

Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

FIRST KEYSTONE CORP  
Form 10-K  
March 13, 2007

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

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

Or

TRANSITION REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file Number: 2-88927

FIRST KEYSTONE CORPORATION  
(Exact name of registrant as specified in its Charter)

\_\_\_\_\_  
Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

\_\_\_\_\_  
23-2249083  
(I.R.S. Employer  
Identification Number)

\_\_\_\_\_  
111 West Front Street,  
Berwick, Pennsylvania  
(Address of principal  
executive offices)

\_\_\_\_\_  
18603  
(Zip Code)

Registrant's telephone number, including area code: (570) 752-3671

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

Securities registered pursuant to Section 12(g) of the Act: Common  
Stock, par value \$2.00 per share

Indicate by check mark if the registrant is a well-known seasoned  
issuer, as defined in Rule 405 of the Securities Act.

Indicate by check mark if the registrant is not required to file  
reports pursuant to Section 13 or Section 15(d) of the Act.

Indicate by check mark whether the Registrant (1) filed all reports  
required to be filed by Section 13 or 15(d) of the Securities  
Exchange Act of 1934 during the past 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

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

Indicate by check mark if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will 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, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer [ ] Accelerated filer [X]  
Non-accelerated filer [ ]

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

The aggregate market value of the voting stock held by non-affiliates on the Registrant based on the closing price as of March 6, 2007, was approximately \$70,115,889.

The number of shares outstanding of the issuer's Common Stock, as of March 6, 2007 was 4,518,873 shares of Common Stock, par value \$2.00 per share.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's 2007 definitive Proxy Statement are incorporated by reference in Part III of this Report.

### FIRST KEYSTONE CORPORATION FORM 10-K

#### Table of Contents

| Part I  | Page |
|---|------|
| Item 1. Business  | 1    |
| Item 1A. Risk Factors   | 7    |
| Item 1B. Unresolved Staff Comments  | 9    |
| Item 2. Properties  | 9    |
| Item 3. Legal Proceedings   | 10   |
| Item 4. Submission of Matters to a Vote<br>of Security Holders                                      | 10   |
| Part II   |      |
| Item 5. Market for Registrant's Common Equity<br>and Related Shareholder Matters                    | 10   |
| Item 6. Selected Financial Data   | 13   |
| Item 7. Management's Discussion and Analysis<br>of Financial Condition and Results<br>of Operations | 14   |
| Item 7A. Quantitative and Qualitative Disclosure<br>About Market Risk                               | 28   |

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

|  |    |
|--|----|
| Item 8. Financial Statements and Supplementary Data  | 29 |
| Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 63 |
| Item 9A. Controls and Procedures   | 63 |
| Item 9B. Other Information   | 63 |

### Part III

---

|   |    |
|---|----|
| Item 10. Directors, Executive Officers and Corporate Governance   | 64 |
| Item 11. Executive Compensation   | 64 |
| Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters | 64 |
| Item 13. Certain Relationships and Related Transactions and Director Independence                       | 64 |
| Item 14. Principal Accountant Fees and Services   | 64 |

### Part IV

---

|   |    |
|---|----|
| Item 15. Exhibits and Financial Statement Schedules | 65 |
| Signatures  | 67 |
| Exhibit 21  | 68 |
| Exhibit 23  | 69 |
| Exhibit 31.1  | 70 |
| Exhibit 31.2  | 71 |
| Exhibit 32.1  | 72 |
| Exhibit 32.2  | 73 |

ii

## FIRST KEYSTONE CORPORATION FORM 10-K

### PART I

#### Forward Looking Statements

---

The management of First Keystone Corporation (Corporation), has made forward-looking statements in this annual report on Form 10-K. These forward-looking statements may be subject to risks and uncertainties. Forward-looking statements include the information concerning possible or assumed future results of operations of the Corporation and its subsidiary, The First National Bank of Berwick (Bank). When words such as "believes," "expects," "anticipates" or similar expressions occur in this annual report, management is making forward looking statements.

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

Shareholders should note that many factors, some of which are discussed elsewhere in this annual report, could affect the future financial results of the Corporation and its subsidiary, both individually and collectively, and could cause those results to differ materially from those expressed in the forward looking statements contained in this annual report on Form 10-K. These factors include the following:

- \* operating, legal and regulatory risks;
- \* economic, political and competitive forces affecting our banking, securities, asset management and credit services businesses; and
- \* the risk that our analyses of these risks and forces could be incorrect and or that the strategies developed to address them could be unsuccessful.

The Corporation undertakes no obligation to publicly revise or update these forward looking statements to reflect events or circumstances that arise after the date of this report. Readers should carefully review the risk factors described in other documents that are filed periodically with the Securities and Exchange Commission (SEC).

### ITEM 1. BUSINESS

First Keystone Corporation is a Pennsylvania business corporation, and a bank holding company, registered with and supervised by the Board of Governors of the Federal Reserve System. The Corporation was incorporated on July 6, 1983, and commenced operations on July 2, 1984, upon consummation of the acquisition of all of the outstanding stock of The First National Bank of Berwick. The Corporation has one wholly owned subsidiary, the Bank, which has a commercial banking operation and trust department as its major lines of business. Since commencing operations, the Corporation's business has consisted primarily of managing and supervising the Bank, and its principal source of income has been dividends paid by the Bank. Greater than 98% of the company's revenue and profit came from the commercial banking department for the years ended December 31, 2006, 2005, and 2004, and was the only reportable segment. At December 31, 2006, the Corporation had total consolidated assets, deposits and stockholders' equity of approximately \$526 million, \$384 million and \$53 million, respectively.

The Bank was organized in 1864. The Bank is a national banking association that is a member of the Federal Reserve System. Its deposits are insured by the Federal Deposit Insurance Corporation (FDIC) to the maximum extent of the law regulated by The Office of the Comptroller of the Currency (OCC). The Bank, has ten branch locations (five branches within Columbia County, four branches within Luzerne County, and one branch in Montour County, Pennsylvania), and is a full service commercial bank providing a wide range of services to individuals and small to medium sized businesses in its Northeastern and Central Pennsylvania market area. The Bank's commercial banking activities include accepting time, demand, and savings deposits and making secured and unsecured commercial, real estate and consumer loans. Additionally, the Bank also provides personal and corporate trust and agency services to individuals, corporations, and others, including trust investment accounts, investment advisory services, mutual funds, estate

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

planning, and management of pension and profit sharing plans.

### Supervision and Regulation

---

The Corporation is subject to the jurisdiction of the SEC and of state securities laws for matters relating to the offering and sale of its securities. The Corporation is currently subject to the SEC's rules and regulations relating to company's whose shares are registered under Section 12 of the Securities Exchange Act of 1934, as amended.

1

The Corporation is also subject to the provisions of the Bank Holding Company Act of 1956, as amended, and to supervision by the Federal Reserve Board. The Bank Holding Company Act requires the Corporation to secure the prior approval of the Federal Reserve Board before it owns or controls, directly or indirectly, more than 5% of the voting shares of substantially all of the assets of any institution, including another bank.

The Bank Holding Company Act also prohibits acquisition of control of a bank holding company, such as the Corporation, without prior notice to the Federal Reserve Board. Control is defined for this purpose as the power, directly or indirectly, to direct the management or policies of a bank holding company or to vote 25% (or 10%, if no other person or persons acting on concert, holds a greater percentage of the Common Stock) or more of the Corporation's Common Stock.

The Corporation is required to file an annual report with the Federal Reserve Board and any additional information that the Federal Reserve Board may require pursuant to the Bank Holding Company Act. The Federal Reserve Board may also make examinations of the Corporation and any or all of its subsidiaries.

The Bank is subject to federal and state statutes applicable to banks chartered under the banking laws of the United States, to members of the Federal Reserve System and to banks whose deposits are insured by the FDIC. Bank operations are also subject to regulations of the OCC, the Federal Reserve Board and the FDIC.

The primary supervisory authority of the Bank is the OCC, which regulates and examines the Bank. The OCC has the authority under the Financial Institutions Supervisory Act to prevent a national bank from engaging in an unsafe or unsound practice in conducting its business.

Federal and state banking laws and regulations govern, among other things, the scope of a bank's business, the investments a bank may make, the reserves against deposits a bank must maintain, loans a bank makes and collateral it takes, and the activities of a bank with respect to mergers and consolidations and the establishment of branches.

As a subsidiary of a bank holding company, the Bank is subject

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

to certain restrictions imposed by the Federal Reserve Act on any extensions of credit to the bank holding company or its subsidiaries, on investments in the stock or other securities of the bank holding company or its subsidiaries and on taking such stock or securities as collateral for loans. The Federal Reserve Act and Federal Reserve Board regulations also place certain limitations and reporting requirements on extensions of credit by a bank to principal shareholders of its parent holding company, among others, and to related interests of such principal shareholders. In addition, such legislation and regulations may affect the terms upon which any person becoming a principal shareholder of a holding company may obtain credit from banks with which the subsidiary bank maintains a correspondent relationship.

Under the Federal Deposit Insurance Act , the OCC possesses the power to prohibit institutions regulated by it from engaging in any activity that would be an unsafe or unsound banking practice or would otherwise be in violation of the law.

### Permitted Non-Banking Activities

---

The Federal Reserve Board permits bank holding companies to engage in non banking activities so closely related to banking, managing or controlling banks as to be a proper incident thereto. The Corporation does not at this time engage in any of these non banking activities, nor does the Corporation have any current plans to engage in any other permissible activities in the foreseeable future.

### Legislation and Regulatory Changes

---

From time to time, various types of federal and state legislation have been proposed that could result in additional regulations of, and restrictions on, the business of the Bank. It cannot be predicted whether any such legislation will be adopted or how such legislation would affect the business of the Bank. As a consequence of the extensive regulation of commercial banking activities in the United States, the Bank's business is particularly susceptible to being affected by federal legislation and regulations that may increase the costs of doing business.

From time to time, legislation is enacted which has the effect of increasing the cost of doing business, limiting or expanding permissible activities or affecting the competitive balance between banks and other financial institutions. No prediction can be made as to the likelihood of any major changes or the impact such changes might have on the Corporation and the Bank. Certain changes of potential significance to the Corporation which have been enacted recently and others which are currently under consideration by Congress or various regulatory agencies are discussed below.

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

Federal Deposit Insurance Corporation Improvement Act of 1991

---

The FDICIA established five different levels of capitalization of financial institutions, with "prompt corrective actions" and significant operational restrictions imposed of institutions that are capital deficient under the categories. The five categories are:

- \* well capitalized
- \* adequately capitalized
- \* undercapitalized
- \* significantly undercapitalized, and
- \* critically undercapitalized.

To be considered well capitalized, an institution must have a total risk based capital ratio of at least 10%, a Tier 1 risk based capital ratio of at least 6%, a leverage capital ratio of 5%, and must not be subject to any order or directive requiring the institution to improve its capital level. An institution falls within the adequately capitalized category if it has a total risk based capital ratio of at least 8%, a Tier 1 risk based capital ratio of at least 4%, and a leverage capital ratio of at least 4%. Institutions with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically undercapitalized, depending on their actual capital levels. In addition, the appropriate federal regulatory agency may downgrade an institution to the next lower capital category upon a determination that the institution is in an unsafe or unsound condition, or is engaged in an unsafe or unsound practice. Institutions are required under FDICIA to closely monitor their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category. On December 31, 2006 the Corporation and the Bank exceeded the minimum capital levels of the well capitalized category.

Regulatory oversight of an institution becomes more stringent with each lower capital category, with certain "prompt corrective actions" imposed depending on the level of capital deficiency.

### Other Provisions of FDICIA

---

Each depository institution must submit audited financial statements to its primary regulator and the FDIC, which reports are made publicly available. In addition, the audit committee of each depository institution must consist of outside directors and the audit committee at "large institutions" (as defined by FDIC regulation) must include members with banking or financial management expertise. The audit committee at "large institutions" must also have access to independent outside counsel. In addition, an institution must notify the FDIC and the institution's primary regulator of any change in the institutions independent auditor, and annual management letters must be provided to the FDIC and the depository institution's primary regulator. The regulations define a "large institution" as one with over \$500 million in assets, which does include the Bank. Also, under the rule, an institution's independent auditor must examine the institution's internal controls over financial reporting and perform agreed-upon procedures to test compliance with laws and regulations concerning safety and soundness.

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

Under FDICIA, each federal banking agency must prescribe certain safety and soundness standards for depository institutions and their holding companies. Three types of standards must be prescribed:

- \* asset quality and earnings
- \* operational and managerial, and
- \* compensation

Such standards would include a ratio of classified assets to capital, minimum earnings, and, to the extent feasible, a minimum ratio of market value to book value for publicly traded securities of such institutions and holding companies. Operational and managerial standards must relate to:

- \* internal controls, information systems and internal audit systems
- \* loan documentation
- \* credit underwriting
- \* interest rate exposure
- \* asset growth, and
- \* compensation, fees and benefits

FDICIA also sets forth Truth in Savings disclosure and advertising requirements applicable to all depository institutions.

3

Real Estate Lending Standards. Pursuant to the FDICIA, the OCC and other federal banking agencies adopted real estate lending guidelines which would set loan to value ratios for different types of real estate loans. A LTV ratio is generally defined as the total loan amount divided by the appraised value of the property at the time the loan is originated. If the institution does not hold a first lien position, the total loan amount would be combined with the amount of all senior liens when calculating the ratio. In addition to establishing the LTV ratios, the guidelines require all real estate loans to be based upon proper loan documentation and a recent appraisal of the property.

### Regulatory Capital Requirements

The federal banking regulators have adopted certain risk based capital guidelines to assist in the assessment of the capital adequacy of a banking organization's operations for both transactions reported on the balance sheet as assets and transactions, such as letters of credit, and recourse agreements, which are recorded as off balance sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off balance sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. Treasury securities, to 100% for assets with relatively high credit risk, such as business loans.

## Edgar Filing: FIRST KEYSTONE CORP - Form 10-K

The following table presents the Corporation's capital ratios at December 31, 2006.

|                                     | (In Thousands)   |
|-------------------------------------|------------------|
| Tier I Capital                      | \$ 51,891        |
| Tier II Capital                     | 4,089            |
| Total Capital                       | <u>\$ 55,980</u> |
| Adjusted Total Average Assets       | \$523,800        |
| Total Adjusted Risk-Weighted Assets |                  |