

CITIZENS HOLDING CO /MS/
Form 10-Q
November 09, 2006
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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2006

OR

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

For the transition period from _____ to _____

Commission file number: 000-25221

CITIZENS HOLDING COMPANY

(Exact name of registrant as specified in its charter)

MISSISSIPPI
(State or other jurisdiction of
incorporation or organization)

521 Main Street, Philadelphia, MS
(Address of principal executive offices)

Registrant's telephone number, including area code: 601-656-4692

64-0666512
(I. R. S. Employer
Identification Number)

39350
(Zip Code)

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

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

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

Number of shares outstanding of each of the issuer's classes of common stock, as of November 7, 2006:

| Title | Outstanding |
|-------------------------------|--------------------|
| Common Stock, \$.20 par value | 5,020,228 |

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CITIZENS HOLDING COMPANY

THIRD QUARTER 2006 INTERIM FINANCIAL STATEMENTS

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

CITIZENS HOLDING COMPANY AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CONDITION

(Unaudited)

| | September 30, 2006 | December 31, 2005 |
|---|-----------------------|-----------------------|
| ASSETS | | |
| Cash and due from banks | \$ 18,064,825 | \$ 26,743,200 |
| Interest-bearing deposits with other banks | 990,319 | 312,825 |
| Federal funds sold | 5,450,000 | |
| Investment securities available for sale, at fair value | 159,967,272 | 162,203,117 |
| Loans, net of allowance for loan losses of \$3,906,647 in 2006 and \$4,561,817 in 2005 | 369,922,059 | 374,964,316 |
| Premises and equipment, net | 12,174,036 | 9,894,215 |
| Other real estate owned, net | 2,688,915 | 2,975,047 |
| Accrued interest receivable | 5,147,226 | 4,695,147 |
| Cash value of life insurance | 16,547,826 | 16,045,673 |
| Intangible assets (net) | 4,886,949 | 5,290,076 |
| Other assets | 6,270,493 | 4,585,520 |
| TOTAL ASSETS | \$ 602,109,920 | \$ 607,709,136 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES | | |
| Deposits: | | |
| Noninterest-bearing demand | \$ 87,658,974 | \$ 87,333,891 |
| Interest-bearing NOW and money market accounts | 141,755,258 | 148,434,618 |
| Savings deposits | 34,584,790 | 35,579,157 |
| Certificates of deposit | 203,065,234 | 202,464,568 |
| Total deposits | 467,064,256 | 473,812,234 |
| Accrued interest payable | 1,511,554 | 798,667 |
| Federal Home Loan Bank advances | 59,400,000 | 60,048,818 |
| Federal funds purchased | | 1,600,000 |
| Directors deferred compensation payable | 2,617,146 | 2,366,592 |
| Other liabilities | 2,033,352 | 3,950,890 |
| Total liabilities | 532,626,308 | 542,577,201 |
| Minority interest in consolidated subsidiary | 1,446,652 | 1,357,830 |
| STOCKHOLDERS' EQUITY | | |
| Common stock; \$.20 par value, 22,500,000 shares authorized, 5,020,228 shares outstanding at September 30, 2006 and 5,009,278 shares at December 31, 2005 | 1,004,046 | 1,001,856 |
| Additional paid-in capital | 3,886,830 | 3,386,248 |
| Retained earnings | 63,955,362 | 60,352,543 |
| Accumulated other comprehensive loss, net of taxes of \$491,555 in 2006 and \$587,555 in 2005 | (809,278) | (966,542) |

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| | | |
|---|-----------------------|-----------------------|
| Total stockholders' equity | 68,036,960 | 63,774,105 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 602,109,920 | \$ 607,709,136 |

See notes to consolidated financial statements.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

| | For the Three Months | | For the Nine Months | |
|--|-----------------------------|---------------------|-----------------------------|---------------------|
| | Ended September 30, 2006 | 2005 | Ended September 30, 2006 | 2005 |
| INTEREST INCOME | | | | |
| Loan income including fees | \$ 7,362,309 | \$ 6,802,123 | \$ 21,451,313 | \$ 19,697,078 |
| Investment securities | 1,792,767 | 1,615,368 | 5,336,758 | 4,730,737 |
| Other interest | 109,729 | 31,990 | 299,049 | 109,702 |
| Total interest income | 9,264,805 | 8,449,481 | 27,087,120 | 24,537,517 |
| INTEREST EXPENSE | | | | |
| Deposits | 2,681,484 | 1,919,944 | 7,528,398 | 5,243,477 |
| Other borrowed funds | 743,082 | 668,034 | 2,144,993 | 1,720,435 |
| Total interest expense | 3,424,566 | 2,587,978 | 9,673,391 | 6,963,912 |
| NET INTEREST INCOME | 5,840,239 | 5,861,503 | 17,413,729 | 17,573,605 |
| PROVISION FOR LOAN LOSSES | (111,132) | 540,509 | (303,306) | 1,046,266 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 5,951,371 | 5,320,994 | 17,717,035 | 16,527,339 |
| OTHER INCOME | | | | |
| Service charges on deposit accounts | 992,226 | 942,554 | 2,820,340 | 2,678,623 |
| Other service charges and fees | 167,853 | 186,071 | 443,647 | 462,943 |
| Other income | 422,220 | 425,237 | 1,382,168 | 1,310,188 |
| Total other income | 1,582,299 | 1,553,862 | 4,646,155 | 4,451,754 |
| OTHER EXPENSES | | | | |
| Salaries and employee benefits | 2,523,016 | 2,416,333 | 7,640,424 | 7,217,953 |
| Occupancy expense | 699,211 | 772,581 | 2,229,470 | 2,229,116 |
| Other operating expense | 1,387,788 | 1,099,217 | 4,017,721 | 3,726,506 |
| Earnings applicable to minority interest | 47,051 | 81,900 | 136,457 | 152,902 |
| Total other expenses | 4,657,066 | 4,370,031 | 14,024,072 | 13,326,477 |
| INCOME BEFORE PROVISION FOR INCOME TAXES | 2,876,604 | 2,504,825 | 8,339,118 | 7,652,616 |
| PROVISION FOR INCOME TAXES | 751,675 | 572,342 | 2,178,431 | 1,773,918 |
| NET INCOME | \$ 2,124,929 | \$ 1,932,483 | \$ 6,160,687 | \$ 5,878,698 |
| NET INCOME PER SHARE | | | | |
| -Basic | \$ 0.42 | \$ 0.39 | \$ 1.23 | \$ 1.17 |
| -Diluted | \$ 0.42 | \$ 0.38 | \$ 1.21 | \$ 1.16 |
| DIVIDENDS PAID PER SHARE | \$ 0.17 | \$ 0.16 | \$ 0.51 | \$ 0.48 |

See notes to consolidated financial statements.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

| | For the Three Months | | For the Nine Months | |
|---|-----------------------------|--------------|-----------------------------|--------------|
| | Ended September 30, 2006 | 2005 | Ended September 30, 2006 | 2005 |
| Net income | \$ 2,124,929 | \$ 1,932,483 | \$ 6,160,687 | \$ 5,878,698 |
| Other comprehensive income (loss), net of tax | | | | |
| Unrealized holding gains (losses) | 1,965,706 | 61,687 | 169,582 | (93,370) |
| Reclassification adjustment for (gains) losses included in net income | 12,318 | | 12,318 | |
| Total other comprehensive income (loss) | 1,953,388 | 61,687 | 157,264 | (93,370) |
| Comprehensive income | \$ 4,078,317 | \$ 1,994,170 | \$ 6,317,951 | \$ 5,785,328 |

See notes to consolidated financial statements.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

| | For the Nine Months | |
|--|----------------------------|---------------|
| | Ended September 30, | |
| | 2006 | 2005 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Cash Provided by Operating Activities | \$ 4,224,418 | \$ 6,757,676 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Proceeds from maturities of securities available for sale | 12,852,916 | 30,316,476 |
| Proceeds from sale of investment securities available for sale | 17,948,728 | |
| Purchases of investment securities available for sale | (28,857,288) | (39,695,374) |
| Purchases of bank premises and equipment | (2,983,010) | (872,815) |
| Decrease in interest bearing deposits with other banks | (677,494) | (1,297,206) |
| Net (increase) decrease in federal funds sold | (5,450,000) | 7,000,000 |
| Net (increase) decrease in loans | 4,940,563 | (9,235,747) |
| Proceeds from sale of real estate acquired by foreclosure | 691,132 | 1,586,743 |
| Net Cash Used by Investing Activities | (1,534,453) | (12,197,923) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Net decrease in deposits | (6,747,978) | (3,581,223) |
| Increase (decrease) in FHLB Advances | (648,818) | 14,202,654 |
| Decrease in federal funds purchased | (1,600,000) | |
| Proceeds from exercise of stock options | 186,324 | 237,802 |
| Payment of dividends | (2,557,868) | (2,403,014) |
| Net Cash Provided by Financing Activities | (11,368,340) | 8,456,219 |
| Net Increase (Decrease) in Cash and Due from Banks | (8,678,375) | 3,015,972 |
| Cash and Due From Banks, beginning of year | 26,743,200 | 16,837,433 |
| Cash and Due from Banks, end of period | \$ 18,064,825 | \$ 19,853,405 |

See notes to consolidated financial statements.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

As of and for the nine months ended September 30, 2006

1. These interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. However, these financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The interim consolidated financial statements are unaudited and reflect all adjustments and reclassifications which, in the opinion of management, are necessary for a fair presentation of the results of operations and financial condition for the interim periods presented. All adjustments and reclassifications are of a normal and recurring nature. Results for the period ending September 30, 2006 are not necessarily indicative of the results that may be expected for any other interim periods or for the year as a whole.

The interim consolidated financial statements of Citizens Holding Company include the accounts of its 97.86% owned subsidiary, The Citizens Bank of Philadelphia (the Bank and collectively with Citizens Holding Company, the Corporation). All significant intercompany transactions have been eliminated in consolidation.

2. Summary of Significant Accounting Policies. See Note 1 of the Notes to Consolidated Financial Statements of Citizens Holding Company included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on March 13, 2006.
3. In the ordinary course of business, the Corporation enters into commitments to extend credit to its customers. The unused portion of these commitments is not reflected in the accompanying financial statements. As of September 30, 2006, the Corporation had entered into loan commitments with certain customers with an aggregate unused balance of \$20,990,068 compared to an aggregate unused balance of \$21,477,893 at December 31, 2005. There were \$721,363 of letters of credit outstanding at September 30, 2006 and \$1,261,236 at December 31, 2005. The fair value of such contracts is not considered material because letters of credit and loan commitments often are not used in their entirety, if at all, before they expire. The balances of such letters and commitments should not be used to project actual future liquidity requirements. However, the Corporation does incorporate expectations about the level of draws under its credit-related commitments into its asset and liability management program.
4. Net income per share - basic, has been computed based on the weighted average number of shares outstanding during each period. Net income per share - diluted,

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has been computed based on the weighted average number of shares outstanding during each period plus the dilutive effect of outstanding granted options using the treasury stock method. Earnings per share were computed as follows:

| | For the Three Months | | For the Nine Months | |
|---|-----------------------------|--------------|-----------------------------|--------------|
| | Ended September 30, 2006 | 2005 | Ended September 30, 2006 | 2005 |
| Basic weighted average shares outstanding | 5,014,460 | 5,006,981 | 5,012,762 | 5,003,784 |
| Dilutive effect of granted options | 69,137 | 57,893 | 71,098 | 56,700 |
| Diluted weighted average shares outstanding | 5,083,597 | 5,064,874 | 5,083,860 | 5,060,484 |
| Net income | \$ 2,124,929 | \$ 1,932,483 | \$ 6,160,687 | \$ 5,878,698 |
| Net income per share-basic | \$ 0.42 | \$ 0.39 | \$ 1.23 | \$ 1.17 |
| Net income per share-diluted | \$ 0.42 | \$ 0.38 | \$ 1.21 | \$ 1.16 |

5. The Corporation is a party to lawsuits and other claims that arise in the ordinary course of business, all of which are being vigorously contested. In the regular course of business, management evaluates estimated losses or costs related to litigation, and provision is made for anticipated losses whenever management believes that such losses are probable and can be reasonably estimated. At the present time, management believes, based on the advice of legal counsel, that the final resolution of pending legal proceedings will not have a material impact on the Corporation's consolidated financial condition or results of operations.
6. At September 30, 2006, the Corporation had two stock-based compensation plans, which are the 1999 Employees' Long-Term Incentive Plan and the 1999 Directors' Stock Compensation Plan. Effective January 1, 2006, the Corporation accounts for these plans under the recognition and measurement principles of fair value set forth in Statement of Financial Accounting Standards No. 123R, Share-Based Payment, (FASB 123R) and the Securities and Exchange Commission Staff Accounting Bulletin 107 (SAB 107). SAB 107 provides guidance related to share-based payments transactions, including valuation methods (including assumptions such as expected volatility and expected term), the classification of compensation expense, non-GAAP financial measures, first time adoption of FASB 123R in an interim period and disclosure in Management's Discussion and Analysis subsequent to the adoption of FASB 123R. Prior to January 1, 2006, the Corporation accounted for options in accordance with Accounting Principles Board (APB) Opinion No. 25, which results in no compensation cost recognized for grants prior to December 31, 2005. The pro forma impact of expensing options for the quarter and nine-month periods ended September 30, 2005 was as follows:

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| | For the Three Months Ended September 30, 2005 | For the Nine Months Ended September 30, 2005 |
|---|--|--|
| Net income, as reported | \$ 1,932,483 | \$ 5,878,698 |
| Deduct: Stock based employee compensation expense determined under fair value based method for all awards, net of related tax effects | | 55,340 |
| Pro forma net income | \$ 1,932,483 | \$ 5,823,358 |
| Basic earnings per share: As reported | \$ 0.39 | \$ 1.17 |
| Pro forma | \$ 0.39 | \$ 1.16 |
| Diluted earnings per share: As reported | \$ 0.38 | \$ 1.16 |
| Pro forma | \$ 0.38 | \$ 1.15 |

On March 29, 2006, the Board of Directors awarded 40,500 options to certain officers of the Bank as authorized by the 1999 Employees Long-Term Incentive Plan at an exercise price of \$23.46, which was the closing price of Citizens Holding Company stock on that day. These options are first exercisable on October 30, 2006 and must be exercised not later than March 29, 2016.

To determine the expected term of the options granted, the Corporation has chosen to use the simplified method for plain vanilla options as detailed in SAB 107. The Corporation has determined that the options granted comply with the requirements under SAB 107 and will use this method for estimating the expected term of the options granted until the Corporation can gather more detailed information about the expected term of the options. SAB 107 discourages the application of the simplified method with respect to options granted after December 31, 2007. Volatility was determined by using the standard deviation of the differences of the closing stock price of the Corporation's common stock as quoted on the American Stock Exchange on or about the 15th of each month starting January 15, 2002. Stock prices prior to that date experienced volatility that is not representative of the volatility experienced since that time and therefore are not used in this calculation.

Although the option grants are not subject to an explicit vesting schedule, the Corporation recognizes that the restriction on exercising options before six months and one day after the grant date constitutes a de facto vesting schedule and must be considered when applying FASB 123R. FASB 123R states that a requisite service period may be explicit, implicit or derived and that an implicit service period is one that may be inferred from an analysis of the award's terms.

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Based on our analysis of the terms of the option awards made in March 2006, we have concluded that the restriction on exercising options until six months and one day have passed since the date of grant constitutes a service period under FASB123R and the compensation costs should be amortized over this six month period, beginning in March 2006.

The fair value of each option granted is estimated on the date of the grant using the Black-Sholes option-pricing model. The following assumptions were used in estimating the fair value of the options granted in the first quarter.

| Assumption | 2006 |
|-----------------------------|-------------|
| Dividend Yield | 2.90% |
| Risk-Free Interest Rate | 4.55% |
| Expected Life | 5.25 years |
| Expected Volatility | 28.85% |
| Calculated Value per Option | \$ 5.87 |
| Forfeitures | 0.00% |

Using the Black-Scholes option-pricing model with the foregoing assumptions, it was determined that the total cost of options granted to employees in March 2006 was \$237,552 and should be recognized as an expense of \$39,592 per month over the six month requisite service period, beginning March 2006. This will be recorded as an expense to officer salary expense and a credit to paid-in capital. Since the options granted in the first quarter were incentive stock options, no deferred taxes will be recorded.

On April 26, 2006, the members of the Board of Directors were granted a total of 12,000 options as specified in the 1999 Directors Stock Compensation Plan. These options were granted at an exercise price of \$23.70 per option, which was the closing price of Citizens Holding Company stock on that day. These options are first exercisable on October 27, 2006 and must be exercised not later than April 26, 2016.

Since the options granted to directors are substantially similar to the options granted to officers of the Corporation, the Corporation has chosen to use the same methods for calculating the term, volatility and vesting schedule of these options that were used in the calculation of the value per option for the options granted to officers. The fair value of each option is estimated on the date of the grant using the Black-Sholes option-pricing model.

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The following assumptions were used in estimating the fair value of the options granted to the directors in the second quarter.

| Assumption | 2006 |
|-----------------------------|-------------|
| Dividend Yield | 2.90% |
| Risk-Free Interest Rate | 4.99% |
| Expected Life | 5.25 years |
| Expected Volatility | 28.86% |
| Calculated Value per Option | \$ 6.10 |
| Forfeitures | 0.00% |

Using the Black-Scholes option-pricing model with the foregoing assumptions, it was determined that the cost of options granted to directors in April 2006 was \$73,258 and should be recognized as an expense of \$12,210 per month over the six month requisite service period, beginning in April 2006. This will be recorded as an expense to salary expense and a credit to paid-in capital. A deferred tax on these options will be recorded in the aggregate amount of \$27,106, or \$4,518 per month, over the six month requisite service period, beginning in April 2006.

The following table below is a summary of the stock option activity for the nine months ended September 30, 2006.

| | Directors Plan | | Employees Plan | |
|-----------------------------------|-----------------------|--|-----------------------|--|
| | Number | | Number | |
| | of | Weighted Average Exercise Price | of | Weighted Average Exercise Price |
| | Shares | Price | Shares | Price |
| Outstanding at December 31, 2005 | 83,850 | \$ 14.77 | 172,200 | \$ 17.60 |
| Granted | 12,000 | 23.70 | 40,500 | 23.46 |
| Exercised | (4,500) | 17.88 | (6,450) | 16.41 |
| Forfeited | | | (9,450) | 19.68 |
| Outstanding at September 30, 2006 | 91,350 | \$ 15.79 | 196,800 | \$ 18.75 |

The intrinsic value of options granted under the Directors Plan at September 30, 2006 was \$626,661 and the intrinsic value of the Employees Plan at September 30, 2006 was \$767,520 for a total intrinsic value at September 30, 2006 of \$1,394,181.

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7. In July 2006, the Financial Accounting Standards Board (FASB) issued Financial Accounting Standards Interpretation No.48 (FIN 48), Accounting for Uncertainty in Income Taxes . FIN 48 clarifies the accounting for uncertainty in income taxes recognized in financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes . FIN 48 prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on the de-recognition, classification, interest and penalties, interim accounting for income taxes, disclosures and transitions. FIN 48 is effective for fiscal years beginning after December 15, 2006 and the Corporation is currently analyzing the effect of FIN 48.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis is written to provide greater insight into the results of operations and the financial condition of Citizens Holding Company and its 97.86% owned subsidiary, The Citizens Bank of Philadelphia (the Bank, and collectively with Citizens Holding Company, the Corporation).

LIQUIDITY

The Corporation has an asset and liability management program that assists management in maintaining net interest margins during times of both rising and falling interest rates and in maintaining sufficient liquidity. Liquidity is the ratio of net deposits and short-term liabilities divided by net cash, short-term investments and marketable assets. Liquidity of the Corporation at September 30, 2006 was 54.21% and at December 31, 2005 was 55.79%. Management believes it maintains adequate liquidity for the Corporation's current needs.

The Corporation's chief source of liquidity is customer deposits, which were \$467,064,256 at September 30, 2006 and \$473,812,234 at December 31, 2005. Other sources of liquidity include investment securities, the Corporation's line of credit with the Federal Home Loan Bank (FHLB) and federal funds lines with correspondent banks. The Corporation had \$159,967,272 invested in investment securities at September 30, 2006 and \$162,203,117 at December 31, 2005. The Corporation had secured and unsecured federal funds lines with correspondent banks in the amount of \$27,500,000 at September 30, 2006 and \$37,500,000 at December 31, 2005. In addition, the Corporation has the ability to draw on its line of credit with the FHLB. At September 30, 2006, the Corporation had unused and available \$53,451,953 of its line of credit with the FHLB and at December 31, 2005, the Corporation had unused and available \$115,873,280 of its line of credit with the FHLB. The decrease in the amount available under the Corporation's line of credit with the FHLB from the end of 2005 to September 30, 2006 resulted from a reduction in the line of credit with the FHLB. The FHLB decreased the line of credit by \$68,242,187 due to an increase in the exception rate on the collateral securing the advances under the line. In the past, the Bank had performed the collateral review and determined the exception rate. In 2006, the FHLB performed this review itself and used different criteria to determine what constituted an exception, resulting in a higher exception rate and a decrease in the Corporation's FHLB line of credit. Management does not believe that the reduction in its line of credit with the FHLB will have a material adverse effect on the Corporation.

At September 30, 2006, the Corporation had \$5,450,000 in federal funds sold compared to \$1,600,000 federal funds purchased at December 31, 2005.

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When the Corporation has more funds than it needs for its reserve requirements or short-term liquidity needs, the Corporation increases its investment portfolio or sells federal funds. It is management's policy to maintain an adequate portion of its portfolio of assets and liabilities on a short-term basis to insure rate flexibility and to meet loan funding and liquidity needs. When deposits decline or do not grow sufficiently to fund loan demand, management will seek funding either through federal funds purchased or advances from the FHLB.

CAPITAL RESOURCES

The Corporation's equity capital was \$68,036,960 at September 30, 2006 as compared to \$63,774,105 at December 31, 2005. The main source of this increase in the capital of the Corporation was the retention of net income.

Certain employees and directors exercised stock options for 9,000 shares of stock in 2005. In the first nine months of 2006, a retired director exercised options for an aggregate of 4,500 shares of stock and former officers exercised 6,450 options. These option exercises brought the number of shares outstanding to 5,020,228 at September 30, 2006. Cash dividends in the amount of \$2,557,868, or \$0.51 per share, have been paid in 2006 as of the end of the third quarter.

Quantitative measures established by federal regulations to ensure capital adequacy require the Corporation to maintain minimum amounts and ratios of Total and Tier 1 capital (primarily common stock and retained earnings, less goodwill) to risk weighted assets, and of Tier 1 capital to average assets. Management believes that as of September 30, 2006 the Corporation meets all capital adequacy requirements to which it is subject.

| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Actions Provisions | |
|--|---------------|--------|-------------------------------|--------|---|---------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of September 30, 2006 | | | | | | |
| Total Capital (to Risk-Weighted Assets) | \$ 69,312,587 | 17.96% | \$ 30,882,629 | >8.00% | \$ 38,603,286 | >10.00% |
| Tier 1 Capital (to Risk-Weighted Assets) | 65,405,940 | 16.94% | 15,441,314 | >4.00% | 23,161,972 | >6.00% |
| Tier 1 Capital (to Average Assets) | 65,405,940 | 10.92% | 23,963,662 | >4.00% | 29,954,578 | >5.00% |

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RESULTS OF OPERATIONS

The following table sets forth for the periods indicated, certain items in the consolidated statements of income of the Corporation and the related changes between those periods:

| | For the Three Months | | For the Nine Months | |
|---|--------------------------|--------------|--------------------------|---------------|
| | Ended September 30, 2006 | 2005 | Ended September 30, 2006 | 2005 |
| Interest Income, including fees | \$ 9,264,805 | \$ 8,449,481 | \$ 27,087,120 | \$ 24,537,517 |
| Interest Expense | 3,424,566 | 2,587,978 | 9,673,391 | 6,963,912 |
| Net Interest Income | 5,840,239 | 5,861,503 | 17,413,729 | 17,573,605 |
| Provision for Loan Losses | (111,132) | 540,509 | (303,306) | 1,046,266 |
| Net Interest Income after Provision for Loan Losses | 5,951,371 | 5,320,994 | 17,717,035 | 16,527,339 |
| Other Income | 1,582,299 | 1,553,862 | 4,646,155 | 4,451,754 |
| Other Expense | 4,657,066 | 4,370,031 | 14,024,072 | 13,326,477 |
| Income before Provision For Income Taxes | 2,876,604 | 2,504,825 | 8,339,118 | 7,652,616 |
| Provision for Income Taxes | 751,675 | 572,342 | 2,178,431 | 1,773,918 |
| Net Income | \$ 2,124,929 | \$ 1,932,483 | \$ 6,160,687 | \$ 5,878,698 |
| Net Income Per share - Basic | \$ 0.42 | \$ 0.39 | \$ 1.23 | \$ 1.17 |
| Net Income Per Share-Diluted | \$ 0.42 | \$ 0.38 | \$ 1.21 | \$ 1.16 |

See Note 4 to the Corporation's Consolidated Financial Statements for an explanation regarding the Corporation's calculation of Net Income Per Share - basic and - diluted.

Annualized return on average equity (ROE) was 12.73% for the three months ended September 30, 2006 and 11.73% for the corresponding period in 2005. For the nine months ended September 30, 2006, ROE was 12.49% compared to 12.41% for the nine months ended September 30, 2005.

The book value per share increased to \$13.55 at September 30, 2006 compared to \$12.73 at December 31, 2005. The increases in ROE and book value per share are due to earnings exceeding dividends paid during these periods. Average assets for the nine months ended September 30, 2006 were \$606,596,376 compared to \$591,872,059 for the year ended December 31, 2005. Average equity for the nine months ended September 30, 2006 increased to \$65,771,991 from \$63,068,278 for the year ended December 31, 2005.

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NET INTEREST INCOME / NET INTEREST MARGIN

One component of the Corporation's earnings is net interest income, which is the difference between the interest and fees earned on loans and investments and the interest paid for deposits and borrowed funds. The net interest margin is net interest income expressed as a percentage of average earning assets.

The annualized net interest margin was 4.55% for the third quarter of 2006 compared to 4.63% for the corresponding period of 2005. For the nine months ended September 30, 2006, annualized net interest margin was 4.52% as compared to 4.69% for the nine months ended September 30, 2005. The decrease in net interest margin from 2005 to 2006 is the result of slower growth in yields on earnings assets compared to the growth in rates paid on deposits and borrowed funds, as detailed below. Earning assets averaged \$537,190,206 for the three months ended September 30, 2006. This represents an increase of \$5,311,881, or 1.0%, over average earning assets of \$531,878,325 for the three month period ended September 30, 2005. Earning assets averaged \$539,463,159 for the nine months ended September 30, 2006. This represents an increase of \$14,723,173, or 2.8%, over average earning assets of \$524,739,986 for the nine months ended September 30, 2005. The increase in earning assets is the result of the normal growth pattern of the Corporation and not due to any special investments or acquisitions.

Interest bearing deposits averaged \$370,480,626 for the three months ended September 30, 2006. This represents a decrease of \$14,261,187, or 3.7%, over average interest bearing deposits of \$384,741,813 for the three month period ended September 30, 2005. Other borrowed funds averaged \$60,823,189 for the three months ended September 30, 2006. This represents a decrease of \$2,043,249, or 3.3%, over the other borrowed funds of \$62,866,438 for the three month period ended September 30, 2005. Interest bearing deposits averaged \$383,529,361 for the nine months ended September 30, 2006. This represents a decrease of \$928,613, or .2%, over average interest bearing deposits of \$384,457,974 for the nine month period ended September 30, 2005. Other borrowed funds averaged \$61,072,432 for the nine months ended September 30, 2006. This represents an increase of \$5,505,958, or 9.9%, over the other borrowed funds of \$55,566,474 for the nine month period ended September 30, 2005. Management increased other borrowed funds is to offset the decrease in deposits for the nine month period of 2006.

Net interest income was \$5,840,239 and \$5,861,503 for the three month periods ended September 30, 2006 and 2005, respectively, due to changes in both volume and rate. The changes in volume in earning assets and in deposits and in borrowed funds are discussed above. As to changes in rate, in the three month period ended September 30, 2006, the rates paid on deposits and borrowed funds rose faster than the yield on earning assets as compared to the changes in rates and yields in the same period in 2005. The yield on all interest bearing assets increased fifty basis points to 7.02% in the third quarter of 2006 compared to 6.52% for the same period in 2005. At the same time, the rate paid on all

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interest bearing liabilities for the third quarter of 2006 increased eighty-six basis points to 3.15% from 2.29% in the same period of 2005. Net interest income was \$17,413,729 for the nine months ended September 30, 2006, a decrease of \$159,876 from the \$17,573,605 in the same period in 2005, primarily due to changes in rate. In the nine month period ended September 30, 2006, the rates paid on deposits and borrowed funds increased more than the yields on earnings assets when compared to the same period in 2005. The yield on all interest bearing assets increased forty-five basis points to 6.90% in the first nine months of 2006 compared to 6.45% for the same period in 2005. At the same time, the rate paid on all interest bearing liabilities for the first nine months of 2006 increased seventy-nine basis points to 2.90% from 2.11% in the same period of 2005. As longer term interest bearing assets and liabilities mature and reprice, management believes that the yields on interest bearing assets and rates on interest bearing liabilities will both increase.

The following table shows the interest and fees and corresponding yields for loans only.

| | For the Three Months | | For the Nine Months | |
|-------------------|----------------------|--------------|---------------------|---------------|
| | Ended September 30, | | Ended September 30, | |
| | 2006 | 2005 | 2006 | 2005 |
| Interest and Fees | \$ 7,362,309 | \$ 6,802,123 | \$ 21,451,313 | \$ 19,697,078 |
| Average Loans | 375,901,154 | 368,119,181 | 376,299,330 | 365,539,146 |
| Annualized Yield | 7.83% | 7.39% | 7.60% | 7.18% |

The increase in interest rates in the three and nine-month periods ended September 30, 2006 reflects the increase in all loan interest rates for both new and refinanced loans in the period.

CREDIT LOSS EXPERIENCE

As a natural corollary to the Corporation's lending activities, some loan losses are to be expected. The risk of loss varies with the type of loan being made and the creditworthiness of the borrower over the term of the loan. The degree of perceived risk is taken into account in establishing the structure of, and interest rates and security for, specific loans and for various types of loans. The Corporation attempts to minimize its credit risk exposure by use of thorough loan application and approval procedures.

The Corporation maintains a program of systematic review of its existing loans. Loans are graded for their overall quality. Those loans which the Corporation's management determines require further monitoring and supervision are segregated and reviewed on a periodic basis. Significant problem loans are reviewed on a monthly basis by the Corporation's Board of Directors.

The Corporation charges off that portion of any loan which management has determined to be a loss. A loan is generally considered by management to represent a loss in whole or in part when an exposure beyond the collateral value is apparent, servicing of the unsecured portion has been discontinued or collection is not anticipated based on the

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borrower's financial condition. The general economic conditions in the borrower's industry influence this determination. The principal amount of any loan which is declared a loss is charged against the Corporation's allowance for loan losses.

The Corporation's allowance for loan losses is designed to provide for loan losses which can be reasonably anticipated. The allowance for loan losses is established through charges to operating expenses in the form of provisions for loan losses. Actual loan losses or recoveries are charged or credited to the allowance for loan losses. Management of the Corporation determines the amount of the allowance. Among the factors considered in determining the allowance for loan losses are the current financial condition of the Corporation's borrowers and the value of security, if any, for their loans. Estimates of future economic conditions and their impact on various industries and individual borrowers are also taken into consideration, as are the Corporation's historical loan loss experience and reports of banking regulatory authorities. Because these estimates, factors and evaluations are primarily judgmental, no assurance can be given as to whether or not the Corporation will sustain loan losses in excess or below its allowance or that subsequent evaluation of the loan portfolio may not require material increases or decreases in such allowance.

The Corporation has a loan to a customer in the amount of \$2.3 million that was included in non-accrual loans at September 30, 2006 due to past payment performance and a bankruptcy filing by the customer. The bankruptcy has since been dismissed and payments on this loan are sporadic. The Corporation intends to continue to carry this loan on non-accrual status until such time as management believes that the customer will make payments on this loan in a regular and timely manner. Although management believes that there is sufficient collateral securing this loan, the Corporation has specifically reserved 5% of the outstanding balance of this loan to cover any inherent loss, but no additional loss is expected.

The following table summarizes the Corporation's allowance for loan losses for the dates indicated:

| | Quarter Ended September 30, 2006 | Year to Date December 31, 2005 | Amount of Increase (Decrease) | Percent of Increase (Decrease) |
|--|--|--------------------------------------|-------------------------------------|--------------------------------------|
| BALANCES: | | | | |
| Gross Loans | \$ 375,080,492 | \$ 380,887,181 | \$ (5,806,689) | -1.52% |
| Allowance for Loan Losses | 3,906,647 | 4,561,817 | (655,170) | -14.36% |
| Nonaccrual Loans | 3,867,558 | 4,346,512 | (478,954) | -11.02% |
| Ratios: | | | | |
| Allowance for loan losses to gross loans | 1.04% | 1.20% | | |
| Net loans charged off to allowance for loan losses | 9.01% | 27.25% | | |

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The provision for loan losses for the three months ended September 30, 2006 was a negative provision of \$111,132, a decrease of \$651,641 over the \$540,509 positive provision for the same period in 2005. The provision for loan loss was a negative provision of \$303,306 for the nine months ended September 30, 2006 compared to a positive provision of \$1,046,266 for the same period in 2005. The decrease in the provision in the three and nine-month periods ended September 30, 2006 as compared to the corresponding periods in 2005 was the result of the upgrading of certain loans by management, recoveries of previously charged-off loans that exceeded management's expectations and a decrease in loan volume. The loans upgraded by management were the result of an extensive review of each individual loan in the portfolio.

For the three months ended September 30, 2006, net loan losses charged to the allowance for loan losses totaled \$284,538, a decrease of \$203,614 over the \$488,152 charged off in the same period in 2005. For the nine months ended September 30, 2006, net loan losses charged to the allowance totaled \$351,864, a decrease of \$736,302 over the \$1,088,166 charged off in the same period in 2005.

Management of the Corporation reviews with the Board of Directors the adequacy of the allowance for possible loan losses on a quarterly basis. The loan loss provision is adjusted when specific items reflect a need for such an adjustment. Management believes that there were no material loan losses during the last quarter that have not been charged off. Management also believes that the Corporation's allowance will be adequate to absorb probable losses inherent in the Corporation's loan portfolio. However, in light of overall economic conditions in the Corporation's geographic area and the nation as a whole, it is possible that additional provisions for loan loss may be required.

NON-INTEREST INCOME

Non-interest income includes service charges on deposit accounts, wire transfer fees, safe deposit box rentals and other revenue not derived from interest on earning assets. Non-interest income for the three months ended September 30, 2006 was \$1,582,299, an increase of \$28,437, or 1.8%, over the same period in 2005. Service charges on deposit accounts increased \$49,672, or 5.3%, to \$992,226 in the three months ended September 30, 2006 compared to \$942,554 for the same period in 2005. Other service charges and fees increased \$18,218, or 9.8%, in the three months ended September 30, 2006 compared to the same period in 2005.

Non-interest income for the nine months ended September 30, 2006 was \$4,646,155, an increase of \$194,401, or 4.4%, over the same period in 2005. Service charges on deposit accounts increased \$141,717, or 5.3%, to \$2,820,340 in the nine months ended September 30, 2006 compared to \$2,678,623 for the same period in 2005. Other service charges and fees decreased \$19,296, or 4.2%, in the nine months ended September 30, 2006 compared to the same period in 2005. The differences in fee income was the result of fluctuations in volume and not a direct result of fee changes.

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The following is a detail of the other major income classifications that are included in Other Income under Non-Interest Income on the income statement.

| | Three months | | Nine months | |
|----------------------------------|-----------------------------|-------------------|-----------------------------|---------------------|
| | Ended September 30, 2006 | 2005 | ended September 30, 2006 | 2005 |
| <u>Other Income</u> | | | | |
| BOLI Insurance | \$ 138,498 | \$ 136,812 | \$ 409,333 | \$ 440,436 |
| Mortgage Loan Origination Income | 118,768 | 103,366 | 298,431 | 297,251 |
| Other Income | 164,954 | 185,059 | 674,404 | 572,501 |
| Total Other Income | \$ 422,220 | \$ 425,237 | \$ 1,382,168 | \$ 1,310,188 |

NON-INTEREST EXPENSE

Non-interest expenses include salaries and employee benefits, occupancy and equipment, and other operating expenses. Aggregate non-interest expenses for the three month periods ended September 30, 2006 and 2005 were \$4,657,066 and \$4,370,031, respectively, an increase of \$287,035, or 6.6%, from 2005 to 2006. Salaries and benefits increased to \$2,523,016 for the three months ended September 30, 2006 from \$2,416,333 for the same period in 2005. This represents an increase of \$106,683, or 4.4%. Occupancy expense decreased \$73,370, or 9.5%, to \$699,211 in the three months ended September 30, 2006 when compared to the same period of 2005.

Total non-interest expenses for the nine month periods ended September 30, 2006 and 2005 were \$14,024,072 and \$13,326,477, respectively, an increase of \$697,595, or 5.2%, from 2005 to 2006. Salaries and benefits increased to \$7,640,424 for the nine months ended September 30, 2006 from \$7,217,953 for the same period in 2005. This represents an increase of \$422,471, or 5.9%. Occupancy expense increased \$354, or .02%, to \$2,229,470 in the nine months ended September 30, 2006 when compared to the same period of 2005.

Normal growth in the Corporation along with annual increases in salaries and increased costs of employee benefits were the main reasons for the increase in non-interest expenses in 2006. The following is a detail of the major expense classifications that make up the other operating expense line item in the income statement.

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| | Three months | | Nine months | |
|--------------------------------|-----------------------------|--------------|-----------------------------|--------------|
| | Ended September 30, 2006 | 2005 | ended September 30, 2006 | 2005 |
| Other Operating Expense | | | | |
| Intangible Amortization | \$ 134,376 | \$ 134,376 | \$ 403,127 | \$ 403,127 |
| Advertising | 129,305 | 121,511 | 368,319 | 366,510 |
| Office Supplies | 112,183 | 123,734 | 387,880 | 422,971 |
| Legal and Audit Fees | 152,999 | 104,453 | 335,051 | 338,272 |
| Telephone expense | 94,567 | 104,936 | 279,892 | 305,668 |
| Other expenses | 764,358 | 510,207 | 2,243,452 | 1,889,958 |
| Total Other Expense | \$ 1,387,788 | \$ 1,099,217 | \$ 4,017,721 | \$ 3,726,506 |

The Corporation's efficiency ratio for the three months ended September 30, 2006 was 60.27% compared to the 56.09% for the same period in 2005. For the nine months ended September 30, 2006 and 2005, the Corporation's efficiency ratio was 61.00% and 58.06%, respectively. The efficiency ratio is the ratio of non-interest expenses divided by the sum of net interest income (on a fully tax equivalent basis) and non-interest income.

BALANCE SHEET ANALYSIS

| | September 30, 2006 | December 31, 2005 | Amount of Increase (Decrease) | Percent of Increase (Decrease) |
|----------------------------|-----------------------|----------------------|-------------------------------------|--------------------------------------|
| Cash and Cash Equivalents | \$ 18,064,825 | \$ 26,743,200 | \$ (8,678,375) | -32.45% |
| Investment Securities | 159,967,272 | 162,203,117 | (2,235,845) | -1.38% |
| Loans, net | 369,922,059 | 374,964,316 | (5,042,257) | -1.34% |
| Total Assets | 602,109,920 | 607,709,136 | (5,599,216) | -0.92% |
| Total Deposits | 467,064,256 | 473,812,234 | (6,747,978) | -1.42% |
| Total Stockholders' Equity | 68,036,960 | 63,774,105 | 4,262,855 | 6.68% |

CASH AND CASH EQUIVALENTS

Cash and cash equivalents are made up of cash, balances at correspondent banks and items in process of collection. The balance at September 30, 2006 decreased \$8,678,375 from \$26,743,200 at December 31, 2005 due to smaller than normal cash letters on the last day of the quarter that had not been fully collected.

PREMISES AND EQUIPMENT

During the nine month period ended September 30, 2006, premises and equipment increased \$2,279,821, or 23.0%, to \$12,174,036, when compared to \$9,894,215 at

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December 31, 2005. This increase was due in large part to the \$1,422,256 paid during the nine months ended September 30, 2006 for the renovation of the Corporation's main office building in Philadelphia. This renovation was completed and all costs of the renovation were recorded in the third quarter of 2006. There are no construction projects anticipated in the fourth quarter of 2006.

INVESTMENT SECURITIES

The investment securities portfolio is made up of U. S. Treasury Notes, U. S. Agency debentures, mortgage-backed securities, obligations of states, counties and municipal governments and FHLB stock. Investments at September 30, 2006 decreased \$2,235,845, or 1.4%, to \$159,967,272 from the balance at December 31, 2005. The decrease in investment securities in the nine month period ended September 30, 2006 was the result of matured and sold securities not being re-invested in investment securities but rather being used to fund loan activity and increase the amount of federal funds sold.

LOANS

Although the loan balances decreased by \$5,042,257 during the nine month period ended September 30, 2006 to \$369,922,059 from \$374,964,316 at December 31, 2005, management believes that loan demand in the Corporation's service area has been good. Several loan customers of the Corporation borrowed money in the fourth quarter of 2005 to supply materials for the rebuilding of the Gulf Coast area after Hurricane Katrina, resulting in greater than anticipated growth in the loan balance in that quarter. These contracts have been completed and the related loans paid off. Residential housing loans continue to be in demand along with commercial and industrial loans and management believes that loan growth will remain steady for the remainder of 2006. No material changes were made to the loan products offered by the Corporation during this period.

DEPOSITS

The following table shows the balance and percentage change in the various deposits:

| | September 30, 2006 | December 31, 2005 | Amount of Increase (Decrease) | Percent of Increase (Decrease) |
|------------------------------|-----------------------|-----------------------|-------------------------------------|--------------------------------------|
| Noninterest-bearing Deposits | \$ 87,658,974 | \$ 87,333,891 | \$ 325,083 | 0.37% |
| Interest-bearing Deposits | 141,755,258 | 148,434,618 | (6,679,360) | -4.50% |
| Savings | 34,584,790 | 35,579,157 | (994,367) | -2.79% |
| Certificates of Deposit | 203,065,234 | 202,464,568 | 600,666 | 0.30% |
| Total Deposits | \$ 467,064,256 | \$ 473,812,234 | \$ (6,747,978) | -1.42% |

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Non-interest bearing deposits and certificates of deposit increased during the nine months ended September 30, 2006 while interest bearing deposits and savings decreased. The Corporation has increased its rates paid on interest bearing deposits to compete more aggressively with the other banks in its market area. Higher rates paid on deposits could further compress future net interest rate margins if market pressures do not allow the Corporation to increase loan rates at the same pace. Management continually monitors the interest rates on loan and deposit products to ensure that the Corporation is in line with the rates dictated by the market.

OFF-BALANCE SHEET ARRANGEMENTS

Refer to Note 3 in the notes to the consolidated financial statements included in this report for a discussion of the nature and extent of the Corporation's off-balance sheet arrangements.

CONTRACUAL OBLIGATIONS

There have been no material changes outside of the ordinary course of the Corporation's business to the contractual obligations set forth in Note 12 to the Corporation's financial statements contained in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.

FORWARD LOOKING STATEMENTS

In addition to historical information, this report contains statements which constitute forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are based on management's beliefs, plans, expectations and assumptions and on information currently available to management. The words "may," "should," "expect," "anticipate," "intend," "plan," "continue," "believe," "seek," "estimate," and similar expressions used in this report that do not refer to historical facts are intended to identify forward-looking statements. These statements appear in a number of places in this report, including, but not limited to, statements found in Item 1, "Notes to Consolidated Financial Statements" and in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Corporation notes that a variety of factors could cause the actual results or experience to differ materially from the anticipated results or other expectations described or implied by such forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of the Corporation's business include, but are not limited to, the following: (a) the risk of adverse changes in business conditions in the banking industry generally and in the specific markets in which the Corporation operates; (b) changes in the legislative and regulatory environment that negatively impact the Corporation through increased operating expenses; (c) increased competition from other financial institutions; (d) the impact of technological advances; (e) expectations about the movement of interest rates, including actions that may be taken by the Federal Reserve

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Board in response to changing economic conditions; (f) changes in asset quality and loan demand; (g) expectations about overall economic strength and the performance of the economics in the Corporation s market area and (h) other risks detailed from time to time in the Corporation s filings with the Securities and Exchange Commission. The Corporation does not undertake any obligation to update or revise any forward-looking statements subsequent to the date on which they are made.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES

ABOUT MARKET RISK

Overview

The definition of market risk is the possibility of loss that could result from adverse changes in market prices and rates. The Corporation has taken steps to assess the amount of risk that is associated with its asset and liability structure. The Corporation measures the potential risk on a regular basis and makes changes to its strategies to manage these risks. The Corporation does not participate in some of the financial instruments that are inherently subject to substantial market risk.

Market/Interest Rate Risk Management

The primary purpose in managing interest rate risk is to effectively invest capital and preserve the value created by the core banking business. The Corporation utilizes an investment portfolio to manage the interest rate risk naturally created through its business activities. The quarterly interest rate risk report is used to evaluate exposure to interest rate risk, project earnings and manage the composition of the balance sheet and its growth.

Static gap analysis is also used in measuring interest rate risk. An analysis of the Corporation's repricing opportunities indicates a negative gap position over the next three- and twelve-month periods. This indicates that the Corporation would see a decline in its net interest income from an increase in market interest rates. Interest rates remained steady during the three months ended September 30, 2006. Certain products that make up the Corporation's interest bearing deposit liabilities have been repriced to reflect the current interest rate environment.

There has been no material change in the Corporation's market risk since December 31, 2005.

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CITIZENS HOLDING COMPANY AND SUBSIDIARY

ITEM 4. CONTROLS AND PROCEDURES

We carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective to allow them to make timely decisions regarding the disclosure of information required to be included in our periodic reports filed with the Securities and Exchange Commission. There have been no significant changes in the Corporation's internal controls or in other factors that could significantly affect internal controls subsequent to the date the Corporation carried out its evaluation.

There were no changes to the Corporation's internal control over financial reporting that occurred in the three months ended September 30, 2006 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

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PART II. - OTHER INFORMATION

ITEM 1A. RISK FACTORS

Information regarding risk factors appears in Part I, Item 1A, Risk Factors, of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005. There have been no material changes in the risk factors previously disclosed in our Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Capital Standards

Please refer to the material under the caption Capital Resources in Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, of this report, which is incorporated by reference herein, for a discussion of capital standards applicable to the Corporation.

Restrictions on Dividends and Other Distributions

The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions which limit the amount available for such distribution depending upon the earnings, financial condition and cash needs of the institution, as well as general business conditions.

Citizens Holding Company's ability to pay dividends depends in large part on the ability of the Bank to pay dividends to it. The approval of the Mississippi Department of Banking and Consumer Finance is required prior to the Bank paying such dividends; dividends are limited to earned surplus in excess of three times the Bank's capital stock. In addition, Federal Reserve Board regulations limit the amount the Bank may loan to Citizens Holding Company unless those loans are collateralized by specific obligations.

At September 30, 2006, the maximum amount available for transfer from the Bank to Citizens Holding Company in the form of cash dividends was \$60,210,922 and in the form of loans was \$60,342,000, totaling \$120,552,992, (which represents 20% of the Bank's consolidated net assets).

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ITEM 6. EXHIBITS

Exhibits

| | | |
|-------|--|---|
| 3(i) | Amended Articles of Incorporation of the Corporation | * |
| 3(ii) | Amended and Restated Bylaws of the Corporation | * |
| 4 | Rights Agreement between Citizens Holding Company and The Citizens Bank of Philadelphia, Mississippi | * |
| 31(a) | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a). | |
| 31(b) | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a). | |
| 32(a) | Certification of the Chief Executive Officer pursuant to 18 U.S.C. § 1350. | |
| 32(b) | Certification of the Chief Financial Officer pursuant to 18 U.S.C. § 1350. | |

* Filed as an exhibit to the Form 10 Registration Statement of the Corporation (File No. 000-25221) filed on June 21, 1999 and incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIZENS HOLDING COMPANY

BY: /s/ Greg L. McKee
Greg L. McKee
President and Chief Executive Officer

BY: /s/ Robert T. Smith
Robert T. Smith
Treasurer and Chief Financial Officer

DATE: November 7, 2006

DATE: November 7, 2006

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EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 31(a) | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) |
| 31(b) | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) |
| 32(a) | Certification of the Chief Executive Officer pursuant to 18 U.S.C. §1350. |
| 32(b) | Certification of the Chief Financial Officer pursuant to 18 U.S.C. §1350. |