Section 13(a) or 15(d) of the Exchange Act and filed with the SEC. These items are available as soon as reasonably practicable after we electronically file or furnish such material with the SEC. These items are also available on our web site as Interactive Data Files as required pursuant to Rule 405 of Regulation S-T (§232.405). The contents of our web site are not a part of this report. These materials are also available free of charge by written request to: Kathleen S. McKillip, Corporate Secretary, Chemung Canal Trust Company, One Chemung Canal Plaza, Elmira, NY 14901.

Supervision and Regulation

The Corporation and the Bank are subject to comprehensive regulation, supervision and examination by regulatory authorities. Numerous statutes and regulations apply to the Corporation's and, to a greater extent, the Bank's, operations, including required reserves, investments, loans, deposits, issuances of securities, payments of dividends and establishment of branches. Set forth below is a brief description of some of these laws and regulations. The description does not purport to be complete, and is qualified in its entirety by reference to the text of the applicable laws and regulations.

The Corporation

Bank Holding Company Act

The Corporation is a bank holding company registered with, and subject to regulation and examination by, the Board of Governors of the Federal Reserve System ("Federal Reserve") pursuant to the Bank Holding Company Act of 1956, as amended (the "BHCA"). The Federal Reserve regulates and requires the filing of reports describing the activities of bank holding companies, and conducts periodic examinations to test compliance with applicable regulatory requirements. The Federal Reserve has enforcement authority over bank holding companies, including, among other things, the ability to assess civil money penalties, to issue cease and desist or removal orders, and to require a bank holding company to divest subsidiaries.

The Corporation generally may engage in the activities permissible for a bank holding company, which includes banking, managing or controlling banks, performing certain servicing activities for subsidiaries, and engaging in other activities that the Federal Reserve has determined to be so closely related to banking as to be a proper incident thereto. Because the Corporation also has elected financial holding company status, it may also engage in a broader range of activities that are determined by the Federal Reserve and the Secretary of the Treasury to be financial in nature or incidental to financial activities or activities that are determined by the Federal Reserve to be complementary to a financial activity and that do not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally.

The BHCA prohibits a bank holding company from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any bank, or increasing such ownership or control of any bank, without the prior approval of the Federal Reserve.

New York Law

The Corporation is organized under New York law and is subject to the New York Business Corporation Law, which governs the rights and obligations of directors and shareholders and other corporate matters.

The Corporation is also a bank holding company as defined in the New York Banking Law by virtue of its ownership and control of the Bank. Generally, this means that the New York State Department of Financial Services ("NYSDFS") must approve the Corporation's acquisition of control of other banking institutions and similar transactions.

Federal Securities Law

The Corporation is subject to the information, reporting, proxy solicitation, insider trading, and other rules contained in the Securities Exchange Act of 1934 (the "Exchange Act"), the disclosure requirements of the Securities Act of 1933 (the "Securities Act") and the regulations of the SEC thereunder. In addition, the Company must comply with the

corporate governance and listing standards of the NASDAQ Stock Market to maintain the listing of its common stock on the exchange. These standards include rules relating to a listed company's board of directors, audit committees and independent director oversight of executive compensation, the director nomination process, a code of conduct and shareholder meetings.

The SEC has adopted certain proxy disclosure rules regarding executive compensation and corporate governance, with which the Corporation must comply. They include: (i) increased disclosure as it relates to stock and option award compensation; (ii) disclosure regarding any potential conflict of interest of any compensation consultants of the Corporation; (iii) enhanced disclosure regarding compensation committee independence and experience, qualifications, skills and diversity of its directors and any director nominees; (iv) "say-on-pay" disclosure; and (v) information relating to the leadership structure of the Corporation's board of directors and the board's role in the risk management process. Additionally, these rules require the Corporation to report the voting results of annual meetings in a much more timely manner on Form 8-K, rather than on a quarterly or annual report.

Sarbanes-Oxley Act of 2002

The Corporation is also subject to the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). The Sarbanes-Oxley Act revised the laws affecting public companies' corporate governance, accounting obligations, and corporate reporting by: (i) creating a new federal accounting oversight body; (ii) revamping auditor independence rules; (iii) enacting new corporate responsibility and governance measures; (iv) enhancing disclosures by public companies, their directors, and their executive officers; (v) strengthening the powers and resources of the SEC; and (vi) imposing new criminal and civil penalties for securities fraud and related wrongful conduct.

The SEC has adopted regulations under the Sarbanes-Oxley Act, including: (i) executive compensation disclosure rules; (ii) standards of independence for directors who serve on the Corporation's audit committee; (iii) disclosure requirements as to whether at least one member of the Corporation's audit committee qualifies as a "financial expert" as defined in the SEC regulations; (iv) whether the Corporation has adopted a code of ethics applicable to its chief executive officer, chief financial officer, or those persons performing similar functions; (v) and disclosure requirements regarding the operations of board nominating committees and the means, if any, by which security holders may communicate with directors.

Capital Adequacy

The Corporation is subject to capital adequacy guidelines of the Federal Reserve. The guidelines apply on a consolidated basis and require bank holding companies to maintain a minimum ratio of Tier 1 capital to total assets (or "leverage ratio") of 4%. For the most highly rated bank holding companies, the minimum ratio is 3%. The Federal Reserve capital adequacy guidelines also require bank holding companies to maintain a minimum ratio of Tier 1 capital to risk-weighted assets of 4% and a minimum ratio of qualifying total capital to risk-weighted assets of 8%. Any bank holding company whose capital does not meet the minimum capital adequacy guidelines is considered to be undercapitalized, and is required to submit an acceptable plan to the Federal Reserve for achieving capital adequacy. In addition, an undercapitalized company's ability to pay dividends to its shareholders and expand its lines of business through the acquisition of new banking or non-banking subsidiaries also could be restricted by the Federal Reserve. The Federal Reserve may set higher minimum capital requirements for bank holding companies where circumstances warrant, such as companies anticipating significant growth or facing unusual risks. As of December 31, 2012, the Corporation was in compliance with all minimum capital requirements. The Federal Reserve has not advised the Corporation that it is subject to any special capital requirements.

The Bank is subject to leverage and risk-based capital requirements and minimum capital guidelines of the Federal Reserve that are similar to those applicable to the Corporation. As of December 31, 2012, the Bank was in compliance with all minimum capital requirements.

Support of Subsidiary Banks

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), discussed in the section of this document entitled “Additional Important Legislation and Regulation”, codifies the Federal Reserve’s longstanding policy of requiring bank holding companies to act as a source of financial and managerial strength to their subsidiary banks, as a statutory requirement. Under this requirement, the Corporation is expected to commit resources to support its banking subsidiaries, including at times when it may not be advantageous for the Corporation to do so.

The Bank

General

The Bank is a commercial bank chartered under the laws of New York State and is supervised by the NYSDFS. The Bank also is a member bank of the Federal Reserve System and, therefore, the Federal Reserve serves as its primary federal regulator. The Federal Deposit Insurance Corporation ("FDIC") insures the Bank's deposit accounts up to applicable limits. The Bank must file reports with the Federal Financial Institution Examination Council ("FFIEC"), the Federal Reserve and the FDIC concerning its activities and financial condition and must obtain regulatory approval before commencing certain activities or engaging in transactions such as mergers and other business combinations or the establishment, closing, purchase or sale of branch offices. This regulatory structure gives the regulatory authorities extensive discretion in the enforcement of laws and regulations and the supervision of the Bank.

Loans to One Borrower

The Bank generally may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. Up to an additional 10% of unimpaired capital and surplus can be lent if the additional amount is fully secured by readily marketable collateral. At December 31, 2012, the Bank's legal lending limit on loans to one borrower was $19.4 million for loans not fully secured by readily marketable collateral and $21.4 million for loans secured by readily marketable collateral. The Bank's internal limit on loans is set at $15.0 million. At that date, the Bank did not have any loans or agreements to extend credit to a single or related group of borrowers in excess of its legal lending limit.

Branching

Subject to the approval of the NYSDFS, New York chartered commercial banks may establish branch offices anywhere within New York State, except in communities having populations of less than 50,000 inhabitants in which another New York chartered commercial bank or a national bank has its principal office. Additionally, under the Dodd-Frank Act, state chartered banks may generally branch into other states to the same extent as commercial banks chartered under the laws of that state may branch.

Payment of Dividends

The Bank is subject to substantial regulatory restrictions relating to its ability to pay dividends to the Corporation. Under Federal Reserve and NYSDFS regulations, the Bank may not pay a dividend without prior approval of the Federal Reserve and the NYSDFS if the total amount of all dividends declared during such calendar year, including the proposed dividend, exceeds the sum of its retained net income to date during the calendar year and its retained net income over the preceding two calendar years. As of December 31, 2012, approximately $11.0 million was available for the payment of dividends by the Bank to the Corporation without prior approval, after giving effect to the payment of dividends in the fourth quarter of 2012. The Bank's ability to pay dividends also is subject to the Bank being in compliance with regulatory capital requirements. The Bank is currently in compliance with these requirements.

Federal Reserve System

All depository institutions must maintain with a Federal Reserve Bank reserves against their transaction accounts (primarily checking, NOW, and Super NOW accounts) and nonpersonal time accounts. As of December 31, 2012, the Bank was in compliance with applicable reserve requirements. In all years preceding 2008, these reserves were maintained as vault cash or noninterest-bearing accounts, thereby reducing the Bank's earnings potential. In the fourth

quarter of 2008, the Federal Reserve Banks announced that they would begin to pay interest on member banks' required reserve balances, as well as excess reserve balances.

Standards for Safety and Soundness

The Federal Reserve has adopted guidelines prescribing safety and soundness standards. These guidelines establish general standards relating to capital adequacy, asset quality, management, earnings performance, liquidity and sensitivity to market risk. In evaluating these safety and soundness standards, the Federal Reserve also evaluates internal controls and information systems, internal audit systems, loan documentation, credit underwriting, exposure to changes in interest rates, asset growth, compensation, fees, and benefits. In general, the guidelines require appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The Federal Reserve may order an institution that has been given notice that it is not satisfying these safety and soundness standards to submit a compliance plan, and if an institution fails to do so, the Federal Reserve must issue an order directing action to correct the deficiency and may issue an order directing other action. If an institution fails to comply with such an order, the Federal Reserve may seek to enforce such order in judicial proceedings and to impose civil money penalties.

Real Estate Lending Standards

The Federal Reserve has adopted guidelines that generally require each Federal Reserve state member bank to establish and maintain written internal real estate lending standards that are consistent with safe and sound banking practices and appropriate to the size of the bank and the nature and scope of its real estate lending activities. The standards also must be consistent with accompanying Federal Reserve guidelines, which include loan-to-value ratios for the different types of real estate loans.

Transactions with Related Parties

The Federal Reserve Act governs transactions between the Bank and its affiliates, including the Corporation and CFS Group, Inc. In general, an affiliate of the Bank is any company that controls, is controlled by, or is under common control with the Bank. Generally, the Federal Reserve Act limits the extent to which the Bank or its subsidiaries may engage in “covered transactions” with any one affiliate to 10% of the Bank’s capital stock and surplus, and contains an aggregate limit of 20% of capital stock and surplus for covered transactions with all affiliates. Covered transactions include loans, asset purchases, the issuance of guarantees, and similar transactions. The Bank's loans to insiders must be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features. The loans are also subject to maximum dollar limits and must generally be approved by the Board.

Deposit Insurance

The FDIC insures the deposits of the Bank up to regulatory limits and the deposits are subject to the deposit insurance premium assessments of the Deposit Insurance Fund ("DIF"). The FDIC currently maintains a risk-based assessment system under which assessment rates vary based on the level of risk posed by the institution to the DIF. The assessment rate may, therefore, change after any of these measurements change.

The FDIC has adopted a final rule making certain changes to the deposit insurance assessment system. Among other things, the rule revised the assessment rate schedule effective April 1, 2011, and adopted additional rate schedules that will go into effect when the DIF reserve ratio reaches various milestones. The rule changed the deposit insurance assessment system from one that was based on domestic deposits to one that is based on average consolidated total assets minus average tangible equity. In addition, the rule provides that FDIC dividend payments will be suspended if the DIF reserve ratio exceeds 1.5 percent but that assessment rates will decrease when the DIF reserve ratio reaches certain thresholds.

All institutions with deposits insured by the FDIC are required to pay assessments to fund interest payments on bonds issued by the Financing Corporation ("FICO"), an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. These assessments will continue until the FICO bonds mature in 2017. The FDIC's FICO assessment authority is separate from its authority to assess risk-based premiums for deposit insurance. The FICO assessment rate is adjusted quarterly to reflect changes in the assessment bases of the fund and is not risk-based by institution. The FICO assessment rate for the first quarter of 2013, due December 31, 2012, was .004% of insured deposits.

Federal Home Loan Bank

The Bank is also a member of the FHLB, which provides a central credit facility primarily for member institutions for home mortgage and neighborhood lending. The Bank is subject to the rules and requirements of the FHLB, including the requirement to acquire and hold shares of capital stock in the FHLB. The Bank was in compliance with the rules and requirements of the FHLBNY at December 31, 2012.

Community Reinvestment Act

Under the federal Community Reinvestment Act (the “CRA”), the Bank, consistent with its safe and sound operation, must help meet the credit needs of its entire community, including low and moderate income neighborhoods. The Federal Reserve periodically assesses the Bank's compliance with CRA requirements. The Bank received an "outstanding" rating for CRA on its last performance evaluation conducted by the Federal Reserve as of May 29, 2012.

Fair Lending and Consumer Protection Laws

The Bank must also comply with the federal Equal Credit Opportunity Act and the New York Executive Law, which prohibit creditors from discrimination in their lending practices on bases specified in these statutes. In addition, the Bank is subject to a number of federal statutes and regulations implementing them, which are designed to protect the general public, borrowers, depositors, and other customers of depository institutions. These include the Bank Secrecy Act, the Truth in Lending Act, the Home Ownership and Equity Protection Act, the Truth in Savings Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Electronic Funds Transfers Act, the Fair Credit Reporting Act, the Right to Financial Privacy Act, the Expedited Funds Availability Act, the Flood Disaster Protection Act, the Fair Debt Collection Practices Act, Helping Families Save Their Homes Act, and the Consumer Protection for Depository Institutions Sales of Insurance regulation. The Federal Reserve and, in some instances, other regulators, including the U.S. Department of Justice, the Federal Trade Commission (“FTC”), the Consumer Financial Protection Bureau (“CFPB”) and state Attorneys General, may take enforcement action against institutions that fail to comply with these laws.

Prohibitions Against Tying Arrangements

Subject to some exceptions, the BHCA and Federal Reserve regulations prohibit banks from extending credit to or offering any other service, or fixing or varying the consideration for such extension of credit or service, on the condition that the customer obtain some additional service from the bank or its affiliates or not obtain services of a competitor of the bank.

Privacy Regulations

Federal Reserve regulations generally require the Bank to disclose its privacy policy. The policy must identify with whom the Bank shares its customers’ “nonpublic personal information,” at the time of establishing the customer

relationship and annually thereafter. In addition, the Bank must provide its customers with the ability to “opt out” of having their personal information shared with unaffiliated third parties and not to disclose account numbers or access codes to non-affiliated third parties for marketing purposes. The Bank’s privacy policy complies with Federal Reserve regulations.

The USA PATRIOT Act

The Bank is subject to the USA PATRIOT Act, which gives the federal government powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing, and broadened anti-money laundering requirements. The USA PATRIOT Act imposes affirmative obligations on financial institutions, including the Bank, to establish anti-money laundering programs which require: (i) the establishment of internal policies, procedures, and controls; (ii) the designation of an anti-money laundering compliance officer; (iii) ongoing employee training programs; and (iv) an independent audit function to test the anti-money laundering program. The Federal Reserve must consider the Bank’s effectiveness in combating money laundering when ruling on merger and other applications.

CFS Group, Inc.

CFS Group, Inc. is subject to supervision by other regulatory authorities as determined by the activities in which it is engaged. Insurance activities are supervised by the NYSDFS, and brokerage activities are subject to supervision by the SEC and the Financial Industry Regulatory Authority ("FINRA").

Additional Important Legislation and Regulation

The Dodd-Frank Act

The Dodd-Frank Act, enacted on July 21, 2010, significantly changed the bank regulatory landscape and has impacted and will continue to impact the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare various studies and reports for Congress.

The Dodd-Frank Act directs the federal banking agencies to establish minimum leverage and risk-based capital requirements for insured depository institutions and bank holding companies with assets greater than $500 million, among others, that should be no lower than the minimum requirements applicable to banks as of the date of enactment of the Dodd-Frank Act. On June 14, 2011, the Federal Reserve, along with other federal banking supervisors, issued a final rule implementing the minimum leverage and risk-based capital requirements. The Dodd-Frank Act also directs the appropriate federal banking supervisors, subject to FFIEC recommendations, to develop capital requirements for all insured depository institutions, depository institution holding companies and systemically important non-bank financial companies to address systemically risky activities.

As noted above, the Dodd-Frank Act broadened the base for FDIC insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution. The Dodd-Frank Act also permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to $250,000 per depositor per insured institution, retroactive to January 1, 2008, and provided qualifying non-interest bearing transaction accounts with unlimited deposit insurance through December 31, 2012. Beginning January 1, 2013, non-interest bearing transaction accounts will no longer be insured separately from depositors’ other accounts at the same insured institution.

The Dodd-Frank Act requires publicly traded companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments. The legislation also authorizes the SEC to promulgate rules that would allow stockholders to nominate their own candidates using the company’s proxy materials. Additionally, the Dodd-Frank Act directs the federal banking regulators to promulgate rules requiring the reporting of incentive-based compensation and prohibiting excessive incentive-based compensation paid to executives of depository institutions and their holding companies with assets in excess of $1.0 billion. In April 2011, the Federal

Reserve, along with other federal banking supervisors, issued a joint notice of proposed rulemaking implementing those requirements.

The Dodd-Frank Act created the CFPB, with wide-ranging powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over all banks and savings institutions with more than $10 billion in assets. The Dodd-Frank Act also weakened the federal preemption rules that have been applicable to national banks and federal savings associations, and gives state attorneys general certain powers to enforce federal consumer protection regulations.

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

Basel III Amendments to Capital Adequacy Requirements

In December 2010, the Basel Committee, a group of bank regulatory supervisors from around the world, released its final framework for strengthening international capital and liquidity regulation, now officially identified by the Basel Committee as “Basel III.” Basel III, when implemented by the U.S. bank regulatory agencies and fully phased-in, will require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. The Basel III final capital framework, among other things:

- introduces as a new capital measure “Common Equity Tier 1”, or “CET1”, specifies that Tier 1 capital consists of CET1 and “Additional Tier 1 capital” instruments meeting specified requirements, defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital, and expands the scope of the adjustments as compared to existing regulations;
- when fully phased in on January 1, 2019, requires banks to maintain:
  - as a newly adopted international standard, a minimum ratio of CET1 to risk-weighted assets of at least 4.5 percent, plus a 2.5 percent “capital conservation buffer” (which is added to the 4.5 percent CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7 percent);
  - a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0 percent, plus the capital conservation buffer (which is added to the 6.0 percent Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5 percent upon full implementation);
  - a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0 percent, plus the capital conservation buffer (which is added to the 8.0 percent total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5 percent upon full implementation);
  - as a newly adopted international standard, a minimum leverage ratio of 3.0 percent, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (as the average for each quarter of the month-end ratios for the

quarter); and

- provides for a “countercyclical capital buffer”, generally to be imposed when national regulators determine that excess aggregate credit growth becomes associated with a buildup of systemic risk, that would be a CET1 add-on to the capital conservation buffer in the range of 0 percent to 2.5 percent when fully implemented (potentially resulting in total buffers of between 2.5 percent and 5 percent).

The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The implementation of the Basel III final framework will commence January 1, 2013. On that date, banking institutions will be required to meet the following minimum capital ratios:

- 3.5 percent CET1 to risk-weighted assets;
- 4.5 percent Tier 1 capital to risk-weighted assets; and
- 8.0 percent Total capital to risk-weighted assets.

The Basel III final framework provides for a number of new deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10 percent of CET1 or all such categories in the aggregate exceed 15 percent of CET1.

Implementation of the deductions and other adjustments to CET1 will begin on January 1, 2014 and will be phased-in over a five-year period (20 percent per year). The implementation of the capital conservation buffer will begin on January 1, 2016 at 0.625 percent and be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5 percent on January 1, 2019).

The Dodd-Frank Act requires the Federal Reserve to adopt regulations imposing a continuing “floor” of the Basel I-based capital requirements in cases where the Basel II-based capital requirements and any changes in capital regulations resulting from Basel III otherwise would permit lower requirements. In June 2011, the Federal Reserve finalized regulations implementing this requirement.

Given that the Basel III rules are subject to implementation and change and the scope and content of capital regulations that U.S. federal banking agencies may adopt under the Dodd-Frank Act is uncertain, the Corporation cannot be certain of the impact new capital regulations will have on its capital ratios.

The U.S. banking agencies had indicated informally that they expect to propose regulations implementing Basel III in early 2012. On November 9, 2012, the Federal Reserve, the FDIC and the Office of the Comptroller of the Currency issued a press release stating that they “do no expect” that any of the new regulatory capital rules they had proposed to implement pursuant to Basel III would become effective on January 1, 2013. While this statement from the U.S. banking regulators effectively delays the implementation of the Basel III capital rules for U.S. banks, the U.S. banking regulators also stated that they “take seriously [their] internationally agreed timing commitments regarding the implementation of Basel III and are working expeditiously as possible to complete the rulemaking process.”

Gramm-Leach-Bliley Act

Under the privacy and data security provisions of the Financial Modernization Act of 1999, also known as the Gramm-Leach-Bliley Act ("GLB Act"), and rules promulgated thereunder, all financial institutions, including the Corporation, the Bank and CFS Group, Inc., are required to establish policies and procedures to restrict the sharing of nonpublic customer data with nonaffiliated parties at the customer's request and to protect customer data from unauthorized access. In addition, the Fair Credit Reporting Act ("FCRA"), as amended by the Fair and Accurate Credit Transactions Act of 2003 ("FACT Act"), includes many provisions affecting the Corporation, Bank, and/or CFS Group, Inc., including provisions concerning obtaining consumer reports, furnishing information to consumer reporting agencies, maintaining a program to prevent identity theft, sharing of certain information among affiliated companies, and other provisions. For instance, FCRA requires persons subject to FCRA to notify their customers if they report negative information about them to a credit bureau or if they are granted credit on terms less favorable than those generally available. The Federal Reserve and the FTC have extensive rulemaking authority under the FACT Act, and the Corporation and the Bank are subject to the rules that have been promulgated by the Federal Reserve and FTC thereunder, including recent rules regarding limitations on affiliate marketing and implementation of programs to identify, detect and mitigate the risk of identity theft through red flags. The Corporation has developed policies and procedures for itself and its subsidiaries to maintain compliance and believes it is in compliance with all privacy, information sharing and notification provisions of the GLB Act and FCRA.

The GLB Act and FCRA also impose requirements regarding data security and the safeguarding of customer information. The Bank is subject to the Interagency Guidelines Establishing Information Security Standards ("Security Guidelines"), which implement section 501(b) of the GLB Act and section 216 of the FACT Act. The Security Guidelines establish standards relating to administrative, technical, and physical safeguards to ensure the security, confidentiality, integrity and the proper disposal of customer information. The Bank believes it is in compliance with all such standards.

ITEM 1A. RISK FACTORS

The Corporation’s business is subject to many risks and uncertainties. Although the Corporation seeks ways to manage these risks and develop programs to control those that management can, the Corporation ultimately cannot predict the extent to which these risks and uncertainties could affect results. Actual results may differ materially from management's expectations. The material risks and uncertainties that management believes affect the Corporation are discussed below. You should consider all of the following risks together with all of the other information in this Annual Report on Form 10-K.

Economic conditions may adversely affect the Corporation’s financial performance.

As a consequence of the economic slowdown that the United States experienced, business activity across a wide range of industries continues to face serious difficulties due to reduced consumer spending, the weakened financial condition of some borrowers and employment levels. A continued weakness or further weakening in business and economic conditions generally or specifically in the principal markets in which the Corporation does business could have one or more of the following adverse effects on the Corporation’s business: (i) a decrease in the demand for loans and other products and services; (ii) a decrease in the value of the Corporation’s loans or other assets secured by consumer or commercial real estate; (iii) an impairment of certain of the Corporation’s intangible assets, such as goodwill; and (iv) an increase in the number of borrowers and counterparties who become delinquent, file for protection under bankruptcy laws or default on their loans or other obligations to the Corporation. Additionally, in light of economic conditions, the Corporation’s ability to assess the creditworthiness of its customers may be impaired if the models and approaches that it uses to select, manage and underwrite loans become less predictive of future behaviors. Further, competition in the Corporation’s industry may intensify as a result of consolidation of financial

services companies in response to current market conditions and the Corporation may face increased regulatory scrutiny which may increase its costs and limit its ability to pursue business opportunities.

Commercial real estate and business loans increase the Corporation's exposure to credit risks.

At December 31, 2012, the Corporation's portfolio of commercial real estate and business loans totaled $454 million or 50.8% of total loans. The Corporation's plans are to continue to emphasize the origination of these types of loans, which generally expose the Corporation to a greater risk of nonpayment and loss than residential real estate or consumer loans because repayment of commercial real estate and business loans often depends on the successful operations and income stream of the borrower's business. Additionally, such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to residential real estate and consumer loans. Also, some of the Corporation's borrowers have more than one commercial loan outstanding. Consequently, an adverse development with respect to one loan or one credit relationship can expose the Corporation to a significantly greater risk of loss compared to an adverse development with respect to residential real estate and consumer loans. The Corporation targets its business lending and marketing strategy towards small to medium-sized businesses. These small to medium-sized businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities. If general economic conditions negatively impact these businesses, the Corporation's results of operations and financial condition may be adversely affected.

Increases to the allowance for loan losses may cause the Corporation's earnings to decrease.

The Corporation's customers may not repay their loans according to the original terms, and the collateral securing the payment of those loans may be insufficient to pay any remaining loan balance. Hence, we may experience significant loan losses, which could have a material adverse effect on our operating results. Management makes various assumptions and judgments about the collectability of its loan portfolio, including the creditworthiness of its borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. In determining the amount of the allowance for credit losses, management relies on loan quality reviews, past loss experience, and an evaluation of economic conditions, among other factors. If these assumptions prove to be incorrect, the allowance for loan losses may not be sufficient to cover losses inherent in the Corporation's loan portfolio, resulting in additions to the allowance. Material additions to the allowance would materially decrease net income.

The Corporation's emphasis on the origination of commercial loans is one of the more significant factors in evaluating its allowance for credit losses. As the Corporation continues to increase the amount of these loans, additional or increased provisions for loan losses may be necessary, which could result in a decrease in earnings.

Bank regulators periodically review the Corporation's allowance for loan losses and may require the Corporation to increase its provision for loan losses or loan charge-offs. Any increase in the allowance for loan losses or loan charge-offs as required by these regulatory authorities could have a material adverse effect on our results of operations and/or financial condition.

Changes in interest rates could adversely affect the Corporation's results of operations and financial condition.

The Corporation's results of operations and financial condition are significantly affected by changes in interest rates. Our financial results depend substantially on net interest income, which is the difference between the interest income that we earn on interest-earning assets and the interest expense paid on interest-bearing liabilities. If the Corporation's interest-earning assets mature or reprice more quickly than its interest-bearing liabilities in a given period as a result of decreasing interest rates, net interest income may decrease. Likewise, net interest income may decrease if interest-bearing liabilities mature or reprice more quickly than interest-earning assets in a given period as a result of increasing interest rates. The Corporation has taken steps to mitigate this risk, such as holding fewer longer-term residential mortgages, as well as investing excess funds in shorter-term investments.

Changes in interest rates also affect the fair value of the Corporation's interest-earning assets and, in particular, its investment securities available for sale. Generally, the fair value of investment securities fluctuates inversely with changes in interest rates. Decreases in the fair value of investment securities available for sale, therefore, could have an adverse effect on our shareholders' equity or earnings if the decrease in fair value is deemed to be other than temporary.

Changes in interest rates may also affect the average life of loans and mortgage-related securities. Decreases in interest rates can result in increased prepayments of loans and mortgage-related securities, as borrowers refinance to reduce borrowing costs. Under these circumstances, the Corporation is subject to reinvestment risk to the extent that it is unable to reinvest the cash received from such prepayments at rates that are comparable to the rates on its existing loans and securities. Additionally, increases in interest rates may decrease loan demand and make it more difficult for borrowers to repay adjustable rate loans.

Strong competition within our industry and market area could limit the Corporation's growth and profitability.

The Corporation faces substantial competition in all phases of its operations from a variety of different competitors. Future growth and success will depend on the ability to compete effectively in this highly competitive environment. The Corporation competes for deposits, loans and other financial services with a variety of banks, thrifts, credit unions and other financial institutions as well as other entities which provide financial services. Some of the financial institutions and financial services organizations with which we compete are not subject to the same degree of regulation as the Corporation. Many competitors have been in business for many years, have established customer bases, are larger, and have substantially higher lending limits. The financial services industry is also likely to become more competitive as further technological advances enable more companies to provide financial services. These technological advances may diminish the importance of depository institutions and other financial intermediaries in the transfer of funds between parties.

The Corporation's growth strategy may not prove to be successful and our market value and profitability may suffer.

As part of the Corporation's strategy for continued growth, we may open additional branches. New branches do not initially contribute to operating profits due to the impact of overhead expenses and the start-up phase of generating loans and deposits. To the extent that additional branches are opened, the Corporation may experience the effects of higher operating expenses relative to operating income from the new operations, which may have an adverse effect on the Corporation's levels of net income, return on average equity and return on average assets.

In addition, the Corporation may acquire banks and related businesses that it believes provide a strategic fit with its business, such as the 2011 acquisition of Fort Orange Financial Corp. To the extent that the Corporation grows through acquisitions, it cannot provide assurance that such strategic decisions will be accretive to earnings.

Compliance with the Dodd-Frank Act may increase the Corporation's costs of operations and adversely affect the Corporation's earnings and financial condition.

The Dodd-Frank Act represents a significant overhaul of the CFPB as 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. While regulators have adopted a number of new rules required by the Dodd-Frank Act, others have not been proposed or if proposed, not been adopted in final form. The Corporation cannot be certain when final rules affecting it will be issued through such rulemakings, and what the specific 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 the Corporation's ability to conduct business. The Corporation will have to apply resources to ensure that it is in compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase the Corporation's costs of operations and adversely impact its earnings.

The Corporation operates in a highly regulated environment and may be adversely affected by changes in laws and regulations.

Currently, the Corporation and its subsidiaries are subject to extensive regulation, supervision, and examination by regulatory authorities. For example, the Corporation is regulated by the Federal Reserve and the Bank is regulated by the Federal Reserve, the FDIC and the NYSDFS. Such regulators govern the activities in which the Corporation and its subsidiaries may engage. These regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the imposition of restrictions on the operation of a bank, the classification of assets by a bank, and the adequacy of a bank's allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, or legislation, could have a material impact on the Corporation and its operations. The Corporation believes that it is in substantial compliance with applicable federal, state and local laws, rules and regulations. Because our business is highly regulated, the laws, rules and applicable regulations are subject to regular modification and change. There can be no assurance that proposed laws, rules and regulations, or any other law, rule or regulation, will not be adopted in the future, which could make compliance more difficult or expensive or otherwise adversely affect our business, financial condition or prospects.

The Corporation is a holding company and depends on its subsidiaries for dividends, distributions and other payments.

The Corporation is a legal entity separate and distinct from the Bank and other subsidiaries. Its principal source of cash flow, including cash flow to pay dividends to its shareholders, is dividends from the Bank. There are statutory and regulatory limitations on the payment of dividends by the Bank to the Corporation, as well as by the Corporation to its shareholders. Federal Reserve regulations affect the ability of the Bank to pay dividends and other distributions and to make loans to the Corporation. If the Bank is unable to make dividend payments to the Corporation and sufficient capital is not otherwise available, we may not be able to make dividend payments to our common shareholders.

The Corporation holds certain intangible assets that could be classified as impaired in the future. If these assets are considered to be either partially or fully impaired in the future, our earnings and the book values of these assets would decrease.

The Corporation is required to test its goodwill and core deposit intangible assets for impairment on a periodic basis. The impairment testing process considers a variety of factors, including the current market price of its common stock, the estimated net present value of its assets and liabilities, and information concerning the terminal valuation of similarly situated insured depository institutions. If an impairment determination is made in a future reporting period, our earnings and the book value of these intangible assets would be reduced by the amount of the impairment. If an impairment loss is recorded, it will have little or no impact on the tangible book value of our common shares or our regulatory capital levels, but such an impairment loss could significantly restrict the Bank from paying a dividend to the Corporation.

We may not be able to attract and retain skilled people.

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most activities in which we engage can be intense and we may not be able to hire people or to retain them. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on the business because we would lose the employees' skills, knowledge of the market, and years of industry experience and may have difficulty promptly finding qualified replacement personnel.

Our controls and procedures may fail or be circumvented, which may result in a material adverse effect on our business.

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

The Corporation continually encounters technological change and the failure to understand and adapt to these changes could adversely affect our business.

The banking industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. The Corporation's future success will depend, in part, on the ability to address the needs of customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in operations. Many competitors have substantially greater resources to invest in technological improvements. There can be no assurance that the Corporation will be able to effectively implement new technology-driven products and services or be successful in marketing such products and services to customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

The Corporation is subject to security and operational risks relating to its use of technology.

Despite instituted safeguards, the Corporation cannot be certain that all of its systems are entirely free from vulnerability to attack or other technological difficulties or failures. The Corporation relies on the services of a variety of vendors to meet its data processing and communication needs. If information security is breached or other technology difficulties or failures occur, information may be lost or misappropriated, services and operations may be interrupted and the Corporation could be exposed to claims from customers. Any of these results could have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

Provisions of our certificate of incorporation, bylaws, as well as New York law and certain banking laws, could delay or prevent a takeover of us by a third party.

Provisions of the Corporation’s certificate of incorporation and bylaws, New York law, and state and federal banking laws, including regulatory approval requirements, could delay, defer or prevent a third party from acquiring the Corporation, despite the possible benefit to the Corporation’s shareholders, or otherwise adversely affect the market price of the Corporation’s common stock. These provisions include: a two-thirds affirmative vote of all outstanding shares of Corporation stock for certain business combinations; a supermajority shareholder vote of 75% of outstanding stock for business combinations involving 10% shareholders; the election of directors to staggered terms of three years; and advance notice requirements for nominations for election to the Corporation’s board of directors and for proposing matters that shareholders may act on at a shareholder meeting. In addition, the Corporation is subject to New York law, which among other things prohibits the Corporation from engaging in a business combination with any interested stockholder for a period of five years from the date the person became an interested stockholder unless certain conditions are met. These provisions may discourage potential takeover attempts, discouraging bids for the Corporation’s common stock at a premium over market price or adversely affect the market price of, and the voting and other rights of the holders of the Corporation’s common stock. These provisions could also discourage proxy contests and make it more difficult for shareholders to elect directors other than candidates nominated by the Board.

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

The business strategy of the Corporation has included and may continue to include growth through acquisition from time to time. Any future acquisitions will be accompanied by the risks commonly encountered in acquisitions. These risks may include, among other things: our ability to realize anticipated cost savings, the difficulty of integrating operations and personnel, the loss of key employees, the potential disruption of our or the acquired company's ongoing business in such a way that could result in decreased revenues, the inability of our management to maximize our financial and strategic position, the inability to maintain uniform standards, controls, procedures and policies, and the impairment of relationships with the acquired company's employees and customers as a result of changes in ownership and management.

Severe weather and other natural disasters can affect the Corporation's business.

Our main office and our branch offices can be affected by natural disasters such as severe storms and flooding. These kinds of events could interrupt our operations, particularly our ability to deliver deposit and other retail banking services to our customers and as a result, our business could suffer serious harm. While we maintain adequate insurance against property and casualty losses arising from most natural disasters, and we have successfully overcome the challenges caused by past flooding in Central New York, there can be no assurance that we will be as successful if and when disasters occur.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Corporation and the Bank currently conduct all their business activities from the Bank's main office in Elmira, New York, 27 full-service branch locations in a nine county area, owned office space adjacent to the Bank's main office in Elmira, New York and ten off-site automated teller facilities ("ATMs"), all of which are located on leased property. The main office is a six-story structure located at One Chemung Canal Plaza, Elmira, New York, in the downtown business district. The main office consists of approximately 59,342 square feet of space, of which 745 square feet is occupied by the Corporation's subsidiary CFS Group, with the remaining 58,597 square feet entirely occupied by the Bank. The combined square footage of the 28 branch banking facilities totals approximately 122,053 square feet. The office building adjacent to the main office was acquired in 1995 and consists of approximately 33,186 square feet of which 30,766 square feet are occupied by operating departments of the Bank and 2,420 square feet are leased. The leased automated teller facility spaces total approximately 500 square feet. The Bank operates eleven of its facilities (Bath, Binghamton, Clifton Park, Community Corners, Herkimer WMG Office, Latham, Oakdale Mall, Slingerlands, Tioga, Vestal, Washington Ave, and Wolf Rd Offices) and ten ATM's (Collegetown Bagels, Corning Community College, Elmira College, Elmira/Corning Regional Airport, E-Z Food Mart, Hardinge Inc., Ithaca College, Lansing Market, Schuyler Hospital, and Quality Beverage) under lease arrangements. The rest of its offices, including the main office and the adjacent office building, are owned by the Bank. All properties owned or leased by the Bank are considered to be in good condition.

The Corporation holds no real estate in its own name.

ITEM 3. LEGAL PROCEEDINGS

The Bank is a party in two legal proceedings involving its Wealth Management Group Services. In both proceedings, the Bank, as trustee pursuant to written trust instruments, has sought judicial settlement of trust accounts in the New York Surrogate's Court for Chemung County. Individuals who are beneficiaries under the trusts have filed formal objections and/or demand letters with the Court in both of these accounting proceedings, objecting to the final settlement of the trust accounts. The objectants primarily assert that the Bank acted imprudently by failing to diversify the trusts' investments and they claim $9.6 million and $24.1 million, consisting of damages and disallowed trustee's commissions, plus unspecified legal fees in the respective proceedings. These proceedings are pending in the Surrogate's Court and are now in the discovery phase. While the outcome of litigation is not predictable, the Bank believes that the claims are without merit and is vigorously defending them.

In the normal course of business, there are various outstanding claims and legal proceedings involving the Corporation or its subsidiaries. Except for the above matter, we believe that we are not a party to any pending legal, arbitration, or regulatory proceedings that could have a material adverse impact on our financial results or liquidity

ITEM 4. MINE SAFETY DISCLOSURES

None

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Corporation's stock is traded on the NASDAQ Global Market under the symbol “CHMG”.

The table below shows the price ranges for the Corporation’s common stock during each of the indicated quarters, except for the fourth quarter of 2012. Prior to November 16, 2012, the information is based upon actual transactions reported by brokerage firms that maintain a market for the Corporation’s common stock and other transactions known to management. On November 14, 2012, the Corporation filed a Form 8-K with the SEC announcing that shares of its common stock would begin trading on the NASDAQ Global Market effective with the opening of trading on November 16, 2012. Since November 16, 2012, through December 31, 2012, the information is based upon the high and low sales prices reported by the NASDAQ Global Market.

Common Stock Market Prices and Dividends Paid
During the Past Two Years

December 31, 2012		High		Low		Dividends
4th Quarter	$	32.50	$	23.51	$	0.50
3rd Quarter		25.70		23.55		0.25
2nd Quarter		25.99		24.76		0.25
1st Quarter		26.00		22.65		0.25
December 31, 2011						
4th Quarter	$	23.75	$	22.50	$	0.25
3rd Quarter		24.00		22.95		0.25
2nd Quarter		26.00		22.50		0.25
1st Quarter		26.75		21.77		0.25

Under New York law, the Corporation may pay dividends on our common stock either: (i) out of surplus, so that the Corporation’s net assets remaining after such payment equal the amount of its stated capital, or (ii) if 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. Our payment of dividends on our common stock is dependent, in large part, upon receipt of dividends from the Bank, which is subject to certain restrictions which may limit its ability to pay us dividends. See Item 1, “Business – Regulation and Supervision-The Bank-Payment of Dividends” for an explanation of legal limitations on the Bank’s ability to pay dividends.

As of February 28, 2013, there were 1,325 registered holders of record of the Corporation's stock, which includes 700 Non Objecting Beneficial Owners (“NOBO”) shares held in street name.

The table below sets forth the information with respect to purchases made by the Corporation of our common stock during the quarter ended December 31, 2012:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans	Maximum number of shares that may yet be purchased under the plans or

				or programs	programs
10/1/12-10/31/12	2,200	$	24.13	2,200	21,436
11/1/12-11/30/12 (1)	148	$	24.75	148	-
12/1/12-12/31/12	-	$	-	-	125,000
Quarter ended 12/31/12	2,348	$	24.17	2,348	125,000

(1) On December 19, 2012, the Corporation's Board of Directors approved a stock repurchase plan authorizing the purchase of up to 125,000 shares of the Corporation's outstanding common stock. This plan replaces the plan approved on November 2009, which expired in November 2012. Purchases may be made from time to time on the open-market or in private negotiated transactions and will be at the discretion of management. For the year ending December 31, 2012, a total of 25,468 shares had been purchased under these plans.

STOCK PERFORMANCE GRAPH

The following graph compares the yearly change in the cumulative total shareholder return on the Corporation's common stock against the cumulative total return of the NASDAQ Stock Market (U.S. Companies), NASDAQ Bank Stocks Index and SNL $1B - $5B Bank Index for the period of five years commencing December 31, 2007.

Chemung Financial Corporation

	Period Ending					
Index	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12
Chemung Financial Corporation	100.00	73.40	79.89	92.22	97.08	133.01
NASDAQ Composite	100.00	60.02	87.24	103.08	102.26	120.42
NASDAQ Bank	100.00	78.46	65.67	74.97	67.10	79.64
SNL Bank $1B-$5B	100.00	82.94	59.45	67.39	61.46	75.78

The cumulative total return includes (1) dividends paid and (2) changes in the share price of the Corporation's common stock and assumes that all dividends were reinvested. The above graph assumes that the value of the investment in Chemung Financial Corporation and each index was $100 on December 31, 2007.

The Total Returns Index for NASDAQ Stock Market (U.S. Companies) and Bank Stocks indices were obtained from SNL Financial LC, Charlottesville, VA.

ITEM 6. SELECTED FINANCIAL DATA

The following tables present selected financial data as of and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008. The selected financial data is derived from our audited consolidated financial statements.

The selected financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and related notes.

SUMMARIZED BALANCE SHEET DATA AT DECEMBER 31, (in thousands)	2012	2011	2010	2009	2008
Total assets	$1,248,160	$1,216,260	$958,327	$975,552	$838,318
Loans	893,517	796,915	613,684	595,853	565,185
Investment securities	245,434	289,182	231,260	243,143	199,694
FHLB and FRB stock	4,710	5,509	3,329	3,281	3,155
Deposits	1,044,734	998,493	786,359	801,063	656,909
Securities sold under agreements to repurchase	32,711	37,107	44,775	54,263	63,413
FHLB advances	27,225	43,344	20,000	20,000	20,000
Shareholders' equity	131,115	125,929	97,409	90,086	83,007

SUMMARIZED EARNINGS DATA FOR THE YEARS ENDED DECEMBER 31, (in thousands)		2012		2011		2010		2009		2008
Net interest income	$	46,781	$	43,849	$	34,530	$	33,155	$	30,668
Provision for loan losses		828		958		1,125		2,450		1,450
Net interest income after provision for loan losses	$	45,953	$	42,891		33,405		30,705		29,218
Other operating income:										
Wealth management group fee income		6,827		6,710		10,497		8,089		6,834
Securities gains, net		301		1,108		451		785		589
Trust Preferred impairment		-		(67)		(393)		(2,242)		(803)
Net gains on sales of loans held for sale		484		179		242		259		114
Other income		9,678		9,534		8,848		8,819		10,404
Total other operating income		17,290		17,464		19,645		15,710		17,138
Other operating expenses		46,836		44,784		37,843		39,321		33,968
Income before income tax expense		16,407		15,571		15,207		7,094		12,388
Income tax expense		5,385		5,033		5,105		1,861		4,034
Net income	$	11,022	$	10,538	$	10,102	$	5,233	$	8,354

2012	2011	2010	2009	2008	2007

SELECTED PER SHARE DATA ON SHARES OF COMMON STOCK AT OR FOR THE YEARS ENDED DECEMBER 31,							% Change 2011 To 2012	Compounded Annual Growth 5 Years
Earnings per share (1)	$ 2.38	$ 2.40	$ 2.80	$ 1.45	$ 2.32	$ 2.02	-0.8%	3.3%
Dividends declared	1.00	1.00	1.00	1.00	1.00	0.97	-	0.6%
Tangible book value (2)	22.40	21.07	22.90	20.74	18.96	22.50	6.3%	-0.1%
Market price at 12/31	29.89	22.75	22.30	21.25	20.40	27.25	31.4%	1.9%
Weighted average shares outstanding (in thousands)	4,641	4,383	3,607	3,603	3,594	3,595	5.9%	5.2%

(1) Earnings per share is computed by dividing net income by the weighted average number of common shares outstanding. There is no difference between basic and diluted earnings per share.

(2) Tangible book value is total shareholders’ equity minus goodwill and other intangible assets, net.

SELECTED RATIOS AT OR FOR THE YEARS ENDED DECEMBER 31,	2012	2011	2010	2009	2008
Return on average assets	0.88%	0.90%	1.02%	0.56%	1.00%
Return on average equity	8.41%	8.77%	10.64%	6.13%	9.36%
Dividend yield at year end	4.20%	4.40%	4.48%	4.71%	4.90%
Dividend payout	41.49%	40.96%	34.85%	67.30%	42.07%
Total capital to risk adjusted assets	13.10%	13.28%	14.54%	13.22%	13.58%
Tier I capital to risk adjusted assets	11.68%	11.84%	12.92%	11.61%	11.97%
Tier I leverage ratio	8.74%	8.27%	8.72%	7.89%	8.94%
Average equity to average assets	10.46%	10.23%	9.60%	9.19%	10.65%
Year-end equity to year-end assets ratio	10.50%	10.35%	10.16%	9.23%	9.90%
Loans to deposits	85.53%	79.81%	78.04%	74.38%	86.04%
Allowance for loan losses to total loans	1.17%	1.21%	1.55%	1.67%	1.61%
Allowance for loan losses to non-performing loans (1)	99.21%	46.18%	84.40%	72.20%	200.40%
Adjusted non-performing assets to total assets (2)	0.53%	1.19%	1.18%	0.67%	0.38%
Net interest rate spread	3.89%	3.85%	3.53%	3.49%	3.46%
Net interest margin	4.07%	4.07%	3.81%	3.89%	4.05%
Efficiency ratio (3)	71.99%	71.18%	68.35%	78.40%	68.11%

(1) Non-performing loans are non-accrual loans, non-accrual troubled debt restructurings, accruing troubled debt restructurings and accruing loans past due 90 days or more.
(2) Adjusted non-performing assets are total non-performing assets less accruing troubled debt restructurings and accruing loans past due 90 days or more.
(3) Efficiency ratio is operating expenses adjusted for amortization of intangible assets and stock donations divided by net interest income (before loan losses) plus other operating income adjusted for non-taxable gains on stock donations.

The following tables summarize the Corporation’s unaudited net income and basic earnings per share at each quarter end for the years 2012 and 2011 (in thousands of dollars except per share data):

	2012 Quarter Ended			
UNAUDITED QUARTERLY DATA	Mar. 31	June 30	Sept. 30	Dec. 31
Interest and dividend income	$ 13,540	$ 12,765	$ 13,015	$ 12,756
Interest expense	1,524	1,400	1,240	1,131
Net interest income	12,016	11,365	11,775	11,625
Provision for loan losses	477	52	225	74
Net interest income after provision for loan losses	11,539	11,313	11,550	11,551
Total other operating income	4,897	4,131	4,060	4,202
Total other operating expenses	10,922	11,885	11,393	12,637

Income before income tax expense	5,514	3,559	4,217	3,116
Income tax expense	1,899	1,115	1,383	987
Net Income	$ 3,615	$ 2,444	$ 2,834	$ 2,129
Basic and diluted earnings per share	$ 0.78	$ 0.53	$ 0.61	$ 0.46

	2011 Quarter Ended			
UNAUDITED QUARTERLY DATA	Mar. 31	June 30	Sept. 30	Dec. 31
Interest and dividend income	$ 10,180	$ 13,233	$ 13,593	$ 13,642
Interest expense	1,633	1,782	1,750	1,634
Net interest income	8,547	11,451	11,843	12,008
Provision for loan losses	125	125	583	125
Net interest income after provision for loan losses	8,422	11,326	11,260	11,883
Total other operating income	4,348	4,744	4,328	4,044
Total other operating expenses	10,444	12,201	10,617	11,522
Income before income tax expense	2,326	3,869	4,971	4,405
Income tax expense	661	1,249	1,680	1,443
Net Income	$ 1,665	$ 2,620	$ 3,291	$ 2,962
Basic and diluted earnings per share	$ 0.46	$ 0.57	$ 0.71	$ 0.64

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The purpose of this discussion is to focus on information about the financial condition and results of operations of Chemung Financial Corporation (the "Corporation"). Reference should be made to the accompanying consolidated financial statements and footnotes, and the selected financial data appearing elsewhere in this report for an understanding of the following discussion and analysis.

This discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. The Corporation intends its forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in these sections. All statements regarding the Corporation's expected financial position and operating results, the Corporation's business strategy, the Corporation's financial plans, forecasted demographic and economic trends relating to the Corporation's industry and similar matters are forward-looking statements. These statements can sometimes be identified by the Corporation's use of forward-looking words such as "may," "will," "anticipate," "estimate," "expect," or "intend." The Corporation cannot promise that its expectations in such forward-looking statements will turn out to be correct. The Corporation's actual results could be materially different from expectations because of various factors, including changes in economic conditions or interest rates, credit risk, difficulties in managing the Corporation's growth, competition, changes in law or the regulatory environment, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, and changes in general business and economic trends. Information concerning these and other factors can be found in the Corporation's periodic filings with the Securities and Exchange Commission, including the discussion under the heading "Item 1A. Risk Factors" in this form 10-K. These filings are available publicly on the SEC's web site at http://www.sec.gov, on the Corporation's web site at http://www.chemungcanal.com or upon request from the Corporate Secretary at (607) 737-3746. Except as otherwise required by law, the Corporation undertakes no obligation to publicly update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

The Corporation has been a financial holding company since 2000, and the Bank was established in 1833 and CFS Group, Inc. in 2001. Through the Bank and CFS Group, Inc., the Corporation provides a wide range of financial services, including demand, savings and time deposits, commercial, residential and consumer loans, letters of credit, wealth management services, employee benefit plans, brokerage services and insurance. The Bank relies substantially on a foundation of locally generated deposits.

The parent-only company has minimal results of operations. The Bank derives its income primarily from interest and fees on loans, interest on investment securities, Wealth Management Group fee income and fees received in connection with deposit and other services. The Bank's operating expenses are interest expense paid on deposits and borrowings, salaries and employee benefit plans and general operating expenses.

2012 Highlights

- Net income for 2012 was $11.0 million, or $2.38 per share, compared with $10.5 million, or $2.40 per share, for 2011, an increase of $0.5 million, or 4.6%.

- Returns on average assets and average equity for 2012 were 0.88% and 8.41%, respectively, compared with 0.90% and 8.77%, respectively, for 2011.

- Net interest margin for 2012 was 4.07%, level with 2011.

- The non-performing assets to total assets ratio declined to 1.32% at December 31, 2012, from 1.79% at December 31, 2011. Excluding $5.4 million of accruing troubled debt restructurings and $4.5 million of accruing loans that are 90 days or more past their stated maturity dates, the non-performing assets to total assets ratio was 0.53%.

- Capital remains strong as the year-end equity to year-end assets ratio was 10.50% at December 31, 2012, compared with 10.35% at December 31, 2011.

Critical Accounting Policies, Estimates and Risks and Uncertainties

Critical accounting policies include the areas where the Corporation has made what it considers to be particularly difficult, subjective or complex judgments concerning estimates, and where these estimates can significantly affect the Corporation's financial results under different assumptions and conditions. The Corporation prepares its financial statements in conformity with accounting principles generally accepted in the United States of America. As a result, the Corporation is required to make certain estimates, judgments and assumptions that it believes are reasonable based upon the information available at that time. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented. Actual results could be different from these estimates.

Management considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy given the uncertainty in evaluating the level of the allowance required to cover probable incurred credit losses inherent in the loan portfolio, and the material effect that such judgments can have on the Corporation's results of operations. While management's current evaluation of the allowance for loan losses indicates that the allowance is adequate, under adversely different conditions or assumptions the allowance would need to be increased. For example, if historical loan loss experience significantly worsened or if current economic conditions significantly deteriorated, additional provisions for loan losses would be required to increase the allowance. In addition, the assumptions and estimates used in the internal reviews of the Corporation's non-performing loans and potential problem loans, and the associated evaluation of the related collateral coverage for these loans, has a significant impact on the overall analysis of the adequacy of the allowance for loan losses. Real estate values in the Corporation’s market area did not increase dramatically in the prior several years, and, as a result, any declines in real estate values have been modest. While management has concluded that the current evaluation of collateral values is reasonable under the circumstances, if collateral evaluations were significantly lowered, the Corporation's allowance for loan losses policy would also require additional provisions for loan losses.

Management also considers the accounting policy relating to other-than-temporary impairment ("OTTI") of investment securities to be a critical accounting policy. The determination of whether a decline in market value is other-than-temporary is necessarily a matter of subjective judgment. The timing and amount of any realized losses reported in the Corporation's financial statements could vary if management's conclusions were to change as to whether other-than-temporary impairment exists. The Corporation assesses whether it intends to sell, or it is more likely than not that it will be required to sell a security in an unrealized loss position before recovery of its amortized cost basis. If either of these criteria is met, the entire difference between amortized cost and fair value is recognized through a charge to earnings. For those securities that do not meet the aforementioned criteria, such as those that management has determined to be other-than-temporarily impaired, the amount of impairment charged to earnings is limited to the amount related to credit losses, while impairment related to other factors is recognized in other comprehensive income. The Corporation uses an OTTI evaluation model to compare the present value of expected cash flows to the previous estimate to determine if there are adverse changes in cash flows during the quarter. The OTTI model considers the structure and term of the CDO and the financial condition of the underlying issuers. Specifically, the model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the model include expected future default rates and prepayments. We assume no recoveries on defaults and treat all interest payment deferrals as defaults. Additional default assumptions were made based on credit quality ratios and performance measures of the remaining financial institutions in the pool, as well as overall default rates based on historical bank debt default rate averages.

Management also considers the accounting policy relating to the valuation of goodwill and other intangible assets to be a critical accounting policy. The initial carrying value of goodwill and other intangible assets is determined using estimated fair values developed from various sources and other generally accepted valuation techniques. Estimates are based upon financial, economic, market and other conditions as they existed as of the date of a particular acquisition. These estimates of fair value are the results of judgments made by the Corporation based upon estimates that are inherently uncertain and changes in the assumptions upon which the estimates were based may have a significant impact on the resulting estimates. In addition to the initial determination of the carrying value, on an ongoing basis management must assess whether there is any impairment of goodwill and other intangible assets that would require an adjustment in carrying value and recognition of a loss in the consolidated statement of income.

Management of Credit Risk - Loan Portfolio

The Corporation manages credit risk consistent with state and federal laws governing the making of loans through written policies and procedures; loan review to identify loan problems at the earliest possible time; collection procedures (continued even after a loan is charged off); an adequate allowance for loan losses; and continuing education and training to ensure lending expertise. Diversification by loan product is maintained through offering commercial loans, 1-4 family mortgages, and a full range of consumer loans.

The Corporation monitors its loan portfolio carefully. The Loan Committee of the Corporation's Board of Directors is designated to receive required loan reports, oversee loan policy, and approve loans above authorized individual and Senior Loan Committee lending limits. The Senior Loan Committee, consisting of the President and Chief Executive Officer, Chief Administrative and Risk Officer (non-voting member), business client division manager, retail client division manager, commercial loan manager, consumer loan manager, mortgage loan manager, and the President and commercial loan manager of the Capital Bank division, implements the Board-approved loan policy.

Financial Condition

Summary

Consolidated assets at December 31, 2012 totaled $1.248 billion, an increase of $31.9 million or 2.6% since December 31, 2011. The growth was primarily due to an increase of $96.6 million, or 12.1%, in total portfolio loans, partially offset by decreases of $44.5 million in investment securities and $13.7 million in interest-bearing deposits in other financial institutions.

Total liabilities increased $26.7 million to $1.117 billion at December 31, 2012, primarily due to an increase of $46.2 million in deposits, partially offset by a decrease of $20.5 million in borrowings. Total shareholders' equity was $131.1 million at December 31, 2012, an increase of $5.2 million from December 31, 2011, primarily due to the Corporation's net income of $11.0 million, partially offset by declared dividends of $4.6 million and a $1.4 million increase in accumulated other comprehensive loss.

The market value of total assets under management or administration in the Corporation's Wealth Management Group was $1.735 billion at December 31, 2012, compared with $1.596 billion at December 31, 2011.

Balance Sheet Comparisons

The following tables contain selected average and actual balance sheet information for each year in the six-year period ended December 31, 2012. (in millions of dollars):

Average Balance Sheet	2012	2011	2010	2009	2008	2007	% Change 2011 to 2012	Compounded Annual Growth 5 Years
Total Assets	$1,253.7	$1,175.0	$988.6	$928.8	$837.5	$767.0	6.7%	10.3%
Earning Assets (1)	1,150.4	1,078.4	905.5	852.4	757.3	698.6	6.7%	10.5%
Loans (2)	844.3	741.0	590.6	586.7	561.6	520.0	13.9%	10.2%
Investments (3)	306.2	337.4	314.9	265.7	195.7	178.6	-9.3%	11.4%
Deposits	1,042.7	965.2	817.6	752.4	649.7	592.6	8.0%	12.0%
Borrowings (4)	70.7	81.3	68.4	79.2	87.2	81.6	-13.0%	-2.8%
Shareholders' Equity	131.1	120.2	94.9	85.4	89.2	84.6	9.1%	9.2%

(1) Average earning assets include securities available for sale and securities held to maturity based on amortized cost, loans net of deferred origination fees and costs and unearned income, interest-bearing deposits, Federal Home Loan Bank stock, Federal Reserve Bank stock and federal funds sold.
(2) Average loans, net of deferred origination fees and costs, and unearned income.
(3) Average balances for investments include securities available for sale and securities held to maturity, based on amortized cost, Federal Home Loan Bank stock, Federal Reserve Bank stock, federal funds sold and interest-bearing deposits.
(4) Average borrowings include Federal Home Loan Bank advances and securities sold under agreements to repurchase.

Balance Sheet Comparisons (continued)

Ending Balance Sheet	2012	2011	2010	2009	2008	2007	% Change 2011 to 2012	Compounded Annual Growth 5 Years
Total Assets	$1,248.2	$1,216.3	$958.3	$975.6	$838.3	$788.9	2.6%	9.6%
Earning Assets(1)	1,154.7	1,116.3	892.4	900.9	770.4	715.5	3.4%	10.0%
Loans (2)	893.5	796.9	613.7	595.9	565.2	539.5	12.1%	10.6%
Allowance for loan losses	10.4	9.7	9.5	10.0	9.1	8.5	8.0%	4.30%
Investments (3)	261.2	319.4	278.7	305.0	205.2	176.0	-18.3%	8.2%
Deposits	1,044.7	998.5	786.4	801.1	656.9	572.6	4.6%	12.8%
Borrowings (3)	59.9	80.5	64.8	74.3	83.4	113.6	-25.6%	-12.0%
Shareholders' Equity	131.1	125.9	97.4	90.1	83.0	88.1	4.1%	8.3%

(1) Earning assets include securities available for sale, at estimated fair value and securities held to maturity based on amortized cost, loans net of deferred origination fees and costs and unearned income, interest-bearing deposits, Federal Home Loan Bank stock, Federal Reserve Bank stock and federal funds sold.
(2) Loans, net of deferred origination fees and costs, and unearned income.
(3) Investments include securities available for sale, at estimated fair value, securities held to maturity, at amortized cost, Federal Home Loan Bank stock, Federal Reserve Bank stock, federal funds sold and interest-bearing deposits.
(4) Borrowings include Federal Home Loan Bank advances and securities sold under agreements to repurchase.

Cash and Cash Equivalents

Total cash and cash equivalents decreased $12.7 million since December 31, 2011, as a $13.7 million decrease in interest-bearing deposits in other financial institutions was partially offset by a $1.0 million increase in cash and due from financial institutions. The decrease in interest-bearing deposits in other financial institutions was used to help fund the increase in portfolio loans. The Corporation continues to evaluate alternative investment of these funds with caution, given the low interest rate environment and the inherent interest rate risk associated with longer term securities portfolio investments.

Securities

The Corporation's Funds Management Policy includes an investment policy that in general, requires debt securities purchased for the bond portfolio to carry a minimum agency rating of "A". After a credit analysis is performed, the policy also allows the Corporation to purchase local municipal obligations that are not rated. The Corporation intends to maintain a reasonable level of securities to provide adequate liquidity and in order to have securities available to pledge to secure public deposits, repurchase agreements and other types of transactions. Fluctuations in the fair value of the Corporation's securities relate primarily to changes in interest rates.

Marketable securities are classified as Available for Sale, while investments in local municipal obligations are generally classified as Held to Maturity. The composition of the available for sale segment of the securities portfolio is summarized as follows (in thousands of dollars):

	2012	2011

Securities Available for Sale	Amortized Cost	Estimated Fair Value	Unrealized Gains (Losses)	Amortized Cost	Estimated Fair Value	Unrealized Gains (Losses)
Obligations of U.S. Government and U.S Government sponsored enterprises	$138,041	$141,591	$ 3,550	$149,141	$152,080	$ 2,939
Mortgage-backed securities, residential	29,592	31,515	1,923	48,129	50,766	2,637
Collateralized mortgage obligations	3,495	3,543	48	7,412	7,537	125
Obligations of states and political subdivisions	39,175	40,815	1,640	44,562	46,513	1,951
Corporate bonds and notes	11,412	11,652	240	13,462	13,684	222
SBA loan pools	1,683	1,724	41	1,916	1,950	34
Trust preferred securities	2,519	2,471	(48)	2,538	2,310	(228)
Corporate stocks	736	6,375	5,639	788	6,030	5,242
Totals	$226,653	$239,686	$ 13,033	$267,948	$280,870	$12,922

The available for sale segment of the securities portfolio totaled $239.7 million at December 31, 2012, a decrease of $41.2 million, or 14.7%, from $280.9 million at December 31, 2011. The decrease resulted primarily from sales and calls of $90.9 million, and maturities and principal collected of $29.3 million. These items were partially offset by purchases of $80.4 million. The decrease in securities available for sale was used to help fund the increase in portfolio loans.

The held to maturity segment of the securities portfolio consists of obligations of political subdivisions in the Corporation's market areas. These securities totaled $5.7 million at December 31, 2012, a decrease of $2.6 million due to the maturity of several securities, from December 31, 2011. The decrease in securities held to maturity was also used to help fund the increase in portfolio loans.

Non-marketable equity securities at December 31, 2012 include shares of Federal Reserve Bank stock, FHLB stock and Federal Home Loan Bank of Pittsburgh stock, carried at their cost of $1.7 million, $2.9 million and $0.1 million, respectively. The fair value of these securities is assumed to approximate their cost. The investment in these stocks is regulated by regulatory policies of the respective institutions.

The following table sets forth the carrying amounts and maturities of available for sale and held to maturity debt securities at December 31, 2012 and the weighted average yields of such securities (all yields are calculated on the basis of the amortized cost and weighted for the scheduled maturity of each security, except mortgage-backed securities which are based on the average life at the projected prepayment speed of each security). Federal tax equivalent adjustments have not been made in calculating yields on municipal obligations (in thousands of dollars):

	Maturing							
	Within One Year		After One, But Within Five Years		After Five, But Within Ten Years		After Ten Years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Obligations of U.S. Government and U.S. Government sponsored enterprises	$ 30,616	1.59 %	$ 110,429	1.64 %	$ 546	3.85%	$ -	-
Mortgage-backed securities, residential	1,189	3.88 %	27,325	3.69 %	1,220	1.97%	1,781	2.31%
Collateralized mortgage obligations	3,223	1.74 %	320	4.68 %	-	-	-	-
Obligations of states and political subdivisions	8,577	2.12 %	30,396	2.44 %	7,590	3.60%	-	-
Corporate bonds and notes	8,638	5.08 %	2,763	3.46 %	251	3.25%	-	-
SBA loan pools	-	-	414	1.60 %	1,310	1.85%	-	-
Trust preferred securities	1,020	8.97 %	1,005	8.96 %	-	-	446	61.80%
Total	$ 53,263	2.43 %	$ 172,652	2.17 %	$ 10,917	3.20%	$ 2,227	18.32%

Management evaluates securities for OTTI on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For the year ended December 31, 2012, the Corporation had no OTTI charges. Impairment charges of $0.1 million and $0.4 million were recorded for the years ended December 31, 2011 and 2010, respectively, related to two collateralized debt obligations ("CDOs") consisting of pools of trust preferred

securities. During 2011, one of these CDOs defaulted on its quarterly interest payment due. However, in August 2012, the Corporation received the previously owed interest and has received all interest payments due since that time. For more detailed information on OTTI, see Footnote (3) Securities in the Notes to Consolidated Financial Statements.

Loans

The Corporation has implemented reporting systems to monitor: (i) loan originations and concentrations, (ii) non-performing assets, including non-performing loans, troubled debt restructurings, other real estate owned and impaired loans and (iii) potential problem loans. Management reviews these systems on a regular basis.

The following table shows the Corporation's loan composition by segment and percentage of total loans at the end of each of the last five years, (in thousands of dollars):

	December 31,									
	2012	%	2011	%	2010	%	2009	%	2008	%
Commercial, financial and agricultural	$133,851	15.0	$142,209	17.8	$114,697	18.7	$118,303	19.9	$122,501	21.7
Commercial mortgages	320,198	35.9	264,589	33.2	133,070	21.7	123,669	20.7	92,978	16.4
Residential mortgages	200,475	22.4	193,600	24.3	173,468	28.3	162,447	27.3	156,633	27.7
Indirect consumer loans	130,573	14.6	97,165	12.2	98,941	16.1	94,122	15.8	101,076	17.9
Consumer loans	108,420	12.1	99,352	12.5	93,508	15.2	97,312	16.3	91,997	16.3
Total	$893,517	100.0	$796,915	100.0	$613,684	100.0	$595,853	100.0	$565,185	100.0

Portfolio loans totaled $893.5 million at December 31, 2012, an increase of $96.6 million, or 12.1%, from $796.9 million at December 31, 2011. The increase in portfolio loans was due to strong growth of $47.3 million, or 11.6%, in commercial loans and $42.5 million, or 21.6%, in consumer loans. The growth in commercial loans was primarily due to an increase of $49.8 million in commercial loans in the Capital Bank division in the Albany, New York region, which was the former market area of FOFC, which was acquired in April 2011. The growth in consumer loans was primarily due to increases of $33.4 million in indirect consumer loans, $4.4 million in direct consumer installment loans and $4.5 million in home equity loans. During the second quarter of 2012, the Corporation implemented an indirect consumer loan program with reduced pricing on high quality indirect auto loans in an effort to put excess liquidity to better use. The Corporation also implemented a marketing campaign for direct consumer loans during the second quarter of 2012.

Residential mortgage loans totaled $200.5 million at December 31, 2012, an increase of $6.9 million, or 3.6%, from December 31, 2011. In addition, during 2012, $15.2 million of newly originated residential mortgages were sold in the secondary market to Freddie Mac, with an additional $0.6 million originated and sold to the State of New York Mortgage Agency.

The Corporation anticipates that future growth in portfolio loans will continue to be in commercial mortgages and indirect consumer loans.

Loan concentrations are considered to exist when there are amounts loaned to a multiple number of borrowers engaged in similar activities which would cause them to be similarly impacted by economic or other conditions. The Corporation’s concentration policy limits the volume of commercial loans to any one specific industry. Specific

industries are identified using the North American Industry Classification System ("NAICS") codes. The volume of commercial loans, with the exception of commercial mortgages, to any one specific industry is limited to Tier 1 capital plus the allowance for loan losses. The volume of commercial mortgages is limited to three times the total of Tier 1 capital plus the allowance for loan losses. The Corporation is in compliance with the concentration policy limits.

The Corporation also monitors specific NAICS industry classifications of commercial loans to indentify concentrations greater than 10.0% of total loans. At December 31, 2012 and 2011, commercial mortgages to borrowers involved in the real estate, and real estate rental and lending businesses were 27.7% and 22.5%, respectively. No other concentration of loans existed in the commercial loan portfolio in excess of 10.0% of total loans as of December 31, 2012 and 2011.

The following table shows the maturity of only commercial, financial, and agricultural loans and commercial mortgages outstanding as of December 31, 2012. Also provided are the amounts due after one year, classified according to the sensitivity to changes in interest rates (in thousands of dollars):

	Within One Year	After One But Within Five Years	After Five Years	Total
Commercial, financial, agricultural and commercial mortgages	$72,104	$ 95,624	$286,321	$454,049
Loans maturing after one year with:				
Fixed interest rates	N/A	76,315	76,653	152,968
Variable interest rates	N/A	19,309	209,668	228,977
Total	$ N/A	$ 95,624	$286,321	$381,945

Non-Performing Assets

Non-performing assets consist of (i) non-accrual loans, (ii) non-accrual troubled debt restructurings, (iii) accruing troubled debt restructurings, (iv) accruing loans past due 90 days or more and (v) other real estate owned that has been acquired in partial or full satisfaction of loan obligations or upon foreclosure.

Past due status on all loans is based on the contractual terms of the loan. It is generally the Corporation's policy that a loan 90 days past due be placed in non-accrual status unless factors exist that would eliminate the need to place a loan in this status. A loan may also be designated as non-accrual at any time if payment of principal or interest in full is not expected due to deterioration in the financial condition of the borrower. At the time loans are placed in non-accrual status, the accrual of interest is discontinued and previously accrued interest is reversed. All payments received on non-accrual loans are applied to principal. Loans can be returned to accrual status when they become current as to principal and interest and remain current for a period of six consecutive months or when, in the opinion of management, the Corporation expects to receive all of its original principal and interest. In the case of non-accrual loans where a portion of the loan has been charged off, the remaining balance is kept in non-accrual status until the entire principal balance has been recovered.

The following table summarizes the Corporation's non-performing assets, excluding purchased credit impaired ("PCI") loans acquired in the acquisition of FOFC (in thousands of dollars):

December 31,	2012	2011	2010	2009	2008
Non-accrual loans	$ 5,667	$ 9,554	$ 6,805	$ 5,703	$ 2,822
Non-accrual troubled debt restructurings	365	4,057	3,793	207	-
Accruing troubled debt restructurings	5,364	-	659	7,377	746
Accruing loans past due 90 days or more	4,484	7,304	11	517	976

Total non-performing loans	$	15,880	$	20,915	$	11,268	$	13,804	$	4,544
Other real estate owned		565		898		741		649		324
Total non-performing assets	$	16,445	$	21,813	$	12,009	$	14,453	$	4,868
Ratio of non-performing assets to total assets		1.32 %		1.79%		1.25%		1.48%		0.58%
Ratio of adjusted non-performing assets to total assets (1)		0.53%		1.19%		1.18%		0.67%		0.38%

(1) Adjusted non-performing assets includes total non-performing assets less accruing troubled debt restructurings and accruing loans past due 90 days or more.

Information with respect to interest income on non-accrual and troubled debt restructured loans for the years ended December 31 is as follows (in thousands of dollars):

	2012	2011	2010
Interest income that would have been recorded under original terms	$ 666	$ 1,009	$ 957
Interest income recorded during the period	$ 12	$ 34	$ 298

Non-Performing Loans

The recorded investment in non-performing loans at December 31, 2012, totaled $15.9 million compared to $20.9 million at year-end 2011, a decrease $5.0 million. The decrease in non-performing loans was due to decreases of $3.9 million in non-accrual loans, $3.7 million in non-accrual TDRs and $2.8 million in accruing loans 90 days or more past due. These items were offset by an increase of $5.4 million in accruing TDRs. The decreases in non-accrual loans and non-accrual TDRs were primarily due to a $5.2 million reduction of one borrower's loans, which included $5.1 million of funds received from United States Department of Agriculture guarantees.

The recorded investment in accruing loans 90 days or more past due totaled $4.5 million at December 31, 2012, compared with $7.3 million at year-end 2011, a decrease of $2.8 million. This decrease was primarily due to a decrease of $2.8 million in construction loans not considered by management to be PCI loans acquired in the FOFC acquisition, which for a variety of reasons are 90 days or more past their stated maturity dates. These loans totaled $4.5 million at December 31, 2012. However, the borrowers continue to make required interest payments. Additionally, these loans carry third party credit enhancements, and based on the strength of those credit enhancements, the Corporation has not identified these loans as PCI loans and expects to incur no losses on these loans.

Not included in the non-performing loan totals are loans acquired in the April 2011 acquisition of FOFC and its wholly-owned subsidiary, Capital Bank, which the Corporation had identified as PCI loans totaling $9.8 million at December 31, 2012. The PCI loans are accounted for under separate accounting guidance, Accounting Standards Codification ("ASC") Subtopic 310-30, "Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality" as disclosed in Note 4 of the financial statements.

Troubled Debt Restructurings

The Corporation works closely with borrowers that have financial difficulties to identify viable solutions that minimize the potential for loss. In that regard, the Corporation modified the terms of select loans to maximize their collectability. The modified loans are considered troubled debt restructurings ("TDRs") under current accounting guidance. Modifications generally involve short-term deferrals of principal and/or interest payments, reductions of scheduled payment amounts, interest rates or principal of the loan, and forgiveness of accrued interest. As of December 31, 2012, the Corporation had $0.4 million of non-accrual TDRs compared with $4.1 million as of December 31, 2011. Non-accrual TDRs declined $3.7 million, primarily due to principal payments received on two large commercial loans. As of December 31, 2012, the Corporation had $5.4 million of accruing TDRs. There were no accruing TDRs as of December 31, 2011. The increase in accruing TDRs was primarily due to restructuring the loans of two commercial borrowers that recently experienced financial difficulties.

Impaired Loans

Impaired loans at December 31, 2012 totaled $12.7 million, including performing TDRs of $5.4 million, compared to $10.1 million at December 31, 2011. There were no performing TDRs at December 31, 2011. Not included in the impaired loan totals are loans acquired in the FOFC acquisition which the Corporation has identified as PCI loans, as these loans are accounted for under ASC Subtopic 310-30 as noted under the above discussion of non-performing loans. The increase of $2.6 million resulted principally from an increase in impaired commercial loans. Included in the impaired loan total at December 31, 2012, are loans totaling $0.7 million for which impairment allowances of $0.2 million have been specifically allocated to the allowance for loan losses. As of December 31, 2011, the impaired loan total included $6.1 million of loans for which specific impairment allowances of $1.9 million were allocated to the allowance for loan losses. The decrease in the amount of impaired loans for which specific allowances were allocated to the allowance for loan losses was due in large part to the removal of two large commercial loans. The commercial loans were removed from impaired loans due to payments of principal received from USDA guarantees and payments received from the borrower, along with improved financial statements.

The majority of the Corporation's impaired loans are secured and measured for impairment based on collateral evaluations. It is the Corporation's policy to obtain updated appraisals, by independent third parties, on loans secured by real estate at the time a loan is determined to be impaired. Prior to the receipt of the updated appraisal, an impairment measurement is performed based upon the most recent appraisal on file to determine the amount of any specific allocation or charge-off. In determining the amount of any specific allocation or charge-off, the Corporation will make adjustments to reflect the estimated costs to sell the property. Upon receipt and review of the updated appraisal, an additional measurement is performed to determine if any adjustments are necessary to reflect the proper provisioning or charge-off. Impaired loans are reviewed on a quarterly basis to determine if any changes in credit quality or market conditions would require any additional allocation or recognition of additional charge-offs. Real estate values in the Corporation's market area had not increased dramatically in the prior several years and, as a result, declines in real estate values have been modest. Non-real estate collateral may be valued using (i) an appraisal, (ii) net book value of the collateral per the borrower’s financial statements, or (iii) aging reports, that may be adjusted based on management’s knowledge of the client and client’s business. If market conditions warrant, future appraisals are obtained for both real estate and non-real estate collateral.

Allowance for Loan Losses

The allowance is an amount that management believes will be adequate to absorb probable incurred losses on existing loans. The allowance for loan losses is increased through a provision for loan losses charged to operations. Loans are charged against the allowance for loan losses when management believes that the collectability of all or a portion of the principal is unlikely. Management's evaluation of the adequacy of the allowance for loan losses is performed on a periodic basis and takes into consideration such factors as the credit risk grade assigned to the loan, historical loan loss experience (general component) and review of specific impaired loans (including evaluations of the underlying collateral and expected cash flows). Historical loss experience is adjusted by management based on their judgment as to the current impact of qualitative factors including changes in the composition and volume of the loan portfolio, overall portfolio quality, and current economic conditions that may affect the borrowers' ability to pay. Management believes that the allowance for loan losses is adequate to absorb probable incurred losses. While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to recognize additions to the allowance based on their judgments about information available to them at the time of their examination.

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Management, after considering current information and events regarding the borrower's ability to repay their obligations, classifies a loan as impaired when it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. If a loan is determined to be impaired and is placed on nonaccrual status, all future payments received are applied to principal.

If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential mortgage loans, are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures. Troubled debt restructurings are impaired loans.

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. Loans not impaired but classified as substandard and special mention use a historical loss factor on a rolling five year history of net losses. For all other unclassified loans, the historical loss experience is determined by portfolio class and is based on the actual loss history experienced by the Corporation over the most recent two years. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio class. These economic factors include consideration of the following: (1) lending policies and procedures, including underwriting standards and collection, charge-off and recovery policies, (2) national and local economic and business conditions and developments, including the condition of various market segments, (3) loan profiles and volume of the portfolio, (4) the experience, ability, and depth of lending management and staff, (5) the volume and severity of past due, classified and watch-list loans, non-accrual loans and troubled debt restructurings, (6) the quality of the Bank's loan review system and the degree of oversight by the Bank's Board of Directors, (7) collateral related issues: secured vs. unsecured, type, declining valuation environment and trend of other related factors, (8) the existence and effect of any concentrations of credit, and changes in the level of such concentrations, (9) the effect of external factors, such as competition and legal and regulatory requirements, on the level of estimated credit losses in the Bank's current portfolio and (10) the recession threat from United States and European fiscal crises.

Prior to December 31, 2012, the Corporation utilized the sum of all allowance amounts derived as described above, combined with a reasonable unallocated allowance, as the primary indicator of the appropriate level of allowance for loan losses. During the fourth quarter of 2012, the Corporation refined its allowance calculation whereby it "allocated" the portion of the allowance that was previously deemed to be unallocated allowance. This refined allowance calculation includes specific allowance allocations for qualitative factors including (i) concentrations of credit, (ii) general economic and business conditions, (iii) trends that could affect collateral values and (iv) expectations regarding the current business cycle. The Corporation may also consider other qualitative factors in future periods for additional allowance allocations, including, among other factors, (1) credit quality trends (including trends in non-performing loans expected to result from existing conditions), (2) seasoning of the loan portfolio, (3) specific industry conditions affecting portfolio segments, (4) the Corporation's expansion into new markets and (5) the offering of new loan products.

The following table summarizes the Corporation's allocation of the allowance for loan losses for each year in the five-year period ended December 31, 2012 (in thousands of dollars):

	Allocation of the Allowance for Loan Losses and Percent of Loans by Category to Total Loans (%)									
Balance at end of period applicable to:	2012	%	2011	%	2010	%	2009	%	2008	%
Commercial, financial and agricultural	$ 1,708	15.0	$3,143	17.8	$2,118	18.6	$3,133	19.9	$3,854	21.7
Commercial mortgages	4,428	35.9	2,570	33.2	2,575	21.7	3,073	20.7	3,058	16.4
Residential mortgages	1,565	22.4	1,310	24.3	1,302	28.3	1,125	27.3	753	27.7
Consumer loans	2,706	26.7	2,193	24.7	2,727	31.4	2,636	32.1	1,441	34.2
	10,407	100.0	9,216	100.0	8,722	100.0	9,967	100.0	9,106	100.0
Unallocated	26	N/A	443	N/A	776	N/A	-	N/A	-	N/A
Total	$ 10,433	100.0	$9,659	100.0	$9,498	100.0	$9,967	100.0	$9,106	100.0

The allocation of the allowance to each category does not restrict the use of the allowance to absorb losses in any category.

The allowance for loan losses was $10.4 million at December 31, 2012, up from $9.7 million at December 31, 2011. The ratio of allowance for loan losses to total loans was 1.17% at December 31, 2012, compared to 1.21% at December 31, 2011. The increase in the allowance for loan losses was due principally to loan portfolio growth and allowances for this growth after consideration of the factors discussed above, along with the establishment of an allowance for acquired PCI loans from FOFC during 2012. These items were partially offset by a reduction in the allowance related to the improvement in non-performing loans. At December 31, 2011, the Corporation did not have an allowance for acquired PCI loans.

At December 31, 2012, the Corporation's allowance for loan losses on originated loans (which are defined as total loans excluding loans acquired in the FOFC acquisition) total $9.5 million, resulting in a ratio of the allowance for loan losses on originated loans to originated loans of 1.18% compared to 1.47% at December 31, 2011. The allowance for loan losses on originated loans at December 31, 2012, represents an amount that management believes is adequate to absorb probable incurred loan losses on the Corporation's originated loan portfolio.

The following summarizes the Corporation's loan loss experience for each year in the five-year period ended December 31, 2012 (in thousands of dollars, except ratio data):

	Summary of Loan Loss Experience Years Ended December 31,				
	2012	2011	2010	2009	2008
Allowance for loan losses at beginning of year	$ 9,659	$9,498	$9,967	$9,106	$8,453
Reclassification of acquired loan discount	124	-	-	-	-
Charge-offs:					
Commercial, financial and agricultural	181	686	817	92	218
Commercial mortgages	335	19	471	297	88

Real estate mortgages	83	67	83	30	15
Consumer loans	645	678	795	1,400	1,018
Home equity	29	48	45	23	33
Total	1,273	1,498	2,211	1,842	1,372
Recoveries:					
Commercial, financial and agricultural	802	423	414	68	399
Commercial mortgages	55	41	15	15	38
Real estate mortgages	-	45	-	-	-
Consumer loans	228	190	188	170	138
Home Equity	10	2	-	-	-
Total	1,095	701	617	253	575
Net charge-offs	178	797	1,594	1,589	797
Provision charged to operations	828	958	1,125	2,450	1,450
Allowance for loan losses at end of year	$10,433	$9,659	$9,498	$9,967	$9,106
Ratio of net charge-offs during year to average loans outstanding	.02%	.11%	.27%	.27%	.14%
Ratio of allowance for loan losses to total loans outstanding	1.17%	1.21%	1.55%	1.67%	1.61%

Net charge-offs for 2012 were $0.2 million compared with $0.8 million for 2011. The ratio of net charge-offs to average loans outstanding was 0.02% for 2012 compared to 0.11% for 2011. The decline in net charge-offs was primarily due to an improvement of $0.4 million in commercial loan recoveries and a decline of $0.2 million in commercial loan charge-offs.

Other Real Estate Owned

At December 31, 2012, other real estate owned ("OREO") totaled $0.6 million compared to $0.9 million at December 31, 2011. At December 31, 2012, OREO consisted of three residential properties and one parcel of undeveloped residential land totaling $0.2 million, and three commercial properties totaling $0.4 million.

Other Assets

The $7.0 million decline in other assets was due primarily to decreases of $3.6 million in current income taxes receivable and $0.7 million in prepaid FDIC insurance premiums, along with a $3.3 million reduction in the pension plan "funded status."

Deposits

Deposits totaled $1.045 billion at December 31, 2012, compared with $998.5 million at December 31, 2011, an increase of $46.2 million, or 4.6%. The growth was primarily due to increases of $65.1 million in insured money market accounts ("IMMA"), $41.8 million in non-interest-bearing demand deposits and $16.4 million in NOW accounts. These items were partially offset by decreases of $36.7 million in savings accounts and $40.3 million in certificates of deposit. Both the decrease in savings balances and the increase in IMMA balances were impacted by an initiative to convert funds from the former Capital Bank tiered interest rate savings accounts into the Capital Bank Privilege IMMA account.

Sorted by public, commercial and consumer sources, the $46.2 million growth in deposits was due to increases of $20.1 million in public funds and $33.2 million in commercial accounts, partially offset by a decrease of $7.1 million in consumer accounts. The decrease in consumer deposits was primarily due to a decrease in certificates of deposit, partially offset by an increase in checking accounts. The Corporation had anticipated a decrease in certificates of deposit since its strategy was to focus on core checking accounts.

In addition to consumer, commercial and public deposits, other sources of funds include brokered deposits. Brokered deposits include funds obtained through brokers, and the Bank's participation in the Certificate of Deposit Account Registry Service ("CDARS") program. The CDARS program involves a network of financial institutions that exchange funds among members in order to ensure FDIC insurance coverage on customer deposits above the single institution limit. Using a sophisticated matching system, funds are exchanged on a dollar-for-dollar basis, so that the equivalent of an original deposit comes back to the originating institution. Deposits obtained through brokers were $8.8 million and $12.4 million as of December 31, 2012 and 2011, respectively. Deposits obtained through the CDARS program were $8.1 million and $9.7 million as of December 31, 2012 and 2011, respectively. The Corporation plans to offer the CDARS program to local municipalities in 2013.

The Corporation's deposit strategy is to fund the Bank with stable, low-cost deposits, primarily checking account deposits and other low interest-bearing deposit accounts. A checking account is the driver of a banking relationship and consumers consider the bank where they have their checking account as their primary bank. These customers will typically turn to their primary bank first when in need of other financial services. Strategies that have been developed and implemented to generate these deposits include: (i) acquire deposits by entering new markets through de novo branching, (ii) an annual checking account marketing campaign, (iii) training branch employees to identify and meet

client financial needs with Bank products and services, (iv) link business and consumer loans to primary checking account at the Bank, (v) aggressively promote direct deposit of client's payroll checks or benefit checks and (vi) constantly monitor the Corporation's pricing strategies to ensure competitive products and services.

The Corporation also considers brokered deposits to be an element of its deposit strategy and anticipates that it will continue using brokered deposits as a secondary source of funding to support growth.

Information regarding deposits is included in Note 7 to the consolidated financial statements appearing elsewhere in this report.

Borrowings

Both the repayment of $16.1 million in FHLB term advances and a decrease of $4.4 million in securities sold under agreement to repurchase reflect the decrease in borrowings during the year ended December 31, 2012. As a result of the increases in non-interest-bearing, NOW and IMMA deposits during 2012, the Corporation decided not to replace FHLB advances that matured. In addition, the Corporation did not replace $6.5 million in securities sold under agreements to repurchase that had a weighted average rate of 3.68%.

For each of the three years ended December 31, 2012, 2011 and 2010, respectively, the average outstanding balance of borrowings that mature in one year or less did not exceed 30% of shareholders' equity.

Information regarding securities sold under agreements to repurchase and FHLB advances is included in notes 8 and 9 to the consolidated financial statements appearing elsewhere in this report.

Liquidity and Capital Resources

Liquidity management involves the ability to meet the cash flow requirements of deposit clients, borrowers, and the operating, investing and financing activities of the Corporation. The Corporation uses a variety of resources to meet its liquidity needs. These include short term investments, cash flow from lending and investing activities, core-deposit growth and non-core funding sources, such as time deposits of $100,000 or more, securities sold under agreements to repurchase and other borrowings.

The Corporation is a member of the FHLB which allows it to access borrowings which enhance management's ability to satisfy future liquidity needs. Based on available collateral and current advances outstanding, the Corporation was eligible to borrow up to a total of $104.5 million and $69.8 million at December 31, 2012 and 2011, respectively. The Corporation also had a total of $28.0 million of unsecured lines of credit with four different financial institutions, all of which was available at December 31, 2012 and 2011.

During 2012, cash and cash equivalents decreased $12.7 million. The major sources of cash during 2012 included $24.6 million provided by operating activities, proceeds from sales, maturities, calls and principal reductions on securities totaling $124.5 million and $46.2 million increase in deposits. These proceeds were used primarily to fund purchases of securities totaling $82.2 million, a $96.6 million net increase in loans, a $16.1 million decrease in FHLB term advances, a decrease in securities sold under agreements to repurchase totaling $4.4 million, the payment of cash dividends in the amount of $5.7 million and purchases of fixed assets totaling $3.7 million.

During 2011, cash and cash equivalents decreased $7.7 million. In addition $9.1 million of cash provided by operating activities, other major sources of cash during 2011 included proceeds from sales, maturities, calls and principal reductions on securities totaling $123.9 million, $25.1 million in net cash received in the FOFC acquisition and an $11.7 million increase in deposits. These proceeds were used primarily to fund purchases of securities totaling $132.3 million, a $19.3 million net increase in loans, a decrease in securities sold under agreements to repurchase totaling $18.2 million, the payment of cash dividends in the amount of $4.1 million and purchases of fixed assets of $2.6 million, as well as a $0.9 million decrease in FHLB advances, purchases of FHLB and Federal Reserve Bank stock totaling $0.6 million and purchases of treasury shares in the amount of $0.5 million.

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Shareholders' Equity

Total shareholders' equity was $131.1 million at December 31, 2012, compared with $125.9 million at December 31, 2011, an increase of $5.2 million. The increase was primarily due to $11.0 million in net income for 2012, partially offset by dividends of $4.6 million and an increase in accumulated other comprehensive loss of $1.4 million. The total shareholders' equity to total assets ratio was 10.50% at December 31, 2012, up from 10.35% at December 31, 2011. The tangible equity to tangible assets ratio was 8.53% at December 31, 2012, up from 8.23% at December 31, 2011.

The Corporation and the Bank are subject to capital adequacy guidelines of the Federal Reserve and establish a framework for the classification of financial holding companies and financial institutions into five categories: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. As of December 31, 2012, both the Corporation's and the Bank's capital ratios were in excess of those required to be considered well-capitalized under regulatory capital guidelines. A comparison of the Corporation's and the Bank's actual capital ratios to the ratios required to be adequately or well-capitalized at December 31, 2012 and 2011, is included in note 17 to the consolidated financial statements appearing elsewhere in this report.

Cash dividends declared during 2012 totaled $4.6 million or $1.00 per share compared to $4.3 million or $1.00 per share in 2011 and $3.5 million and $1.00 per share in 2010. Dividends declared during 2012 amounted to 41.5% of net income compared to 41.0% and 34.9% of net income for 2011 and 2010, respectively. It is management's objective to continue generating sufficient capital internally, while continuing to pay adequate dividends to the Corporation's shareholders.

When shares of the Corporation become available in the market, we may purchase them after careful consideration of the Corporation's liquidity and capital positions. Purchases may be made from time to time on the open market or in privately negotiated transactions at the discretion of management. On November 16, 2011, the Corporation's Board of Directors approved a one year extension of the stock repurchase program that had been initially approved on November 18, 2009 and extended for one year on November 17, 2010. The extension authorized the purchase of up to 90,000 shares of the Corporation's outstanding common stock, including those shares purchased during the first two years of the plan. From November 18, 2009 through the expiration of this program on November 16, 2012, a total of 68,564 shares were purchased. Under the expired plan in 2012, the Corporation purchased 25,320 shares at an average cost of $24.96 per share totaling $0.6 million. On December 19, 2012, the Board of Directors approved a new stock repurchase plan under which the Corporation may repurchase up to 125,000 shares. No shares were purchased under the new plan in 2012.

Off-Balance Sheet Arrangements

In the normal course of operations, the Corporation engages in a variety of financial transactions that, in accordance with generally accepted accounting principles are not recorded in the financial statements. The Corporation is also a party to certain financial instruments with off balance sheet risk such as commitments under standby letters of credit, unused portions of lines of credit and commitments to fund new loans. The Corporation's policy is to record such instruments when funded. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are generally used by the Corporation to manage clients' requests for funding and other client needs.

As of December 31, 2012, the Corporation has off-balance sheet arrangements as follows (in thousands of dollars):

	Commitment Maturity by Period				
	Total	Less than 1 Year	1 to 3 Years	3 to 5 Years	More than 5 Years
Standby letters of credit	$ 15,017	$ 11,069	$ 3,247	$ 393	$ 308
Unused portions of lines of credit (1)	131,341	131,341	-	-	-
Commitments to fund new loans	40,296	40,296	-	-	-
Total	$ 186,654	$ 182,706	$ 3,247	$ 393	$ 308

(1) Not included in this total are unused portions of home equity lines of credit, credit card lines and consumer overdraft protection lines of credit, since no contractual maturity dates exist for these types of loans. Commitments to outside parties under these lines of credit were $35,832, $14,580 and $3,800, respectively, at December 31, 2012.

Contractual Obligations

As of December 31, 2012, the Corporation is contractually obligated under long-term agreements as follows (in thousands of dollars):

	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 Years	3 to 5 Years	More than 5 Years
Time Deposits (Note 7)	$ 236,690	$ 157,500	$ 67,933	$ 11,152	$ 105
Federal Home Loan Bank advances (Note 9)	27,225	1,827	6,003	17,307	2,088
Securities sold under agreements to repurchase (Note 8)	32,711	12,711	-	-	20,000
Operating leases	9,551	1,025	1,983	1,814	4,729
Other	3,081	911	1,384	732	54
Total (1)	$ 309,258	$ 173,974	$ 77,303	$ 31,005	$ 26,976

(1) Not included in the above total is the Corporation's obligation regarding the Pension Plan and Other Benefit Plans. Please refer to Part IV Item 15 Note 11 for information regarding these obligations at December 31, 2012.

Results of Operations 2012 vs. 2011

Net Income

Net income for 2012 was $11.0 million, an increase of $0.5 million, or 4.6%, compared with $10.5 million for 2011. Earnings per share for 2012 was $2.38 compared with $2.40 for 2011. Return on average assets and return on average equity for 2012 were 0.88% and 8.41%, respectively, compared with 0.90% and 8.77%, respectively, for 2011.

The improvement in 2012 earnings was due primarily to a $3.0 million increase in net interest income and a $2.2 million decrease in pre-tax one-time merger transaction costs, both related to the FOFC acquisition in April 2011. In addition, the Corporation recognized $0.8 million in pre-tax casualty gains from insurance reimbursements related to the September 2011 flooding of the Owego and Tioga offices. These items were partially offset by increases of $1.8 million in salaries and wages, $0.8 million in pension and other employee benefits, $0.5 million in data processing expenses, $0.5 million in professional services, $0.4 million in income taxes and a $0.8 million reduction in net gains on securities transactions.

Net Interest Income

Net interest income, which is the difference between the income we receive on interest-earning assets, such as loans and securities and the interest we pay on interest-bearing liabilities, such as deposits and borrowings, is the largest contributor to our earnings.

For 2012, net interest income totaled $46.8 million, an increase of $3.0 million, or 6.7%, compared with $43.8 for 2011, and the net interest margin remained level with the prior year at 4.07%. The increase in net interest income reflects a higher level of average earning assets due in large part to the FOFC acquisition, organic growth in the Albany region and a 21 basis point decrease in the cost of average interest-bearing liabilities, partially offset by a 17 basis point decrease in the yield on average earning assets. Average earning assets increased $72.0 million, or 6.7%, as an increase in average loans totaling $103.3 million was partially offset by a $27.1 million decrease in average interest-bearing deposits in other financial institutions. Included in the growth in average loans and investment securities are the Capital Bank division's assets for a full year in 2012 compared with nine months in 2011. Due to the increase in average earning assets, total interest and dividend income increased $1.4 million, or 2.8%, despite a 17 basis point decrease in yield to 4.53%.

For 2012, total average funding liabilities, including non-interest-bearing demand deposits, increased $67.0 million, or 6.4%, to $1.113 billion compared to 2011. The growth was primarily due to an increase of $77.5 million in average deposits, partially offset by a decrease of $10.6 million in borrowings. Average non-interest bearing deposits increased $40.6 million and average interest-bearing deposits increased $36.9 million. The increase in average interest-bearing deposits was reflected principally in a $65.8 million increase in average IMMA balances and a $16.8 million increase in average NOW accounts. These increases were partially offset by a $38.2 million decrease in average time deposits and a $7.5 million decrease in average savings balances. While average interest-bearing liabilities increased $26.3 million, or 3.3%, interest expense decreased $1.5 million, or 22.1%, as the average cost of interest-bearing liabilities decreased 21 basis points to 0.64%.

Provision for Loan Losses

For 2012 the provision for loan loss expense totaled $0.8 million compared to $1.0 million for 2011. The decrease was due principally to the improvement in the volume of non-performing loans, resulting in a reduction in allocations to the allowance for loan losses related to these loans, which was offset in part by loan portfolio growth and

allowances for this growth after consideration of the factors discussed above.

Non-Interest Income

Non-interest income for 2012 was $17.3 million compared with $17.5 million for 2011. The slight decline was primarily due to decreases of $0.8 million in net gain on securities transactions and $0.6 million in revenue from the Corporation's equity investment in Cephas Capital Partners, L.P. ("Cephas"). The decrease in revenue from Cephas was due in large part to a gain recognized during the first quarter of 2011 on the exercise of stock warrants held in one of their investments. These items were partially offset by $0.8 million in casualty gains from insurance reimbursements related to the September 2011 flooding of the Owego and Tioga offices and a $0.3 million increase in net gain on sale of loans held for sale.

Current assets under management or administration of the Corporation's Wealth Management Group include investment, trust and retirement-related business lines. However, consistent with the banking industry as a whole, the Wealth Management Group experienced a decline in trust-related business over the last several years while investment and retirement-related business lines have grown. As a result, Wealth Management Group fee income for 2012 had only a small increase compared to 2011. The challenge for the Wealth Management Group is to grow assets under management and fee income under the current weak economic conditions. The Wealth Management Group's efforts will be focused on programs that include a private banking program with financial planning capabilities, to serve the financial needs of high net worth individuals, and an enhanced retirement services program to increase the number of plans under management and fee income.

Non-Interest Expense

Non-interest expense for 2012 was $46.8 million compared with $44.8 million for 2011, an increase of $2.0 million, or 4.6%. Excluding $2.3 million in merger related expenses from 2011, non-interest expense increased $4.3 million, or 10.1% for 2012. This increase was primarily due to increases of $1.8 million in salaries and wages, $0.8 million in pension and other employee benefits, $0.5 million in data processing expenses and $0.5 million in professional services. The increase in salaries and wages was primarily due to the operation of the Capital Bank division for twelve months during 2012 compared with nine months during 2011, and additional compensation expense related to merit increases and incentive compensation. The increase in pension and other employee benefits was primarily due to higher pension costs, health benefits and payroll taxes. The increase in data processing expenses was primarily due to higher hardware and software maintenance fees and check card processing costs that included conversion costs for a new processor. The increase in professional services was due primarily to consultant fees.

For 2012, a $0.4 million increase in income tax expense reflects a $0.8 million increase in pre-tax income, and an increase in the effective tax rate to 32.8% from 32.3%, due primarily to a decrease in the relative percentage of tax exempt income to pre-tax income.

Results of Operations 2011 vs. 2010

Net Income

Net income in 2011 totaled $10.5 million, an increase of $0.4 million, or 4.3%, over 2010 net income of $10.1 million. Earnings per share decreased 14.3% from $2.80 to $2.40 per share on 776,302 additional average shares outstanding. Included in the 2011 numbers are direct acquisition related transaction costs totaling $2.3 million related to the Corporation's acquisition of FOFC and its banking subsidiary, Capital Bank, on April 8, 2011, while the 2010 numbers include $4.0 million of revenue resulting from an earlier than anticipated settlement of an unusually large estate during the fourth quarter of 2010, somewhat offset by direct acquisition transaction costs totaling $0.5 million. Excluding the impact of these items from both years, net income would have totaled $12.0 million or $2.74 per share in 2011 and $8.1 million or $2.26 per share in 2010. This improvement is attributed in large part to the

acquisition, as during 2011, excluding direct transaction costs, Capital Bank contributed an estimated $3.3 million to net income in just under nine months, or earnings per share accretion of approximately 14.6%.

Net Interest Income

Net interest income increased $9.3 million, or 27.0%, from $34.5 million in 2010 to $43.8 million, with the net interest margin up 26 basis points to 4.07%. We attribute this increase principally to the Capital Bank acquisition, as a $172.9 million or 19.1% increase in average earning assets and a 34 basis point decrease in the cost of average interest bearing liabilities was partially offset by a 2 basis point decrease in the yield on average earning assets. The $172.9 million increase in average earning assets included a $150.4 million increase in average loans, with Capital Bank loans contributing $126.7 million to this increase, a $19.0 million increase in the average investment portfolio due to $32.7 million in Capital Bank average investments and a $3.6 million increase in average interest bearing deposits at other financial institutions. While, on average, earning assets increased 19.1%, total interest and dividend income increased $7.9 million or 18.5%, with the yield on average earning assets decreasing 2 basis points to 4.70%.

Total average funding liabilities, including non-interest bearing demand deposits, increased $160.4 million or 18.1% to $1.046 billion as average deposits and borrowings increased $147.5 million and $12.9 million, respectively. In total, average non-interest bearing deposits increased $46.2 million, with Capital Bank non-interest bearing deposits comprising $18.3 million of that increase. Average interest bearing deposits increased $101.3 million due to $115.6 million in Capital Bank average interest bearing deposits. The increase in average interest bearing deposits was reflected principally in a $57.1 million increase in average savings account balances, as well as increases in average time and NOW deposits totaling $22.5 million and $20.6 million, respectively and a $1.1 million increase in average IMMA balances. The increase in average borrowings was due to borrowings assumed by the Corporation in the Capital Bank acquisition. While average interest-bearing liabilities increased $114.2 million, or 16.6%, interest expense decreased $1.4 million or 17.2%, as the cost of average interest-bearing liabilities decreased 34 basis points to 0.85%.

Provision for Loan Losses

The year-to-date provision for loan losses decreased $0.2 million due to overall credit quality improvement in the originated loan portfolio, as well as lower net charge-offs, and reflects management’s evaluation of the adequacy of the allowance for loan losses based upon a number of factors, including an analysis of historical loss factors, the evaluation of collateral, recent charge-off experience, overall credit quality, current economic conditions and loan growth.

Non-Interest Income

Non-interest income decreased $2.2 million, or 11.1%, to $17.5 million due principally to a $3.8 million decrease in Wealth Management Group fee income resulting from the aforementioned settlement of an unusually large estate that generated $4.0 million in revenue during 2010, as well as a $0.3 million decrease in service charges. These decreases were partially offset primarily by a $0.7 million increase in gains on securities transactions and a $0.4 million increase in revenue from the Corporation’s equity investment in Cephas Capital Partners, L.P., due in large part to gains recognized on the exercise of stock warrants held in two of its investments, as well as $0.3 million decrease in OTTI charges on trust preferred securities pools held in the Corporation’s investment portfolio and a $0.3 million increase in check card interchange fee income.

Non-Interest Expense

Operating expenses increased $6.9 million, or 18.3%, to $44.8 million in 2011. Excluding the above mentioned direct acquisition costs totaling $2.3 million and $0.5 million in 2011 and 2010, respectively, all other operating expenses increased $5.2 million, or 13.8%. The major factors affecting this increase include a $1.8 million increase in salaries, a $0.9 million increase in employee benefits, a $0.7 million increase in net occupancy costs and a $0.6 million increase in data processing costs. The increase in salaries reflects the increase in staff following the Capital Bank acquisition as well as merit increases throughout the year, while the increase in employee benefits was due in large part to a $0.3 million increase in health insurance costs, as well as increases in payroll taxes and the Corporation's defined benefit pension plan expense totaling $0.3 million and $0.2 million, respectively. The increase in net occupancy costs was due principally to increased costs associated with the new offices acquired in the Capital Bank acquisition as well as higher maintenance costs at other offices. Higher data processing costs were impacted by higher data communication line charges, an increase in check card processing fees and higher Wealth Management Group, internet and web-banking costs. Other factors impacting the increase in operating expenses include increases in amortization of intangible assets and marketing and advertising costs totaling $0.3 million and $0.1 million, respectively, both of which are related to the Capital Bank acquisition, as well a $0.3 million increase in professional services fees, a $0.2 million increase in furniture and equipment expenses and a $0.1 million increase in stationery and supplies. The above increases were offset in part by a $0.2 million decrease OREO expenses and a $0.2 million decrease in FDIC insurance assessments.

While 2011 pre-tax income increased $0.4 million from 2010, income tax expense decreased $0.1 million. The effective tax rate was 32.3% for the year ended December 31, 2011, as compared to 33.6% for the year ended December 31, 2010. The decrease in the effective tax rate and income tax expense is primarily related to two items. For the year ended December 31, 2011, non-deductible acquisition costs decreased by $0.2 million. In addition, the Internal Revenue Service completed their 2009 examination of the final Canton Bancorp, Inc. tax return. This resulted in the settlement of an uncertain tax position and the recognition of a small tax benefit.

The following table sets forth certain information related to the Corporation's average consolidated balance sheets and its consolidated statements of income for the years indicated and reflects the average yield on assets and average cost of liabilities for the years indicated. For the purpose of the table below, non-accruing loans are included in the daily average loan amounts outstanding. Daily balances were used for average balance computations. Investment securities are stated at amortized cost. No tax equivalent adjustments have been made in calculating yields on obligations of states and political subdivisions.

AVERAGE BALANCES AND YIELDS

Distribution of Assets, Liabilities and Shareholders' Equity, Interest Rates and Interest Differential Year Ended December 31,

(In thousands of dollars)	2012			2011			2010		
Assets	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/Rate
Earning assets:									
Loans	$ 844,255	$45,298	5.37%	$ 740,950	$43,181	5.83%	$590,558	$35,064	5.94%
Taxable securities	214,616	5,357	2.50%	215,481	5,874	2.73%	206,232	6,328	3.07%
Tax-exempt securities	48,653	1,268	2.61%	52,004	1,379	2.65%	42,274	1,188	2.81%
Interest-bearing deposits	42,884	153	0.36%	69,983	214	0.31%	66,412	166	0.25%
Total earning assets	1,150,408	52,076	4.53%	1,078,413	50,648	4.70%	905,476	42,746	4.72%
Non-earning assets:									
Cash and due from banks	24,369			22,706			21,475		
Premises and equipment, net	24,806			24,336			24,335		
Other assets	50,854			47,300			37,250		
Allowance for loan losses	(10,425)			(9,742)			(10,130)		
AFS adjustment to fair value	13,713			12,028			10,178		
Total	$1,253,725			$1,175,046			$988,584		
Liabilities and Shareholders' Equity									
Interest-bearing liabilities:									
Now deposits	$ 89,759	95	0.11%	$ 72,953	84	0.11%	$ 52,314	49	0.09%
Savings and insured money market deposits	413,023	890	0.22%	354,746	891	0.25%	296,492	960	0.32%
Time deposits	256,291	2,258	0.88%	294,467	3,376	1.15%	272,016	4,616	1.70%
Federal Home Loan Bank advances and securities sold under agreements to repurchase	70,716	2,053	2.90%	81,297	2,448	3.01%	68,442	2,591	3.79%
Total interest-bearing liabilities	829,789	5,296	0.64%	803,463	6,799	0.85%	689,264	8,216	1.19%
Non-interest-bearing liabilities:									

Demand deposits	283,654			243,017			196,822		
Other liabilities	9,163			8,341			7,556		
Total liabilities	$1,122,606			$1,054,821			$893,642		
Shareholders' equity	131,119			120,225			94,942		
Total	$1,253,725			$1,175,046			$988,584		
Net interest income		$46,780			$43,849			$34,530	
Net interest rate spread			3.89%			3.85%			3.53%
Net interest margin			4.07%			4.07%			3.81%

CHANGES DUE TO VOLUME AND RATE

Net interest income can be analyzed in terms of the impact of changes in rates and volumes. The following table illustrates the extent to which changes in interest rates and in the volume of average interest-earning assets and interest-bearing liabilities have affected the Corporation's interest income and interest expense during the periods indicated. Information is provided in each category with respect to (i) changes attributable to changes in volume (changes in volume multiplied by prior rate); (ii) changes attributable to changes in rates (changes in rates multiplied by prior volume); and (iii) the net changes. For purposes of this table, changes that are not due solely to volume or rate changes have been allocated to these categories based on the respective percentage changes in average volume and rate. Due to the numerous simultaneous volume and rate changes during the periods analyzed, it is not possible to precisely allocate changes between volume and rates. In addition, average earning assets include non-accrual loans and no tax equivalent adjustments were made.

	2012 vs. 2011 Increase/(Decrease)			2011 vs. 2010 Increase/(Decrease)		
Interest income (in thousands)	Total Change	Due to Volume	Due to Rate	Total Change	Due to Volume	Due to Rate
Loans	$ 2,117	5,716	(3,599)	$ 8,117	$ 8,776	$ (659)
Taxable investment securities	(517)	(24)	(493)	(454)	275	(729)
Tax-exempt investment securities	(111)	(88)	(23)	191	261	(70)
Interest-bearing deposits	(61)	(93)	32	48	10	38
Total interest income	$ 1,428	3,302	(1,874)	$ 7,902	$ 8,124	$ (222)
Interest expense (in thousands)						
Interest-bearing demand deposits	$ 11	18	(7)	$ 35	$ 22	$ 13
Savings and insured money market deposits	(1)	135	(136)	(69)	169	(238)
Time deposits	(1,118)	(402)	(716)	(1,240)	355	(1,595)
FHLB advances and securities sold under agreements to repurchase	(395)	(310)	(85)	(143)	439	(582)
Total interest expense	(1,503)	216	(1,719)	(1,417)	1,218	(2,635)
Net interest income	$ 2,931	3,086	(155)	$ 9,319	$ 6,906	$ 2,413

Interest Rate Risk

Management considers interest rate risk to be the most significant market risk for the Corporation. Market risk is the risk of loss from adverse changes in market prices and rates. Interest rate risk is the exposure to adverse changes in the net income of the Corporation as a result of changes in interest rates.

The Corporation's primary earnings source is net interest income, which is affected by changes in the level of interest rates, the relationship between rates, the impact of interest rate fluctuations on asset prepayments, the level and composition of deposits and liabilities, and credit quality of earning assets.

The Corporation's objectives in its asset and liability management are to maintain a strong, stable net interest margin, to utilize its capital effectively without taking undue risks, to maintain adequate liquidity, and to reduce vulnerability

of its operations to changes in interest rates. The Corporation's Asset/Liability Committee ("ALCO") has the strategic responsibility for setting the policy guidelines on acceptable exposure to interest rate risk. These guidelines contain specific measures and limits regarding the risks, which are monitored on a regular basis. The ALCO is made up of the president and chief executive officer, the chief financial officer, the asset liability management officer, and other officers representing key functions.

Interest rate risk is the risk that net interest income will fluctuate as a result of a change in interest rates. It is the assumption of interest rate risk, along with credit risk, that drives the net interest margin of a financial institution. For that reason, the ALCO has established tolerance limits based upon a 200-basis point change in interest rates. At December 31, 2012, it is estimated that an immediate 200-basis point decrease in interest rates would negatively impact the next 12 months net interest income by 10.86% and an immediate 200-basis point increase would negatively impact the next 12 months net interest income by 4.68%. Both are within the Corporation's policy guideline of 15%. Given the overall low level of current interest rates and the unlikely event of a 200-basis point decline from this point, management additionally modeled an immediate 100-basis point decline and an immediate 300-basis point increase in interest rates. When applied, it is estimated these scenarios would result in negative impacts to net interest income of 5.64% and 7.44%, respectively. Both are within the Corporation's policy guideline of 15%.

A related component of interest rate risk is the expectation that the market value of the Corporation’s capital account will fluctuate with changes in interest rates. This component is a direct corollary to the earnings-impact component: an institution exposed to earnings erosion is also exposed to shrinkage in market value. At December 31, 2012, it is estimated that an immediate 200-basis point decrease in interest rates would negatively impact the market value of the Corporation’s capital account by 6.45% and an immediate 200-basis point increase in interest rates would negatively impact the market value by 0.06%. Both are within the Corporation’s policy guideline of 15%. Management also modeled the impact to the market value of the Corporation’s capital with an immediate 100-basis point decline and an immediate 300-basis point increase in interest rates, based on the current interest rate environment. When applied, it is estimated these scenarios would result in negative impacts to the market value of the Corporation’s capital of 7.16% and 2.39%, respectively. Both are within the Corporation's policy guideline of 15%.

Management does recognize the need for certain hedging strategies during periods of anticipated higher fluctuations in interest rates and the Funds Management Policy provides for limited use of certain derivatives in asset liability management. These strategies were not employed during 2012.

ADOPTION OF NEW ACCOUNTING STANDARDS

For a discussion of the impact of recently issued accounting standards, please see Note 1 to the Corporation's consolidated financial statements that commence on page F-8.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Corporation's most significant market risk is interest rate risk. A discussion of the Corporation's exposure to changing interest rates is included under the heading "Interest Rate Risk" in Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements listed in Part III, Item 15 are filed as part of this report and appear on pages F-1 through F-59.

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

None.

Item 9A. CONTROLS AND PROCEDURES

The Corporation's management, with the participation of our President and Chief Executive Officer, who is the Corporation's principal executive officer, and our Treasurer and Chief Financial Officer, who is the Corporation's principal financial officer, has evaluated the effectiveness of the Corporation's disclosure controls and procedures as of December 31, 2012. Based upon that evaluation, the President and Chief Executive Officer and the Treasurer and Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures are effective as of December 31, 2012.

During the fourth fiscal quarter, there have been no changes in the Corporation's internal control over financial reporting that have materially affected, or that are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

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

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

As of December 31, 2012 management assessed the effectiveness of the Corporation's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in the "Internal Control-Integrated Framework," issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on the assessment, we assert that the Corporation maintained effective internal control over financial reporting as of December 31, 2012 based on the specified criteria.

Crowe Horwath LLP, an independent registered public accounting firm, which audited the Corporation's 2012 consolidated financial statements included in this report, has issued an audit report on the effectiveness of the Corporation's internal controls over financial reporting.

/s/ Ronald M. Bentley	/s/ Mark A. Severson
Ronald M. Bentley	Mark A. Severson
President and Chief Executive Officer	Chief Financial Officer and Treasurer
March 15, 2013	March 15, 2013

Item 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information responsive to this Item 10 is incorporated herein by reference to the Corporation's definitive proxy statement for its 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 days after the Corporation’s 2012 fiscal year end.

ITEM 11. EXECUTIVE COMPENSATION

Information responsive to this Item 11 is incorporated herein by reference to the Corporation's definitive proxy statement for its 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 days after the Corporation’s 2012 fiscal year end.

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

Information responsive to this Item 12 is incorporated herein by reference to the Corporation's definitive proxy statement for its 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 days after the Corporation’s 2012 fiscal year end.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information responsive to this Item 13 is incorporated herein by reference to the Corporation's definitive proxy statement for its 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 days after the Corporation’s 2012 fiscal year end.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information responsive to this Item 14 is incorporated herein by reference to the Corporation's definitive proxy statement for its 2013 Annual Meeting of Shareholders, which will be filed with the SEC within 120 days after the Corporation’s 2012 fiscal year end.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) The following consolidated financial statements of the Corporation appear on pages F-1 through F-59 of this report and are incorporated in Part II, Item 8:

Report of Independent Registered Public Accounting Firm-Crowe Horwath LLP

Consolidated Financial Statements
- Consolidated Balance Sheets as of December 31, 2012 and 2011
- Consolidated Statements of Income for the three years ended December 31, 2012
- Consolidated Statements of Comprehensive Income for the three years ended December 31, 2012
- Consolidated Statements of Shareholders' Equity for the three years ended December 31, 2012
- Consolidated Statements of Cash Flows for the three years ended December 31, 2012
- Notes to Consolidated Financial Statements

(2) All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are inapplicable and therefore have been omitted.

(b) The following exhibits are either filed with this Form 10-K or are incorporated herein by reference. The Corporation's Securities Exchange Act file number is 000-13888.

Exhibit	The following exhibits are either filed with this Form 10-K or are incorporated herein by reference:
3.1	Certificate of Incorporation of Chemung Financial Corporation dated December 20, 1984. (Filed as Exhibit 3.1 to Registrant's Form 10-K filed with the SEC on March 13, 2008 and incorporated herein by reference).
3.2	Certificate of Amendment to the Certificate of Incorporation of Chemung Financial Corporation, dated March 28, 1988. (Filed as Exhibit 3.2 to Registrant's Form 10-K for the year ended December 31, 2007, filed with the SEC on March 13, 2008 and incorporated herein by reference).
3.3	Certificate of Amendment to the Certificate of Incorporation of Chemung Financial Corporation, dated May 13, 1998. (Filed as Exhibit 3.4 of the Registrant’s Form 10-K for the year ended December 31, 2005 and filed with the SEC on March 15, 2006 and incorporated herein by reference).
3.4	Amended and Restated Bylaws of the Registrant, as amended to May 16, 2012. (Filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on May 18, 2012 and incorporated herein by reference).
4.1	Specimen Stock Certificate. (Filed as Exhibit 4.1 to Registrant's Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).
10.1	Change of Control Agreement dated September 20, 2006 between Chemung Canal Trust Company and Ronald M. Bentley, President & COO. (Filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended September 30, 2006

	and incorporated herein by reference).
10.2	Executive Severance Agreement dated September 20, 2006 between Chemung Canal Trust Company and Ronald M. Bentley, President & COO. (Filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference).
10.3	Amended and Restated Deferred Directors' Fee Plan. (Filed as Exhibit 10.3 of the Registrant's Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
10.4	Chemung Financial Corporation Restricted Stock Plan dated June 16, 2010. (Filed as Exhibit 10.4 of the Registrant's Form 10-Q for the period ended June 30, 2010 filed with the SEC August 9, 2010 and incorporated herein by reference).

Exhibit	
10.9	Change of Control Agreement dated August 23, 2007 between Chemung Canal Trust Company and Melinda A. Sartori, Executive Vice President. (Filed as Exhibit 10.9 to Registrant's Form 10-K filed with the SEC on March 13, 2008 and incorporated herein by reference).
10.11	Change of Control Agreement dated January 19, 2011 between Chemung Canal Trust Company and Richard G. Carr, Executive Vice President. (Filed as Exhibit 10.11 to Registrant’s Form 10-K filed with the SEC on March 16, 2011 and incorporated herein by reference).
10.12	Change of Control Agreement dated January 19, 2011 between Chemung Canal Trust Company and Louis C. DiFabio, Executive Vice President. (Filed as Exhibit 10.12 to Registrant’s Form 10-K filed with the SEC on March 16, 2011 and incorporated herein by reference).
10.14	Change of Control Agreement dated April 8, 2011 between Chemung Canal Trust Company and Anders M. Tomson, President Capital Bank Division. (Filed as Exhibit 10.14 to Registrant’s Form 10-Q filed with the SEC on May 13, 2011 and incorporated herein by reference).
10.16	Change of Control Agreement dated November 7, 2011 between Chemung Canal Trust Company and Karen R. Makowski, Executive Vice President and Chief Administration and Risk Officer. (Filed as Exhibit 10.16 to Registrant’s Form 10-K on March 28, 2012 and incorporated herein by reference).
10.17	Change of Control Agreement dated May 16, 2012 between Chemung Canal Trust Company and Mark A. Severson, Executive Vice President and Chief Financial Officer. (Filed as Exhibit 10.1 to Registrant’s Form 8-K filed with the SEC on May 18, 2012 and incorporated herein by reference).
10.18	Amended and Restated Directors' Compensation Plan (Filed as Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A filed on March 30, 2012 and incorporated herein by reference).
10.19	Amended and Restated Incentive Compensation Plan Filed as (Filed as Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A filed on March 30, 2012 and incorporated herein by reference).
21	Subsidiaries of the Registrant.*
23	Consent of Crowe Horwath LLP, Independent Registered Public Accounting Firm.*
31.1	Certification of President Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.*
31.2	Certification of Treasurer and Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.*
32.1	Certification of President and Chief Executive Officer of the Registrant pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 19 U.S.C. §1350.*
32.2	Certification of Treasurer and Chief Financial Officer of the Registrant pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 19 U.S.C. §1350.*
101.INS	Instance Document*
101.SCH	XBRL Taxonomy Schema*
101.CAL	XBRL Taxonomy Calculation Linkbase*
101.DEF	XBRL Taxonomy Definition Linkbase*

101.LAB	XBRL Taxonomy Label Linkbase*
101.PRE	XBRL Taxonomy Presentation Linkbase*
	*Filed herewith.

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CHEMUNG FINANCIAL CORPORATION

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Chemung Financial Corporation
Elmira, New York

We have audited the accompanying consolidated balance sheets of Chemung Financial Corporation as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the years ended December 31, 2012, 2011 and 2010. We also have audited Chemung Financial Corporation's internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Chemung Financial Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting as disclosed in item 9A. Our responsibility is to express an opinion on these financial statements and an opinion on the corporation's internal control over financial reporting based on our audits.

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

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

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Chemung Financial Corporation as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years ended December 31, 2012, 2011 and 2010 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, Chemung Financial Corporation

maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ Crowe Horwath LLP
Livingston, New Jersey
March 15, 2013

CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	DECEMBER 31, 2012	DECEMBER 31, 2011
ASSETS		
Cash and due from financial institutions	$ 29,239,309	$ 28,204,699
Interest-bearing deposits in other financial institutions	11,001,912	24,697,154
Total cash and cash equivalents	40,241,221	52,901,853
Trading assets, at fair value	348,241	294,381
Securities available for sale, at estimated fair value	239,685,763	280,869,810
Securities held to maturity, estimated fair value of $6,421,486 at December 31, 2012 and $9,175,956 at December 31, 2011	5,748,453	8,311,921
Federal Home Loan Bank and Federal Reserve Bank Stock, at cost	4,710,300	5,509,350
Loans, net of deferred origination fees and costs, and unearned income	893,516,941	796,915,177
Allowance for loan losses	(10,432,650)	(9,659,320)
Loans, net	883,084,291	787,255,857
Loans held for sale	1,057,309	395,427
Premises and equipment, net	25,484,385	24,762,405
Goodwill	21,824,443	21,983,617
Other intangible assets, net	5,143,820	6,190,540
Bank owned life insurance	2,711,681	2,625,104
Other assets	18,119,801	25,159,322
Total assets	$1,248,159,708	$1,216,259,587
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non-interest-bearing	$ 300,610,463	$ 258,835,961
Interest-bearing	744,123,551	739,656,878
Total deposits	1,044,734,014	998,492,839
Securities sold under agreements to repurchase	32,710,650	37,106,842
Federal Home Loan Bank term advances	27,225,363	43,343,918
Accrued interest payable	452,629	800,148
Dividends payable	-	1,141,081
Other liabilities	11,922,115	9,445,319
Total liabilities	1,117,044,771	1,090,330,147

Shareholders' equity:		
Common stock, $.01 par value per share, 10,000,000 shares authorized; 5,310,076 issued at December 31, 2012 and December 31, 2011	53,101	53,101
Additional-paid-in capital	45,357,073	45,582,861
Retained earnings	107,078,182	100,628,900
Treasury stock, at cost (728,680 shares at December 31, 2012; 741,003 shares at December 31, 2011)	(18,566,490)	(18,894,044)
Accumulated other comprehensive (loss) income	(2,806,929)	(1,441,378)
Total shareholders' equity	131,114,937	125,929,440
Total liabilities and shareholders' equity	$1,248,159,708	$1,216,259,587

See accompanying notes to consolidated financial statements.

CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	YEARS ENDED DECEMBER 31		
	2012	2011	2010
Interest and Dividend Income:			
Loans, including fees	$45,297,943	$43,180,698	$ 35,064,009
Taxable securities	5,357,179	5,874,019	6,327,489
Tax exempt securities	1,268,242	1,378,753	1,188,193
Interest-bearing deposits	152,891	214,529	166,239
Total interest and dividend income	52,076,255	50,647,999	42,745,930
Interest Expense:			
Deposits	3,242,652	4,350,419	5,624,402
Borrowed funds	1,058,547	1,073,016	950,866
Securities sold under agreements to repurchase	994,227	1,375,361	1,640,543
Total interest expense	5,295,426	6,798,796	8,215,811
Net interest income	46,780,829	43,849,203	34,530,119
Provision for loan losses	827,567	958,333	1,125,000
Net interest income after provision for loan losses	45,953,262	42,890,870	33,405,119
Other operating income:			
Wealth management group fee income	6,826,976	6,709,685	10,496,637
Service charges on deposit accounts	4,240,908	4,281,808	4,552,430
Net gain on securities transactions	300,516	1,108,091	450,666
Other-than-temporary loss on investment securities:			
Total impairment losses	-	(67,400)	(393,005)
Loss recognized in other comprehensive income	-	-	-
Net impairment loss recognized in earnings	-	(67,400)	(393,005)
Net gain on sales of loans held for sale	484,006	179,096	241,537
Casualty gains	790,248	-	-
Gains on sales of other real estate owned	57,696	93,204	42,545
Income from bank owned life insurance	86,577	88,389	87,489
Other	4,503,158	5,071,385	4,166,377
Total other operating income	17,290,085	17,464,258	19,644,676
Other operating expenses:			
Salaries and wages	18,917,724	17,136,433	15,343,811
Pension and other employee benefits	5,623,861	4,796,994	3,866,744
Net occupancy expenses	5,163,865	5,015,936	4,334,441
Furniture and equipment expenses	2,205,166	2,118,544	1,948,900
Data processing expense	4,420,953	3,915,841	3,364,240
Professional fees	1,442,644	949,779	698,113
Amortization of intangible assets	1,046,720	1,041,193	730,894
Marketing and advertising expense	1,068,494	1,037,416	929,606
	102,344	1,671	17,982

Losses on sales of other real estate owned			
Other real estate owned expenses	328,182	104,829	348,939
FDIC insurance	807,493	967,254	1,196,901
Loan expense	788,473	607,732	519,805
Merger related expenses	30,145	2,255,169	482,180
Other	4,890,561	4,835,432	4,060,127
Total other operating expenses	46,836,625	44,784,223	37,842,683
Income before income tax expense	16,406,722	15,570,905	15,207,112
Income tax expense	5,384,482	5,033,150	5,105,239
Net income	$ 11,022,240	$ 10,537,755	$ 10,101,873
Weighted average shares outstanding	4,640,912	4,382,843	3,606,541
Basic and diluted earnings per share	$ 2.38	$ 2.40	$ 2.80

See accompanying notes to consolidated financial statements.

CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	YEARS ENDED DECEMBER 31		
	2012	2011	2010
Net income	$ 11,022,240	$ 10,537,755	$ 10,101,873
Other comprehensive income			
Unrealized holding gains on securities available for sale	410,834	4,769,697	1,875,749
Change in unrealized gains on securities available for sale for which a portion of an other-than-temporary impairment has been recognized in earnings, net of reclassification	-	27,725	216,110
Reclassification adjustment gains realized in net income	(300,516)	(1,108,091)	(450,666)
Net unrealized gains	110,318	3,689,331	1,641,193
Less: Tax effect	(74,583)	(1,363,289)	(634,911)
Net of tax amount	35,735	2,326,042	1,006,282
Change in funded status of defined benefit pension plan and other benefit plans:			
Reclassification adjustment for amortization of prior service costs	(83,144)	67,127	(51,110)
Reclassification adjustment for amortization of net actuarial loss	(2,193,150)	(6,326,761)	(500,107)
Total before tax effect	(2,276,294)	(6,259,634)	(551,217)
Less: Tax effect	875,008	2,389,739	213,245
Net of tax amount	(1,401,286)	(3,869,895)	(337,972)
Total other comprehensive (loss) income	(1,365,551)	(1,543,853)	668,310
Comprehensive income	$ 9,656,689	$ 8,993,902	$ 10,770,183

See accompanying notes to consolidated financial statements.

CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 31, 2009	43,001	22,806,829	87,826,331	(20,024,661)	(565,835)	90,085,665
Net income	-	-	10,101,873	-	-	10,101,873
Other comprehensive income	-	-	-	-	668,310	668,310
Distribution of 25,443 shares of treasury stock for directors' deferred compensation plan	-	(661,102)	-	650,324	-	(10,778)
Distribution of 5,886 shares of treasury stock granted for employee restricted stock awards	-	(149,303)	-	150,446	-	1,143
Restricted stock units for directors' deferred compensation plan	-	111,772	-	-	-	111,772
Cash dividends declared ($1.00 per share)	-	-	(3,520,584)	-	-	(3,520,584)
Distribution of 10,082 shares of treasury stock for directors' compensation	-	(44,677)	-	258,906	-	214,229
Distribution of 2,750 shares of treasury stock for employee compensation	-	(15,537)	-	70,537	-	55,000
Sale of 6,000 shares of treasury stock	-	(25,860)	-	153,360	-	127,500
Purchase of 20,260 shares of treasury stock	-	-	-	(425,567)	-	(425,567)
Balances at December 31, 2010	$ 43,001	$ 22,022,122	$ 94,407,620	$ (19,166,655)	$ 102,475	$ 97,408,563
Net income	-	-	10,537,755	-	-	10,537,755
Other comprehensive loss	-	-	-	-	(1,543,853)	(1,543,853)
Restricted stock awards	-	28,141	-	-	-	28,141
Distribution of 286 shares of treasury stock for directors' deferred	-	(7,364)	-	7,310	-	(54)

compensation plan						
Distribution of 8,834 shares of treasury stock granted for employee restricted stock awards, net	-	(226,360)	-	225,350	-	(1,010)
Forfeit of 1,087 shares restricted stock awards.	-	27,762	-	(27,762)	-	-
Restricted stock units for directors' deferred compensation plan	-	80,083	-	-	-	80,083
Cash dividends declared ($1.00 per share)	-	-	(4,316,475)	-	-	(4,316,475)
Distribution of 10,378 shares of treasury stock for directors' compensation	-	(33,831)	-	265,262	-	231,431
Distribution of 2,392 shares of treasury stock for employee compensation	-	(6,140)	-	61,140	-	55,000
Sale of 9,500 shares of treasury stock	-	(25,090)	-	242,610	-	217,520
Purchase of 21,426 shares of treasury stock	-	-	-	(501,299)	-	(501,299)
Issuance of 1,009,942 shares related to FOFC Merger	10,100	23,723,538	-	-	-	23,733,638
Balances at December 31, 2011	$ 53,101	$ 45,582,861	$ 100,628,900	$ (18,894,044)	$ (1,441,378)	$ 125,929,440

CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(continued)	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 31, 2011	$ 53,101	$ 45,582,861	$ 100,628,900	$ (18,894,044)	$ (1,441,378)	$ 125,929,440
Net income	-	-	11,022,240	-	-	11,022,240
Other comprehensive income	-	-	-	-	(1,365,551)	(1,365,551)
Restricted stock awards	-	79,510	-	-	-	79,510
Distribution of 3,240 shares of treasury stock for directors' deferred compensation plan	-	(81,747)	-	82,588	-	841
Distribution of 10,760 shares of treasury stock granted for employee restricted stock awards, net	-	(274,196)	-	274,196	-	-
Restricted stock units for directors' deferred compensation plan	-	86,717	-	-	-	86,717
Cash dividends declared ($1.00 per share)	-	-	(4,572,958)	-	-	(4,572,958)
Distribution of 10,238 shares of treasury stock for directors' compensation	-	(28,121)	-	261,069	-	232,948
Distribution of 3,453 shares of treasury stock for employee compensation	-	(8,052)	-	88,052	-	80,000
Sale of 10,100 shares of treasury stock	-	101	-	257,449	-	257,550
	-	-	-	(635,800)	-	(635,800)

Purchase of 25,468 shares of treasury stock						
Balances at December 31, 2012	$53,101	$45,357,073	$107,078,182	$(18,566,490)	$(2,806,929)	$131,114,937

See accompanying notes to consolidated financial statements.

CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
CASH FLOWS FROM OPERATING ACTIVITIES:	2012	2011	2010
Net income	$ 11,022,240	$ 10,537,755	$ 10,101,873
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of intangible assets	1,046,720	1,041,193	730,894
Deferred income tax expense	646,899	3,416,135	153,450
Provision for loan losses	827,567	958,333	1,125,000
Depreciation and amortization of fixed assets	2,946,499	2,861,644	2,778,065
Amortization of premiums on securities, net	1,827,055	1,394,115	608,257
Gains on sales of loans held for sale, net	(484,006)	(179,096)	(241,537)
Proceeds from sales of loans held for sale	15,684,266	7,778,633	9,105,462
Loans originated and held for sale	(15,862,142)	(7,507,967)	(9,151,419)
Net losses (gain) on sale of other real estate owned	44,648	(91,533)	(24,563)
Net gains on trading assets	(26,880)	(2,506)	-
Net gains on securities transactions	(300,516)	(1,108,091)	(450,666)
Net impairment loss recognized on investment securities	-	67,400	393,005
Proceeds from sales of trading assets	96,498	19,938	-
Purchase of trading assets	(123,478)	(311,813)	-
Decrease(increase) in other assets	6,083,953	(9,890,546)	2,708,278
Decrease in prepaid FDIC Assessment	732,777	164,744	1,074,474
Decrease in accrued interest payable	(347,519)	(287,822)	(344,853)
Expense related to restricted stock units for directors' deferred compensation plan	86,717	80,083	111,772
Expense related to employee stock compensation	80,000	55,000	55,000
Expense related to employee restricted stock awards	79,510	28,141	1,143
Increase (decrease) in other liabilities	587,918	206,721	(959,274)
Income from bank owned life insurance	(86,577)	(88,389)	(87,489)
	-	-	137,509

Proceeds from sales of student loans			
Net cash provided by operating activities	24,562,149	9,142,072	17,824,381
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sales and calls of securities available for sale	90,870,086	88,741,210	85,440,031
Proceeds from maturities and principal collected on securities available for sale	29,341,503	31,200,076	59,166,409
Proceeds from maturities and principal collected on securities held to maturity	4,295,975	3,965,483	10,057,026
Purchases of securities available for sale	(80,443,763)	(127,405,986)	(136,077,171)
Purchases of securities held to maturity	(1,732,507)	(4,562,281)	(5,612,297)
Purchase of Federal Home Loan Bank and Federal Reserve Bank stock	(26,250)	(1,002,500)	(58,200)
Redemption of Federal Home Loan Bank and Federal Reserve Bank stock	825,300	400,350	9,900
Purchases of premises and equipment	(3,668,479)	(2,551,969)	(2,084,537)
Cash paid Fort Orange Financial Corp. acquisition	-	(8,137,816)	-
Cash received Fort Orange Financial Corp. acquisition	-	33,284,995	-
Proceeds from sale of other real estate owned	796,446	327,087	317,823
Net increase in loans	(97,115,130)	(19,322,219)	(20,117,424)
Net cash used by investing activities	(56,856,819)	(5,063,570)	(8,958,440)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net increase in demand deposits, NOW accounts, savings accounts, and insured money market accounts	86,541,575	55,243,997	13,959,189
Net decrease in time deposits and individual retirement accounts	(40,300,400)	(43,578,345)	(28,663,430)
Net decrease in securities sold under agreements to repurchase	(4,396,192)	(18,236,546)	(9,488,642)
Repayments of Federal Home Loan Bank long term advances	(16,118,555)	(910,246)	-
Purchase of treasury stock	(635,800)	(501,299)	(425,567)
Sale of treasury stock	257,449	242,610	153,360
Cash dividends paid	(5,714,039)	(4,056,597)	(3,519,470)
	19,634,038	(11,796,426)	(27,984,560)

Net cash provided (used) by financing activities			
Net decrease in cash and cash equivalents	(12,660,632)	(7,717,924)	(19,118,619)
Cash and cash equivalents, beginning of period	52,901,853	60,619,777	79,738,396
Cash and cash equivalents, end of period	$ 40,241,221	$ 52,901,853	$ 60,619,777
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest	$ 5,642,945	$ 6,782,999	$ 8,560,664
Income Taxes	$ 1,732,411	$ 5,110,847	$ 5,475,675
Supplemental disclosure of non-cash activity:			
Transfer of loans to other real estate owned	$ 618,302	$ 533,976	$ 554,246
See accompanying notes to consolidated financial statements.			

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CHEMUNG FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2012, 2011 and 2010

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

Chemung Financial Corporation (the "Corporation"), through its wholly owned subsidiaries, Chemung Canal Trust Company (the "Bank") and CFS Group, Inc., provides a wide range of banking, financing, fiduciary and other financial services to its clients. The Corporation is subject to the regulations of certain federal and state agencies and undergoes periodic examinations by those regulatory agencies.

BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and include the accounts of the Corporation and its subsidiaries. All significant intercompany balances and transactions are eliminated in consolidation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and disclosures provided, and actual results could differ. The allowance for loan losses, other-than-temporary impairment of investment securities and goodwill and other intangibles are particularly subject to change.

SECURITIES

Management determines the appropriate classification of securities at the time of purchase. If management has the intent and the Corporation has the ability at the time of purchase to hold securities until maturity, they are classified as held to maturity and carried at amortized cost. Securities to be held for indefinite periods of time or not intended to be held to maturity are classified as available for sale and carried at fair value. Unrealized holding gains and losses on securities classified as available for sale are excluded from earnings and are reported as accumulated other comprehensive income (loss) in shareholders' equity, net of the related tax effects, until realized. Realized gains and losses are determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment (“OTTI”) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment (OTTI) related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

In order to determine OTTI for purchased beneficial interests that, on the purchase date, were not highly rated, the Corporation compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

Securities are placed on non-accrual status when management believes there are significant doubts regarding the ultimate collectability of interest and/or principal. Premiums and discounts are amortized or accreted over the life of the related security as an adjustment of yield using the interest method. Dividend and interest income is recognized when collected.

FEDERAL HOME LOAN BANK (FHLB) AND FEDERAL RESERVE BANK (FRB) STOCK

The Bank is a member of both the FHLB and FRB system. FHLB members are required to own a certain amount of stock based on the level of borrowings and other factors, while FRB members are required to own a certain amount of stock based on a percentage of the Bank's capital stock and surplus. FHLB and FRB stock are carried at cost and classified as non-marketable equities and periodically evaluated for impairment based on ultimate recovery of par value. Cash dividends are reported as income.

BANK OWNED LIFE INSURANCE

Bank Owned Life Insurance ("BOLI") is recorded at the amount that can be realized under the insurance contracts at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement. Changes in the cash surrender value are recorded in other income.

LOANS HELD FOR SALE

Certain mortgage loans are originated with the intent to sell. Loans held for sale are recorded at the lower of cost or fair value. Loans held for sale, as well as the commitments to sell the loans that are originated for sale, are regularly evaluated for changes in fair value. If necessary, a valuation allowance is established with a charge to income for unrealized losses attributable to a change in market rates.

LOANS

Loans are stated at the amount of unpaid principal balance less unearned discounts and net deferred origination fees and costs. The Corporation has the ability and intent to hold its loans for the foreseeable future. The Corporation's loan portfolio, including acquired loans, is comprised of the following segments: (i) commercial, financial and agricultural, (ii) commercial mortgages, (iii) residential mortgages and (iv) consumer loans.

Commercial, financial and agricultural loans primarily consist of loans to small to mid-sized businesses in the Corporation's market area in a diverse range of industries. These loans are typically made on the basis of the borrower's ability to make repayment from the cash flow of the borrower's business. Commercial mortgage loans are generally non-owner occupied commercial properties or owner occupied commercial real estate with larger balances. Repayment of these loans is often dependent upon the successful operation and management of the properties and the businesses occupying the properties, as well as on the collateral securing the loan. Residential mortgage loans are generally made on the basis of the borrower's ability to make repayment from their employment and other income, but are secured by real property. Consumer loans include home equity lines of credit and home equity loans, which exhibit many of the same characteristics as residential mortgages. Indirect and other consumer loans are typically secured by depreciable assets, such as automobiles or boats, and are dependent on the borrower's continuing financial stability.

Interest on loans is accrued and credited to operations using the interest method. Past due status is based on the contractual terms of the loan. The accrual of interest is generally discontinued and previously accrued interest is reversed when loans become 90 days delinquent. Loans may also be placed on non-accrual status if management

believes such classification is otherwise warranted. All payments received on non accrual loans are applied to principal. Loans are returned to accrual status when they become current as to principal and interest and remain current for a period of six consecutive months or when, in the opinion of management, the Corporation expects to receive all of its original principal and interest. Loan origination fees and certain direct loan origination costs are deferred and amortized over the life of the loan as an adjustment to yield, using the interest method.

LOAN CONCENTRATIONS

Loan concentrations are considered to exist when there are amounts loaned to a multiple number of borrowers engaged in similar activities which would cause them to be similarly impacted by economic or other conditions. The Corporation's concentration policy limits the volume of commercial loans to any one specific industry. Specific industries are identified using the North American Industry Classification System ("NAICS") codes. The volume of commercial loans, with the exception of commercial mortgages, to any one specific industry is limited to Tier 1 capital plus the allowance for loan losses. The volume of commercial mortgages is limited to three times the total of Tier 1 capital plus the allowance for loan losses.

ACQUIRED LOANS

Non-Impaired Acquired Loans:

Loans acquired are initially recorded at fair value with no carryover of the related allowance for loan losses. After acquisition, losses beyond those estimated in determining the initial fair value are recognized through the allowance for loan losses. Determining fair value of the loans involves estimating the amount and timing of expected principal and interest cash flows to be collected on the loans and discounting those cash flows at a market interest rate.

Purchased Credit Impaired Loans:

Loans acquired that show evidence of credit deterioration since origination are considered purchased credit impaired loans These loans are recorded at the fair value of the amount paid, such that there is no carryover of the seller's allowance for loan losses.

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

After acquisition, losses are recognized by an increase in the allowance for loan losses. Over the life of the loan expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a reserve is established. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income. These loans are charged against the allowance for loan losses when management believes that the collectability of all or a portion of the principal is unlikely.

ALLOWANCE FOR LOAN LOSSES

The allowance is an amount that management believes will be adequate to absorb probable incurred losses on existing loans. The allowance for loan losses is increased through a provision for loan losses charged to operations. Loans are charged against the allowance for loan losses when management believes that the collectability of all or a portion of the principal is unlikely. Management's evaluation of the adequacy of the allowance for loan losses is performed on a periodic basis and takes into consideration such factors as the credit risk grade assigned to the loan, historical loan loss experience (general component) and review of specific impaired loans (including evaluations of the underlying collateral and expected cash flows). Historical loss experience is adjusted by management based on their judgment as to the current impact of qualitative factors including changes in the composition and volume of the loan portfolio, overall portfolio quality, and current economic conditions that may affect the borrowers' ability to pay. Management believes that the allowance for loan losses is adequate to absorb probable incurred losses. While management uses

available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in economic conditions. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to recognize additions to the allowance based on their judgments about information available to them at the time of their examination.

Management, after considering current information and events regarding the borrower's ability to repay their obligations, classifies a loan as impaired when it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. If a loan is determined to be impaired and is placed on nonaccrual status, all future payments received are applied to principal.

If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential mortgage loans, are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures. Troubled debt restructurings are impaired loans.

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. Loans not impaired but classified as substandard and special mention use a historical loss factor on a rolling five year history of net losses. For all other unclassified loans, the historical loss experience is determined by portfolio class and is based on the actual loss history experienced by the Corporation over the most recent two years. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio class. These economic factors include consideration of the following: (1) lending policies and procedures, including underwriting standards and collection, charge-off and recovery policies, (2) national and local economic and business conditions and developments, including the condition of various market segments, (3) loan profiles and volume of the portfolio, (4) the experience, ability, and depth of lending management and staff, (5) the volume and severity of past due, classified and watch-list loans, non-accrual loans and troubled debt restructurings, (6) the quality of the Bank's loan review system and the degree of oversight by the Bank's Board of Directors, (7) collateral related issues: secured vs. unsecured, type, declining valuation environment and trend of other related factors, (8) the existence and effect of any concentrations of credit, and changes in the level of such concentrations, (9) the effect of external factors, such as competition and legal and regulatory requirements, on the level of estimated credit losses in the Bank's current portfolio and (10) the recession threat from United States and European fiscal crises.

PREMISES AND EQUIPMENT

Land is carried at cost, while buildings, equipment, leasehold improvements and furniture are stated at cost less accumulated depreciation and amortization. Depreciation is charged to current operations under the straight-line method over the estimated useful lives of the assets, which range from 15 to 50 years for buildings and from 3 to 10 years for equipment and furniture. Amortization of leasehold improvements and leased equipment is recognized on the straight-line method over the shorter of the lease term or the estimated life of the asset.

OTHER REAL ESTATE

Real estate acquired through foreclosure or deed in lieu of foreclosure is recorded at estimated fair value of the property less estimated costs to dispose at the time of acquisition. Write downs from the carrying value of the loan to estimated fair value which are required at the time of foreclosure are charged to the allowance for loan losses. Subsequent adjustments to the carrying values of such properties resulting from declines in fair value are charged to operations in the period in which the declines occur.

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INCOME TAXES

The Corporation files a consolidated tax return. Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for unused tax loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled, or the tax loss carry forwards are expected to be utilized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

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

WEALTH MANAGEMENT GROUP FEE INCOME

Assets held in a fiduciary or agency capacity for customers are not included in the accompanying consolidated balance sheets, since such assets are not assets of the Corporation. Wealth Management Group income is recognized on the accrual method as earned based on contractual rates applied to the balances of individual trust accounts. The unaudited market value of trust assets under administration totaled $1.735 billion at December 31, 2012 and $1.596 billion at December 31, 2011.

POSTRETIREMENT BENEFITS

Pension Plan:

The Chemung Canal Trust Company Pension Plan is a non-contributory defined benefit pension plan. The Pension Plan is a “qualified plan” under the IRS Code and therefore must be funded. Contributions are deposited to the Plan and held in trust. The Plan assets may only be used to pay retirement benefits and eligible plan expenses. The plan was amended such that new employees hired on or after July 10, 2010 will not be eligible to participate in the plan, however, existing participants at that time will continue to accrue benefits. The amendment will result in a decrease over time in the future benefit obligations of the plan and the corresponding net periodic benefit cost associated with the plan.

Under the Plan, pension benefits are based upon final average annual compensation where the annual compensation is total base earnings paid plus 401(k) salary deferrals. Bonuses, overtime, commissions and dividends are excluded. The normal retirement benefit equals 1.2% of final average compensation (highest consecutive five years of annual compensation in the prior ten years) times years of service (up to a maximum of 25 years), plus 1% of average monthly compensation for each additional year of service (up to a maximum of 35 years), plus .65% of average monthly compensation in excess of covered compensation for each year of credited service up to 35 years. Covered compensation is the average of the social security taxable wage bases in effect for the 35 year period prior to normal social security retirement age. Compensation for purposes of determining benefits under the Plan is reviewed annually.

Defined Contribution Profit Sharing, Savings and Investment Plan:

The Corporation also sponsors a defined contribution profit sharing, savings and investment plan which covers all eligible employees with a minimum of 1,000 hours of annual service. The Corporation makes discretionary matching and profit sharing contributions to the plan based on the financial results of the Corporation. The plan's assets consists of Chemung Financial Corporation common stock, as well as other common and preferred stocks, U.S. Government securities, corporate bonds and notes, and mutual funds.

Defined Benefit Health Care Plan:

The Corporation sponsors a defined benefit health care plan that provides postretirement medical benefits to employees who meet minimum age and service requirements. This plan was amended effective July 1, 2006. Prior to this amendment, all retirees age 55 or older were eligible for coverage under the Corporation's self-insured health care plan, contributing 40% of the cost of the coverage. Under the amended plan, coverage for Medicare eligible retirees who reside in the Central New York geographic area is provided under a group sponsored plan with Excellus BlueCross BlueShield called Medicare Blue PPO, with the retiree paying 100% of the premium. Excellus BlueCross BlueShield assumes full liability for the payment of health care benefits incurred after July 1, 2006. Current Medicare eligible retirees who reside outside of the Central New York geographic area were eligible for coverage under the Corporation's self insurance plan thru December 31, 2009, contributing 50% of the cost of coverage. Effective January 1, 2010, these out of area retirees were eligible for coverage under a Medicare Supplement Plan C administered by Excellus BlueCross BlueShield, contributing 50% of the premium. Current and future retirees between the ages of 55 and 65, will continue to be eligible for coverage under the Corporation's self insured plan, contributing 50% of the cost of the coverage. Employees who retire after July 1, 2006, and become Medicare eligible will only have access to the Medicare Blue PPO plan. Additionally, effective July 1, 2006, dental benefits were eliminated for all retirees.

Executive Supplemental Pension Plan:

As described above, U.S. laws place limitations on compensation amounts that may be included under the Pension Plan. The Executive Supplemental Pension Plan is provided to executives in order to produce total retirement benefits, as a percentage of compensation that is comparable to employees whose compensation is not restricted by the annual compensation limit. Pension amounts based upon the pension plan formula, which exceed the applicable limitations, will be paid under the Executive Supplemental Pension Plan.

The Executive Supplemental Pension Plan is a “non-qualified plan” under the Internal Revenue Service Code. Contributions to the Plan are not held in trust; therefore, they may be subject to the claims of creditors in the event of bankruptcy or insolvency. When payments come due under the Plan, cash is distributed from general assets.

Defined Contribution Supplemental Executive Retirement Plan:

The Defined Contribution Supplemental Executive Retirement Plan is provided to certain executives to motivate and retain key management employees by providing a nonqualified retirement benefit that is payable at retirement, disability, death and certain other events. The Defined Contribution Supplemental Executive Retirement Plan will deliver a retirement benefit comparable to that received by other executive officers participating in the bank’s Defined Benefit Plan.

The Supplemental Executive Retirement Plan is intended to be an unfunded plan maintained primarily for the purpose of providing deferred compensation benefits for a select group of management or highly compensated employees under Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974.

STOCK-BASED COMPENSATION

Restricted Stock Plan:

The Restricted Stock Plan, in effect as of June 16, 2010, is designed to align the interests of the Company's executives and senior managers with the interests of the Company and its shareholders, to insure the Company's compensation practices are competitive and comparable with those of its peers, and to promote the retention of select management-level employees. Under the terms of the Plan, the Company may make discretionary grants of restricted shares of the Company's common stock to or for the benefit of employees selected to participate in the Plan. Each officer of the Company, other than the Company's chief executive officer, is eligible to participate in the Plan. Awards are based on the performance, responsibility and contributions of the employee and are targeted at an average of the peer group. The maximum number of shares of the Company's common stock that may be awarded as restricted shares to Plan participants may not exceed fifteen thousand (15,000) per calendar year. Twenty percent of the restricted stock awarded to a participant vests each year commencing with the first anniversary date of the award and is 100 percent vested on the fifth anniversary date. Except in the case of the participant's death, disability, or in the event of a change in control, the participant's unvested shares of unrestricted stock will be forfeited if the participant leaves the employ of the Company or the Bank, with or without cause, or if the participant retires prior to attainment of age 65.

Deferred Directors Fee Plan:

A Deferred Directors Fee Plan for non-employee directors provides that directors may elect to defer receipt of all or any part of their fees. Deferrals are either credited with interest compounded quarterly at the Applicable Federal Rate for short-term debt instruments or converted to units, which appreciate or depreciate, as would an actual share of the Company's common stock purchased on the deferral date. Cash deferrals will be paid into an interest bearing account and paid in cash. Units will be paid in shares of common stock.

Directors' Compensation Plan:

The purpose of the Directors' Compensation Plan is to enable the Company to attract and retain persons of exceptional ability to serve as directors and stockholders in enhancing the value of the common stock of the Company. The Plan was originally established to provide for the cash payment of an annual retainer and fees to non-employee directors serving on the Board of Directors of the Company and the Bank. The Plan was subsequently amended to provide: (i) payment of additional compensation to each non-employee director in shares of the Company's common stock in an amount equal to the total cash compensation earned by each non-employee director during the year for service on the Board of Directors of each of the Company and the Bank, and for each year of service thereafter, to be distributed from treasury shares in January of the following calendar year; and (ii) payment to the President and CEO of the Company and the Bank for his service on the Boards of Directors of the Company and the Bank in an amount equal in value to the average compensation awarded to non-employee directors who have served twelve (12) months of the previous year. The maximum number of shares of Company common stock that may be granted under the Plan may not exceed twenty thousand (20,000) per year. The Plan was amended, effective January 1, 2012, to provide that the value of a share of common stock granted under the Plan shall be determined as the average of the closing prices of a share of common stock as quoted on the applicable established securities market for each of the prior thirty (30) trading days ending on December 31st of the calendar year.

Incentive Compensation Plan:

The Incentive Compensation Plan replaces the President and CEO Bonus Plan that was in effect prior to January 1, 2012. The purpose of the Incentive Compensation Plan is to attract and retain highly qualified officers and key employees, and to motivate such persons to serve the Company and the Bank and to expend maximum effort to improve the business results and earnings of the Company by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. To this end, the Incentive Compensation Plan provides for the discretionary grant of unrestricted stock, i.e., common stock of the Company that is free of any restrictions, such as restrictions on transferability, to select officers and key employees as designated by the Board in its sole discretion. The maximum number of shares that can be awarded as unrestricted stock under the Incentive Compensation Plan to any individual is ten thousand (10,000) per calendar year; and the maximum amount that may be earned in cash as an Incentive Award in any calendar year by any individual is $300,000. The right of any eligible employee to receive a grant of an incentive award, whether in the form of cash or unrestricted stock, is subject to performance standards that are specified by either the Compensation Committee or the Board.

Non-qualified Deferred Compensation Plan:

The Deferred Compensation Plan allows a select group of management and employees to defer all or a portion of their annual compensation to a future date. Eligible employees are generally highly compensated employees and are designated by the Board from time to time. Deferred amounts are an unfunded liability of the Company. The Plan requires deferral elections be made before the beginning of the calendar year during which the participant will perform the services to which the compensation relates. Participants in the Plan are required to elect a form of distribution, either lump sum payment or annual installments not to exceed ten years, and a time of distribution, either a specified age or a specified date. The terms and conditions for the deferral of compensation are subject to the provisions of 409A of the IRS Code.

GOODWILL AND INTANGIBLE ASSETS

Goodwill resulting from business combinations prior to January 1, 2009 represents the excess of the purchase price over the fair value of the net assets of businesses acquired. Goodwill resulting from business combinations after January 1, 2009, is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but tested for impairment at least annually. The Corporation has selected December 31 as the date to perform the annual impairment test. Goodwill is the only intangible asset with an indefinite life on our balance sheet. Intangible assets with definite useful lives are amortized over their estimated useful lives to their estimated residual values. The balances are reviewed for impairment on an ongoing basis or whenever events or changes in business circumstances warrant a review of the carrying value. If impairment is determined to exist, the related write-down of the intangible asset's carrying value is charged to operations. Based on these impairment reviews, the Corporation determined that goodwill and other intangible assets were not impaired at December 31, 2012.

The Corporation's intangible assets with definite useful lives resulted from the purchase of the trust business of Partners Trust Bank in May of 2007, the acquisition of three former M&T Bank branch offices in March 2008, the acquisition of Canton Bancorp, Inc. in May 2009, and the acquisition of Fort Orange Financial Corp. in April 2011 with balances of $3,073,504, $198,819, $31,654 and $1,839,843, respectively, at December 31, 2012. The trust business intangible is being amortized to expense over the expected useful life of 15 years. The identifiable core deposit and customer relationship intangibles related to the M&T branch offices and Canton Bancorp, Inc.

acquisitions are being amortized to expense using a 7.25 and 7 year accelerated method, respectively. The identifiable core deposit intangible related to the FOFC acquisition is being amortized using a 10 year sum-of-the-years digits method.

EARNINGS PER COMMON SHARE

Basic earnings per share is net income divided by the weighted average number of common shares outstanding during the period. Issuable shares including those related to directors' restricted stock units and directors' stock compensation are considered outstanding and are included in the computation of basic earnings per share as they are earned. All outstanding unvested share based payment awards that contain rights to nonforfeitable dividends are considered participating securities for this calculation. Restricted stock awards are grants of participating securities. The impact of the participating securities on earnings per share is not material. Earnings per share information is adjusted to present comparative results for stock splits and stock dividends that occur.

COMPREHENSIVE INCOME

Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available for sale and changes in the funded status of the Corporation's defined benefit pension plan and other benefit plans, net of the related tax effect, which are also recognized as separate components of equity.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash and amounts due from banks and interest-bearing deposits with other financial institutions.

TRADING ASSETS

Securities that are held to fund a non-qualified deferred compensation plan are recorded at fair value with changes in fair value included in earnings.

SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

The Corporation enters into sales of securities under agreements to repurchase. The agreements are treated as financings, and the obligations to repurchase securities sold are reflected as liabilities in the consolidated balance sheets. The amount of the securities underlying the agreements continues to be carried in the Corporation's securities portfolio. The Corporation has agreed to repurchase securities identical to those sold. The securities underlying the agreements are under the Corporation's control.

OTHER FINANCIAL INSTRUMENTS

The Corporation is a party to certain other financial instruments with off-balance sheet risk such as unused portions of lines of credit and commitments to fund new loans. The Corporation's policy is to record such instruments when funded.

SEGMENT REPORTING

The Corporation has identified separate operating segments and internal financial information is primarily reported and aggregated in two lines of business, banking and wealth management advisory services.

RECLASSIFICATION

Amounts in the prior years' consolidated financial statements are reclassified whenever necessary to conform with the current year's presentation.

SUBSEQUENT EVENTS

We have evaluated events and transactions through the time the consolidated financial statement were issued. Financial statements are considered issued when they are widely distributed to all shareholders and other financial statement users, or filed with the Securities Exchange Commission (“SEC”). In conjunction with applicable accounting standards, all material subsequent events have been either recognized in the consolidated financial statements or disclosed in the notes to the consolidated financial statements.

ADOPTION OF NEW ACCOUNTING STANDARDS

In May, 2011, the FASB issued an amendment to achieve common fair value measurement and disclosure requirements between U.S. and international accounting principles. Overall, the guidance is consistent with existing U.S. accounting principles; however, there are some amendments that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments in this guidance are effective for interim and annual reporting periods beginning after December 15, 2011. The effect of adopting this standard did not have a material effect on the Corporation’s operating results or financial condition, but the additional disclosures are included in Note 16.

In June 2011, the FASB amended existing guidance and eliminated the option to present the components of other comprehensive income as part of the statement of changes in shareholders’ equity. The amendment requires that comprehensive income be presented in either a single continuous statement or in two separate consecutive statements. The amendments in this guidance are effective as of the beginning of a fiscal reporting year, and interim periods within that year, that began after December 15, 2011. In connection with the adoption of this amendment, the Corporation changed the presentation of the statement of comprehensive income for the Corporation to two consecutive statements instead of presenting it as part of the consolidated statements of shareholders’ equity.

(2) RESTRICTIONS ON CASH AND DUE FROM BANK ACCOUNTS

The Corporation was in compliance with the reserve requirement with the Federal Reserve Bank of New York as of December 31, 2012.

The Corporation also maintains a pre-funded settlement account with a financial institution in the amount of $1,213,000 for electronic funds transaction settlement purposes at December 31, 2012.

(3) SECURITIES

Amortized cost and estimated fair value of securities available for sale at December 31, 2012 and 2011 are as follows:

	2012		2011	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Obligations of U.S. Government and U.S. Government sponsored enterprises	$ 138,041,393	$ 141,591,214	$ 149,140,715	$ 152,079,770
Mortgage-backed securities, residential	29,591,883	31,515,249	48,129,271	50,766,605
Collateralized mortgage obligations	3,494,642	3,543,360	7,412,470	7,536,753

Obligations of states and political subdivisions		39,174,595		40,814,722		44,561,789		46,512,971
Corporate bonds and notes		11,412,167		11,651,635		13,461,675		13,684,198
SBA loan pools		1,682,736		1,724,140		1,915,419		1,949,606
Trust preferred securities		2,519,379		2,470,913		2,538,286		2,310,066
Corporate stocks		736,495		6,374,530		788,030		6,029,841
Total	$	226,653,290	$	239,685,763	$	267,947,655	$	280,869,810

Gross unrealized gains and losses on securities available for sale at December 31, 2012 and 2011, were as follows:

	2012		2011	
	Unrealized Gains	Unrealized Losses	Unrealized Gains	Unrealized Losses
Obligations of U.S. Government and U.S. Government sponsored enterprises	$ 3,549,821	$ -	$ 3,022,726	$ 83,671
Mortgage-backed securities, residential	1,923,366	-	2,637,334	-
Collateralized mortgage obligations	48,718	-	135,603	11,321
Obligations of states and political subdivisions	1,641,510	1,383	1,954,265	3,083
Corporate bonds and notes	239,468	-	418,969	196,446
SBA loan pools	41,404	-	34,187	-
Trust preferred securities	134,959	183,425	132,516	360,735
Corporate stocks	5,645,753	7,718	5,246,655	4,844
Total	$ 13,224,999	$ 192,526	$ 13,582,255	$ 660,100

The amortized cost and estimated fair value of debt securities available for sale are shown below by expected maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately:

	December 31, 2012	
	Amortized Cost	Fair Value
Within One Year	$ 46,986,281	$ 47,375,648
After One, But Within Five Years	137,310,080	141,854,201
After Five, But Within Ten Years	6,222,148	6,853,035
After Ten Years	629,025	445,600
Mortgage-backed securities, residential	29,591,883	31,515,249
Collateralized mortgage obligations	3,494,642	3,543,360
SBA loan pools	1,682,736	1,724,140
Total	$ 225,916,795	$ 233,311,233

Actual maturities may differ from contractual maturities above because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

The proceeds from sales and calls of securities resulting in gains or losses are listed below:

	2012	2011	2010
Proceeds	$ 26,210,087	$ 35,741,211	$ 10,520,033
Gross gains	$ 300,516	$ 1,108,091	$ 451,094
Gross losses	$ -	$ -	$ 428
Tax expense	$ 115,518	$ 423,191	$ 174,345

Amortized cost and estimated fair value of securities held to maturity at December 31, 2012 and 2011 are as follows:

	2012		2011	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Obligations of states and political subdivisions	$ 5,748,453	$ 6,421,486	$ 8,311,921	$ 9,175,956

Securities held to maturity had unrecognized gains totaling $673,033 and $864,035 at December 31, 2012 and 2011, respectively. There were no unrecognized losses at December 31, 2012 and December 31, 2011. There were no sales of securities held to maturity in 2012 or 2011.

The contractual maturity of securities held to maturity is as follows at December 31, 2012:

	December 31, 2012	
	Amortized Cost	Fair Value
Within One Year	$ 1,475,115	$ 1,495,042
After One, But Within Five Years	2,738,944	3,033,325
After Five, But Within Ten Years	1,534,394	1,893,119
After Ten Years	-	-
Total	$ 5,748,453	$ 6,421,486

The following table summarizes the investment securities available for sale with unrealized losses at December 31, 2012 and December 31, 2011 by aggregated major security type and length of time in a continuous unrealized position:

2012	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of states and political subdivisions	$ -	$ -	$430,166	$ 1,383	$430,166	$ 1,383
Trust preferred securities	-	-	445,600	183,425	445,600	183,425
Corporate stocks	-	-	45,912	7,718	45,912	7,718
Total temporarily impaired securities	$ -	$ -	$921,678	$192,526	$921,678	$192,526

2011	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of U.S. Government and U.S. Government sponsored enterprises	$ 27,365,920	$ 83,671	$ -	$ -	$27,365,920	$ 83,671
Collateralized mortgage obligations	2,546,461	11,321	-	-	2,546,461	11,321
Obligations of states and political subdivisions	947,203	3,083	-	-	947,203	3,083
Corporate bonds	5,261,074	196,446	-	-	5,261,074	196,446
	-	-	294,910	360,735	294,910	360,735

Trust preferred securities						
Corporate stocks	1,669	1,969	47,117	2,875	48,786	4,844
Total temporarily impaired securities	$ 36,122,327	$296,490	$342,027	$363,610	$36,464,354	$660,100

Other-Than-Temporary-Impairment

As of December 31, 2012, the majority of the Corporation's unrealized losses in the investment securities portfolio related to a collateralized debt obligation ("CDO") consisting of a pool of trust preferred securities. The decline in fair value on this security is primarily attributable to the financial crisis and resulting credit deterioration and financial condition of the underlying issuers, all of which are financial institutions. This deterioration may affect the future receipt of both principal and interest payments on this security. This fact combined with the current illiquidity in the market makes it unlikely that the Corporation would be able to recover its investment in this security if it was sold at this time.

Our analysis of this investment includes a $629,025 amortized cost of a CDO consisting of a pool of trust preferred securities. This security was rated high quality at inception, but at December 31, 2012 Moody's rated this security as Caa3, which is defined as substantial risk of default. The Corporation uses the OTTI evaluation model to compare the present value of expected cash flows to the previous estimate to determine if there are adverse changes in cash flows during each quarter. The OTTI model considers the structure and term of the CDO and the financial condition of the underlying issuers. Specifically, the model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the model include expected future default rates and prepayments. We assume no recoveries on defaults and treat all interest payment deferrals as defaults.

Upon completion of the December 31, 2012 analysis, our model indicated no additional OTTI on this CDO. This security remained classified as available for sale and represented $183,425 of the unrealized losses reported at December 31, 2012. Quarterly interest payments continue to be made on this security.

When conducting the December 31, 2012 analysis, the present value of expected future cash flows using a discount rate equal to the yield in effect at the time of purchase was compared to the previous quarters' analysis. The analysis indicated no further decline in value attributed to credit related factors stemming from further deterioration in the underlying collateral payment streams. Additionally, to estimate fair value the present value of the expected future cash flows was calculated using a current estimated discount rate that a willing market participant might use to value the security based on current market conditions and interest rates. Changes in credit quality may or may not correlate to changes in the overall fair value of the impaired securities as the change in credit quality is only one component in assessing the overall fair value of the impaired securities. Therefore, the recognition of additional credit related OTTI could result in a gain reported in other comprehensive income. Total OTTI recognized in accumulated other comprehensive income was $117,118 and $220,459, net of tax for securities available for sale at December 31, 2012 and 2011, respectively.

The table below presents a roll forward of the cumulative credit losses recognized in earnings for the periods ended December 31, 2012 and 2011:

		2012		2011
Beginning balance, January 1,	$	3,506,073	$	3,438,673
Amounts related to credit loss for which an other-than-temporary impairment was not previously recognized		-		-
Additions/Subtractions:				
Amounts realized for securities sold during the period		-		-
Amounts related to securities for which the company intends to sell or that it will be more likely than not that the company will be required to sell prior to recovery of amortized cost basis		-		-
Reductions for increase in cash flows expected to be collected that are recognized over the remaining life of the security		-		-
Increases to the amount related to the credit loss for which other-than-temporary		-		67,400

impairment was previously recognized		
Ending balance, December 31,	$ 3,506,073	$ 3,506,073

Interest and dividend income on securities for the years ended December 31, 2012, 2011 and 2010 was as follows:

Taxable:	2012	2011	2010
Obligations of U.S. Government and U.S. Government sponsored enterprises	$2,457,865	$2,276,838	$2,086,561
Mortgage-backed securities, residential	1,447,169	2,181,824	3,184,152
Collateralized mortgage obligations	137,732	188,160	-
Corporate bonds and notes	580,152	578,601	499,167
SBA Loan Pools	31,951	31,768	-
Trust preferred securities	271,699	241,626	271,500
Obligations of taxable states and political subdivisions	-	2,798	-
Corporate stocks	430,611	372,402	286,109
Exempt from Federal taxation:			
Obligations of states and political subdivisions	1,268,242	1,378,753	1,188,193
Total	$6,625,421	$7,252,772	$7,515,682

The fair value of securities pledged to secure public funds on deposit or for other purposes as required by law was $212,257,614 at December 31, 2012 and $201,938,127 at December 31, 2011.

The table below shows the securities pledged to secure securities sold under agreements to repurchase at December 31, 2012 and 2011:

	2012		2011	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Obligations of U.S. Government and U. S. Government sponsored enterprises	$ 31,888,493	$ 32,812,885	$ 33,561,553	$ 34,504,015
Mortgage-backed securities, residential	16,503,983	17,575,852	25,769,793	27,242,850
Collateralized mortgage obligations	756,542	770,625	1,807,795	1,854,019
Total	$ 49,149,018	$ 51,159,362	$ 61,139,141	$ 63,600,884

There are no securities of a single issuer (other than securities of U.S. Government sponsored enterprises) that exceed 10% of shareholders' equity at December 31, 2012 or 2011.

The Corporation has an equity investment in Cephas Capital Partners, L.P. This small business investment company was established for the purpose of providing financing to small businesses in market areas served by the Corporation, including minority-owned small businesses and those that are anticipated to create jobs for the low to moderate income levels in the targeted areas. As of December 31, 2012 and 2011, these investments totaled $1,757,252 and $2,450,153, respectively, are included in other assets, and are accounted for under the equity method of accounting.

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(4) LOANS AND ALLOWANCE FOR LOAN LOSSES

The composition of the loan portfolio, net of deferred origination fees and cost, and unearned income is summarized as follows:

December 31,	2012	2011
Commercial, financial and agricultural	$133,851,280	$142,209,279
Commercial mortgages	320,197,426	264,589,013
Residential mortgages	200,475,097	193,599,853
Indirect consumer loans	130,573,200	97,165,447
Consumer loans	108,419,938	99,351,585
	$893,516,941	$796,915,177

Residential mortgages held for sale as of December 31, 2012 and 2011 totaling $1,057,309 and $395,427, respectively, are not included in the above table.

Residential mortgages totaling $142,278,166 at December 31, 2012 and $112,956,988 at December 31, 2011 were pledged under a blanket collateral agreement for the Corporation's line of credit with the FHLB.

The Corporation's concentrations of credit risk by loan type are reflected in the preceding table. The concentrations of credit risk with standby letters of credit, committed lines of credit and commitments to originate new loans generally follow the loan classifications in the table above.

The following table presents the activity in the allowance for loan losses by portfolio segment for the years ending December 31, 2012 and 2011. Loans originated by the Corporation are referred to as “Originated” loans and loans acquired in the merger with Fort Orange Financial Corp. (“FOFC”), which was completed on April 8, 2011, are referred to as “Acquired” loans. The allowance for loan losses on Acquired loans was established during the quarter ending March 31, 2012. Therefore, there was no activity related to Acquired loans in 2011.

Originated Loans	December 31, 2012					
Allowance for loan losses	Commercial, Financial and Agricultural	Commercial Mortgages	Residential Mortgages	Consumer Loans	Unallocated	Total
Beginning balance:	$ 3,143,373	$ 2,570,149	$ 1,309,649	$ 2,192,729	$ 443,420	$ 9,659,320
Charge Offs:	(35,696)	(93,195)	(82,442)	(673,885)	-	(885,218)
Recoveries:	802,056	54,637	-	237,929	-	1,094,622
Net recoveries (charge offs)	766,360	(38,558)	(82,442)	(435,956)	-	209,404
Provision	(2,316,864)	1,060,975	338,364	948,866	(417,274)	(385,933)
Ending balance	$ 1,592,869	$ 3,592,566	$ 1,565,571	$ 2,705,639	$ 26,146	$ 9,482,791

Acquired Loans	December 31, 2012					
Allowance for loan losses	Commercial, Financial and Agricultural	Commercial Mortgages	Residential Mortgages	Consumer Loans	Unallocated	Total
Beginning balance:	$ -	$ -	$ -	$ -	$ -	$ -
Reclassification of acquired loan Discount	73,229	50,331	-	-	-	123,560
Charge Offs:	(145,303)	(241,898)	-	-	-	(387,201)
Recoveries:	-	-	-	-	-	-
Net charge-offs	(145,303)	(241,898)	-	-	-	(387,201)
Provision	186,801	1,026,699	-	-	-	1,213,500
Ending balance	$ 114,727	$ 835,132	$ -	$ -	$ -	$ 949,859

Originated Loans	December 31, 2011					
Allowance for loan losses	Commercial, Financial and Agricultural	Commercial Mortgages	Residential Mortgages	Consumer Loans	Unallocated	Total
Beginning balance:	$ 2,118,299	$ 2,575,058	$ 1,301,780	$ 2,727,022	$ 775,972	$ 9,498,131
Charge Offs:	(686,192)	(19,206)	(67,333)	(725,826)	-	(1,498,557)
Recoveries:	423,422	40,717	44,953	192,321	-	701,413
Net (charge offs) recoveries	(262,770)	21,511	(22,380)	(533,505)	-	(797,144)
Provision	1,287,844	(26,420)	30,249	(788)	(332,552)	958,333
Ending balance	$ 3,143,373	$ 2,570,149	$ 1,309,649	$ 2,192,729	$ 443,420	$ 9,659,320

Activity in the allowance for loan losses for the year ended December 31, 2010 was as follows:

	2010
Balances at January 1	$ 9,967,223
Provision charged to operations	1,125,000
Loans charged-off	(2,211,179)
Recoveries	617,087
Balances at December 31	$ 9,498,131

The following tables present the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2012 and December 31, 2011:

	December 31, 2012					
Allowance for loan losses	Commercial, Financial and	Commercial Mortgages	Residential Mortgages	Consumer Loans	Unallocated	Total

	Agricultural					
Ending allowance balance attributable to loans:						
Individually evaluated for impairment	$ 133,437	$ 59,201	$ -	$ -	$ -	$ 192,638
Collectively evaluated for impairment	1,459,432	3,533,365	1,565,571	2,705,639	26,146	9,290,153
Acquired	114,727	835,132	-	-	-	949,859
Total ending allowance balance	$ 1,707,596	$ 4,427,698	$ 1,565,571	$ 2,705,639	$ 26,146	$ 10,432,650

	December 31, 2011					
Allowance for loan losses	Commercial, Financial and Agricultural	Commercial Mortgages	Residential Mortgages	Consumer Loans	Unallocated	Total
Ending allowance balance attributable to loans:						
Individually evaluated for impairment	$ 1,528,651	$ 413,555	$ -	$ -	$ -	$ 1,942,206
Collectively evaluated for impairment	1,614,722	2,156,594	1,309,649	2,192,729	443,420	7,717,114
Total ending allowance balance	$ 3,143,373	$ 2,570,149	$ 1,309,649	$ 2,192,729	$ 443,420	$ 9,659,320

	December 31, 2012				
Loans:	Commercial, Financial and Agricultural	Commercial Mortgages	Residential Mortgages	Consumer Loans	Total
Originated loans individually evaluated for impairment	$ 1,831,095	$ 5,715,324	$ 131,909	$ -	$ 7,678,328
Acquired loans individually evaluated for impairment	76,300	4,904,950	-	-	4,981,250
Originated loans collectively evaluated for impairment	120,828,451	253,918,786	188,117,526	234,760,260	797,625,023
Acquired loans collectively evaluated for impairment	10,331,884	48,088,509	12,505,074	4,929,195	75,854,662
Acquired loans with deteriorated credit quality	1,126,692	8,390,716	244,268	-	9,761,676
Total ending loans balance	$ 134,194,422	$ 321,018,285	$ 200,998,777	$ 239,689,455	$ 895,900,939

	December 31, 2011				
Loans:	Commercial, Financial and Agricultural	Commercial Mortgages	Residential Mortgages	Consumer Loans	Total
Originated loans individually evaluated for impairment	$ 5,275,043	$ 4,603,563	$ 179,337	$ -	$ 10,057,943
Originated loans collectively evaluated for impairment	111,532,413	169,658,759	175,405,950	190,904,630	647,501,752
Total ending loans balance	$ 116,807,456	$ 174,262,322	$ 175,585,287	$ 190,904,630	$ 657,559,695

The following tables present loans individually evaluated for impairment recognized by class of loans as of December 31, 2012 and December 31, 2011, the average recorded investment and interest income recognized by class of loans as of the years ending December 31, 2012 and 2011:

	December 31, 2012			December 31, 2011		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
With no related allowance recorded:						
Commercial, financial and agricultural:						
Commercial & industrial	$ 2,059,027	$ 1,462,157	$ -	$ 3,512,860	$ 2,914,776	$ -
Commercial mortgages:						
Construction	261,102	261,903	-	10,454	10,454	-
Other	5,678,565	5,090,399	-	1,091,026	860,648	-
Residential mortgages	131,909	131,909	-	178,925	179,337	-
With an allowance recorded:						
Commercial, financial and agricultural:						
Commercial & industrial	368,938	368,938	133,437	2,360,252	2,360,267	1,528,651
Commercial mortgages:						
Construction	-	-	-	8,295	8,295	8,295
Other	364,423	363,022	59,201	4,098,627	3,724,166	405,260
Total	$ 8,863,964	$ 7,678,328	$ 192,638	$ 11,260,439	$ 10,057,943	$ 1,942,206

	December 31, 2012		December 31, 2011	
	Average Recorded Investment	Interest Income Recognized (1)	Average Recorded Investment	Interest Income Recognized (1)
With no related allowance recorded:				
Commercial, financial and agricultural:				
Commercial & industrial	$ 480,755	$ 632	$ 3,029,611	$ 28,796
Commercial mortgages:				
Construction	73,316	870	20,578	-

Other	1,989,795	10,338	2,743,345	4,959
Residential mortgages	105,880	-	250,391	-
Consumer loans:				
Home equity lines & loans	29,784	-	-	-
With an allowance recorded:				
Commercial, financial and agricultural:				
Commercial & industrial	1,830,896	-	2,065,263	-
Commercial mortgages:				
Construction	4,148	-	14,893	-
Other	872,292	-	1,521,828	-
Residential mortgages	64,003	-	-	-
Total	$ 5,450,869	$ 11,840	$ 9,645,909	$ 33,755

(1) Cash basis interest income approximates interest income recognized.

The following table presents the recorded investment in non accrual and loans past due over 90 days still on accrual by class of loans as of the periods ending December 31, 2012 and December 31, 2011. This table includes Acquired loans except for those loans with evidence of credit deterioration at the time of the FOFC merger:

	December 31, 2012		December 31, 2011	
	Non-Accrual	Loans Past Due Over 90 Days Still Accruing	Non-Accrual	Loans Past Due Over 90 Days Still Accruing
Commercial, financial and agricultural:				
Commercial & industrial	$ 666,912	$ -	$ 5,611,805	$ -
Commercial mortgages:				
Construction	434,338	4,481,067	18,749	7,295,104
Other	1,581,643	-	4,778,384	-
Residential mortgages	2,423,024	-	2,611,096	-
Consumer loans:				
Credit cards	-	3,307	-	9,053
Home equity lines & loans	571,365	-	455,418	-
Indirect consumer loans	335,285	-	113,349	-
Other direct consumer loans	19,338	-	22,287	-
Total	$ 6,031,905	$ 4,484,374	$ 13,611,088	$ 7,304,157

The following tables present the aging of the recorded investment in loans past due (including non-accrual loans) by class of loans as of December 31, 2012 and December 31, 2011 and by Originated loans and Acquired loans:

	December 31, 2012						
Originated Loans:	30-59 Days Past Due	60-89 Days Past Due	Greater than 89 Days Past Due	Total Past Due	Loans Acquired with deteriorated credit quality	Loans Not Past Due	Total
Commercial, financial and agricultural:							
Commercial & industrial	$ 157,903	$ -	$ 154,969	$ 312,872	$ -	$121,648,222	$121,961,094
Agricultural	-	-	-	-	-	698,452	698,452
Commercial mortgages:							
Construction	-	-	10,454	10,454	-	36,988,238	36,998,692
Other	84,573	42,418	272,403	399,394	-	222,236,024	222,635.418
Residential mortgages	2,347,927	707,386	536,169	3,591,482	-	184,657,953	188,249,435
Consumer loans:							
Credit cards	5,947	5,074	3,307	14,328	-	1,836,817	1,851,145
Home equity lines & loans	200,640	102,028	297,657	600,325	-	81,823,908	82,424,233
Indirect consumer loans	798,155	79,268	267,864	1,145,287	-	129,832,488	130,977,775
Other direct consumer loans	48,306	25,556	12,351	86,213	-	19,420,894	19,507,107
Total	$3,643,451	$961,730	$1,555,174	$6,160,355	$ -	$799,142,996	$805,303,351

	December 31, 2012						
Acquired Loans:	30-59 Days Past Due	60-89 Days Past Due	Greater than 89 Days Past Due	Total Past Due	Loans Acquired with deteriorated credit quality	Loans Not Past Due	Total
Commercial, financial and agricultural:							
Commercial & industrial	$ 100,399	$ -	$ 242,927	$ 343,326	$ 1,126,692	$10,064,858	$11,534,876

Commercial mortgages:							
Construction	-	294,565	4,904,950	5,199,515	1,182,020	-	6,381,535
Other	1,046,302	647,701	-	1,694,003	7,208,696	46,099,941	55,002,640
Residential mortgages	1,348,203	329,502	467,748	2,145,453	244,268	10,359,621	12,749,342
Consumer loans:							
Home equity lines & loans	-	-	-	-	-	4,845,652	4,845,652
Other direct consumer loans	-	-	-	-	-	83,543	83,543
Total	$2,494,904	$1,271,768	$5,615,625	$9,382,297	$ 9,761,676	$71,453,615	$90,597,588

	December 31, 2011						
Originated Loans:	30-59 Days Past Due	60-89 Days Past Due	Greater than 89 Days Past Due	Total Past Due	Loans Acquired with deteriorated credit quality	Loans Not Past Due	Total
Commercial, financial and agricultural:							
Commercial & industrial	$ 4,571	$ 10,940	$2,920,906	$ 2,936,417	$ -	$113,612,941	$116,549,358
Agricultural	-	-	-	-	-	258,098	258,098
Commercial mortgages:							
Construction	-	-	-	-	-	7,383,731	7,383,731
Other	82,986	-	2,977,010	3,059,996	-	163,818,595	166,878,591
Residential mortgages	1,418,234	293,337	1,221,056	2,932,627	-	172,652,660	175,585,287
Consumer loans:							
Credit cards	3,660	8,031	9,053	20,744	-	1,934,471	1,955,215
Home equity lines & loans	368,556	27,717	212,573	608,846	-	76,280,502	76,889,348
Indirect consumer loans	597,180	75,817	85,763	758,760	-	96,781,480	97,540,240
Other direct consumer loans	21,876	10,243	9,644	41,763	-	14,478,064	14,519,827
Total	$2,497,063	$426,085	$7,436,005	$10,359,153	$ -	$647,200,542	$657,559,695

	December 31, 2011						
Acquired Loans:	30-59 Days Past Due	60-89 Days Past Due	Greater than 89 Days Past Due	Total Past Due	Loans Acquired with deteriorated credit quality	Loans Not Past Due	Total
Commercial, financial and agricultural:							
Commercial & industrial	$275,121	$ 82,677	$ 195,687	$ 553,485	$ 1,499,141	$ 25,335,874	$ 27,388,500

Commercial mortgages:							
Construction	-	418,518	7,295,104	7,713,622	2,022,149	2,715,270	12,451,041
Other	-	-	193,570	193,570	11,063,483	65,836,938	77,093,991
Residential mortgages	405,087	62,017	84,083	551,187	226,937	17,753,898	18,532,022
Consumer loans:							
Home equity lines & loans	-	-	-	-	-	6,168,831	6,168,831
Other direct consumer loans	171	-	-	171	-	147,439	147,610
Total	$680,379	$563,212	$7,768,444	$9,012,035	$ 14,811,710	$117,958,250	$141,781,995

Troubled Debt Restructurings:

As of December 31, 2012 and 2011, the Corporation has a recorded investment in troubled debt restructurings of $5,728,610 and $4,057,413, respectively. There were no specific reserves allocated for troubled debt restructurings at December 31, 2012. The Corporation allocated $217,866 of specific reserves for troubled debt restructurings at December 31, 2011. As of December 31, 2012, troubled debt restructurings totaling $5,363,712 were accruing interest under the modified terms and $364,898 were on non-accrual status. As of December 31, 2011, there were no troubled debt restructurings accruing interest and $4,057,413 on non-accrual status. The Corporation has not committed to lend any additional amounts as of December 31, 2012 or December 31, 2011 to customers with outstanding loans that are classified as troubled debt restructurings.

During the years ending December 31, 2012 and 2011, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: reduced scheduled payments for greater than 3 months or an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk.

The following table presents loans by class modified as troubled debt restructurings that occurred during the year ending December 31, 2012:

December 31, 2012	Number of Loans	Pre-Modification Outstanding Recorded Investment		Post-Modification Outstanding Recorded Investment	
Troubled debt restructurings:					
Commercial, financial and agricultural:					
Commercial & industrial	4	$	1,307,188	$	1,307,188
Commercial mortgages:					
Construction	1		251,448		251,448
Other	3		3,871,779		3,871,779
Total	8	$	5,430,415	$	5,430,415

The troubled debt restructurings described above did not increase the allowance for loan losses and resulted in no charge offs during the year ending December 31, 2012.

No loans were modified as troubled debt restructurings by the Corporation during the year ending December 31, 2011.

There were no payment defaults on any loans previously modified as troubled debt restructurings during the year ending December 31, 2012, within twelve months following the modification. A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms.

Credit Quality Indicators

The Corporation establishes a risk rating at origination for all commercial loans. The main factors considered in assigning risk ratings include, but are not limited to: historic and future debt service coverage, collateral position, operating performance, liquidity, leverage, payment history, management ability, and the customer's industry. Commercial relationship managers monitor all loans in their respective portfolios for any changes in the borrower's ability to service their debt and affirm the risk ratings for the loans at least annually.

For the retail loans, which include lines of credit, installment, mortgage, and home equity loans, once a loan is properly approved and closed, the Corporation evaluates credit quality based upon loan repayment.

The Corporation uses the risk rating system to identify criticized and classified loans. Commercial relationships within the criticized and classified risk ratings are analyzed quarterly. The Corporation uses the following definitions for criticized and classified loans (which are consistent with regulatory guidelines):

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

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

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

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be not rated loans. Based on the analysises performed as of December 31, 2012 and December 31, 2011, the risk category of the recorded investment of loans by class of loans is as follows:

	December 31, 2012				
Originated Loans:	Not Rated	Pass	Special Mention	Substandard	Doubtful
Commercial, financial and agricultural:					
Commercial & industrial	$ -	$ 111,131,148	$ 7,805,458	$ 2,606,529	$ 417,960
Agricultural	-	698,451	-	-	-
Commercial mortgages:					
Construction	-	34,588,347	1,671,195	739,150	-
Other	-	202,157,249	10,651,788	9,826,381	-
Residential mortgages	186,084,001	-	-	2,165,434	-
Consumer loans:					
Credit cards	1,851,145	-	-	-	-
Home equity lines & loans	81,796,116	-	-	628,117	-
Indirect consumer loans	130,642,490	-	-	335,285	-
Other direct consumer loans	19,487,769	-	-	19,338	-
Total	$ 419,861,521	$ 348,575,195	$ 20,128,441	$ 16,320,234	$ 417,960

	December 31, 2012					
Acquired Loans:	Not Rated	Pass	Loans Acquired with deteriorated credit quality	Special Mention	Substandard	Doubtful

Commercial, financial and agricultural:						
Commercial & industrial	$ -	$10,129,340	$1,126,692	$ 202,544	$ -	$ 76,300
Commercial mortgages:						
Construction	-	294,564	1,182,020	3,482,723	1,422,227	-
Other	-	46,471,017	7,208,696	1,322,928	-	-
Residential mortgages	12,252,640	-	244,268	-	252,434	-
Consumer loans						
Home equity lines & loans	4,819,276	-	-	-	26,376	-
Other direct consumer loans	83,543	-	-	-	-	-
Total	$17,155,459	$56,894,921	$9,761,676	$5,008,195	$ 1,701,037	$ 76,300

	December 31, 2011				
Originated Loans:	Not Rated	Pass	Special Mention	Substandard	Doubtful
Commercial, financial and agricultural:					
Commercial & industrial	$ -	$ 93,923,356	$ 14,957,683	$ 4,139,413	$ 3,528,906
Agricultural	-	258,098	-	-	-
Commercial mortgages:					
Construction	-	6,391,614	208,360	783,757	-
Other	-	152,435,884	6,503,087	7,423,514	516,106
Residential mortgages	173,120,292	-	-	2,464,995	-
Consumer loans:					
Credit cards	1,955,215	-	-	-	-
Home equity lines & loans	76,432,196	-	-	457,152	-
Indirect consumer loans	97,426,891	-	-	113,349	-
Other direct consumer loans	14,497,795	-	-	22,032	-
Total	$ 363,432,389	$ 253,008,952	$ 21,669,130	$ 15,404,212	$ 4,045,012

	December 31, 2011					
Acquired Loans:	Not Rated	Pass	Loans Acquired with deteriorated credit quality	Special Mention	Substandard	Doubtful
Commercial, financial and agricultural:						
Commercial & industrial	$ -	$ 25,164,742	$ 1,499,141	$ 602,006	$ 24,635	$ 97,976
Commercial mortgages						
Construction	-	1,790,731	2,022,149	7,447,661	1,190,500	-
Other	-	62,684,708	11,063,483	475,036	2,677,194	193,570
Residential mortgages	18,158,984	-	226,937	-	146,101	-
Consumer loans						
Home equity lines & loans	6,168,831	-	-	-	-	-
Other direct consumer loans	147,610	-	-	-	-	-
Total	$ 24,475,425	$ 89,640,181	$ 14,811,710	$ 8,524,703	$ 4,038,430	$ 291,546

The Corporation considers the performance of the loan portfolio and its impact on the allowance for loan losses. For residential and consumer loan classes, the Corporation also evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following table presents the recorded investment in residential and consumer loans based on payment activity as of December 31, 2012 and December 31, 2011:

	December 31, 2012				
			Consumer Loans		
Originated Loans:	Residential Mortgages	Credit Card	Home Equity Lines & Loans	Indirect Consumer Loans	Other Direct Consumer Loans
Performing	$ 186,078,845	$ 1,847,838	$ 81,879,244	$ 130,642,490	$ 19,487,769
Non-Performing	2,170,590	3,307	544,989	335,285	19,338
	$ 188,249,435	$ 1,851,145	$ 82,424,233	$ 130,977,775	$ 19,507,107
Acquired Loans:					
Performing	$ 12,496,908	$ -	$ 4,819,276	$ -	$ 83,543
Non-Performing	252,434	-	26,376	-	-
Total	$ 12,749,342	$ -	$ 4,845,652	$ -	$ 83,543

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	December 31, 2011				
			Consumer Loans		
Originated Loans:	Residential Mortgages	Credit Card	Home Equity Lines & Loans	Indirect Consumer Loans	Other Direct Consumer Loans
Performing	$ 173,120,292	$ 1,946,162	$ 76,432,196	$ 97,426,891	$ 14,497,878
Non-Performing	2,464,995	9,053	457,152	113,349	21,949
	$ 175,585,287	$ 1,955,215	$ 76,889,348	$ 97,540,240	$ 14,519,827
Acquired Loans:					
Performing	$ 18,385,921	$ -	$ 6,168,831	$ -	$ 147,610
Non-Performing	146,101	-	-	-	-
Total	$ 18,532,022	$ -	$ 6,168,831	$ -	$ 147,610

Acquired loans include loans acquired with deteriorated credit quality. The Corporation adjusted its estimates of future expected losses, cash flows, and renewal assumptions during the current year. These adjustments were made for changes in expected cash flows due to loans refinanced beyond original maturity dates, impairments recognized subsequent to the acquisition, advances made for taxes or insurance to protect collateral held and payments received in excess of amounts originally expected.

The tables below summarize the changes in total contractually required principal and interest cash payments, management's estimate of expected total cash payments and carrying value of the loans from January 1, 2012 to December 31, 2012:

	Balance at December 31, 2011	Income Accretion	All Other Adjustments	Balance at December 31, 2012
Contractually required principal and interest	$ 21,317,659	$ -	$ (4,421,581)	$ 16,896,078
Contractual cash flows not expected to be collected (nonaccretable discount)	(4,662,346)	-	56,988	(4,605,358)
Cash flows expected to be collected	16,655,313	-	(4,364,593)	12,290,720
Interest component of expected cash flows (accretable yield)	(1,843,603)	1,668,699	(2,354,140)	(2,529,044)
Fair value of loans acquired with deteriorating credit quality	$ 14,811,710	$1,668,699	$ (6,718,733)	$ 9,761,676

(5) PREMISES & EQUIPMENT

Premises and equipment at December 31, 2012 and 2011 are as follows:

	2012	2011
Land	$ 3,553,406	$ 3,553,406
Buildings	32,017,120	31,007,830

Projects in Progress	678,415	-
Equipment and furniture	31,428,650	29,950,767
Leasehold improvements	4,674,980	4,175,024
	72,352,571	68,687,027
Less accumulated depreciation and amortization	46,868,186	43,924,622
	$25,484,385	$24,762,405

Depreciation expense was $2,946,499, $2,861,644 and $2,778,065 for 2012, 2011 and 2010, respectively.

Operating Leases: The Corporation leases certain branch properties under operating leases. Rent Expense was $1,118,348, $1,048,920, and $683,561 for 2012, 2011, and 2010, respectively. Rent commitments, before considering renewal options that generally are present, were as follows:

Year		Estimated Expense
2013	$	1,024,668
2014		1,004,662
2015		978,681
2016		984,337
2017		829,817
2018 and thereafter		4,728,682
Total	$	9,550,847

(6) GOODWILL AND INTANGIBLE ASSETS

The changes in goodwill included in the core banking segment during the years ending December 31, 2012 and 2011 were as follows:

		2012		2011
Beginning of year	$	21,983,617	$	9,872,375
Acquired goodwill		-		12,111,242
Adjustment of Acquired goodwill (1)		(159,174)		-
End of year	$	21,824,443	$	21,983,617

(1) Adjustments related to Fort Orange Financial Corp. acquisition

Acquired intangible assets were as follows at December 31, 2012 and 2011:

	At December 31, 2012				At December 31, 2011			
		Balance Acquired		Accumulated Amortization		Balance Acquired		Accumulated Amortization
Core deposit intangibles	$	3,819,798	$	1,796,853	$	3,819,798	$	1,213,118
Other customer relationship intangibles		6,063,423		2,942,548		6,063,423		2,479,563
Total	$	9,883,221	$	4,739,401	$	9,883,221	$	3,692,681

Aggregate amortization expense was $1,046,720, $1,041,193 and $730,894 for 2012, 2011 and 2010, respectively.

The remaining estimated aggregate amortization expense at December 31, 2012 is listed below:

Year		Estimated Expense
2013	$	876,524
2014		777,801
2015		681,176

2016		607,713
2017		557,893
2018 and thereafter		1,642,713
Total	$	5,143,820

(7) DEPOSITS

A summary of deposits at December 31, 2012 and 2011 is as follows:

	2012	2011
Non-interest-bearing demand deposits	$ 300,610,463	$ 258,835,961
Interest-bearing demand deposits	90,729,870	74,348,490
Insured money market accounts	243,114,771	178,030,028
Savings deposits	173,588,856	210,287,906
Time deposits	236,690,054	276,990,454
	$ 1,044,734,014	$ 998,492,839

Scheduled maturities of time deposits at December 31, 2012, are summarized as follows:

Year	
2013	$ 157,500,406
2014	54,060,209
2015	13,873,147
2016	4,384,507
2017	6,767,361
2018 and thereafter	104,424
	$ 236,690,054

Time deposits include certificates of deposit in denominations of $100,000 or more aggregating $87,705,511 and $105,466,950 at December 31, 2012 and 2011, respectively. Interest expense on such certificates was $1,202,345, $1,799,472 and $1,698,576 for 2012, 2011 and 2010, respectively.

Maturities of time deposits in denominations of $100,000 or more outstanding at December 31, 2012 are summarized as follows:

3 months or less	$ 21,549,118
Over 3 through 6 months	16,383,196
Over 6 through 12 months	19,036,827
Over 12 months	30,736,370
	$ 87,705,511

(8) SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

A summary of securities sold under agreements to repurchase as of and for the years ended December 31, 2012, 2011 and 2010 is as follows:

	2012	2011	2010
Securities sold under agreements to repurchase:			

Balance at December 31	$	32,710,650	$	37,106,842	$	44,774,615
Maximum month-end balance	$	38,283,747	$	51,183,631	$	56,119,633
Average balance during year	$	34,534,496	$	43,731,872	$	48,433,900
Weighted-average interest rate at December 31		3.02%		3.20%		3.35%
Average interest rate paid during year		2.88%		3.14%		3.39%

Information concerning outstanding securities repurchase agreements as of December 31, 2012 is summarized as follows:

Remaining Term to Final Maturity (1)	Repurchase Liability	Accrued Interest Payable	Weighted Average Rate	Estimated Fair Value of Collateral Securities (2)
Within 90 days	$ 12,710,650	$ 6,211	1.29%	$ 24,172,258
After 90 days but within one year	-	-	-%	-
After one year but within five years	-	-	-%	-
After five years but within ten years	20,000,000	65,767	4.13%	26,606,450
Total	$ 32,710,650	$ 71,978	3.02%	$ 50,778,708

(1) The weighted-average remaining term to final maturity was approximately 2.9 years at December 31, 2012. At December 31, 2012, $10.0 million of the securities repurchase agreements contained call provisions. The weighted-average rate at December 31, 2012 on the callable securities repurchase agreements was 3.72%, with a weighted-average remaining period of approximately 4.5months to the call date. At December 31, 2012, $22.7 million of the securities repurchase agreements did not contain call provisions. The weighted-average rate at December 31, 2012 on the non-callable securities repurchase agreements was 0.51%, with a weighted-average term to maturity of approximately 2 months.

(2) Represents the estimated fair value of the securities subject to the repurchase agreements, including accrued interest receivable, of approximately $314 thousand at December 31, 2012.

(9) FEDERAL HOME LOAN BANK TERM ADVANCES AND OVERNIGHT ADVANCES

The following is a summary of Federal Home Loan Bank fixed rate advances at December 31, 2012 and 2011:

2012				
Amount	Rate		Maturity Date	Call Date
$ 1,043,961	2.95	%	May 20, 2013	-
782,971	2.62	%	October 2, 2013	-
1,043,961	3.20	%	June 18,2014	-
782,971	3.05	%	October 2, 2014	-
4,175,846	3.84	%	October 20, 2014	January 22, 2013
10,000,000	4.60	%	December 22, 2016	-
4,175,846	3.90	%	October 19, 2017	January 22, 2013
3,131,884	2.91	%	December 4, 2017	March 4, 2013
2,087,923	3.05	%	January 2, 2018	April 12, 2013
$ 27,225,363	3.86	%		

2011				
Amount	Rate		Maturity Date	Call Date
$ 1,049,165	2.88	%	April 13, 2012	-
1,049,165	2.54	%	May 18, 2012	-
10,000.000	4.77	%	July 27, 2012	-
3,147,495	4.43	%	August 16,2012	-
786,874	2.12	%	October 2, 2012	-
1,049,165	2.95	%	May 20, 2013	-
786,874	2.62	%	October 2, 2013	-
1,049,165	3.20	%	June 18,2014	-
786,874	3.05	%	October 2, 2014	-
4,196,658	3.84	%	October 20,2014	January 19, 2012
10,000,000	4.60	%	December 22,2016	-
4,196,658	3.90	%	October 19, 2017	January 19, 2012
3,147,495	2.91	%	December 4, 2017	March 4, 2012
2,098,330	3.05	%	January 2, 2018	March 31, 2012
$ 43,343,918	4.03	%		

Each advance is payable at its maturity date, with a prepayment penalty for term advances. The advances were collateralized by $142,278,166 and $112,956,988 of first mortgage loans under a blanket lien arrangement at December 31, 2012 and 2011, respectively. Based on this collateral and the Corporation's holdings of FHLB stock, the Corporation is eligible to borrow up to a total of $104,486,709 at year-end 2012.

(10) INCOME TAXES

For the years ended December 31, 2012, 2011 and 2010, income tax expense attributable to income from operations consisted of the following:

Current:	2012	2011	2010
State	$ 529,603	$ 24,739	$ 511,022
Federal	4,207,980	1,592,276	4,440,767
	4,737,583	1,617,015	4,951,789
Deferred expense	646,899	3,416,135	153,450
	$5,384,482	$5,033,150	$ 5,105,239

Income tax expense differed from the amounts computed by applying the U.S. Federal statutory income tax rate to income before income tax expense as follows:

	2012	2011	2010
Tax computed at statutory rate	$ 5,578,285	$ 5,294,107	$ 5,170,418
Tax-exempt interest	(506,280)	(543,638)	(505,644)
Dividend exclusion	(39,237)	(35,439)	(27,805)
State taxes, net of Federal impact	438,582	386,214	299,284
Nondeductible interest expense	16,119	23,242	27,253
Other items, net	(102,987)	(91,336)	141,733
Income tax expense	$ 5,384,482	$ 5,033,150	$ 5,105,239

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2012 and 2011, are presented below:

	2012	2011
Deferred tax assets:		
Allowance for loan losses	$ 3,989,953	$ 3,688,822
Accrual for employee benefit plans	780,282	829,414
Depreciation	698,373	340,274
Deferred compensation and directors' fees	924,582	894,410
Purchase accounting adjustment – deposits	141,784	314,802
Purchase accounting adjustment – loans	612,696	2,163,551
Purchase accounting adjustment - fixed assets	223,602	223,277
Accounting for defined benefit pension and other benefit plans	6,776,728	5,901,720
Trust preferred impairment write down	1,340,893	1,338,943
Other	723,419	633,884
Total gross deferred tax assets	$ 16,212,312	$ 16,329,097

Deferred tax liabilities:	2012	2011

Deferred loan fees and costs	$	908,343	$	924,500
Prepaid pension		6,102,441		6,694,664
Net unrealized gains on securities available for sale		5,165,238		5,090,655
Other		1,100,783		837,297
Total gross deferred tax liabilities		13,276,805		13,547,116
Net deferred tax asset	$	2,935,507	$	2,781,981

Realization of deferred tax assets is dependent upon the generation of future taxable income or the existence of sufficient taxable income within the loss carryback period. A valuation allowance is recognized when it is more likely than not that some portion of the deferred tax assets will not be realized. In assessing the need for a valuation allowance, management considers the scheduled reversal of the deferred tax assets, the level of historical taxable income and projected future taxable income over the periods in which the temporary differences comprising the deferred tax assets will be deductible. Based on its assessment, management determined that no valuation allowance is necessary.

A reconciliation of the beginning and ending amount of unrecognized tax benefits (excluding interest) is as follows:

	2011	2010
Balance at January 1	$ 123,530	$ -
Additions for tax positions of current year	-	123,530
Reductions related to settlement with taxing authorities	(123,530)	-
Balance at December 31	$ -	$123,530

As of December 31, 2012 the Corporation did not have any unrecognized tax benefits.

The Corporation accounts for interest and penalties related to uncertain tax positions as part of its provision for Federal and State income taxes. As of December 31, 2012 and 2011, the Corporation did not accrue any interest or penalties related to its uncertain tax positions.

The Corporation is not currently subject to examinations by Federal taxing authorities for the years prior to 2009 and for New York State taxing authorities for the years prior to 2011.

(11) PENSION PLAN AND OTHER BENEFIT PLANS

Pension Plan

The Corporation has a noncontributory defined benefit pension plan covering substantially all employees. The plan's defined benefit formula generally bases payments to retired employees upon their length of service multiplied by a percentage of the average monthly pay over the last five years of employment.

The Corporation uses a December 31 measurement date for its pension plan.

The Corporation amended the Defined Benefit Pension Plan during 2010. New employees hired on or after the effective date will not be eligible to participate in the plan, however, existing participants at that time will continue to accrue benefits. The amendment will result in a decrease over time in the future benefit obligations of the plan and the corresponding net periodic benefit cost associated with the plan.

The following table presents (1) changes in the plan's projected benefit obligation and plan assets, and (2) the plan's funded status at December 31, 2012 and 2011:

Change in projected benefit obligation:	2012	2011
Benefit obligation at beginning of year	$32,526,033	$28,319,596
Service cost	1,073,938	993,364
Interest cost	1,605,912	1,569,151
Actuarial loss	4,213,664	2,940,942
Benefits paid	(1,368,070)	(1,297,020)
Benefit obligation at end of year	$38,051,477	$32,526,033

Change in plan assets:	2012	2011
Fair value of plan assets at beginning of year	$35,015,567	$29,846,889
Actual return on plan assets	3,591,153	(1,534,302)
Employer contributions	-	8,000,000
Benefits paid	(1,368,070)	(1,297,020)
Fair value of plan assets at end of year	$37,238,650	$35,015,567
Funded status	$ (812,827)	$ 2,489,534

Amount recognized in accumulated other comprehensive income at December 31, 2012 and 2011 consist of the following:

	2012	2011
Net actuarial loss	$ 17,789,018	$ 15,834,042
Prior service cost	35,814	49,670
Total before tax effects	$ 17,824,832	$ 15,883,712

The accumulated benefit obligation at December 31, 2012 and 2011 was $32,247,008 and $27,490,715, respectively.

The principal actuarial assumptions used in determining the projected benefit obligation as of December 31, 2012, 2011 and 2010 were as follows:

	2012	2011	2010
Discount rate	4.26%	4.95%	5.65%
Assumed rate of future compensation increase	5.00%	5.00%	5.00%

Components of net periodic benefit cost and other amounts recognized in other comprehensive income in 2012, 2011 and 2010 consist of the following:

Net periodic benefit cost	2012	2011	2010
Service cost, benefits earned during the year	$ 1,073,938	$ 993,364	$ 903,538
Interest cost on projected benefit obligation	1,605,912	1,569,151	1,516,817
Expected return on plan assets	(2,742,609)	(2,340,373)	(2,253,421)
Amortization of net loss	1,410,144	706,419	547,717
Amortization of prior service cost	13,856	29,873	45,890
Net periodic cost	$ 1,361,241	$ 958,434	$ 760,541

Other changes in plan assets and benefit obligations recognized in other comprehensive income:	2012	2011	2010
Net actuarial loss(gain)	$ 3,365,120	$ 6,815,617	$ 972,650
Recognized loss	(1,410,144)	(706,419)	(547,717)
Amortization of prior service cost	(13,856)	(29,873)	(45,890)
Total recognized in other comprehensive income (loss) (before tax effect)	$ 1,941,120	$ 6,079,325	$ 379,043
Total recognized in net benefit cost and other comprehensive income (loss) (before tax effect)	$ 3,302,361	$ 7,037,759	$ 1,139,584

Amounts expected to be recognized in net periodic cost during 2013	
Loss recognition	$ 1,518,336
Prior service cost recognition	13,856

The principal actuarial assumptions used in determining the net periodic benefit cost for the years ended December 31, 2012, 2011 and 2010 were as follows:

	2012	2011	2010
Discount rate	4.95%	5.65%	6.10%
Expected long-term rate of return on assets	8.00%	8.00%	8.00%
Assumed rate of future compensation increase	5.00%	5.00%	5.00%

The Corporation changes important assumptions whenever changing conditions warrant. The discount rate is evaluated at least annually and the expected long-term return on plan assets will typically be revised every three to five years, or as conditions warrant. Other material assumptions include the compensation increase rates, rates of employee terminations, and rates of participant mortality.

The Corporation's overall investment strategy is to achieve a mix of investments for long-term growth and for near-term benefit payments with a wide diversification of asset types. The target allocations for plan assets are shown in the table below. Equity securities primarily include investments in common or preferred shares of both U.S. and international companies. Debt securities include U.S. Treasury and Government bonds as well as U.S. Corporate bonds. Other investments may consist of mutual funds, money market funds and cash & cash equivalents. While no significant changes in the asset allocations are expected during 2013, the Corporation may make changes at any time.

The expected return on plan assets was determined based on a Capital Asset Pricing Model ("CAPM") using historical and expected future returns of the various asset classes, reflecting the target allocations described below.

Asset Class	Target Allocation 2012	Percentage of Plan Assets at December 31,		Expected Long-Term Rate of Return
		2012	2011	
Large Cap Domestic Equities	30% - 60%	51%	45%	10.3%
Mid-Cap Domestic Equities	0% - 20%	7%	2%	10.6%
Small-Cap Domestic Equities	0% - 15%	2%	4%	10.8%
International Equities	0% - 25%	4%	0%	10.3%
Intermediate Fixed Income	20% - 50%	31%	20%	4.7%
Alternative Assets	0% - 10%	3%	-	7.5 %
Cash	0% - 20%	2%	29%	4.0%
Total		100%	100%	

The above table at December 31, 2011 actual cash exceeds the target allocation due to an $8,000,000 contribution made by the Corporation to the plan during the last week of December 2011.

The investment policy of the plan is to provide for long-term growth of principal and income without undue exposure to risk. The focus is on long-term capital appreciation and income generation. The Corporation maintains an Investment Policy Statement ("IPS") that guides the investment allocation in the plan. The IPS describes the target asset allocation positions as shown in the table above.

The Corporation has appointed an Employee Pension and Profit Sharing Committee to manage the general philosophy, objectives and process of the plan. The Employee Pension and Profit Sharing Committee meets with the Investment Manager periodically to review the plan's performance and to ensure that the current investment allocation is within the guidelines set forth in the IPS. Only the Employee Pension and Profit Sharing Committee, in consultation with the Investment Manager, can make adjustments to maintain target ranges and for any permanent changes to the IPS. Quarterly, the Board of Directors' Trust and Employee Benefits Committee reviews the performance of the plan with the Investment Manager.

As of December 31, 2012 and 2011, the Corporation's pension plan did not hold any direct investment in the Corporation's common stock.

The Corporation used the following methods and significant assumptions to estimate the fair value of each type of financial instrument held by the pension plan:

Fair value is the exchange price that would be received for an asset in the principal or most advantageous market for the asset in an orderly transaction between market participants on the measurement date. The fair value hierarchy described below requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Discounted cash flows are calculated using spread and optionality. During times when trading is more liquid, broker quotes are used (if available) to validate the model. Rating agency and industry research reports as well as defaults and deferrals on individual securities are reviewed and incorporated into the calculations.

The fair value of the plan assets at December 31, 2012 and 2011, by asset class are as follows:

		Fair Value Measurement at December 31, 2012 Using		
Plan Assets:	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	$ 703,229	$ 703,229	$ -	$ -
Equity securities:				
U.S. companies	21,579,185	21,579,185	-	-
International companies	629,883	629,883	-	-
Mutual Funds	7,217,760	7,217,760	-	-
Debt securities:				
U.S. Treasuries/Government bonds	3,468,448	3,468,448	-	-
U.S. Corporate bonds	3,371,255	-	3,371,255	-
Foreign bonds, notes & debentures	268,890	-	268,890	-
Total plan assets	$ 37,238,650	$ 33,598,505	$ 3,640,145	$ -

		Fair Value Measurement at December 31, 2011 Using		
Plan Assets:	Carrying Value	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	$ 10,093,337	$ 10,093,337	$ -	$ -
Equity securities:				
U.S. companies	16,625,059	16,625,059	-	-
International companies	643,118	643,118	-	-
Mutual Funds	2,109,877	2,109,877	-	-
Debt securities:				
	2,410,971	2,410,971	-	-

U.S. Treasuries/Government bonds								
U.S. Corporate bonds		2,865,173		-		2,865,173		-
Foreign bonds, notes & debentures		268,032		-		268,032		-
Total plan assets	$	35,015,567	$	31,882,362	$	3,133,205	$	-

The following table presents the estimated benefit payments for each of the next five years and the aggregate amount expected to be paid in years six through ten for the pension plan:

Calendar Year	Future Expected Benefit Payments	
2013	$	1,547,008
2014	$	1,606,688
2015	$	1,695,407
2016	$	1,826,855
2017	$	1,936,327
2018-2022	$	10,979,893

The Corporation does not expect to contribute to the plan during 2013. Funding requirements for subsequent years are uncertain and will significantly depend on changes in assumptions used to calculate plan funding levels, the actual return on plan assets, changes in the employee groups covered by the plan, and any legislative or regulatory changes affecting plan funding requirements.

For tax planning, financial planning, cash flow management or cost reduction purposes the Corporation may increase, accelerate, decrease or delay contributions to the plan to the extent permitted by law.

Defined Contribution Profit Sharing, Savings and Investment Plan

The Corporation also sponsors a defined contribution profit sharing, savings and investment plan which covers all eligible employees with a minimum of 1,000 hours of annual service. The Corporation makes discretionary matching and profit sharing contributions to the plan based on the financial results of the Corporation. Expense under the plan totaled $322,090, $331,689, and $332,133 for the years ended December 31, 2012, 2011 and 2010, respectively. The plan's assets at December 31, 2012 and 2011 include 189,337 and 191,393 shares, respectively, of Chemung Financial Corporation common stock, as well as other common and preferred stocks, U.S. Government securities, corporate bonds and notes, and mutual funds.

The Corporation also contributed $70,995 and $40,930 at December 31, 2012 and December 31, 2011, respectively, to a non-discretionary 401K plan which covers all eligible employees hired after July 1, 2010.

Defined Benefit Health Care Plan

The Corporation sponsors a defined benefit health care plan that provides postretirement medical benefits to employees who meet minimum age and service requirements. This plan was amended effective July 1, 2006. Prior to this amendment, all retirees age 55 or older were eligible for coverage under the Corporation's self-insured health care plan, contributing 40% of the cost of the coverage. Under the amended plan, coverage for Medicare eligible retirees who reside in the Central New York geographic area is provided under a group sponsored plan with Excellus BlueCross BlueShield called Medicare Blue PPO, with the retiree paying 100% of the premium. Excellus BlueCross BlueShield assumes full liability for the payment of health care benefits incurred after July 1, 2006. Current Medicare eligible retirees who reside outside of the Central New York geographic area were eligible for coverage under the Corporation's self insurance plan thru December 31, 2009, contributing 50% of the cost of coverage. Effective January 1, 2010, these out of area retirees were eligible for coverage under a Medicare Supplement Plan C administered by Excellus BlueCross BlueShield, contributing 50% of the premium. Current and future retirees between the ages of 55 and 65, will continue to be eligible for coverage under the Corporation's self insured plan, contributing 50% of the cost of the coverage. Employees who retire after July 1, 2006, and become Medicare eligible will only have access to the Medicare Blue PPO plan. Additionally, effective July 1, 2006, dental benefits were eliminated for all retirees.

The Corporation uses a December 31 measurement date for its postretirement medical benefits plan.

The following table presents (1) changes in the plan's accumulated postretirement benefit obligation and (2) the plan's funded status at December 31, 2012 and 2011:

Changes in accumulated postretirement benefit obligation:	2012	2011
Accumulated postretirement benefit obligation at beginning of year	$ 1,391,822	$ 1,315,379

Service cost	39,000	35,000
Interest cost	71,000	72,000
Participant contributions	65,161	57,847
Actuarial loss	177,966	19,705
Benefits paid	(210,788)	(108,109)
Accumulated postretirement benefit obligation at end of year	$ 1,534,161	$ 1,391,822

Change in plan assets:	2012	2011
Fair value of plan assets at beginning of year	$ -	$ -
Employer contribution	145,627	50,262
Plan participants' contributions	65,161	57,847
Benefits paid	(210,788)	(108,109)
Fair value of plan assets at end of year	$ -	$ -
Funded status	$ (1,534,161)	$ (1,391,822)

Amount recognized in accumulated other comprehensive income at December 31, 2012 and 2011 consist of the following:

	2012	2011
Net actuarial loss	$ 218,936	$ 41,970
Prior service benefit	(725,000)	(822,000)
Total before tax effects	$ (506,064)	$ (780,030)

Weighted-average assumption for disclosure as of December 31,:	2012	2011	2010
Discount rate	4.26%	4.95%	5.65%
Health care cost trend: Initial	9.00%	10.00%	14.00%
Health care cost trend: Ultimate	5.00%	5.00%	5.00%
Year ultimate cost trend reached	2018	2018	2020

The components of net periodic postretirement benefit cost for the years ended December 31, 2012, 2011 and 2010 are as follows:

Net periodic benefit cost	2012	2011	2010
Service cost	$ 39,000	$ 35,000	$ 33,000
Interest cost	71,000	72,000	75,000
Amortization of prior service benefit	(97,000)	(97,000)	(97,000)
Recognized actuarial loss	1,000	-	-
Net periodic postretirement cost	$ 14,000	$ 10,000	$ 11,000

Other changes in plan assets and benefit obligations recognized in other comprehensive income:	2012	2011	2010
Net actuarial loss	$ 177,966	$ 19,705	$ 49,341
Recognized actuarial loss	(1,000)	-	-
Amortization of prior service benefit	97,000	97,000	97,000
Total recognized in other comprehensive income (before tax effect)	$ 273,966	$ 116,705	$ 146,341
	$ 287,966	$ 126,705	$ 157,341

Total recognized in net benefit cost and other comprehensive income (before tax effect)	

During 2012, the plan's total unrecognized net loss increased by $176,966. Because the total unrecognized net gain or loss exceeds 10% of the accumulated postretirement benefit obligation, the excess will be amortized over the average future working lifetime of active plan participants. As of January 1, 2012 the average future working lifetime of active participants was 14.02 years. Actual results for 2013 will depend on the 2013 actuarial valuation of the plan.

Amounts expected to be recognized in net periodic cost during 2013:	
Loss recognition	$ 5,000
Prior service cost recognition	$ (97,000)

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

Effect of a 1% increase in health care trend rate on:	2012	2011	2010
Benefit obligation	$ 4,000	$ 10,000	$ 10,000
Total service and interest cost	$ (100)	$ 700	$ 300

Effect of a 1% decrease in health care trend rate on:	2012	2011	2010
Benefit obligation	$ (5,000)	$ (11,000)	$ (12,000)
Total service and interest cost	$ (500)	$ (500)	$ (1,000)

Weighted-average assumptions for net periodic cost as of December 31,:	2012	2011	2010
Discount rate	4.95%	5.65%	6.10%
Health care cost trend: Initial	10.00%	14.00%	15.00%
Health care cost tread: Ultimate	5.00%	5.00%	5.00%
Year ultimate reached	2018	2020	2020

The following table presents the estimated benefit payments for each of the next five years and the aggregate amount expected to be paid in years six through ten:

Calendar Year	
2013	$ 157,000
2014	$ 129,000
2015	$ 143,000
2016	$ 139,000
2017	$ 128,000
2018-2022	$ 656,000

The Corporation's policy is to contribute the amount required to fund postretirement benefits as they become due to retirees. The amount expected to be required in contributions to the plan during 2013 is $157,000.

Executive Supplemental Pension Plan

The Corporation also sponsors an Executive Supplemental Pension Plan for certain current and former executive officers to restore certain pension benefits that may be reduced due to limitations under the Internal Revenue Code. The benefits under this plan are unfunded as of December 31, 2012 and 2011.

The Corporation uses a December 31 measurement date for its Executive Supplemental Pension Plan.

The following table presents Executive Supplemental Pension plan status at December 31, 2012 and 2011:

Change in benefit obligation:	2012	2011
Benefit obligation at beginning of year	$ 1,069,490	$ 989,053
Service cost	34,770	30,625
Interest cost	51,091	53,771
Actuarial loss	81,128	70,771
Benefits paid	(74,730)	(74,730)
Projected benefit obligation at end of year	$ 1,161,749	$ 1,069,490

Changes in plan assets:		2012		2011
Fair value of plan assets at beginning of year	$	-	$	-
Employer contributions		74,730		74,730
Benefits paid		(74,730)		(74,730)
Fair value of plan assets at end of year	$	-	$	-
Unfunded status	$	(1,161,479)	$	(1,069,490)

Amounts recognized in accumulated other comprehensive income at December 31, 2012 and 2011 consist of the following:

		2012		2011
Net actuarial loss	$	287,679	$	226,471
Prior service cost		-		-
Total before tax effects	$	287,679	$	226,471

Accumulated benefit obligation at December 31, 2012 and 2011 was $1,092,439 and $1,004,803, respectively.

Weighted-average assumption for disclosure as of December 31,:	2012	2011	2010
Discount rate	4.26%	4.95%	5.65%
Assumed rate of future compensation increase	5.00%	5.00%	5.00%

The components of net periodic benefit cost for the years ended December 31, 2012, 2011 and 2010 are as follows:

Net periodic benefit cost		2012		2011		2010
Service cost	$	34,770	$	30,625	$	30,113
Interest cost		51,091		53,771		55,474
Recognized actuarial loss		19,920		9,466		5,582
Net periodic postretirement benefit cost	$	105,781	$	93,862	$	91,169

Other changes in plan assets and benefit obligation recognized in other comprehensive income:		2012		2011		2010
Net actuarial loss (gain)	$	81,128	$	70,771	$	31,415
Recognized actuarial loss		(19,920)		(9,466)		(5,582)
Total recognized in other comprehensive income (before tax effect)	$	61,208	$	61,305	$	25,833
Total recognized in net benefit cost and other comprehensive income (before tax effect)	$	166,989	$	155,167	$	117,002

Amounts expected to be recognized in net periodic cost during 2013:		
Loss recognition	$	34,301
Prior service cost recognition	$	-

Weighted-average assumptions for net periodic cost as of December 31,:	2012	2011	2010
Discount rate	4.95%	5.65%	6.10%
Salary scale	5.00%	5.00%	5.00%

The following table presents the estimated benefit payments for each of the next five years and the aggregate amount expected to be paid in years six through ten for the Supplemental Pension Plan:

Calendar Year	Future Estimated Benefit Payments	
2013	$	75,000
2014	$	75,000
2015	$	75,000
2016	$	75,000
2017	$	75,000
2018-2022	$	570,000

The Corporation expects to contribute $75,000 to the plan during 2013. Corporation contributions are equal to the benefit payments to plan participants.

Defined Contribution Supplemental Executive Retirement Plan

The Corporation also sponsors a Defined Contribution Supplemental Executive Retirement Plan for certain current executive officers. The plan is unfunded as of December 31, 2012 and is intended to provide nonqualified deferred compensation benefits payable at retirement, disability, death or certain other events. The plan was initiated in 2012. The balance in the plan as of December 31, 2012 was $181,000, which was expensed in 2012. In addition to each participants account being credited with the annual company contribution, each account will received a quarterly interest credit that will equal the average yield on five year U.S. Treasury Notes.

(12) STOCK COMPENSATION

Board of Director’s Stock Compensation

Members of the Board of Directors receive common shares of the Corporation equal in value to the amount of fees individually earned during the previous year for service as a director. The common shares are distributed to the Corporation's individual board members from treasury shares of the Corporation on or about January 15 following the calendar year of service.

Additionally, the President and Chief Executive Officer of the Corporation, who does not receive cash compensation as a member of the Board of Directors, is awarded common shares equal in value to the average of those awarded to board members not employed by the Corporation who have served for 12 months during the prior year.

During January 2013, 7,969 shares were re-issued from treasury to fund the stock component of directors' compensation. An expense of $216,946, $232,948 and $231,431 related to this compensation was recognized during the years 2012, 2011 and 2010, respectively. This expense is accrued as shares are earned.

Restricted Stock Plan

Pursuant to the Corporation’s Restricted Stock Plan (the “Plan”), the Corporation may make discretionary grants of restricted stock to officers other than the Corporation's Chief Executive Officer. Compensation expense is recognized over the vesting period of the awards based on the fair value of the stock at issue date.

A summary of restricted stock activity as of December 31, 2012, and changes during the year ended is presented below:

	Shares	Weighted–Average Grant Date Fair Value
Nonvested at December 31, 2011	12,458	$ 22.33
Granted	10,760	25.11
Vested	(3,209)	22.28
Forfeited or Cancelled	-	-
Nonvested at December 31, 2012	20,009	$ 23.84

As of December 31, 2012, there was $464,596 of total unrecognized compensation cost related to nonvested shares granted under the Plan. The cost is expected to be recognized over a weighted-average period of 4.31 years. The total fair value of shares vested during the years ended December 31, 2012 and 2011 were $87,314 and $27,613, respectively.

(13) RELATED PARTY TRANSACTIONS

Members of the Board of Directors, certain Corporation officers, and their immediate families directly, or through entities in which they are principal owners (more than 10% interest), were customers of, and had loans and other transactions with the Corporation. These loans are summarized as follows for the years ended December 31, 2012 and 2011:

		2012		2011
Balance at beginning of year	$	20,884,273	$	17,003,933
New loans or additional advances		37,544,459		42,960,625
Repayments		(33,039,177)		(39,080,285)
Balance at end of year	$	25,389,555	$	20,884,273

Deposits from principal officers, directors, and their affiliates at year-end 2012 and 2011 were $9,928,331 and $12,617,406, respectively.

(14) COMMITMENTS AND CONTINGENCIES

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

The contractual amounts of financial instruments with off-balance sheet risk at year-end were as follows:

	2012				2011			
		Fixed Rate		Variable Rate		Fixed Rate		Variable Rate
Commitments to make loans	$	28,707,673	$	11,588,081	$	19,139,879	$	8,399,012
Unused lines of credit	$	1,802,538	$	183,750,514	$	471,164	$	164,489,966
Standby letters of credit	$	-	$	15,016,673	$	-	$	13,562,577

Commitments to make Real Estate and Home Equity loans are generally made for periods of sixty days or less. As of December 31, 2012, the fixed rate commitments to make loans have interest rates ranging from 2.625% to 5.125% and maturities ranging from five years to thirty years. Commitments to fund commercial draw notes are generally made for periods of three months to eighteen months. As of December 31, 2012, the fixed rate commitments have interest rates ranging from 3.50% to 8.00%.

Because many commitments and almost all standby letters of credit expire without being funded in whole or in part, the contract amounts are not estimates of future cash flows. Loan commitments and unused lines of credit have off-balance sheet credit risk because only origination fees are recognized on the consolidated balance sheet until commitments are fulfilled or expire. The credit risk amounts are equal to the contractual amounts, assuming the amounts are fully advanced and collateral or other security is of no value. The Corporation does not anticipate losses as a result of these transactions. These commitments also have off-balance sheet interest rate risk in that the interest rate at which these commitments were made may not be at market rates on the date the commitments are fulfilled.

The Corporation has issued conditional commitments in the form of standby letters of credit to guarantee payment on behalf of a customer and guarantee the performance of a customer to a third party. Standby letters of credit generally arise in connection with lending relationships. The credit risk involved in issuing these instruments is essentially the same as that involved in extending loans to customers. Contingent obligations under standby letters of credit totaled $15,016,673 at December 31, 2012 and represent the maximum potential future payments the Corporation could be required to make. Typically, these instruments have terms of twelve months or less and expire unused; therefore, the total amounts do not necessarily represent future cash requirements. Each customer is evaluated individually for creditworthiness under the same underwriting standards used for commitments to extend credit and on-balance sheet instruments. Corporation policies governing loan collateral apply to standby letters of credit at the time of credit extension. The carrying amount and fair value of the Corporation's standby letters of credit at December 31, 2012 was not significant.

The Corporation has an executive severance agreement with its President and Chief Executive Officer.

The Bank is a party in two legal proceedings involving its Wealth Management Group Services. In both proceedings, the Bank, as trustee pursuant to written trust instruments, has sought judicial settlement of trust accounts in the New York Surrogate’s Court for Chemung County. Individuals who are beneficiaries under the trusts have filed formal objections and/or demand letters with the Court in both of these accounting proceedings, objecting to the final settlement of the trust accounts. The objectants primarily assert that the Bank acted imprudently by failing to diversify the trusts’ investments and they claim $9.6 million and $24.1 million, consisting of damages and disallowed trustee’s commissions, plus unspecified legal fees in the respective proceedings. These proceedings are pending in the Surrogate’s Court and are now in the discovery phase. While the outcome of litigation is not predictable the Bank believes that the claims are without merit and is vigorously defending them.

In the normal course of business, there are various outstanding claims and legal proceedings involving the Corporation or its subsidiaries. Except for the above matter, we believe that we are not a party to any pending legal, arbitration, or regulatory proceedings that could have a material adverse impact on our financial results or liquidity

(15) PARENT COMPANY FINANCIAL INFORMATION

Condensed parent company only financial statement information of Chemung Financial Corporation is as follows (investment in subsidiaries is recorded using the equity method of accounting):

BALANCE SHEETS - DECEMBER 31	2012	2011
Assets:		
Cash on deposit with subsidiary bank	$ 1,788,169	$ 1,122,470
Investment in subsidiary-Chemung Canal Trust Company	126,597,837	121,462,184
Investment in subsidiary-CFS Group, Inc.	640,229	586,431
Dividends receivable from subsidiary bank	-	1,141,081
Securities available for sale, at estimated fair value	304,190	307,064
Other assets	1,813,162	2,578,312
Total assets	$131,143,587	$127,197,542
Liabilities and shareholders' equity:		
Dividends payable	-	1,141,081

Other liabilities	28,650	127,021
Total liabilities	28,650	1,268,102
Shareholders' equity:		
Total shareholders' equity	131,114,937	125,929,440
Total liabilities and shareholders' equity	$131,143,587	$127,197,542

STATEMENTS OF INCOME - YEARS ENDED DECEMBER 31		2012		2011		2010
Dividends from subsidiary bank	$	4,572,958	$	11,916,475	$	3,520,584
Interest and dividend income		7,372		8,127		3,451
Other income		150,136		776,672		388,190
Operating expenses		331,441		227,847		209,794
Income before impact of subsidiaries' undistributed earnings or distributions in excess of earnings and income taxes		4,399,025		12,473,427		3,702,431
Equity in undistributed earnings (dividends in excess of earnings) of Chemung Canal Trust Company		6,410,993		(1,837,241)		6,391,013
Equity in undistributed earnings of CFS Group, Inc.		53,798		44,166		9,335
Income before income tax		10,863,816		10,680,352		10,102,779
Income tax (benefit) expense		(158,424)		142,597		906
Net Income	$	11,022,240	$	10,537,755	$	10,101,873

STATEMENTS OF CASH FLOWS - YEARS ENDED DECEMBER 31		2012		2011		2010
Cash flows from operating activities:						
Net Income	$	11,022,240	$	10,537,755	$	10,101,873
Adjustments to reconcile net income to net cash provided by operating activities:						
Equity in (undistributed earnings) dividends in excess of earnings of Chemung Canal Trust Company		(6,410,993)		1,837,241		(6,391,013)
Equity in undistributed earnings of CFS Group, Inc.		(53,798)		(44,166)		(9,335)
Change in dividend receivable		1,141,081		(259,879)		(1,115)
Change in other assets		765,150		(60,510)		(19,789)
Change in other liabilities		48,182		136,602		678,237
Expense related to employee stock compensation		80,000		55,000		55,000
Expense related to restricted stock units for directors' deferred Compensation plan		86,717		80,083		111,772
Expense to employee restricted stock awards		79,510		28,141		1,143
Net cash provided by operating activities		6,758,089		12,310,267		4,526,773
Cash flow from investing activities:						
Cash paid Fort Orange Financial Corp. acquisition		-		(8,137,816)		-
Net cash used by investing activities		-		(8,137,816)		-
Cash flow from financing activities:						
Cash dividends paid		(5,714,039)		(4,056,597)		(3,519,470)
Purchase of treasury stock		(635,800)		(501,299)		(425,567)
Sale of treasury stock		257,449		242,610		153,360
Net cash used in financing activities		(6,092,390)		(4,315,286)		(3,791,677)
(Decrease) increase in cash and cash equivalents		665,699		(142,835)		735,096
Cash and cash equivalents at beginning of year		1,122,470		1,265,305		530,209
Cash and cash equivalents at end of year	$	1,788,169	$	1,122,470	$	1,265,305

(16) FAIR VALUES

Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Corporation used the following methods and significant assumptions to estimate fair value:

Investment Securities: The fair values of securities available for sale are usually determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs), or matrix pricing, which is a mathematical technique widely used to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

The Corporation's investment in collateralized debt obligations consisting of pooled trust preferred securities which are issued by financial institutions were historically priced using Level 2 inputs. The lack of observable inputs and market activity in this class of investments has been significant and resulted in unreliable external pricing. Broker pricing and bid/ask spreads, when available, have varied widely. The once active market has become comparatively inactive. As a result, these investments are now priced using Level 3 inputs.

The Corporation utilizes an external model for pricing these securities. This is the same model used in determining other-than-temporary impairment (“OTTI”) as further described in Note 3. Information such as historical and current performance of the underlying collateral, deferral/default rates, collateral coverage ratios, break in yield calculations, cash flow projections, liquidity and credit premiums required by a market participant, and financial trend analysis with respect to the individual issuing financial institutions, are utilized in determining individual security valuations. Discount rates were utilized along with the cash flow projections in order to calculate an appropriate fair value. These discount rates were calculated based on industry index rates and adjusted for various credit and liquidity factors. Due to current market conditions as well as the limited trading activity of these securities, the market value of the securities is highly sensitive to assumption changes and market volatility.

Trading Assets: Securities that are held to fund a deferred compensation plan are recorded at fair value with changes in fair value included in earnings. The fair values of trading assets are determined by quoted market prices (Level 1 inputs).

Impaired Loans: At the time a loan is considered impaired, it is valued at the lower of cost or fair value. Impaired loans carried at fair value have been partially charged-off or receive specific allocations as part of the allowance for loan loss accounting. For collateral dependent loans, fair value is commonly based on real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower’s financial statements, or aging reports, adjusted or discounted based on management’s historical knowledge, changes in market conditions from the time of the valuation, and management’s expertise and knowledge of the client and client’s business, typically resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Other Real Estate Owned: Assets acquired through or instead of loan foreclosures are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Appraisals for both collateral-dependent impaired loans and other real estate owned ("OREO") are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Corporation. Once received, appraisals are reviewed for reasonableness of assumptions, approaches utilized, Uniform Standards of Professional Appraisal Practice and other regulatory compliance, as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. Appraisals are generally completed within the previous 12 month period prior to a property being placed into OREO. On impaired loans, appraisal values are adjusted based on the age of the appraisal, the position of the lien, the type of the property and its condition.

Assets and liabilities measured at fair value on a recurring basis are summarized below:

		Fair Value Measurement at December 31, 2012 Using		
Financial Assets:	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Obligations of U.S. Government and U.S. Government sponsored enterprises	$141,591,214	$37,698,000	$103,893,214	$ -
Mortgage-backed securities, residential	31,515,249	-	31,515,249	-
Obligations of states and political subdivisions	40,814,722	-	40,814,722	-
Collateralized mortgage obligations	3,543,360	-	3,543,360	-
Corporate bonds and notes	11,651,635	-	11,651,635	-
SBA loan pools	1,724,140	-	1,724,140	-
Trust Preferred securities	2,470,913	-	2,025,313	445,600
Corporate stocks	6,374,530	5,720,533	653,997	-
Total available for sale securities	$239,685,763	$43,418,533	$195,821,630	$ 445,600
Trading assets	$ 348,241	$ 348,241	$ -	$ -

		Fair Value Measurement at December 31, 2011 Using		
Financial Assets:	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Obligations of U.S. Government and U.S.	$152,079,770	$35,950,000	$116,129,770	$ -

Government sponsored enterprises				
Mortgage-backed securities, residential	50,766,604	-	50,766,604	-
Obligations of states and political subdivisions	46,512,971	-	46,512,971	-
Collateralized mortgage obligations	7,536,753	-	7,536,753	-
Corporate bonds and notes	13,684,199	-	13,684,199	-
SBA loan pools	1,949,606	-	1,949,606	-
Trust Preferred securities	2,310,066	-	2,015,156	294,910
Corporate stocks	6,029,841	5,339,839	690,002	-
Total available for sale securities	$280,869,810	$41,289,839	$239,285,061	$ 294,910
Trading assets	$ 294,381	$ 294,381	$ -	$ -

There were no transfers between Level 1 and Level 2 during the year ending December 31, 2012 or the year ending December, 31, 2011.

The significant unobservable inputs used in the fair value measurement of the Corporation's collateralized debt obligations are probabilities of specific-issuer defaults and deferrals and specific-issuer recovery assumptions. Significant increases in specific-issuer default assumptions or decreases in specific-issuer recovery assumptions would result in a significantly lower fair value measurement. Conversely, decreases in specific-issuer default assumptions or increases in specific-issuer recovery assumptions would result in a higher fair value measurement. The Corporation treats all interest payment deferrals as defaults and assumes no recoveries on defaults.

The tables below present a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2012 and 2011:

Trust Preferred Securities Available for Sale	Fair Value Measurement twelve-months ended December 31, 2012 Using Significant Unobservable Inputs (Level 3)		Fair Value Measurement twelve-months ended December 31, 2011 Using Significant Unobservable Inputs (Level 3)	
Beginning balance	$	294,910	$	334,585
Total gains/losses (realized/unrealized):				
Included in earnings:				
Income on securities		-		-
Impairment charge on investment securities		-		(67,400)
Included in other comprehensive income		150,690		27,725
Transfers in and/or out of Level 3		-		-
Ending balance, December 31	$	445,600	$	294,910

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

			Fair Value Measurement at December 31, 2012 Using					
Financial Assets:		Fair Value		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)
Impaired Loans:								
Commercial, financial and agricultural:								
Commercial and industrial	$	235,501	$	-	$	-	$	235,501
Commercial mortgages:				-		-		
Other		305,222		-		-		305,222
Total Impaired Loans	$	540,723	$	-	$	-	$	540,723
Other real estate owned:								
Commercial, financial and agricultural:								
Commercial and industrial	$	101,200	$	-	$	-	$	101,200
Commercial mortgages:								
Other		257,702		-		-		257,702
Residential mortgages		201,679		-		-		201,679
Consumer loans:								
Home equity lines & loans		4,000		-		-		4,000
	$	564,581	$	-	$	-	$	564,581

Total Other real estate owned, net

Financial Assets:	Fair Value	Fair Value Measurement at December 31, 2011 Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired Loans:				
Commercial, financial and agricultural:				
Commercial and industrial	$ 831,601	$ -	$ -	$ 831,601
Commercial mortgages:		-	-	
Other	3,321,838	-	-	3,321,838
Total Impaired Loans	$ 4,153,439	$ -	$ -	$ 4,153,439
Other real estate owned:				
Commercial, financial and agricultural:				
Commercial and industrial	$ 218,040	$ -	$ -	$ 218,040
Commercial mortgages:				
Other	366,760	-	-	366,760
Residential mortgages	276,355	-	-	276,355
Consumer loans:				
Home equity lines & loans	36,600	-	-	36,600
Total Other real estate owned, net	$ 897,755	$ -	$ -	$ 897,755

The following table presents information related to Level 3 non-recurring fair value measurement at December 31, 2012:

Description	Fair Value at December 31, 2012	Technique		Unobservable Inputs
Impaired loans	$ 540,723	Third party real estate and a 100% discount of personal property	1	Management discount based on underlying collateral characteristics and market conditions
Other real estate owned	$ 564,581	Third party appraisals	1	Estimated holding period
			2	Estimated closing costs

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of $733,361 with a valuation allowance of $192,638 as of December 31, 2012, resulting in no additional provision for loan losses for the year ending December 31, 2012. Impaired loans had a principal

balance of $6,095,645, with a valuation allowance of $1,942,206 as of December 31, 2011, resulting in a $958,333 provision for loan losses for the year ending December 31, 2011.

OREO, which is measured by the lower of carrying or fair value less costs to sell, had a net carrying amount of $564,581 at December 31, 2012. The net carrying amount reflects the outstanding balance of $756,948 net of a valuation allowance of $192,367 at December 31, 2012, which resulted in a write down of $116,840 for the year ending December 31, 2012. OREO had a net carrying amount of $897,755 at December 31, 2011. The net carrying amount reflects the outstanding balance of $1,009,162 net of a valuation allowance of $111,407 at December 31, 2011, which resulted in write downs of $12,120 for the year ending December 31, 2011.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash, Due From and Interest-Bearing Deposits in Other Financial Institutions

For those short-term instruments that generally mature in 90 days or less, the carrying value approximates fair value of which non interest-bearing deposits are classified as Level 1 and interest-bearing deposits with the Federal Home Loan Bank of New York (“FHLB”) and Federal Reserve Bank of New York (“FRB”) are classified as Level 1, and time deposits are classified as Level 2.

FHLB and FRB Stock

It is not practicable to determine the fair value of FHLB and FRB stock due to restrictions on its transferability.

Loans Receivable

For variable-rate loans that reprice frequently, fair values approximate carrying values. The fair values for other loans are estimated through discounted cash flow analysis using interest rates currently being offered for loans with similar terms and credit quality. Loans are classified as Level 3. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price. Loans held for sale are classified as Level 2.

Deposits

The fair values disclosed for demand deposits, savings accounts and money market accounts are, by definition, equal to the amounts payable on demand at the reporting date (i.e., their carrying values) and classified as Level 1.

The fair value of certificates of deposits is estimated using a discounted cash flow approach that applies interest rates currently being offered on certificates to a schedule of the weighted-average expected monthly maturities and classified as Level 2.

Securities Sold Under Agreements to Repurchase (Repurchase Agreements)

These instruments bear both variable and fixed rates of interest. Therefore, the carrying value approximates fair value for the variable rate instruments and the fair value of fixed rate instruments is based on discounted cash flows to maturity. These are classified as Level 2.

Federal Home Loan Bank Advances

These instruments bear a stated rate of interest to maturity and, therefore, the fair value is based on discounted cash flows to maturity and classified as Level 2.

Commitments to Extend Credit

The fair value of commitments to extend credit is based on fees currently charged to enter into similar agreements, the counter-party's credit standing and discounted cash flow analysis. The fair value of these commitments to extend credit approximates the recorded amounts of the related fees and is not material at
December 31, 2012 and 2011.

Accrued Interest Receivable and Payable

For these short-term instruments, the carrying value approximates fair value resulting in a classification of Level 1, Level 2 or Level 3 depending upon the classification of the asset/liability they are associated with.

The carrying amounts and estimated fair values of other financial instruments, at December 31, 2012 and December 31, 2011, are as follows (dollars in thousands):

		Fair Value Measurements at December 31, 2012			
Financial Assets:	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Estimated Fair Value (1)
Cash and due from financial institutions	$ 29,239	$ 29,239	-	-	$ 29,239
Interest-bearing deposits in other financial institutions	11,002	8,444	2,558	-	11,002
Trading assets	348	348	-	-	348
Securities available for sale	239,686	43,419	195,822	445	239,686
Securities held to maturity	5,748	-	6,421	-	6,421
Federal Home Loan and Federal Reserve Bank stock	4,710	-	-	-	N/A
Net loans	883,084	-	-	916,289	916,289
Loans held for sale	1,057	-	1,057	-	1,057
Accrued interest receivable	3,788	175	1,257	2,356	3,788
Financial liabilities:					
Deposits:					
Demand, savings, and insured money market accounts	$ 808,044	$ 808,044	$ -	$ -	$ 808,044
Time deposits	236,690	-	238,245	-	238,245
Securities sold under agreements to repurchase	32,711	-	35,260	-	35,260
Federal Home Loan Bank advances	27,225	-	29,688	-	29,688
Accrued interest payable	453	12	279	162	453

(1) Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. 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.

	2011	
Financial assets:	Carrying Amount	Estimated Fair Value (1)
Cash and due from financial institutions	$ 28,205	$ 28,205
Interest-bearing deposits in other financial institutions	24,697	24,697
Trading assets	294	294
Securities available for sale	280,870	280,870
Securities held to maturity	8,312	9,176
Federal Home Loan and Federal Reserve Bank stock	5,509	N/A
Net loans	787,256	805,760
Loans held for sale	395	395
Accrued interest receivable	3,882	3,882
Financial liabilities:		
Deposits:		
Demand, savings, and insured money market accounts	721,503	721,503
Time deposits	276,990	279,441
Securities sold under agreements to repurchase	37,107	40,019
Federal Home Loan Bank advances	43,344	46,603
Accrued interest payable	800	800
Dividends payable	1,141	1,141

(1) Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. 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.

(17) REGULATORY CAPITAL REQUIREMENTS

The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets (all as defined in the applicable regulations). Management believes that, as of December 31, 2012 and 2011, the Corporation and the Bank met all capital adequacy requirements to which they were subject.

As of December 31, 2012, the most recent notification from the Federal Reserve Bank of New York categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized the Bank must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table below. There have been no conditions or events since that notification that management believes have changed the Bank's or the Corporation's capital category.

The Corporation’s principal source of funds for dividend payments is dividends received from the Bank. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. Under these regulations, the amount of dividends that may be paid in any calendar year is limited to the current year’s net income, combined with the retained net income of the preceding two years, subject to the capital requirements in the table below. During 2013, the Bank could, without prior approval, declare dividends of approximately $11.0 million plus any 2013 net income retained to the date of the dividend declaration.

The actual capital amounts and ratios of the Corporation and the Bank are presented in the following table:

	Actual		Required To Be Adequately Capitalized		Required To Be Well Capitalized	
As of December 31, 2012	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to Risk Weighted Assets):						
Consolidated	$119,894,319	13.10 %	$73,208,463	8.00 %	N/A	N/A
Bank	$115,391,331	12.64 %	$73,044,522	8.00 %	$91,305,653	10.00%
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$106,924,553	11.68 %	$36,604,232	4.00 %	N/A	N/A
Bank	$102,459,917	11.22 %	$36,522,261	4.00 %	$54,783,392	6.00%
Tier 1 Capital (to Average Assets):						
Consolidated	$106,924,553	8.74 %	$36,701,105	3.00 %	N/A	N/A
Bank	$102,459,917	8.39 %	$36,630,566	3.00 %	$61,050,944	5.00%

As of December 31, 2011						
Total Capital (to Risk Weighted Assets):						
Consolidated	$111,192,989	13.28%	$66,991,368	8.00%	N/A	N/A
Bank	$106,812,516	12.80%	$66,770,561	8.00%	$83,463,201	10.00%
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 99,174,854	11.84%	$33,495,684	4.00%	N/A	N/A
Bank	$ 94,834,026	11.36%	$33,385,280	4.00%	$50,077,921	6.00%
Tier 1 Capital (to Average Assets):						
Consolidated	$ 99,174,854	8.27%	$35,997,486	3.00%	N/A	N/A
Bank	$ 94,834,026	7.92%	$35,910,987	3.00%	$59,851,645	5.00%

(18) ACCUMULATED OTHER COMPREHENSIVE INCOME OR LOSS

Accumulated other comprehensive income or loss represents the net unrealized holding gains or losses on securities available for sale and the funded status of the Corporation's defined benefit pension plan and other benefit plans, as of the consolidated balance sheet dates, net of the related tax effect.

The following is a summary of the accumulated other comprehensive income or loss balance, net of tax:

	Balance at December 31, 2011	Current Period Change	Balance at December 31, 2012
Unrealized gains on securities available for sale	$ 7,987,055	$ 35,735	$ 8,022,790
Unrealized loss on pension plans and other benefit plans	(9,428,433)	(1,401,286)	(10,829,719)
Total	$ (1,441,378)	$ (1,365,551)	$ (2,806,929)

(19) SEGMENT REPORTING

The Corporation manages its operations through two primary business segments: core banking and wealth management group services. The core banking segment provides revenues by attracting deposits from the general public and using such funds to originate consumer, commercial, commercial real estate, and residential mortgage loans, primarily in the Corporation's local markets and to invest in securities. The wealth management group services segment provides revenues by providing trust and investment advisory services to clients.

Accounting policies for the segments are the same as those described in Note 1. Summarized financial information concerning the Corporation's reportable segments and the reconciliation to the Corporation's consolidated results are shown in the following table. Income taxes are allocated based on the separate taxable income of each entity and indirect overhead expenses are allocated based on reasonable and equitable allocations applicable to the reportable segment. Holding company amounts are the primary differences between segment amounts and consolidated totals, and are reflected in the Holding Company and Other column below, along with amounts to eliminate transactions between segments. (dollars in thousands)

Year ended December 31, 2012	Core Banking	Wealth Management Group	Holding Company And Other	Consolidated Totals
Net interest income	$ 46,773	$ -	$ 8	$ 46,781
Provision for loan losses	828	-	-	828
Net interest income after provision for loan losses	45,945	-	8	45,953
Other operating income	9,699	6,827	764	17,290
Other operating expenses	40,591	5,389	856	46,836
Income (loss) before income tax expense	15,053	1,438	(84)	16,407
Income tax expense (benefit)	4,955	553	(123)	5,385
Segment net income (loss)	$ 10,098	$ 885	$ 39	$ 11,022

Segment assets	$ 1,240,752	$ 5,156	$ 2,252	$ 1,248,160

Year ended December 31, 2011	Core Banking	Wealth Management Group	Holding Company And Other	Consolidated Totals
Net interest income	$ 43,840	$ -	$ 9	$ 43,849
Provision for loan losses	958	-	-	958
Net interest income after provision for loan losses	42,882	-	9	42,891
Other operating income	9,428	6,710	1,326	17,464
Other operating expenses	38,229	5,852	703	44,784
Income (loss) before income tax expense	14,081	858	632	15,571
Income tax expense (benefit)	4,529	332	172	5,033
Segment net income (loss)	$ 9,552	$ 526	$ 460	$ 10,538
Segment assets	$ 1,207,464	$ 5,729	$ 3,067	$ 1,216,260

Year ended December 31, 2010	Core Banking	Wealth Management Group	Holding Company And Other	Consolidated Totals
Net interest income	$ 34,526	$ -	$ 4	$ 34,530
Provision for loan losses	1,125	-	-	1,125
Net interest income after provision for loan losses	33,401	-	4	33,405
Other operating income	8,288	10,497	860	19,645
Other operating expenses	31,315	5,864	664	37,843
Income before income tax expense	10,374	4,633	200	15,207
Income tax expense	3,304	1,792	9	5,105
Segment net income	$ 7,070	$ 2,841	$ 191	$ 10,102
Segment assets	$ 949,040	$ 6,138	$ 3,149	$ 958,327

SIGNATURES

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

	CHEMUNG FINANCIAL CORPORATION
DATED: MARCH 15, 2013	By: /s/ Ronald M. Bentley
	Ronald M. Bentley, President and Chief Executive Officer (Principal Executive Officer)
DATED: MARCH 15, 2013	By: /s/ Mark A. Severson
	Mark A. Severson, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been executed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Larry H. Becker	Director	March 15, 2013
Larry H. Becker		
/s/ Bruce W. Boyea	Director	March 15, 2013
Bruce W. Boyea		
/s/ David J. Dalrymple	Director and Chairman of the Board	March 15, 2013
David J. Dalrymple		
/s/ Robert H. Dalrymple	Director	March 15, 2013
Robert H. Dalrymple		
	Director	March 15, 2013
Clover M. Drinkwater		
/s/ William D. Eggers	Director	March 15, 2013
William D. Eggers		
/s/ Stephen M. Lounsberry, III	Director	March 15, 2013

Stephen M. Lounsberry, III		
/s/ John F. Potter	Director	March 15, 2013
John F. Potter		
/s/ Eugene M. Sneeringer, Jr.	Director	March 15, 2013
Eugene M. Sneeringer, Jr.		
/s/ Robert L. Storch	Director	March 15, 2013
Robert L. Storch		

(signature's continued)

Signature	Title	Date
/s/ Richard W. Swan Richard W. Swan	Director	March 15, 2013
/s/ Jan P. Updegraff Jan P. Updegraff	Director	March 15, 2013
/s/ Ronald M. Bentley Ronald M. Bentley	President and Chief Executive Officer	March 15, 2013
/s/ Mark A. Severson Mark A. Severson	Chief Financial Officer and Treasurer	March 15, 2013

EXHIBIT INDEX

Exhibit	The following exhibits are either filed with this Form 10-K or are incorporated herein by reference. The Corporation's Securities Exchange Act file number is 000-13888.
3.1	Certificate of Incorporation of Chemung Financial Corporation dated December 20, 1984. (Filed as Exhibit 3.1 to Registrant's Form 10-K filed with the SEC on March 13, 2008 and incorporated herein by reference).
3.2	Certificate of Amendment to the Certificate of Incorporation of Chemung Financial Corporation, dated March 28, 1988. (Filed as Exhibit 3.2 to Registrant's Form 10-K for the year ended December 31, 2007, filed with the SEC on March 13, 2008 and incorporated herein by reference).
3.3	Certificate of Amendment to the Certificate of Incorporation of Chemung Financial Corporation, dated May 13, 1998. (Filed as Exhibit 3.4 of the Registrant's Form 10-K for the year ended December 31, 2005 and filed with the SEC on March 15, 2006 and incorporated herein by reference).
3.4	Amended and Restated Bylaws of the Registrant, as amended to May 16, 2012. (Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 18, 2012 and incorporated herein by reference).
4.1	Specimen Stock Certificate. (Filed as Exhibit 4.1 to Registrant's Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).
10.1	Change of Control Agreement dated September 20, 2006 between Chemung Canal Trust Company and Ronald M. Bentley, President & COO. (Filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference).
10.2	Executive Severance Agreement dated September 20, 2006 between Chemung Canal Trust Company and Ronald M. Bentley, President & COO. (Filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference).
10.3	Amended and Restated Deferred Directors' Fee Plan.(Filed as Exhibit 10.3 of the Registrant's Form 10-K for the year ended December 31, 2005 and incorporated herein by reference).
10.4	Chemung Financial Corporation Restricted Stock Plan dated June 16, 2010. (Filed as Exhibit 10.4 of the Registrant's Form 10-Q for the period ended June 30, 2010 filed with the SEC August 9, 2010 and incorporated herein by reference).
10.9	Change of Control Agreement dated August 23, 2007 between Chemung Canal Trust Company and Melinda A. Sartori, Executive Vice President. (Filed as Exhibit 10.9 to Registrant's Form 10-K filed with the SEC on March 13, 2008 and incorporated herein by reference).
10.11	Change of Control Agreement dated January 19, 2011 between Chemung Canal Trust Company and Richard G. Carr, Executive Vice President. (Filed as Exhibit 10.11 to Registrant's Form 10-K filed with the SEC on March 16, 2011 and incorporated herein by reference).
10.12	Change of Control Agreement dated January 19, 2011 between Chemung Canal Trust Company and Louis C. DiFabio, Executive Vice President. (Filed as Exhibit 10.12 to Registrant's Form 10-K filed with the SEC on March 16, 2011 and incorporated herein by reference).
10.14	Change of Control Agreement dated April 8, 2011 between Chemung Canal Trust Company and Anders M. Tomson, President Capital Bank Division. (Filed as Exhibit 10.14 to Registrant's Form 10-Q filed with the SEC on May 13, 2011

	and incorporated herein by reference).
10.16	Change of Control Agreement dated November 7, 2011 between Chemung Canal Trust Company and Karen R. Makowski, Executive Vice President and Chief Administration and Risk Officer. (Filed as Exhibit 10.16 to Registrant’s Form 10-K on March 28, 2012 and incorporated herein by reference).
10.17	Change of Control Agreement dated May 16, 2012 between Chemung Canal Trust Company and Mark A. Severson, Executive Vice President and Chief Financial Officer. (Filed as Exhibit 10.1 to Registrant’s Form 8-K filed with the SEC on May 18, 2012 and incorporated herein by reference).
10.18	Amended and Restated Directors' Compensation Plan (Filed as Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A filed on March 30, 2012 and incorporated herein by reference).
10.19	Amended and Restated Incentive Compensation Plan Filed as (Filed as Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A filed on March 30, 2012 and incorporated herein by reference).
21	Subsidiaries of the Registrant.*
23	Consent of Crowe Horwath LLP, Independent Registered Public Accounting Firm.*
31.1	Certification of President Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.*
31.2	Certification of Treasurer and Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.*
32.1	Certification of President and Chief Executive Officer of the Registrant pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 19 U.S.C. §1350.*
32.2	Certification of Treasurer and Chief Financial Officer of the Registrant pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 19 U.S.C. §1350.*
101.INS	Instance Document*
101.SCH	XBRL Taxonomy Schema*
101.CAL	XBRL Taxonomy Calculation Linkbase*
101.DEF	XBRL Taxonomy Definition Linkbase*
101.LAB	XBRL Taxonomy Label Linkbase*
101.PRE	XBRL Taxonomy Presentation Linkbase*
	*Filed herewith.