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FIRST KEYSTONE CORP  
Form DEF 14A  
March 11, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934

- Filed by the Registrant  
 Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS  
PERMITTED BY RULE 14A-6(E)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Rule 14a-12

FIRST KEYSTONE CORPORATION

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(Exact name of registrant as specified in its Charter)

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(Name of Person(s) Filing Proxy Statement if other  
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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

FIRST KEYSTONE CORPORATION

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111 West Front Street  
Berwick, Pennsylvania 18603

March 24, 2010

Dear Fellow Shareholders of First Keystone Corporation:

It is my pleasure to invite you to attend the 2010 Annual Meeting of Shareholders of First Keystone Corporation to be held on Tuesday, May 4, 2010, at 10:00 a.m., Eastern Daylight Time. The Annual Meeting this year will be held at the McBride Memorial Library, Community Room, 500 Market Street, Berwick, Pennsylvania 18603.

The Notice of the Annual Meeting and the Proxy Statement on the following pages address the formal business of the meeting. The formal business schedule includes:

- \* The election of 4 Class B Directors; and
- \* The ratification of the selection of J. H. Williams & Co., LLP, as the independent auditors for the corporation for the fiscal year ending December 31, 2010.

At the meeting, members of the corporation's management will review the corporation's operations during the past year and will be available to respond to questions.

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We strongly encourage you to vote your shares, whether or not you plan to attend the meeting. It is very important that you sign, date and return your proxy form as soon as possible. The execution and delivery of your proxy does not affect your right to vote in person if you attend the meeting. You may revoke your proxy any time prior to its exercise, and you may attend the meeting and vote in person, even if you have previously returned your proxy.

Thank you for your continued support. I look forward to seeing you at the Annual Meeting if you are able to attend.

Sincerely,

/s/ J. Gerald Bazewicz  
J. Gerald Bazewicz  
President

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FIRST KEYSTONE CORPORATION

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 4, 2010

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TO THE SHAREHOLDERS OF FIRST KEYSTONE CORPORATION:

Notice is hereby given that the Annual Meeting of Shareholders of First Keystone Corporation will be held at 10:00 a.m., Eastern Daylight Time, on Tuesday, May 4, 2010, at the McBride Memorial Library, Community Room, 500 Market Street, Berwick, Pennsylvania 18603, for the following purposes:

1. To elect 4 Class B Directors to serve for a three year term and until their successors are properly elected and qualified;
2. To ratify the selection of J. H. Williams & Co., LLP as the independent auditors for the corporation for the fiscal year ending December 31, 2010; and
3. To transact any other business as may properly come before the Annual Meeting and any adjournment or postponement of the meeting.

In accordance with the bylaws of the corporation and action of the Board of Directors, the corporation is giving notice of the Annual Meeting only to those shareholders on the

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corporation's records as of the close of business on March 9, 2010, and only those shareholders may vote at the Annual Meeting and any adjournment or postponement of the Annual Meeting.

A copy of the corporation's Annual Report for the fiscal year ended December 31, 2009 may be obtained, at no cost, by contacting Cheryl Wynings, Investor Relations, First Keystone Corporation, 111 West Front Street, Berwick, Pennsylvania 18603, telephone: 570.752.3671.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 4, 2010: THE 2010 PROXY STATEMENT AND THE 2009 ANNUAL REPORT ON FORM 10K ARE ALSO AVAILABLE AT: WWW.FKYSCORP.COM.

Whether or not you expect to attend the Annual Meeting in person, we ask you to complete, sign, date and promptly return your proxy form. By so doing, you will ensure your proper representation at the meeting. The prompt return of your signed proxy will also save the corporation the expense of additional proxy solicitation. The execution and delivery of your proxy does not affect your right to vote in person if you attend the meeting.

By Order of the Board of Directors,

/s/ J. Gerald Bazewicz  
J. Gerald Bazewicz, President

Berwick, Pennsylvania  
March 24, 2010

PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS  
OF FIRST KEYSTONE CORPORATION TO BE HELD ON MAY 4, 2010

### Table of Contents

	Page
General Information	3
Introduction, Date, Time and Place of Annual Meeting	3
Solicitation and Voting of Proxies	3
Revocability of Proxy	4
Voting Securities, Record Date and Quorum	4
Vote Required for Approval of Proposals	4
Governance of the Company	5
Code of Ethics	6
Committees of the Board of Directors	6
Committees of the Bank	7
Board Meetings and Attendance	8
Shareholder Communications	8

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Shareholder Proposals and Nominations	8
Proposal No. 1: Election of Directors	9
Information as to Directors and Nominees	10
Share Ownership	11
Principal Owners	11
Beneficial Ownership by Officers, Directors and Nominees	12
Directors' Compensation Table	14
Compensation of Directors	14
Report of the Audit Committee	14
Compensation Discussion and Analysis	16
Summary Compensation Table	23
Principal Officers of the Bank and the Corporation	32
Legal Proceedings	33
Proposal No. 2: Ratification of Independent Auditors	33
Section 16(A) Beneficial Ownership Reporting Compliance	33
Availability of Form 10-K	34
Other Matters	34

### PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS OF FIRST KEYSTONE CORPORATION TO BE HELD ON MAY 4, 2010

#### GENERAL INFORMATION

##### INTRODUCTION, DATE, TIME AND PLACE OF ANNUAL MEETING

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First Keystone Corporation, a Pennsylvania business corporation and registered bank holding company, furnishes this Proxy Statement in connection with the solicitation, by its Board of Directors, of proxies to be voted at the Annual Meeting of Shareholders and at any adjournment or postponement of the Annual Meeting. The corporation will hold the meeting on Tuesday, May 4, 2010, at 10:00 a.m., Eastern Daylight Time, at the McBride Memorial Library, Community Room, 500 Market Street, Berwick, Pennsylvania 18603.

The principal executive office of the corporation is located at First Keystone National Bank, 111 West Front Street, Berwick, Pennsylvania 18603. The bank is the sole, wholly owned subsidiary of the corporation. The telephone number for the corporation is 570.752.3671. All inquiries should be directed to J. Gerald Bazewicz, President of the corporation and the bank.

SOLICITATION AND VOTING OF PROXIES

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By properly completing and returning your proxy form, a shareholder is appointing the proxy holders to vote his or her shares as the shareholder specifies on the proxy. If a shareholder signs the proxy but does not make any selection, the proxy holders will vote the proxy:

- \* FOR the election of the nominees for Class B Director named in this proxy statement; and
- \* FOR the ratification of the selection of J. H. Williams & Co. as the independent auditors for the corporation for the year ending December 31, 2010.

The execution and return of your proxy will not affect your right to attend the Annual Meeting and vote in person.

The corporation will pay the cost of preparing, assembling, printing, mailing and soliciting proxies and any additional material that the corporation may furnish shareholders in connection with the Annual Meeting. In addition to the use of the mail, directors, officers and employees of the corporation and the bank may solicit proxies personally, by telephone, telecopier or other electronic means. The corporation will not pay any additional compensation for the solicitation. The corporation will make arrangements with brokerage houses and other custodians, nominees and fiduciaries to forward proxy solicitation material to the beneficial owners and will reimburse them for their reasonable forwarding expenses.

Proxy Statement

Page 3

REVOCABILITY OF PROXY

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A shareholder who returns a proxy may revoke the proxy at any time before it is voted only:

- \* By executing a later dated proxy; or
- \* By attending the Annual Meeting and voting in person.

VOTING SECURITIES, RECORD DATE AND QUORUM

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At the close of business on March 9, 2010, the corporation had 5,440,196 shares of common stock outstanding, par value \$2.00 per share. Our common stock is the corporation's only issued and outstanding class of stock. The corporation also had 247,571 shares held in treasury, as issued but not outstanding shares on that date. The corporation's Articles of Incorporation authorize the issuance of up to 10,000,000 shares of common stock and up to 500,000 shares of preferred stock. As of March 9, 2010, no shares of preferred stock were issued or outstanding.

Only shareholders of record as of the close of business on March 9, 2010 may vote at the Annual Meeting. Cumulative voting rights do not exist with respect to the election of directors. On all matters to come before the Annual Meeting, each shareholder is entitled to one vote for each share of common stock held on the record date.

Pennsylvania law and the bylaws of the corporation require the presence of a quorum for each matter that shareholders will vote on at the Annual Meeting. The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast constitutes a quorum for the transaction of business at the Annual Meeting. The corporation will count votes withheld and abstentions in determining the presence of a quorum for a particular matter. The corporation will not count broker non votes in determining the presence of a quorum for a particular matter. A broker non vote occurs when a broker nominee, holding shares for a beneficial owner, does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item, and has not received instructions from the beneficial owner. Those shareholders present, in person or by proxy, may adjourn the meeting to another time and place if a quorum is lacking.

VOTE REQUIRED FOR APPROVAL OF PROPOSALS

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Assuming the presence of a quorum, the 4 nominees for director receiving the highest number of votes cast by shareholders will be elected. Votes withheld from a nominee and broker non votes will not be cast for the nominee.

Assuming the presence of a quorum, ratification of the selection of independent auditors requires the affirmative vote of a majority of all votes cast by shareholders, in person or by proxy, on the matter. Abstentions and broker non votes are not votes cast and, therefore, do not count either for or against ratification. Abstentions and broker non votes, however, have the practical effect of reducing the number of affirmative votes required to achieve a majority for each matter by reducing the total number of shares voted from which the majority is calculated.

GOVERNANCE OF THE COMPANY

Our Board of Directors believes that the purpose of corporate governance is to ensure that we maximize shareholder value in a manner consistent with legal requirements and the highest standards of integrity. The Board has adopted and adheres to corporate governance practices which the Board and senior management believe promote this purpose and are sound and represent best practices.

BOARD LEADERSHIP STRUCTURE

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First Keystone Corporation separates the roles of CEO and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for setting the strategic direction for the corporation and the day to day operation and performance of the corporation, while the Chairman of the Board provides guidance to the CEO and sets the agenda for Board meetings and presides over meetings of the Board. Mr. Robert E. Bull, our Chairman, has been a director for over 50 years, including serving as Chairman the past 30 years. The Board believes the separated roles of CEO and Chairman are in the best interest of shareholders because it promotes both strategic development and facilitates information flow between management and the Board, both essential for effective governance.

The corporation's Board of Directors oversees all business, property and affairs of the corporation. The Chairman and the corporation's officers keep the members of the Board informed of the corporation's business through discussions at Board meetings and by providing them with reports and other materials. The directors of the corporation also serve as the directors of the corporation's wholly owned bank subsidiary, First Keystone National Bank, upon election by the corporation.

Currently, our Board of Directors has 9 members. Based on the qualifications for independence established under the Securities and Exchange Commission ("SEC") and NASDAQ standards for independence, John Arndt, Don E. Bower, Joseph B. Conahan, Jr., Jerome F. Fabian, and David R. Saracino meet the standards for independence. Only independent directors serve on our Audit Committee.

In determining the directors' independence, the Board of Directors considered loan transactions between the bank and the directors, their family members and businesses with whom they are associated, as well as any contributions made to non profit organizations with whom they are associated.

RISK MANAGEMENT

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The Board's role in the corporation's risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the corporation, including operational, financial, legal and regulatory, and strategic and reputational risks. The Board receives reports from the various committees of the Board. When a committee presents a report, the Chairman of the relevant committee reports on the discussion to the full Board during the committee reports portion of the Board meetings. This enables to the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. As part of its charter, the Audit Committee discusses our policies with respect to risk assessment and management.

DIVERSITY

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In considering whether to recommend any candidate for



inclusion in the Board's slate of recommended director nominees, including candidates recommended by shareholders, the Board of Directors has determined that the Board must have the right diversity. This includes the candidate's integrity, business acumen, age, experience, commitment, diligence, conflicts of interest and the ability

Proxy Statement

Page 5

to act in the interests of all shareholders. The Board seeks nominees with a broad diversity of experience, professions, skills, geographic representation and backgrounds. Nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

#### CODE OF ETHICS

As required by law and regulation, in 2003 we adopted our Code of Ethics to be applicable to our directors and senior officers. The Code of Ethics is posted on our website at [www.firstkeystonecorporation.com](http://www.firstkeystonecorporation.com), which we filed with the SEC as exhibit 14 on Form 8K on January 11, 2007.

#### COMMITTEES OF THE BOARD OF DIRECTORS

The corporation's board of directors has, at present, an audit committee.

AUDIT COMMITTEE. Members of the Audit Committee, during 2009, were David R. Saracino, Chairman, Don E. Bower, and Jerome F. Fabian, each of whom the Board of Directors has determined satisfies the NASDAQ independence and audit committee qualification standards. The Audit Committee met 4 times during 2009. The principal duties of the Audit Committee are set forth in its charter which is available on our website at [www.firstkeystonecorporation.com](http://www.firstkeystonecorporation.com) under the governance documents menu. The duties include reviewing significant audit and accounting principles, policies and practices, reviewing performance of internal auditing procedures, reviewing reports of examination received from regulatory authorities and recommending annually, to the Board of Directors, the engagement of an independent certified public accountant.

The Board of Directors has determined that David R. Saracino is an "audit committee financial expert" and "independent" as defined under applicable SEC and NASDAQ rules in 2009. The Board deemed Mr. Saracino a "financial expert" as he possesses the following attributes:

- \* An understanding of financial statements;
- \* Proficiency in assessing the general utilization of such principles in connection with accounting for estimates, accruals and reserves;

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- \* Lengthy experience preparing, auditing, analyzing and evaluating financial statements;
- \* Understanding of internal controls and procedures for financial reporting; and
- \* Understanding of audit committee functions.

### OVERSIGHT OF EXECUTIVE COMPENSATION AND DIRECTOR NOMINATIONS

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During 2009, the corporation did not have formal nominating or compensation committees. The Board determined that it is appropriate for the corporation not to have a nominating or compensation committee in view of the corporation's relative size, stability of the corporation's Board of Directors, and the historic involvement of the entire Board in the director selection process and in the compensation process. Because there is no formal nominating or compensation committee, the corporation does not have a formal charter for such committees.

Page 6

First Keystone Corporation

### COMMITTEES OF THE BANK

The Bank's board of directors maintains standing committees: trust, asset liability management, marketing, loan administration, human resources, building and executive. The composition of these committees is described below:

Name	Trust	ALCO	Marketing
_____	_____	_____	_____
John E. Arndt	X		X
J. Gerald Bazewicz	X	X*	X
Don E. Bower			X
Robert A. Bull	X	X	X
Robert E. Bull		X	X
Joseph B. Conahan, Jr.	X*	X	
Jerome F. Fabian			X*
John G. Gerlach	X	X	
David R. Saracino		X	
Number of Meetings Held in 2009	12	4	4

Name	Loan Administration	Human Resources
_____	_____	_____
John E. Arndt		X*
J. Gerald Bazewicz	X	X

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Don E. Bower	X*	X
Robert A. Bull	X	
Robert E. Bull		X
Joseph B. Conahan, Jr.		X
Jerome F. Fabian	X	X
John G. Gerlach		X
David R. Saracino	X	
Number of Meetings Held in 2009	4	1

Name	Executive	Building
John E. Arndt	X	
J. Gerald Bazewicz	X	X
Don E. Bower		X
Robert A. Bull		
Robert E. Bull	X*	X
Joseph B. Conahan, Jr.		
Jerome F. Fabian		X
John G. Gerlach		X*
David R. Saracino	X	X
Number of Meetings Held in 2009	0	2

\*Denotes Chairman of Respective Committee

TRUST COMMITTEE - This committee ensures that all trust activities of the bank are performed in a manner that is consistent with the legal instrument governing the account, prudent trust administration practices and approved trust policy.

ASSET/LIABILITY COMMITTEE - This committee reviews asset/liability committee reports and provides support and discretion in managing the bank's net interest income, liquidity and interest rate sensitivity positions.

MARKETING COMMITTEE - This committee provides guidance to management in formulating marketing/sales plans and programs to assist in evaluating the performance of the bank relative to these plans.

LOAN ADMINISTRATION COMMITTEE - This committee monitors loan review and compliance activities. Also, the committee ensures that loans are made and administered in accordance with the loan policy.

HUMAN RESOURCES COMMITTEE - This committee helps ensure that a sound human resources management system is developed and maintained. This committee determines compensation for non executive officers and employees. The entire Board of Directors

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acts as the Compensation Committee for the corporation and determines compensation for the executive officers.

EXECUTIVE COMMITTEE - This committee exercises the authority of the Board of Directors in the management of the business of the bank between the dates of regular Board of Directors meetings.

Proxy Statement

Page 7

BUILDING COMMITTEE - This committee makes recommendations to the Board relating to the bank's physical assets, including both current and proposed physical assets.

### BOARD MEETINGS AND ATTENDANCE

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The members of the Board of Directors of the corporation also serve as members of the Board of Directors of First Keystone National Bank. During 2009, the corporation's Board of Directors held 6 meetings. Each of the directors attended at least 75% of the combined total number of meetings of the corporation's Board of Directors and the committees of which he is a member. Although there is no formal policy, all directors are expected to attend the Annual Meeting of Shareholders. All directors attended the 2009 Annual Meeting of Shareholders.

### SHAREHOLDER COMMUNICATIONS

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The Board of Directors does not have a formal process for shareholders to send communications to the Board. Due to the infrequency of shareholder communications to the Board of Directors, the Board does not believe that a formal process is necessary.

### SHAREHOLDER PROPOSALS AND NOMINATIONS

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If a shareholder wants us to include a proposal in our proxy statement for presentation at our 2010 Annual Meeting of Shareholders, the proposal must be received by us at our principal executive offices at 111 West Front Street, Berwick, Pennsylvania 18603, no later than November 24, 2010. Any proposal must comply with Securities and Exchange Commission regulations regarding the inclusion of shareholder proposals in corporation sponsored proxy materials. If a shareholder proposal is submitted to the corporation after November 24, 2010, it is considered untimely; and, although the proposal may be considered at the annual meeting, the corporation is not obligated to include it in the 2011 Proxy Statement.

The corporation's Board of Directors nominates individuals for the position of director and considers diversity in identifying nominees for director. Neither the corporation nor the bank has a nominating committee. In addition, a shareholder

who desires to propose an individual for consideration by the Board of Directors as a nominee for director should submit a proposal in writing to the Secretary of the corporation in accordance with Section 10.1 of the corporation's bylaws. Any shareholder who intends to recommend nomination of any candidate for election to the Board of Directors must notify the Secretary of the corporation in writing not less than 120 days prior to the date of any meeting of shareholders called for the election of directors and must provide the specific information listed in Section 10.1 of the bylaws. You may obtain a copy of the corporation's bylaws by writing to John E. Arndt, Secretary, First Keystone Corporation, 111 West Front Street, Berwick, Pennsylvania 18603. Specifically, a shareholder who recommends a director candidate for consideration to the Board of Directors must provide the candidate's name, biographical data, and qualifications. A written statement from the candidate, consenting to be named as a candidate, and if nominated and elected, to serve as a director, should accompany any such recommendation.

The process that the Board of Directors uses for identifying and evaluating nominees for director is as follows: When there is a vacancy on the Board, either through the retirement of a director or the Board's determination that the size of the Board should be increased, nominations to fill that vacancy are made by current directors on the Board. The name of any individual recommended by the directors is provided to Chairman Robert E. Bull, who contacts the prospective director nominee and generally meets with him or her. The members of the Board of Directors then may meet with the prospective director nominee. If a nominee is qualified and will make a positive addition to the Board, the Board of Directors then nominates the candidate.

PROPOSAL NO. 1: ELECTION OF CLASS B DIRECTORS

The corporation's bylaws provide that its Board of Directors will manage the corporation's business. Sections 10.2 and 10.3 of the Bylaws provide that the number of directors on the Board will not be less than 7 nor more than 25 and that the Board of Directors will be classified into 3 classes, each class to be elected for a term of 3 years. Within the foregoing limits, the Board of Directors may, from time to time, fix the number of directors and their classifications. No person over 70 years old may serve as director with the exception of Mr. Robert E. Bull. Section 11.1 of the bylaws require that a majority of the remaining members of the Board of Directors, even if less than a quorum, will select and appoint directors to fill vacancies on the Board, and each person so appointed will serve as director until the expiration of the term of office of the class of directors to which he or she was appointed.

Section 10.3 of the bylaws provide for a classified Board of Directors with staggered three year terms of office. Accordingly, at the 2010 Annual Meeting of Shareholders, 4 Class

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B Directors will be elected to serve for a three year term and until their successors are properly elected and qualified. The Board of Directors of the corporation has nominated the current Class B Directors to serve as Class B Directors for the next three year term of office. The nominees for reelection this year are as follows:

- \* John E. Arndt, director since 1995;
- \* J. Gerald Bazewicz, director since 1986;
- \* Robert E. Bull, director since 1956; and
- \* Joseph B. Conahan, Jr., director since 2007.

Each nominee has consented to serve a three year term of office and until his successor is elected and qualified.

Unless otherwise instructed, the proxy holders will vote the proxies for the election of these 4 nominees. If any nominee should become unavailable for any reason, proxies will be voted in favor of a substitute nominee named by the Board of Directors of the corporation. A majority of the directors of the corporation, in office, may appoint a new director to fill any vacancy occurring on the Board for any reason, and the new director will serve until the expiration of the term of the class of directors to which he or she was appointed.

The corporation's Articles of Incorporation provide that cumulative voting rights will not exist with respect to the election of directors. Accordingly, each share of common stock entitles its owner to cast one vote for each nominee. For example, if a shareholder owns 10 shares of common stock, he or she may cast up to 10 votes for each director to be elected.

The Board of Directors recommends that shareholders vote FOR the election of the above named nominees.

Proxy Statement

Page 9

### INFORMATION AS TO DIRECTORS AND NOMINEES

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The following selected biographical information about the directors and nominees for director is accurate as of March 9, 2010, and includes each person's business experience for at least the past 5 years.

#### CURRENT CLASS B DIRECTORS WHOSE TERM EXPIRES IN 2010 AND NOMINEES FOR CLASS B DIRECTOR WHOSE TERM WILL EXPIRE IN 2013

John E. Arndt

Mr. Arndt (age 48), is an insurance broker and the owner of Arndt Insurance Agency in Berwick, Pennsylvania. He has served as a director of the corporation and the bank since 1995. Mr. Arndt has 25 years experience in the insurance field, including 15 years overseeing

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the management of his own insurance agency.

J. Gerald Bazewicz

Mr. Bazewicz (age 61), serves as the President and Chief Executive Officer of the corporation and the bank, a position he has held since 1987. He has served as a director of the corporation and the bank since 1986. Mr. Bazewicz has 39 years of banking experience and a strong financial background which includes a B.S. in Finance and an MBA in Finance.

Robert E. Bull