

CNB FINANCIAL CORP/PA
Form 10-K
March 13, 2009
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10 K

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

For the fiscal year ended December 31, 2008

Commission File Number 0-13396

CNB FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

25-1450605
(I.R.S. Employer
Identification No.)

Edgar Filing: CNB FINANCIAL CORP/PA - Form 10-K

1 South Second Street

P.O. Box 42

Clearfield, Pennsylvania 16830

(Address of principal executive office)

Registrant's telephone number, including area code, (814) 765-9621

Securities registered pursuant to Section 12 (b) of the Act: None

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

Common Stock, No Par Value

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

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 No

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

Indicate by check mark 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.

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

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

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

Aggregate market value of the common stock held by nonaffiliates of the registrant as of June 30, 2008:

\$108,533,465

The number of shares outstanding of the registrant's common stock as of March 9, 2009: 8,609,473 shares

Table of Contents

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Report to shareholders for the year ended December 31, 2008 are incorporated by reference into Part I and Part II.

Portions of the proxy statement for the annual shareholders meeting on April 21, 2009 are incorporated by reference into Part III. The incorporation by reference herein of portions of the proxy statement shall not be deemed to incorporate by reference the information referred to in Item 402(a)(8) of regulation S-K.

Table of Contents

INDEX

PART I.

| | | |
|---------|----------|--|
| PAGE 4 | ITEM 1 | <u>Business</u> |
| PAGE 13 | ITEM 1A. | <u>Risk Factors</u> |
| PAGE 13 | ITEM 1B. | <u>Unresolved Staff Comments</u> |
| PAGE 14 | ITEM 2. | <u>Properties</u> |
| PAGE 14 | ITEM 3. | <u>Legal Proceedings</u> |
| PAGE 14 | ITEM 4. | <u>Submission of Matters to a Vote of Security Holders</u> |

PART II.

| | | |
|---------|----------|---|
| PAGE 14 | ITEM 5. | <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> |
| PAGE 14 | ITEM 6 | <u>Selected Financial Data</u> |
| PAGE 15 | ITEM 7 | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> |
| PAGE 15 | ITEM 7A. | <u>Quantitative and Qualitative Disclosures about Market Risk</u> |
| PAGE 15 | ITEM 8 | <u>Financial Statements and Supplementary Data</u> |
| PAGE 15 | ITEM 9. | <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u> |
| PAGE 15 | ITEM 9A. | <u>Controls and Procedures</u> |
| PAGE 16 | ITEM 9B. | <u>Other Information</u> |

PART III.

| | | |
|---------|----------|---|
| PAGE 16 | ITEM 10. | <u>Directors, Executive Officers and Corporate Governance</u> |
| PAGE 16 | ITEM 11. | <u>Executive Compensation</u> |
| PAGE 16 | ITEM 12. | <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u> |
| PAGE 16 | ITEM 13. | <u>Certain Relationships and Related Transactions, and Director Independence</u> |
| PAGE 16 | ITEM 14 | <u>Principal Accountant Fees and Services</u> |

PART IV.

| | | |
|---------|----------|---|
| PAGE 16 | ITEM 15. | <u>Exhibits and Financial Statement Schedules</u> |
| PAGE 18 | | <u>Signatures</u> |

Table of Contents

PART I.

ITEM 1. BUSINESS

CNB FINANCIAL CORPORATION

CNB Financial Corporation (the Corporation) is a Financial Holding Company registered under the Bank Holding Company Act of 1956, as amended. It was incorporated under the laws of the Commonwealth of Pennsylvania in 1983 for the purpose of engaging in the business of a Financial Holding Company. On April 26, 1984, the Corporation acquired all of the outstanding capital stock of County National Bank, a national banking chartered institution. In December of 2006, County National Bank changed its name to CNB Bank (the Bank) and became a state bank chartered in Pennsylvania and subject to regulation by the Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation.

The Corporation is subject to regulation, supervision and examination by the Board of Governors of the Federal Reserve System. In general, the Corporation is limited to owning or controlling banks and engaging in such other activities as are properly incident thereto. The Corporation is currently engaged in four non-banking activities through its wholly owned subsidiaries CNB Securities Corporation, County Reinsurance Company, CNB Insurance Agency, and Holiday Financial Services Corporation. CNB Securities Corporation was formed in 2005 to hold and manage investments that were previously owned by the Bank and the Corporation and to provide the Corporation with additional latitude to purchase other investments. County Reinsurance Company was formed in June of 2001 as a corporation in the state of Arizona. The company provides accidental death and disability and life insurance as a part of lending relationships of the Bank. CNB Insurance Agency was established in February of 2003. The company provides fixed annuity products to banking customers. The Corporation's newest subsidiary, Holiday Financial Services Corporation, was formed in 2005 to facilitate the Corporation's entry into the consumer discount loan and finance business. Finally, in addition to these operating subsidiaries, the Corporation has two wholly owned affiliates, CNB Capital Trust II and CNB Capital Trust III, which are accounted for using the equity method. These entities were formed in 2007 for the sole purpose of issuing and selling certain securities representing undivided beneficial interests in the assets of the trusts and investing the proceeds thereof in subordinated debentures.

The Corporation does not currently engage in any operating business activities, other than the ownership and management of CNB Bank, CNB Securities Corporation, County Reinsurance Company, CNB Insurance Agency, and Holiday Financial Services Corporation.

CNB BANK

The Bank was incorporated in 1934 and is chartered in the State of Pennsylvania. The Bank's Main Office is located at 1 South Second Street, Clearfield, (Clearfield County) Pennsylvania. The primary marketing area consists of the Pennsylvania Counties of Clearfield, Elk (excluding the Townships of Millstone, Highland and Spring Creek), McKean, Cambria and Cameron. It also includes a portion of western Centre County including Philipsburg Borough, Rush Township and the western portions of Snow Shoe and Burnside Townships and a portion of Jefferson County, consisting of the boroughs of Brockway, Falls Creek, Punxsutawney, Reynoldsville and Sykesville, and the townships of Washington, Winslow and Henderson.

ERIEBANK, a division of CNB Bank, began operations in 2005 when the Bank established a loan production office in Erie, Pennsylvania and started offering commercial loan service to businesses located within Erie and Erie County. During 2006, management opened a full service branch in the Erie market at a temporary location and in 2007 opened its first two full service financial services stores. Two additional full service financial services stores were opened in the Erie community in 2008. The primary market area for the ERIEBANK division is the north western Pennsylvania county of Erie including the city of Erie and the city of Meadville located in Crawford county.

The approximate population of the general trade area is 450,000. The economy is diversified and includes manufacturing industries, wholesale and retail trade, services industries, family farms and the production of natural resources of coal, oil, gas and timber.

In addition to the Main Office, the Bank has 24 full-service branch offices and 2 loan production offices located in various communities in its market area.

Table of Contents

The Bank is a full-service bank engaging in a full range of banking activities and services for individual, business, governmental and institutional customers. These activities and services principally include checking, savings, and time deposit accounts; real estate, commercial, industrial, residential and consumer loans; and a variety of other specialized financial services such as wealth management. Its trust division offers a full range of client services.

The Bank's customer base is such that loss of one customer relationship or a related group of depositors would not have a materially adverse effect on the business of the Bank.

The Bank's loan portfolio is diversified so that one industry, group of related industries or changes in household economic conditions would not comprise a material portion of the loan portfolio.

The Bank's business is not seasonal nor does it have any risks attendant to foreign sources.

HOLIDAY FINANCIAL SERVICES CORPORATION

In 2005, the Corporation formed Holiday Financial Services Corporation, a wholly owned subsidiary, and entered the consumer discount loan and finance business with one office located in Sidman, Pennsylvania. During 2006, three offices were opened in the communities of Hollidaysburg, Northern Cambria and Clearfield, Pennsylvania. In 2007, three additional offices in the communities of Bellefonte, Ridgway and Bradford, Pennsylvania were opened, and in 2008, one additional office was opened in Erie, Pennsylvania, bringing our total to eight. Holiday Financial Services Corporation is currently not material to the Corporation based on revenue, net income or total asset measurements; however, the Corporation plans to continue growing this entity. Management is making the necessary investments in experienced personnel and technology which we believe will facilitate the growth of Holiday Financial Services into a successful and profitable subsidiary of the Corporation in future years.

COMPETITION

The financial services industry in the Corporation's service area continues to be extremely competitive, both among commercial banks and with other financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds and credit unions. The increased competition has resulted from changes in the legal and regulatory guidelines as well as from economic conditions. Mortgage banking firms, leasing companies, financial affiliates of industrial companies, brokerage firms, retirement fund management firms, and even government agencies provide additional competition for loans and other financial services. Some of the financial service providers operating in the Corporation's market area operate on a large-scale regional or national basis and possess resources greater than those of the Corporation. The Corporation is generally competitive with all competing financial institutions in its service area with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

SUPERVISION AND REGULATION

The Bank is subject to supervision and examination by applicable federal and state banking agencies, including the Pennsylvania State Department of Banking. The Bank is insured by and subject to some or all of the regulations of the Federal Deposit Insurance Corporation (FDIC). The Bank is also subject to various requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types, amounts and terms and conditions of loans that may be granted, and limitation on the types of investments that may be made and the types of services that may be offered. Various consumer laws and regulations also affect the operation of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board, including actions taken with respect to interest rates, as it attempts to control the money supply and credit availability in order to influence the economy.

EXECUTIVE OFFICERS

The table below lists the executive officers of the Corporation and CNB Bank and sets forth certain information with respect to such persons.

| Name | Age | Principal Occupation for Last Five Years |
|------|-----|---|
|------|-----|---|

Edgar Filing: CNB FINANCIAL CORP/PA - Form 10-K

William F. Falger

61

President and Chief Executive Officer, CNB Financial Corporation, since January 1, 2001; President and Chief Executive Officer, CNB Bank, since January 1, 1993.

5

Table of Contents

| | | |
|----------------------|----|--|
| Joseph B. Bower, Jr. | 45 | Secretary, CNB Financial Corporation, since December 31, 2003; Executive Vice President and Chief Operating Officer, CNB Bank, since December 31, 2003; and previously Chief Financial Officer, CNB Bank, since November 10, 1997. |
| Mark D. Breakey | 50 | Executive Vice President and Credit Risk Manager, CNB Bank, since May, 1995. |
| Charles R. Guarino | 46 | Treasurer, Principal Financial Officer and Principal Accounting Officer, CNB Financial Corporation, since April 18, 2006; Chief Financial Officer, CNB Bank, since April 13, 2004 and Previously a Certified Public Accountant in Public Practice. |
| Richard L. Sloppy | 58 | Executive Vice President and Senior Loan Officer, CNB Bank, since January 1, 2004; and previously Vice President Commercial Banking, CNB Bank, since October 5, 1998. |

Officers are elected annually at the reorganization meeting of the Board of Directors.

EMPLOYEES

The Corporation has no employees who are not employees of CNB Bank except for 21 individuals who are employees of Holiday Financial Services Corporation. As of December 31, 2008, the Corporation had a total of 303 employees of which 256 were full time and 47 were part time.

MONETARY POLICIES

The earnings and growth of the banking industry are affected by the credit policies of monetary authorities, including the Federal Reserve System. An important function of the Federal Reserve System is to regulate the national supply of bank credit in order to control recessionary and inflationary pressures. Among the instruments of monetary policy used by the Federal Reserve to implement these objectives are open market activities in U.S. Government Securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These operations are used in varying combinations to influence overall economic growth and indirectly, bank loans, securities, and deposits. These variables may also affect interest rates charged on loans or paid for deposits. The monetary policies of the Federal Reserve authorities have had a significant effect on the operating results of commercial banks in the past and are expected to continue to have such an effect in the future.

In view of the changing conditions in the national economy and in the money markets, as well as the effect of actions by monetary and fiscal authorities including the Federal Reserve System, no prediction can be made as to possible future changes in interest rates, deposit levels, loan demand or their effect on the business and earnings of the Corporation and the Bank.

DISTRIBUTION OF ASSETS, LIABILITIES, & SHAREHOLDERS EQUITY;

INTEREST RATES AND INTEREST DIFFERENTIAL

The following tables set forth statistical information relating to the Corporation and its wholly-owned subsidiaries. The tables should be read in conjunction with the consolidated financial statements of the Corporation which are incorporated by reference hereinafter.

Table of Contents**CNB Financial Corporation****Average Balances and Net Interest Margin**

(Dollars in thousands)

| | December 31, 2008 | | | December 31, 2007 | | | December 31, 2006 | | |
|--|-------------------|-------------|--------------------|-------------------|-------------|--------------------|-------------------|-------------|--------------------|
| | Average Balance | Annual Rate | Interest Inc./Exp. | Average Balance | Annual Rate | Interest Inc./Exp. | Average Balance | Annual Rate | Interest Inc./Exp. |
| Assets | | | | | | | | | |
| Interest-bearing deposits with banks | \$ 7,875 | 4.79% | \$ 377 | \$ 7,207 | 6.17% | \$ 445 | \$ 6,951 | 6.29% | \$ 437 |
| Federal funds sold and securities purchased under agreements to resell | 13,341 | 2.95% | 394 | 5,926 | 6.43% | 381 | 3,518 | 8.33% | 293 |
| Securities: | | | | | | | | | |
| Taxable (1) | 157,185 | 4.53% | 7,419 | 126,254 | 5.27% | 6,669 | 114,092 | 5.12% | 5,876 |
| Tax-Exempt (1, 2) | 31,809 | 6.54% | 2,053 | 31,589 | 6.76% | 2,091 | 36,904 | 6.49% | 2,331 |
| Equity Securities (1, 2) | 5,732 | 6.24% | 296 | 10,470 | 5.63% | 550 | 14,269 | 3.65% | 495 |
| Total Securities | 215,942 | 5.27% | 10,539 | 181,446 | 6.06% | 10,136 | 175,734 | 5.75% | 9,432 |
| Loans | | | | | | | | | |
| Commercial (2) | 241,648 | 6.48% | 15,663 | 225,549 | 7.65% | 17,264 | 205,659 | 7.90% | 16,255 |
| Mortgage (2) | 357,583 | 6.98% | 24,961 | 315,574 | 7.31% | 23,053 | 298,176 | 7.25% | 21,632 |
| Consumer | 47,605 | 15.09% | 7,182 | 29,722 | 15.53% | 4,616 | 28,826 | 10.61% | 3,059 |
| Total Loans (3) | 646,836 | 7.39% | 47,806 | 570,845 | 7.87% | 44,933 | 532,661 | 7.69% | 40,946 |
| Total earning assets | 862,778 | 6.72% | 58,345 | 752,291 | 7.32% | 55,069 | 708,395 | 7.11% | 50,378 |
| Non Interest Earning Assets | | | | | | | | | |
| Cash & Due From Banks | 29,815 | | | 16,389 | | | 16,982 | | |
| Premises & Equipment | 22,425 | | | 17,414 | | | 14,476 | | |
| Other Assets | 41,805 | | | 37,805 | | | 36,598 | | |
| Allowance for Loan Losses | (7,508) | | | (6,321) | | | (5,940) | | |
| Total Non Interest Earning Assets | 86,537 | | | 65,287 | | | 62,116 | | |
| Total Assets | \$ 949,315 | | | \$ 817,578 | | | \$ 770,511 | | |
| Liabilities and Shareholders Equity | | | | | | | | | |
| Interest-Bearing Deposits | | | | | | | | | |
| Demand - interest-bearing | \$ 207,293 | 1.42% | \$ 2,947 | \$ 151,854 | 1.81% | \$ 2,756 | \$ 138,226 | 1.36% | \$ 1,879 |
| Savings | 98,463 | 1.96% | 1,928 | 52,500 | 0.81% | 424 | 59,090 | 0.59% | 347 |
| Time | 349,544 | 2.88% | 10,081 | 354,527 | 4.20% | 14,907 | 344,801 | 4.32% | 14,880 |
| Total interest-bearing deposits | 655,300 | 2.28% | 14,956 | 558,881 | 3.24% | 18,087 | 542,117 | 3.16% | 17,106 |
| Short-term borrowings | 961 | 1.25% | 12 | 4,864 | 4.09% | 199 | 2,286 | 5.07% | 116 |
| Long-term borrowings | 101,613 | 4.52% | 4,597 | 71,332 | 4.64% | 3,311 | 58,961 | 4.69% | 2,765 |
| Subordinated Debentures | 20,620 | 4.94% | 1,018 | 17,936 | 7.39% | 1,325 | 10,000 | 8.66% | 866 |
| Total interest-bearing liabilities | 778,494 | 2.64% | 20,583 | 653,013 | 3.51% | 22,922 | 613,364 | 3.40% | 20,853 |

Edgar Filing: CNB FINANCIAL CORP/PA - Form 10-K

| | | | |
|--|------------------------|------------------------|------------------------|
| Demand - non-interest-bearing | 97,578 | 86,382 | 79,588 |
| Other liabilities | 6,774 | 6,949 | 6,316 |
| Total Liabilities | 882,846 | 746,344 | 699,268 |
| Shareholders Equity | 66,469 | 71,234 | 71,243 |
| Total Liabilities and Shareholders Equity | \$ 949,315 | \$ 817,578 | \$ 770,511 |
| Interest Income/Earning Assets | 6.72% \$ 58,345 | 7.32% \$ 55,069 | 7.11% \$ 50,378 |
| Interest Expense/Interest Bearing Liabilities | 2.64% 20,583 | 3.51% 22,922 | 3.40% 20,853 |
| Net Interest Spread | 4.08% \$ 37,762 | 3.81% \$ 32,147 | 3.71% \$ 29,525 |
| Interest Income/Earning Assets | 6.72% \$ 58,345 | 7.32% \$ 55,069 | 7.11% \$ 50,378 |
| Interest Expense/Earning Assets | 2.39% 20,583 | 3.05% 22,922 | 2.94% 20,853 |
| Net Interest Margin | 4.33% \$ 37,762 | 4.27% \$ 32,147 | 4.17% \$ 29,525 |

- (1) Includes unamortized discounts and premiums. Average balance is computed using the carrying value of securities. The average yield has been computed using the historical amortized cost average balance for available for sale securities.
- (2) Average yields are stated on a fully taxable equivalent basis.
- (3) Average outstanding includes the average balance outstanding of all non-accrual loans. Loans consist of the average of total loans less average unearned income. The amount of loan fees included in the interest income on loans is not material.

Table of Contents**Net Interest Income****Rate-Volume Variance**

(Dollars in thousands)

| | For Twelve Months Ended December 31, 2008 over (under) 2007 | | | For Twelve Months Ended December 31, 2007 over (under) 2006 | | |
|--|---|------------|------------|---|----------|----------|
| | Due to Change In | | | Due to Change In | | |
| | Volume | Rate | Net | Volume | Rate | Net |
| Assets | | | | | | |
| Interest-Bearing Deposits with Banks | \$ 41 | \$ (109) | \$ (68) | \$ 16 | \$ (8) | \$ 8 |
| Federal Funds Sold and securities purchased under agreements to resell | 477 | (464) | 13 | 201 | (113) | 88 |
| Securities: | | | | | | |
| Taxable | 1,913 | (1,163) | 750 | 604 | 189 | 793 |
| Tax-Exempt | 32 | (70) | (38) | (325) | 85 | (240) |
| Equity Securities | (289) | 35 | (254) | (152) | 207 | 55 |
| Total Securities | 2,174 | (1,771) | 403 | 344 | 360 | 704 |
| Loans | | | | | | |
| Commercial | 1,232 | (2,833) | (1,601) | 1,572 | (563) | 1,009 |
| Mortgage | 3,069 | (1,161) | 1,908 | 1,262 | 159 | 1,421 |
| Consumer | 2,777 | (211) | 2,566 | 95 | 1,462 | 1,557 |
| Total Loans | 7,078 | (4,205) | 2,873 | 2,929 | 1,058 | 3,987 |
| Total Earning Assets | \$ 9,252 | \$ (5,976) | \$ 3,276 | \$ 3,273 | \$ 1,418 | \$ 4,691 |
| Liabilities and Shareholders Equity | | | | | | |
| Interest-Bearing Deposits | | | | | | |
| Demand - Interest-Bearing | \$ 1,006 | \$ (815) | \$ 191 | \$ 185 | \$ 692 | \$ 877 |
| Savings | 371 | 1,133 | 1,504 | (39) | 116 | 77 |
| Time | (210) | (4,616) | (4,826) | 420 | (393) | 27 |
| Total Interest-Bearing Deposits | 1,167 | (4,298) | (3,131) | 566 | 415 | 981 |
| Short-Term Borrowings | (160) | (27) | (187) | 131 | (48) | 83 |
| Long-Term Borrowings | 1,406 | (120) | 1,286 | 580 | (34) | 546 |
| Subordinated debentures | 198 | (505) | (307) | 687 | (228) | 459 |
| Total Interest-Bearing Liabilities | \$ 2,611 | \$ (4,950) | \$ (2,339) | \$ 1,964 | \$ 105 | \$ 2,069 |
| Change in Net Interest Income | \$ 6,641 | \$ (1,026) | \$ 5,615 | \$ 1,309 | \$ 1,313 | \$ 2,622 |

1. The change in interest due to both volume and rate had been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.
2. Included in interest income is \$1,806, \$1,563 and \$1,692 of fees for the years ending 2008, 2007 and 2006, respectively.

Table of Contents**Securities**

(Dollars In Thousands)

| | December 31, 2008 | | | December 31, 2007 | | | December 31, 2006 | | | | | |
|---------------------------------------|-------------------|---------------------|------------------|-------------------|-------------------|---------------------|-------------------|-----------------|-------------------|---------------------|------------------|-----------------|
| | Amortized Cost | Unrealized Gains | Market Losses | Market Value | Amortized Cost | Unrealized Gains | Market Losses | Market Value | Amortized Cost | Unrealized Gains | Market Losses | Market Value |
| Securities Available for Sale: | | | | | | | | | | | | |
| U.S. Treasury | \$ 10,059 | \$ 257 | \$ - | \$ 10,316 | \$ 10,955 | \$ 125 | \$ - | \$ 11,080 | \$ 10,965 | \$ 10 | \$ 35 | \$ 10,940 |
| U.S. Government Sponsored Entities | 40,779 | 486 | 1 | 41,264 | 26,261 | 112 | 28 | 26,345 | 24,272 | 3 | 248 | 24,027 |
| State and Political Subdivisions | 54,467 | 667 | 719 | 54,415 | 27,300 | 664 | 46 | 27,918 | 35,046 | 1,016 | 20 | 36,042 |
| Mortgage-backed | 109,530 | 580 | 4,830 | 105,280 | 55,924 | 266 | 326 | 55,864 | 44,030 | 41 | 444 | 43,627 |
| Corporate notes and bonds | 30,908 | 68 | 6,597 | 24,379 | 33,889 | 215 | 1,208 | 32,896 | 31,124 | 634 | 38 | 31,720 |
| Other securities | 1,670 | | 35 | 1,635 | 9,480 | 69 | 860 | 8,689 | 9,449 | 1,126 | 77 | 10,498 |
| | \$ 247,413 | \$ 2,058 | \$ 12,182 | \$ 237,289 | \$ 163,809 | \$ 1,451 | \$ 2,468 | \$ 162,792 | \$ 154,886 | \$ 2,830 | \$ 862 | \$ 156,854 |

Maturity Distribution of Investment Securities

(Dollars In Thousands)

December 31, 2008

| | Within One Year | | After One But Within Five Years | | After Five But Within Ten Years | | After Ten Years | | Collateralized Mortgage Obligation and Other Asset Backed Securities | |
|---------------------------------------|--------------------|-------|---------------------------------------|-------|---------------------------------------|-------|--------------------|-------|---|-------|
| | \$ Amt. | Yield | \$ Amt. | Yield | \$ Amt. | Yield | \$ Amt. | Yield | \$ Amt. | Yield |
| Securities Available for Sale: | | | | | | | | | | |
| U.S. Treasury | \$ 4,067 | 4.56% | \$ 6,249 | 2.51% | | | | | | |
| U.S. Government Sponsored Entities | 9,625 | 4.21% | 27,440 | 2.76% | \$ 4,199 | 4.17% | | | | |
| State and Political Subdivisions | 2,620 | 4.10% | 6,364 | 5.42% | 20,007 | 6.46% | \$ 25,424 | 6.73% | | |
| Corporate notes and bonds | 480 | 5.85% | 5,008 | 6.62% | 7,766 | 4.83% | 11,125 | 5.38% | \$ 105,280 | 4.36% |
| TOTAL | \$ 16,792 | 4.33% | \$ 45,061 | 3.53% | \$ 31,972 | 5.76% | \$ 36,549 | 6.32% | \$ 105,280 | 4.36% |

The weighted average yields are based on market value and effective yields weighted for the scheduled maturity with tax-exempt securities adjusted to a taxable-equivalent basis using a tax rate of 35%.

The portfolio contains no holdings of a single issuer that exceeds 10% of shareholders' equity other than the US Treasury and governmental sponsored entities.

Table of Contents**LOAN PORTFOLIO**

(Dollars in thousands)

A. TYPE OF LOAN

| | 2008 | 2007 | 2006 | 2005 | 2004 |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|
| Commercial, Financial and Agricultural | \$ 228,000 | \$ 218,839 | \$ 214,804 | \$ 194,044 | \$ 187,261 |
| Residential Mortgage | 210,080 | 176,470 | 160,159 | 153,130 | 149,621 |
| Commercial Mortgage | 179,420 | 160,585 | 143,453 | 135,417 | 115,566 |
| Consumer | 58,652 | 47,647 | 29,530 | 28,451 | 29,600 |
| GROSS LOANS | 676,152 | 603,541 | 547,946 | 511,042 | 482,048 |
| Less: Unearned Income | 4,596 | 3,853 | 926 | 429 | 111 |
| TOTAL LOANS NET OF UNEARNED | \$ 671,556 | \$ 599,688 | \$ 547,020 | \$ 510,613 | \$ 481,937 |

B. LOAN MATURITIES AND INTEREST SENSITIVITY

| | December 31, 2008 | | | Total Gross Loans |
|---|-------------------|------------------------|-----------------|-------------------|
| | One Year or Less | One Through Five Years | Over Five Years | |
| <i>Commercial, Financial and Agricultural</i> | | | | |
| Loans With Predetermined Rate | \$ 38,730 | \$ 61,385 | \$ 17,948 | \$ 118,063 |
| Loans With Floating Rate | 61,324 | 24,820 | 23,793 | 109,937 |
| | \$ 100,054 | \$ 86,205 | \$ 41,741 | \$ 228,000 |

C. RISK ELEMENTS

| | 2008 | 2007 | 2006 | 2005 | 2004 |
|---|----------|----------|----------|----------|----------|
| Loans on non-accrual basis | \$ 3,046 | \$ 1,979 | \$ 1,619 | \$ 1,561 | \$ 1,683 |
| Accruing loans which are contractually past due 90 days or more as to interest or principal payment | 533 | 395 | 128 | 462 | 177 |
| Troubled Debt Restructurings | - | - | - | - | - |
| | \$ 3,579 | \$ 2,374 | \$ 1,747 | \$ 2,023 | \$ 1,860 |

- Interest income recorded on the non-accrual loans for the year ended December 31, 2008 was \$27. Interest income which would have been recorded on these loans had they been on accrual status was \$355.
- Loans are placed in non-accrual status when the interest or principal is 90 days past due, unless the loan is in collection, well secured and it is believed that there will be no loss of interest or principal.
- At December 31, 2008 there was \$34,059 in loans which are considered problem loans which were not included in the table above. In the opinion of management, these loans are adequately secured and losses are believed to be minimal.

Table of Contents**SUMMARY OF LOAN LOSS EXPERIENCE**

(Dollars in Thousands)

| Analysis of the Allowance for Loan Losses Years Ended December 31, | 2008 | 2007 | 2006 | 2005 | 2004 |
|---|----------|----------|----------|----------|----------|
| Balance at beginning of Period | \$ 6,773 | \$ 6,086 | \$ 5,603 | \$ 5,585 | \$ 5,764 |
| Charge-Offs: | | | | | |
| Commercial, Financial and Agricultural | 33 | 39 | | 16 | 51 |
| Commercial Mortgages | 178 | 28 | 144 | 135 | 226 |
| Residential Mortgages | 330 | 180 | 203 | 152 | 147 |
| Consumer | 1,169 | 417 | 472 | 372 | 439 |
| Overdraft Deposit Accounts | 334 | 346 | 272 | 300 | 236 |
| | 2,044 | 1,010 | 1,091 | 975 | 1,099 |
| Recoveries: | | | | | |
| Commercial, Financial and Agricultural | 2 | | 3 | 1 | 1 |
| Commercial Mortgages | | | 3 | 18 | 13 |
| Residential Mortgages | 6 | 12 | 4 | | 20 |
| Consumer | 84 | 91 | 100 | 100 | 65 |
| Overdraft Deposit Accounts | 111 | 82 | 93 | 91 | 21 |
| | 203 | 185 | 203 | 210 | 120 |
| Net Charge-Offs: | (1,841) | (825) | (888) | (765) | (979) |
| Provision for Loan Losses | 3,787 | 1,512 | 1,371 | 783 | 800 |
| Balance at End-of-Period | \$ 8,719 | \$ 6,773 | \$ 6,086 | \$ 5,603 | \$ 5,585 |

| | | | | | |
|--|------|------|------|------|------|
| Percentage of net charge-offs during the period to average loans outstanding | 0.28 | 0.14 | 0.17 | 0.15 | 0.21 |
|--|------|------|------|------|------|

The provision for loan losses reflects the amount deemed appropriate by management to establish an adequate reserve to meet the present and foreseeable risk characteristics of the present loan portfolio. Management's judgment is based on the evaluation of individual loans, the overall risk characteristics of various portfolio segments, past experience with losses, the impact of economic condition on borrowers, and other relevant factors.

ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES

(Dollars In Thousands)

| | 2008 | | 2007 | | 2006 | | 2005 | | 2004 | |
|---|--------------------------------|--------|--------------------------------|--------|--------------------------------|--------|--------------------------------|--------|--------------------------------|--------|
| | % of Loans in each Category | | % of Loans in each Category | | % of Loans in each Category | | % of Loans in each Category | | % of Loans in each Category | |
| Domestic: | | | | | | | | | | |
| Real Estate Mortgages | \$ 4,109 | 57.61% | \$ 2,927 | 55.61% | \$ 2,712 | 55.98% | \$ 2,434 | 56.21% | \$ 2,400 | 55.01% |
| Consumer | 1,671 | 8.67% | 1,287 | 7.94% | 617 | 5.24% | 502 | 5.54% | 466 | 6.15% |
| Commercial, Financial and Agricultural | 2,660 | 33.59% | 2,253 | 36.26% | 2,553 | 38.61% | 2,365 | 37.80% | 2,396 | 38.23% |

Edgar Filing: CNB FINANCIAL CORP/PA - Form 10-K

| | | | | | | | | | | |
|----------------------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|-----------------|----------------|
| Overdraft Deposit Accounts | 279 | 0.13% | 306 | 0.19% | 199 | 0.17% | 261 | 0.45% | 308 | 0.61% |
| Unallocated | | 0.00% | | 0.00% | 5 | 0.00% | 41 | 0.00% | 15 | 0.00% |
| TOTALS | \$ 8,719 | 100.00% | \$ 6,773 | 100.00% | \$ 6,086 | 100.00% | \$ 5,603 | 100.00% | \$ 5,585 | 100.00% |

1. In determining the allocation of the allowance for loan losses, the Corporation considers economic trends, historical patterns and specific credit reviews.
2. With regard to the credit reviews, a watchlist is evaluated on a monthly basis to determine potential commercial losses. Consumer loans and mortgage loans are allocated using historical loss experience. The total of these reserves is deemed allocated, while the remaining balance is unallocated.

Analysis of the Allowance for Loan Losses

The unallocated component of the allowance for loan losses has been eliminated beginning in 2007 as management has refined its methodology for monitoring and measuring credit risk. In 2008 and 2007, additional individual loans were subject to specific review, resulting in an increase in specific allowance allocations.

In addition, consideration of current economic risk factors were applied to individual pools of homogeneous loans. In prior years, economic risk factors were applied to the portfolio of loans as a whole and were reflected as unallocated.

Table of Contents

DEPOSITS

(Dollars In Thousands)

| December 31, | 2008 | | 2007 | | 2006 | |
|-------------------------------|-------------------|----------------|-------------------|----------------|-------------------|----------------|
| | Average Amount | Annual Rate | Average Amount | Annual Rate | Average Amount | Annual Rate |
| Demand - Non Interest Bearing | \$ 97,578 | | \$ 86,382 | | \$ 79,588 | |
| Demand - Interest Bearing | 207,293 | 1.42% | 151,854 | 1.81% | 138,226 | 1.36% |
| Savings Deposits | 98,463 | 1.96% | 52,500 | 0.81% | 59,090 | 0.59% |
| Time Deposits | 349,544 | 2.88% | 354,527 | 4.20% | 344,801 | 4.32% |
| TOTAL | \$ 752,878 | | \$ 645,263 | | \$ 621,705 | |

The maturity of certificates of deposits and other time deposits

in denomination of \$100,000 or more as of December 31, 2008

(Dollars In Thousands)

| | |
|---|------------|
| Maturing in: | |
| Three months or less | \$ 12,464 |
| Greater than three months and through twelve months | 13,089 |
| Greater than one year and through three years | 70,833 |
| Greater than three years | 14,463 |
| | \$ 110,849 |

Table of Contents

Key ratios for the Corporation for the years ended December 31, 2008 and 2007 appear in the Annual Shareholders Report for the year ended December 31, 2008 under the caption Selected Financial Data on pages 37 and 38 and are incorporated herein by reference. Short-term borrowings for the Corporation on average were less than 30% of the Corporation's stockholders' equity at December 31, 2008.

ITEM 1A. RISK FACTORS

Investments in CNB Financial Corporation common stock involve risk. The market price of CNB Financial Corporation common stock may fluctuate significantly in response to a number of items which are mainly beyond the control of the Corporation and could include, but are not limited to, the following:

- Changes in the market valuations of similar corporations
- Changes in interest rates
- Volatility of stock market prices and volumes
- Rumors or erroneous information
- New developments in the financial services industry
- Variations in quarterly or annual operating results
- Litigation or regulatory actions
- Changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies.
- Business conditions in the communities we serve
- Economic and political conditions
- Credit standards
- Additional capital for future
- Competition
- Allowance for loans losses

If CNB Financial Corporation does not adjust to future changes in the financial services industry, its financial performance may suffer. As such, the Corporation's ability to maintain its history of strong financial performance and return on investment to shareholders will depend in part on its ability to expand its scope of available financial services to its customers. In addition to other banks, competitors include securities dealers, brokers, mortgage bankers, investment advisors, and finance and insurance companies. The increasingly competitive environment is, in part, a result of changes in regulation, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial service providers.

Future governmental regulation and legislation could limit growth. CNB Financial Corporation and its subsidiaries are subject to extensive regulation, supervision and legislation that govern nearly every aspect of its operations. Changes to these laws could affect CNB Financial Corporation's ability to deliver or expand its services and diminish the value of its business.

Changes in interest rates could reduce income and cash flow. CNB Financial Corporation's income and cash flow depends to a great extent on the difference between the interest earned on loans and investment securities, and the interest paid on deposits and other borrowings. Interest rates are beyond CNB Financial Corporation's control, and they fluctuate in response to general economic conditions and the policies of various governmental and regulatory agencies, in particular, the Federal Reserve Board. Changes in monetary policy, including changes in interest rates, will influence the origination of loans, the purchase of investments, the generation of deposits and the rates received on loans and investment securities and paid on deposits.

Additional factors could have a negative effect on the financial performance of CNB Financial Corporation and CNB Financial Corporation common stock. Some of these factors are general economic and financial market conditions, competition, continuing consolidation in the financial services industry, litigation, regulatory actions, and losses.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

Table of Contents**ITEM 2. PROPERTIES**

The headquarters of the Corporation and the Bank are located at 1 South Second Street, Clearfield, Pennsylvania, in a building owned by the Corporation. The Bank operates 24 full-service offices and 2 loan production offices. Of these 26 offices, 21 are owned and 5 are leased from independent owners. Holiday Financial Services Corporation has eight full-service offices of which seven are leased from independent owners and one is leased from the Bank. There are no encumbrances on the offices owned, and the rental expense on the leased property is immaterial in relation to operating expenses. The initial lease terms range from five to twenty years.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which the Corporation or any of its subsidiaries is a party, or of which any of their property is the subject, except ordinary routine proceedings which are incidental to the business. In the opinion of management, pending legal proceedings will not have a material adverse effect on the consolidated financial position of the Corporation.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

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

Information relating to the Corporation's common stock is on page 35 of the Annual Report to Shareholders for the year ended December 31, 2008 and is incorporated herein by reference. There were 2,761 registered shareholders of record as of March 9, 2009. The following table contains information about our purchases of our common stock during the fourth quarter of 2008.

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------|--|------------------------------------|--|---|
| 10/1/08 to 10/31/08 | - | - | - | 168,386 |
| 11/1/08 to 11/30/08 | - | - | - | 168,386 |
| 12/1/08 to 12/31/08 | - | - | - | 168,386 |
| Total | - | - | - | |

ITEM 6. SELECTED FINANCIAL DATA

Information required by this item is presented on pages 37 and 38 of the Annual Report to Shareholders for 2008 and is incorporated herein by reference.

Table of Contents

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

Information required by this item is presented on pages 39-48 of the Annual Report to Shareholders for 2008 and is incorporated herein by reference.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information required by this item is presented on page 47 of the Annual Report to Shareholders for 2008 and is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following consolidated financial statements and reports, which appear in the Annual Report to Shareholders for 2008, are incorporated herein by reference:

| | Pages in Annual Report |
|---|---------------------------|
| <u>Consolidated Statements of Financial Condition</u> | 5 |
| <u>Consolidated Statements of Income</u> | 6 |
| <u>Consolidated Statements of Cash Flows</u> | 7 |
| <u>Consolidated Statements of Changes in Shareholders' Equity</u> | 8 |
| <u>Notes to Consolidated Financial Statements</u> | 9-32 |
| <u>Management's Report on Internal Control over Financial Reporting</u> | 33 |
| <u>Report of Independent Registered Public Accounting Firm</u> | 34 |

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

None

ITEM 9A. CONTROLS AND PROCEDURES

We carried out an evaluation, under the supervision and with the participation of the Corporation's management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, our principal executive officer and principal financial officer concluded that as of December 31, 2008 our disclosure controls and procedures were effective to ensure that the financial and nonfinancial information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchange Act of 1934, including this Annual Report on Form 10-K for the year ended December 31, 2008, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Management's responsibilities related to establishing and maintaining effective disclosure controls and procedures include maintaining effective internal controls over financial reporting that are designed to produce reliable financial statements in accordance with accounting principles generally accepted in the United States. As disclosed in the Report on Management's Assessment of Internal Control Over Financial Reporting on page 33 of our Annual Report to Shareholders for 2008, management assessed the Corporation's system of internal control over financial reporting as of December 31, 2008, in relation to criteria for effective internal control over financial reporting as described in Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that as of December 31, 2008, its system of internal control over financial reporting met those criteria and is effective.

During the fourth quarter of 2008 there was no change in the Corporation's internal controls over financial reporting or in other factors that has materially affected, or is reasonably likely to materially affect, our internal controls nor were there any material weaknesses in such internal controls requiring corrective actions. As a result, no corrective actions were needed.

Table of Contents

ITEM 9B. OTHER INFORMATION

None

PART III.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information relating to our directors appears on pages 3 and 4 of the Proxy Statement for our 2009 Annual Meeting and is incorporated herein by reference. Information relating to executive officers and corporate governance is included in Item I.

ITEM 11. EXECUTIVE COMPENSATION

Information required by this item appears on pages 9-13 of the Proxy Statement for our 2009 Annual Meeting and is incorporated herein by reference.

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

Information required by this item appears on pages 12, 25 and 26 of our Annual Report to Shareholders for the year ended December 31, 2008 and pages 2-4 of the Proxy Statement for our 2009 Annual Meeting. This information is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR
INDEPENDENCE**

Information required by this item appears on page 14 of the Proxy Statement for our 2009 Annual Meeting and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this item appears on page 15 of the Proxy Statement for our 2009 annual meeting and is incorporated herein by reference.

PART IV.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) The following documents are filed as a part of this report:

1. The following financial statements and reports of the Corporation incorporated by reference in Item 8:

Consolidated Statements of Financial Condition as of December 31, 2008 and 2007

Consolidated Statements of Income for the years ended December 31, 2008, 2007 and 2006

Consolidated Statements of Cash Flows for the years ended December 31, 2008, 2007 and 2006

Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2008, 2007 and 2006

Notes to Consolidated Financial Statements

Edgar Filing: CNB FINANCIAL CORP/PA - Form 10-K

Management's Report on Internal Control over Financial Reporting

Report of Independent Registered Public Accounting Firm

2. All financial statement schedules are omitted since they are not applicable.

Table of Contents

3. The following exhibits:

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|---|
| 3.1 | Articles of Incorporation, filed as Appendix B to the 2005 Proxy Statement and incorporated herein by reference. |
| 3.2 | By-Laws, filed as Appendix C to the 2005 Proxy Statement and incorporated herein by reference. |
| 10.1 | Employment contract with William F. Falger, filed as Exhibit 10(iii)-1 to Form 10-K for 2005 and incorporated herein by reference.* |
| 10.2 | Employment contract with Joseph B. Bower, Jr., filed as Exhibit 10 (iii)-2 to Form 10-K for 2005 and incorporated herein by reference.* |
| 10.3 | 1999 Stock Incentive Plan filed as Appendix A to the 1999 Proxy Statement and incorporated herein by reference. * |
| 10.4 | Employment contract with Richard L. Sloppy, Executive Vice President/Chief Lending Officer, filed herewith. * |
| 13.1 | Portions of Annual Report to Shareholders for 2008, filed herewith. |
| 21 | Subsidiaries of the Registrant, filed as Exhibit 21 to the Form 10-K for 2006 and incorporated herein by reference. |
| 23.1 | Consent of Independent Registered Public Accounting Firm, filed herewith. |
| 31.1 | Certification of Principal Executive Officer, filed herewith. |
| 31.2 | Certification of Principal Financial Officer, filed herewith. |
| 32.1 | Section 1350 Certifications (CEO and Chief Financial Officer), filed herewith. |

*Management contract or compensatory plan.

Table of Contents

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.

CNB FINANCIAL CORPORATION

(Registrant)

Date: March 13, 2009

By: /s/ William F. Falger
WILLIAM F. FALGER
President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 13, 2009.

/s/ William F. Falger
WILLIAM F. FALGER
President
(Principal Executive Officer)
Director

/s/ William C. Polacek
WILLIAM C. POLACEK, Director

/s/ Charles R. Guarino
CHARLES R. GUARINO
Treasurer
(Principal Financial and Accounting Officer)

/s/ Deborah Dick Pontzer
DEBORAH DICK PONTZER, Director

/s/ Joseph B. Bower, Jr.
JOSEPH B. BOWER, JR., Director

/s/ Jeffrey S. Powell
JEFFREY S. POWELL, Director

/s/ Robert E. Brown
ROBERT E. BROWN, Director

/s/ Charles H. Reams
CHARLES H. REAMS, Director

/s/ Michael F. Lezzer
MICHAEL F. LEZZER, Director

/s/ James B. Ryan
JAMES B. RYAN, Director

/s/ Dennis L. Merrey
DENNIS L. MERREY, Chairman

/s/ Peter F. Smith
PETER F. SMITH, Director

/s/ Robert W. Montler
ROBERT W. MONTLER, Director