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Stock Symbol: CZNC

Chartered 1864

FEDERAL DEPOSIT INSURANCE CORP

June 30, 2013

QUARTERLY REPORT

Dear Shareholder:

The economic environment of 2013 continues to be very challenging for the banking industry. Two forces are working simultaneously to create the challenges. First, a prolonged period of historically low interest rates has resulted in cash flows being reinvested at considerably lower yields causing margin compression. Secondly, the implementation of Dodd-Frank legislation has increased compliance costs, reduced overdraft protection income and applied downward pressure on interchange income.

Despite these hurdles, Citizens & Northern produced excellent financial results for the second quarter and first six months of 2013. While not at the same level of our outstanding results for 2012, net income of \$4,974,000 for the second quarter of 2013 and \$9,680,000 year-to-date produced a Return on Average Assets (ROAA) of 1.56% and Return on Average Equity (ROAE) of 10.57%. These results were accomplished, in our opinion, without compromising credit quality or taking undue extension risk with the investment portfolio.

The balance sheet has shrunk over the past year as investment opportunities providing an appropriate yield have been extremely limited, resulting in our measured approach to deposit pricing and our decision to reduce borrowings. While net loans have decreased approximately \$49 million over the past twelve months, mortgage loans sold with servicing retained have increased approximately \$56 million. Non-performing assets to total assets remain manageable at 0.80%. Trust assets under management have grown 8.68% over the past year and have been an important contributor to non-interest income.

In the second quarter 2013, we incurred professional fees expense of \$315,000 from a consulting project related to debit card operations and electronic funds processing. While expense has been recognized in the most recently completed quarter, management expects the consultants' services to result in increases in non-interest revenue and reductions in non-interest expense going forward, most significantly from an estimated total reduction in expense of \$1.9 million for electronic funds processing over the next 5 ½ years.

The Board, management and employees are committed to managing through the previously mentioned challenges to produce superior financial results that enhance shareholder value. I solicit your continued support and welcome your questions and comments.

Charles H. Updegraff, Jr.
Chairman, President & CEO

**CITIZENS & NORTHERN CORPORATION
BOARD OF DIRECTORS**

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3 Main Street, **Canisteeo**, NY 14823
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CONDENSED, CONSOLIDATED EARNINGS INFORMATION

(In Thousands, Except Per Share Data) (Unaudited)

	2ND QUARTER 2013 (Current)	1ST QUARTER 2013 (Current)	2ND QUARTER 2012 (Prior Qtr)	6 MONTHS ENDED JUNE	
				2013 (Current)	2012 (Prior Yr)
Interest and Dividend Income	\$12,355	\$12,647	\$14,529	\$25,002	\$29,305
Interest Expense	1,415	1,600	2,401	3,015	4,903
Net Interest Income	10,940	11,047	12,128	21,987	24,402
Provision for Loan Losses	66	183	367	249	185
Net Interest Income After Provision for Loan Losses	10,874	10,864	11,761	21,738	24,217
Other Income	4,191	3,843	4,279	8,034	7,934
Net Gains on Available-for-sale Securities	100	1,159	203	1,259	201
Loss on Prepayment of Borrowings	0	1,023	143	1,023	143
Other Noninterest Expenses	8,520	8,553	8,321	17,073	16,734
Income Before Income Tax Provision	6,645	6,290	7,779	12,935	15,475
Income Tax Provision	1,671	1,584	2,094	3,255	4,203
Net Income	\$4,974	\$4,706	\$5,685	\$9,680	\$11,272

PER COMMON SHARE DATA:

Net Income – Basic	\$0.40	\$0.38	\$0.46	\$0.78	\$0.92
Net Income - Diluted	\$0.40	\$0.38	\$0.46	\$0.78	\$0.92
Dividend Per Share	\$0.25	\$0.25	\$0.20	\$0.50	\$0.38
Number Shares Used in Computation - Basic	12,342,755	12,321,014	12,225,808	12,331,943	12,216,339
Number Shares Used in Computation - Diluted	12,369,311	12,349,264	12,242,833	12,359,284	12,243,303

CONDENSED, CONSOLIDATED BALANCE SHEET DATA

(In Thousands, Except Per Share Data) (Unaudited)

	JUNE 30, 2013	MARCH 31, 2013	JUNE 30, 2012
ASSETS			
Cash & Due from Banks	\$35,776	\$45,069	\$69,158
Available-for-sale Securities	470,068	459,855	478,368
Loans Held for Sale	725	799	3,190
Loans, Net	647,772	659,628	696,777
Intangible Assets	12,055	12,067	12,117
Other Assets	61,948	62,903	67,917
TOTAL ASSETS	\$1,228,344	\$1,240,321	\$1,327,527
LIABILITIES			
Deposits	\$950,769	\$967,974	\$1,029,456
Repo Sweep Accounts	4,387	4,637	4,242
Total Deposits and Repo Sweeps	955,156	972,611	1,033,698
Borrowed Funds	85,472	76,661	110,038
Other Liabilities	8,355	7,841	7,729
TOTAL LIABILITIES	1,048,983	1,057,113	1,151,465
SHAREHOLDERS' EQUITY			
Common Shareholders' Equity, Excluding Accumulated			
Other Comprehensive Income (Loss)	176,681	174,137	165,008
Accumulated Other Comprehensive Income (Loss):			
Net Unrealized Gains/Losses on			
Available-for-sale Securities	2,832	9,223	11,519
Defined Benefit Plans	(152)	(152)	(465)
TOTAL SHAREHOLDERS' EQUITY	179,361	183,208	176,062
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	\$1,228,344	\$1,240,321	\$1,327,527

CONDENSED, CONSOLIDATED FINANCIAL HIGHLIGHTS

(In Thousands, Except Per Share Data) (Unaudited)

	6 MONTHS ENDED		%
	JUNE 30,		INCREASE
	2013	2012	(DECREASE)
EARNINGS PERFORMANCE			
Net Income	\$9,680	\$11,272	-14.12%
Return on Average Assets	1.56%	1.72%	-9.30%
Return on Average Equity	10.57%	13.12%	-19.44%
BALANCE SHEET HIGHLIGHTS			
Total Assets	\$1,228,344	\$1,327,527	-7.47%
Available-for-Sale Securities	470,068	478,368	-1.74%
Loans (Net)	647,772	696,777	-7.03%
Allowance for Loan Losses	7,198	7,657	-5.99%
Deposits and Repo Sweep Accounts	955,156	1,033,698	-7.60%
OFF-BALANCE SHEET			
Outstanding Balance of Mortgage Loans Sold with Servicing Retained	126,489	70,880	78.46%
Trust Assets Under Management	727,647	669,538	8.68%
SHAREHOLDERS' VALUE (PER COMMON SHARE)			
Net Income - Basic	\$0.78	\$0.92	-15.22%
Net Income - Diluted	\$0.78	\$0.92	-15.22%
Dividends	\$0.50	\$0.38	31.58%
Common Book Value	\$14.52	\$14.39	0.90%
Tangible Common Book Value	\$13.55	\$13.40	1.12%
Market Value (Last Trade)	\$19.32	\$19.05	1.42%
Market Value / Common Book Value	133.06%	132.38%	0.51%
Market Value / Tangible Common Book Value	142.58%	142.16%	0.29%
Price Earnings Multiple	12.38	10.35	19.61%
Dividend Yield	5.18%	3.99%	29.82%
Common Shares Outstanding, End of Period	12,351,522	12,235,317	0.95%
SAFETY AND SOUNDNESS			
Tangible Common Equity / Tangible Assets	13.76%	12.46%	10.43%
Nonperforming Assets / Total Assets	0.80%	0.72%	11.11%
Allowance for Loan Losses / Total Loans	1.10%	1.09%	0.92%
Total Risk Based Capital Ratio (a)	25.69%	22.53%	14.03%
Tier 1 Risk Based Capital Ratio (a)	24.43%	21.29%	14.75%
Leverage Ratio (a)	13.52%	11.79%	14.67%
AVERAGE BALANCES			
Average Assets	\$1,243,433	\$1,307,146	-4.87%
Average Equity	\$183,111	\$171,775	6.60%

(a) Capital ratios for the most recent period are estimated.

EXHIBIT 99.3 – Supplemental, Unaudited Financial Information



AVAILABLE-FOR-SALE SECURITIES (In Thousands)	June 30, 2013		March 31, 2013		December 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Obligations of U.S. Government agencies	\$49,016	\$47,970	\$35,802	\$36,246	\$30,695	\$31,217
Obligations of states and political subdivisions:						
Tax-exempt	132,525	134,483	132,917	138,910	130,168	137,020
Taxable	29,976	29,689	27,215	27,595	24,426	24,817
Mortgage-backed securities	63,776	65,625	64,505	67,666	76,368	80,196
Collateralized mortgage obligations,						
Issued by U.S. Government agencies	183,792	182,924	172,222	173,918	179,770	183,510
Trust preferred securities issued by individual institutions	0	0	5,160	5,163	5,167	5,171
Collateralized debt obligations:						
Pooled trust preferred securities - senior tranches	0	0	1,614	1,659	1,615	1,613
Other collateralized debt obligations	660	660	660	660	660	660
Total debt securities	459,745	461,351	440,095	451,817	448,869	464,204
Marketable equity securities	5,965	8,717	5,570	8,038	5,912	8,373
Total	\$465,710	\$470,068	\$445,665	\$459,855	\$454,781	\$472,577

(In Thousands)	June 30, 2013	Mar. 31, 2013	Dec. 31, 2012	June 30, 2012
Residential mortgage loans - first liens	\$304,806	\$306,754	\$311,627	\$321,163
Residential mortgage loans - junior liens	24,797	25,567	26,748	27,404
Home equity lines of credit	33,076	32,237	33,017	31,858
1-4 Family residential construction	14,895	12,032	12,842	10,699
Total residential mortgage	377,574	376,590	384,234	391,124
Commercial:				
Commercial loans secured by real estate	155,168	155,474	158,413	164,771
Commercial and industrial	45,812	47,031	48,442	52,704
Political subdivisions	24,033	27,366	31,789	36,858
Commercial construction and land	20,189	28,461	28,200	26,517
Loans secured by farmland	11,134	11,214	11,403	10,079
Multi-family (5 or more) residential	6,397	6,478	6,745	6,409
Agricultural loans	3,061	2,864	3,053	3,263
Other commercial loans	543	238	362	563
Total commercial	266,337	279,126	288,407	301,164
Consumer	11,059	11,030	11,269	12,146
Total	654,970	666,746	683,910	704,434
Less: allowance for loan losses	(7,198)	(7,118)	(6,857)	(7,657)
Loans, net	\$647,772	\$659,628	\$677,053	\$696,777

(In Thousands)	June 30, 2013	Mar. 31, 2013	Dec 31, 2012	June 30, 2012
and serviced - outstanding balance	\$127,214	\$114,933	\$103,176	\$74,070
Less: outstanding balance of loans sold	(126,489)	(114,134)	(100,631)	(70,880)
Loans held for sale, net	\$725	\$799	\$2,545	\$3,190

ANALYSIS OF THE ALLOWANCE FOR LOAN LOSSES

(In Thousands)

	3 Months Ended June 30, 2013	3 Months Ended Mar. 31, 2013	6 Months Ended June 30, 2013	6 Months Ended June 30, 2012
Balance, beginning of period	\$7,118	\$6,857	\$6,857	\$7,705
Charge-offs	(52)	(193)	(245)	(291)
Recoveries	66	271	337	58
Net recoveries (charge-offs)	14	78	92	(233)
Provision for loan losses	66	183	249	185
Balance, end of period	\$7,198	\$7,118	\$7,198	\$7,657

PAST DUE AND IMPAIRED LOANS, NONPERFORMING ASSETS AND TROUBLED DEBT RESTRUCTURINGS (TDRs)

(In Thousands)

	June 30, 2013	Mar. 31, 2013	Dec 31, 2012	June 30, 2012
Impaired loans with a valuation allowance	\$1,874	\$2,722	\$2,710	\$3,434
Impaired loans without a valuation allowance	5,097	4,751	4,719	3,427
Total impaired loans	\$6,971	\$7,473	\$7,429	\$6,861
Total loans past due 30-89 days and still accruing	\$6,114	\$6,366	\$7,756	\$5,191

Nonperforming assets:

Total nonaccrual loans	\$6,697	\$7,090	\$7,353	\$7,447
Total loans past due 90 days or more and still accruing	2,202	2,351	2,311	1,144
Total nonperforming loans	8,899	9,441	9,664	8,591
Foreclosed assets held for sale (real estate)	890	915	879	904
Total nonperforming assets	\$9,789	\$10,356	\$10,543	\$9,495

Loans subject to troubled debt restructurings (TDRs):

Performing	\$2,187	\$829	\$906	\$925
Nonperforming	1,154	1,338	1,155	1,754
Total TDRs	\$3,341	\$2,167	\$2,061	\$2,679

Total nonperforming loans as a % of loans	1.36%	1.42%	1.41%	1.22%
Total nonperforming assets as a % of assets	0.80%	0.83%	0.82%	0.72%
Allowance for loan losses as a % of total loans	1.10%	1.07%	1.00%	1.09%
Allowance for loan losses as a % of nonperforming loans	80.89%	75.39%	70.95%	89.13%

Analysis of Average Daily Balances and Rates
(Dollars in Thousands)

	3 Months Ended 6/30/2013 Average Balance	Rate of Return/ Cost of Funds %	3 Months Ended 3/31/2013 Average Balance	Rate of Return/ Cost of Funds %	3 Months Ended 6/30/2012 Average Balance	Rate of Return/ Cost of Funds %
EARNING ASSETS						
Available-for-sale securities, at amortized cost:						
Taxable	\$323,248	2.14%	\$315,612	2.31%	\$333,255	3.13%
Tax-exempt	132,198	5.76%	130,123	5.75%	130,111	5.94%
Total available-for-sale securities	455,446	3.19%	445,735	3.32%	463,366	3.92%
Interest-bearing due from banks	23,044	0.40%	29,638	0.38%	37,300	0.33%
Federal funds sold	3	0.00%	15	0.00%	0	0.00%
Loans held for sale	787	6.12%	2,193	3.88%	1,865	4.96%
Loans receivable:						
Taxable	625,215	5.79%	636,278	5.88%	666,752	6.18%
Tax-exempt	33,690	5.88%	38,491	5.81%	36,344	6.31%
Total loans receivable	658,905	5.80%	674,769	5.88%	703,096	6.18%
Total Earning Assets	1,138,185	4.64%	1,152,350	4.74%	1,205,627	5.13%
Cash	16,961		16,080		17,791	
Unrealized gain/loss on securities	13,820		16,270		17,545	
Allowance for loan losses	(7,229)		(7,126)		(7,435)	
Bank premises and equipment	18,351		18,655		18,908	
Intangible Asset - Core Deposit Intangible	120		132		186	
Intangible Asset - Goodwill	11,942		11,942		11,942	
Other assets	43,127		43,376		47,046	
Total Assets	\$1,235,277		\$1,251,679		\$1,311,610	
INTEREST-BEARING LIABILITIES						
Interest-bearing deposits:						
Interest checking	\$167,404	0.12%	\$174,149	0.12%	\$156,994	0.13%
Money market	204,444	0.15%	202,129	0.14%	210,646	0.19%
Savings	117,224	0.10%	116,538	0.10%	107,514	0.10%
Certificates of deposit	150,358	1.00%	160,011	1.17%	199,320	1.55%
Individual Retirement Accounts	130,368	0.44%	134,076	0.50%	144,095	0.91%
Other time deposits	1,161	0.00%	845	0.00%	1,314	0.31%
Total interest-bearing deposits	770,959	0.35%	787,748	0.40%	819,883	0.62%
Borrowed funds:						
Short-term	5,684	0.14%	4,220	0.10%	5,650	0.07%
Long-term	73,615	4.03%	83,341	4.00%	113,301	4.01%
Total borrowed funds	79,299	3.75%	87,561	3.81%	118,951	3.82%
Total Interest-bearing Liabilities	850,258	0.67%	875,309	0.74%	938,834	1.03%
Demand deposits	193,115		184,890		191,349	
Other liabilities	8,292		8,875		7,774	
Total Liabilities	1,051,665		1,069,074		1,137,957	
Stockholders' equity, excluding						
other comprehensive income/loss	174,782		172,578		162,721	
Other comprehensive income/loss	8,830		10,027		10,932	
Total Stockholders' Equity	183,612		182,605		173,653	
Total Liabilities and Stockholders' Equity	\$1,235,277		\$1,251,679		\$1,311,610	
Interest Rate Spread		3.97%		4.00%		4.10%
Net Interest Income/Earning Assets		4.15%		4.18%		4.33%
Total Deposits (Interest-bearing and Demand)	\$964,074		\$972,638		\$1,011,232	

(1) Changes in income on tax-exempt securities and loans are presented on a fully tax-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

(2) Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.

Analysis of Average Daily Balances and Rates
(Dollars in Thousands)

	6 Months Ended 6/30/2013 Average Balance	Rate of Return/ Cost of Funds %	6 Months Ended 6/30/2012 Average Balance	Rate of Return/ Cost of Funds %
EARNING ASSETS				
Available-for-sale securities, at amortized cost:				
Taxable	\$319,451	2.23%	\$332,131	3.22%
Tax-exempt	131,166	5.75%	128,920	5.99%
Total available-for-sale securities	450,617	3.25%	461,051	4.00%
Interest-bearing due from banks	26,323	0.39%	35,817	0.33%
Federal funds sold	9	0.00%	0	0.00%
Loans held for sale	1,486	4.48%	1,461	4.40%
Loans receivable:				
Taxable	630,716	5.84%	666,344	6.22%
Tax-exempt	36,077	5.84%	36,281	6.34%
Total loans receivable	666,793	5.84%	702,625	6.23%
Total Earning Assets	1,145,228	4.69%	1,200,954	5.19%
Cash	16,523		17,341	
Unrealized gain/loss on securities	15,038		17,734	
Allowance for loan losses	(7,178)		(7,587)	
Bank premises and equipment	18,502		18,903	
Intangible Asset - Core Deposit Intangible	126		195	
Intangible Asset - Goodwill	11,942		11,942	
Other assets	43,252		47,664	
Total Assets	\$1,243,433		\$1,307,146	
INTEREST-BEARING LIABILITIES				
Interest-bearing deposits:				
Interest checking	\$170,758	0.12%	\$159,259	0.13%
Money market	203,293	0.14%	208,256	0.19%
Savings	116,883	0.10%	106,023	0.10%
Certificates of deposit	155,158	1.09%	195,622	1.64%
Individual Retirement Accounts	132,212	0.47%	145,168	0.94%
Other time deposits	1,004	0.00%	1,128	0.18%
Total interest-bearing deposits	779,308	0.38%	815,456	0.65%
Borrowed funds:				
Short-term	4,956	0.12%	6,536	0.12%
Long-term	78,451	4.01%	114,454	4.00%
Total borrowed funds	83,407	3.78%	120,990	3.79%
Total Interest-bearing Liabilities	862,715	0.70%	936,446	1.05%
Demand deposits	189,025		190,312	
Other liabilities	8,582		8,613	
Total Liabilities	1,060,322		1,135,371	
Stockholders' equity, excluding				
other comprehensive income/loss	173,686		160,761	
Other comprehensive income/loss	9,425		11,014	
Total Stockholders' Equity	183,111		171,775	
Total Liabilities and Stockholders' Equity	\$1,243,433		\$1,307,146	
Interest Rate Spread		3.99%		4.14%
Net Interest Income/Earning Assets		4.16%		4.37%
Total Deposits (Interest-bearing and Demand)	\$968,333		\$1,005,768	

(1) Changes in income on tax-exempt securities and loans are presented on a fully tax-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

(2) Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.

COMPARISON OF NONINTEREST INCOME**(In Thousands)**

	Three Months Ended			Six Months Ended	
	June 30,	Mar. 31,	June 30,	June 30,	June 30,
	2013	2013	2012	2013	2012
Service charges on deposit accounts	\$1,171	\$1,159	\$1,256	\$2,330	\$2,417
Service charges and fees	216	201	235	417	455
Trust and financial management revenue	1,045	944	960	1,989	1,889
Brokerage revenue	237	144	288	381	456
Insurance commissions, fees and premiums	59	45	73	104	107
Interchange revenue from debit card transactions	505	464	488	969	983
Net gains from sales of loans	587	545	373	1,132	638
Increase in cash surrender value of life insurance	99	93	117	192	236
Net gain from premises and equipment	0	0	270	0	270
Other operating income	272	248	219	520	483
Total other operating income, before realized gains on available-for-sale securities, net	\$4,191	\$3,843	\$4,279	\$8,034	\$7,934

COMPARISON OF NONINTEREST EXPENSE**(In Thousands)**

	Three Months Ended			Six Months Ended	
	June 30,	Mar. 31,	June 30,	June 30,	June 30,
	2013	2013	2012	2013	2012
Salaries and wages	\$3,635	\$3,600	\$3,586	\$7,235	\$7,161
Pensions and other employee benefits	1,034	1,255	1,090	2,289	2,456
Occupancy expense, net	599	634	628	1,233	1,264
Furniture and equipment expense	483	494	461	977	943
FDIC Assessments	147	152	157	299	303
Pennsylvania shares tax	351	350	340	701	672
Other operating expense	2,271	2,068	2,059	4,339	3,935
Total noninterest expense, before loss on prepayment of borrowings	8,520	8,553	8,321	17,073	16,734
Loss on prepayment of borrowings	0	1,023	143	1,023	143
Total Noninterest expense	\$8,520	\$9,576	\$8,464	\$18,096	\$16,877