UNIVEST CORP OF PENNSYLVANIA
Form 10-Q
November 08, 2006

United States

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

x 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

o 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: 0-7617

UNIVEST CORPORATION OF PENNSYLVANIA
(Exact name of registrant as specified in its charter)

Pennsylvania	23-1886144
(State or other jurisdiction of incorporation of organization)	(IRS Employer Identification No.)

14 North Main Street, Souderton, Pennsylvania 18964
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (215) 721-2400

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed 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. RYes £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 R Non-accelerated filer £

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). £Yes RNo

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Common Stock, $5 par value	12,984,041
(Title of Class)	(Number of shares outstanding at 9/30/06)

UNIVEST CORPORATION OF PENNSYLVANIA AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

UNIVEST CORPORATION OF PENNSYLVANIA
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2006	December 31, 2005
ASSETS	($ in thousands)	
Cash and due from banks	$ **44,871**	$ 46,226
Interest-bearing deposits with other banks	**655**	563
Federal funds sold	**924**	12,650
Investment securities held-to-maturity (market value $12,820 and $14,686 at September 30, 2006 and December 31, 2005, respectively)	**12,831**	14,808
Investment securities available-for-sale	**382,421**	328,451
Loans and leases	**1,370,620**	1,249,652
Less: Reserve for loan and lease losses	**(12,997)**	(13,363)
Net loans and leases	**1,357,623**	1,236,289
Premises and equipment, net	**22,326**	21,635
Goodwill, net of accumulated amortization of $2,845 at September 30, 2006 and December 31, 2005	**41,150**	40,998
Other intangibles, net of accumulated amortization of $4,869 and $4,424 at September 30, 2006 and December 31, 2005, respectively	**6,691**	2,389
Cash surrender value of insurance policies	**36,265**	35,211
Accrued interest and other assets	**31,640**	30,089
Total assets	$ **1,937,397**	$ 1,769,309
LIABILITIES		
Demand deposits, noninterest-bearing	$ **228,646**	$ 246,736
Demand deposits, interest-bearing	**446,213**	445,395
Savings deposits	**189,970**	192,154
Time deposits	**598,887**	482,430
Total deposits	**1,463,716**	1,366,715
Securities sold under agreements to repurchase	**92,997**	108,312
Other short-term borrowings	**70,800**	
Accrued expenses and other liabilities	**26,493**	32,753
Long-term debt	**67,154**	56,580
Subordinated notes	**10,125**	11,250
Company-obligated mandatorily redeemable preferred securities of subsidiary trusts holding junior subordinated debentures of Univest ("Trust Preferred Securities")	**20,619**	20,619
Total liabilities	**1,751,904**	1,596,229
SHAREHOLDERS' EQUITY		
Common stock, $5 par value: 24,000,000 shares authorized at September 30, 2006 and December 31, 2005; 14,873,904 shares and 14,873,904 shares issued and 12,984,041 and 12,947,001 shares outstanding at September 30, 2006 and December 31, 2005, respectively	**74,370**	74,370
Additional paid-in capital	**22,376**	22,051

Retained earnings		**124,541**		114,346
Accumulated other comprehensive loss, net of tax benefit		**(60)**		(1,050)
Treasury stock, at cost; 1,889,863 and 1,926,903 shares at September 30, 2006 and December 31, 2005, respectively		**(35,734)**		(36,637)
Total shareholders' equity		**185,493**		173,080
Total liabilities and shareholders' equity	**$**	**1,937,397**	$	1,769,309

Note: See accompanying notes to the unaudited condensed consolidated financial statements.

UNIVEST CORPORATION OF PENNSYLVANIA
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the Three Months Ended September 30, 2006	For the Three Months Ended September 30, 2005	For the Nine Months Ended September 30, 2006	For the Nine Months Ended September 30, 2005
Interest income	($ in thousands, except per share data)			
Interest and fees on loans and leases:				
Taxable	**$ 22,542**	$ 17,866	**$ 62,598**	**$ 49,861**
Exempt from federal income taxes	**1,003**	807	**2,860**	**2,403**
Total interest and fees on loans and leases	**23,545**	18,673	**65,458**	**52,264**
Interest and dividends on investment securities:				
Taxable	**3,178**	2,559	**8,424**	7,306
Exempt from federal income taxes	**959**	882	**2,907**	2,652
Other interest income	**42**	51	**216**	158
Total interest income	**27,724**	22,165	**77,005**	62,380
Interest expense				
Interest on deposits	**9,722**	5,361	**24,829**	14,089
Interest on long-term debt and capital securities	**1,264**	1,123	**3,607**	3,214
Interest on short-term debt	**1,091**	480	**2,375**	1,029
Total interest expense	**12,077**	6,964	**30,811**	18,332
Net interest income	**15,647**	15,201	**46,194**	44,048
Provision for loan and lease losses	**568**	509	**1,594**	1,409
Net interest income after provision for loan and lease losses	**15,079**	14,692	**44,600**	42,639
Noninterest income				
Trust fee income	**1,363**	1,301	**4,362**	3,964
Service charges on deposit accounts	**1,748**	1,803	**5,091**	5,147
Investment advisory commission and fee income	**545**	517	**1,701**	1,438
Insurance commission and fee income	**1,233**	846	**3,534**	2,779
Life insurance income	**433**	373	**1,054**	977
Other service fee income	**893**	790	**2,437**	2,335
Net gain on sales of securities	**3**	63	**50**	150
Net loss on disposition of fixed assets		(3)	**(67)**	(218)
Other	**16**	(134)	**192**	83
Total noninterest income	**6,234**	5,556	**18,354**	16,655
Noninterest expense				
Salaries and benefits	**7,051**	6,766	**21,554**	20,039
Net occupancy	**1,078**	1,006	**3,205**	3,211
Equipment	**829**	741	**2,406**	2,212
Other	**3,374**	2,558	**10,162**	8,711
Total noninterest expense	**12,332**	11,071	**37,327**	34,173
Income before income taxes	**8,981**	9,177	**25,627**	25,121

Applicable income taxes		**2,444**		2,475		**6,861**		6,648
Net income	**$**	**6,537**	$	6,702	**$**	**18,766**	$	18,473
Net income per share:								
Basic	**$**	**0.50**	$	0.52	**$**	**1.45**	$	1.43
Diluted		**0.50**		0.51		**1.44**		1.42
Dividends declared		**0.20**		0.19		**0.58**		0.53

Note: See accompanying notes to the unaudited condensed consolidated financial statements.

UNIVEST CORPORATION OF PENNSYLVANIA
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30, 2006	2005
Cash flows from operating activities:	($ in thousands)	
Net income	**$ 18,766**	$ 18,473
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan and lease losses	**1,594**	1,409
Depreciation of premises and equipment	**1,627**	1,470
Realized gains on investment securities	**(50)**	(150)
Realized losses on dispositions of fixed assets	**67**	218
Increase in cash surrender value of insurance policies	**(1,054)**	(977)
Other adjustments to reconcile net income to cash provided by operating activities	**(446)**	(997)
Increase in interest receivable and other assets	**(1,475)**	(1,036)
(Decrease) increase in accrued expenses and other liabilities	**(7,672)**	3,899
Net cash provided by operating activities	**11,357**	22,309
Cash flows from investing activities:		
Net cash paid due to acquisitions	**(4,330)**	(200)
Net capital expenditures	**(2,327)**	(3,274)
Proceeds from maturing securities held-to-maturity	**827**	68,755
Proceeds from maturing securities available-for-sale	**121,265**	35,732
Proceeds from sales and calls of securities available-for-sale	**22,298**	10,514
Purchases of investment securities held-to-maturity		(49,885)
Purchases of investment securities available-for-sale	**(194,655)**	(83,259)
Proceeds from sales of mortgages	**1,156**	5,750
Purchases of lease financings	**(10,412)**	
Net increase in loans and leases	**(113,420)**	(60,677)
Net (increase) decrease in interest-bearing deposits	**(92)**	114
Net decrease (increase) in federal funds sold	**11,726**	(2,494)
Net cash used in investing activities	**(167,964)**	(78,924)
Cash flows from financing activities:		
Net increase in deposits	**97,182**	71,571
Net increase (decrease) in short-term borrowings	**55,485**	(3,304)
Issuance of long-term debt	**20,000**	
Repayment of long-term debt	**(9,075)**	
Repayment of subordinated debt	**(1,125)**	(1,125)
Purchases of treasury stock	**(3,397)**	(3,323)
Stock issued under dividend reinvestment and employee stock purchase plans	**1,539**	1,491
Proceeds from exercise of stock options, including tax benefits	**2,026**	2,201
Cash dividends paid	**(7,383)**	(6,491)
Net cash provided by financing activities	**155,252**	61,020
Net (decrease) increase in cash and due from banks	**(1,355)**	4,405

Cash and due from banks at beginning of year		**46,226**		35,876
Cash and due from banks at end of period	**$**	**44,871**	$	40,281
Supplemental disclosures of cash flow information				
Cash paid during the year for:				
Interest	**$**	**29,046**	$	17,758
Income taxes, net of refunds received		**6,999**		6,091

Note: See accompanying notes to the unaudited condensed consolidated financial statements.

UNIVEST CORPORATION OF PENNSYLVANIA AND SUBSIDIARIES

Notes to the Unaudited Condensed Consolidated Financial Statements

Note 1. Financial Information

The accompanying unaudited condensed consolidated financial statements include the accounts of Univest Corporation of Pennsylvania (the "Corporation") and its wholly owned subsidiaries; the Corporation's primary subsidiary is Univest National Bank and Trust Co. (the "Bank"). The unaudited condensed consolidated financial statements included herein have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to such rules and regulations. The accompanying unaudited condensed consolidated financial statements reflect all adjustments which are of a normal recurring nature and are, in the opinion of management, necessary to present a fair statement of the results and condition for the interim periods presented. Operating results for the nine-month period ended September 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. It is suggested that these unaudited condensed consolidated financial statements be read in conjunction with the financial statements and the notes thereto included in the registrant's Annual Report on Form 10-K for the year ended December 31, 2005, which has been filed with the SEC.

Effective January 1, 2006 the Corporation adopted the fair value method of accounting for stock-based compensation arrangements in accordance with Statement of Financial Accounting Standard ("SFAS") No. 123(R), "Share-Based Payment" ("SFAS 123R"), using the modified prospective method of transition. Under the provisions of SFAS 123R, the estimated fair value of share based awards is recognized as compensation expense over the vesting period. Using the modified prospective method, compensation expense is recognized beginning with the effective date of adoption of SFAS 123R for all shares granted after the effective date of adoption and granted prior to the effective date of adoption and that remain unvested on the date of adoption.

During the second quarter of 2006, the Bank entered into the small ticket commercial leasing business through its newly formed subsidiary Vanguard Leasing, Inc. ("Vanguard"). Vanguard is incorporated under Pennsylvania law and is located in Bensalem, Pennsylvania.

On July 27, 2006, the Corporation completed the acquisition of B. G. Balmer & Company, Inc. ("Balmer"), a full-service insurance agency, located in West Chester, Pennsylvania. The acquisition expands the Corporation's growing insurance business and provides a prominent, competitive presence in Chester County. The Corporation has recorded additional intangible assets of $4.7 million for the Balmer acquisition based on a preliminary analysis of the purchase price and is subject to adjustment.

Note 2. Loans

The following is a summary of the major loan and lease categories:

($ in thousands)	**At September 30, 2006**	At December 31, 2005
Commercial, financial and agricultural	**$ 454,176**	$ 383,792
Real estate-commercial	**359,299**	349,384
Real estate-construction	**135,326**	110,032
Real estate-residential	**304,313**	303,994
Loans to individuals	**106,945**	102,095
Lease financings	**11,628**	415

Total gross loans and leases		**1,371,687**		1,249,712
Less: Unearned income		**(1,067)**		(60)
Total loans and leases	**$**	**1,370,620**	$	1,249,652

Net unamortized deferred loan and lease origination fees at September 30, 2006 and December 31, 2005 were $1.0 million and $1.5 million, respectively.

Note 3. Reserve for Loan and Lease Losses

A summary of the activity in the reserve for loan and lease losses is as follows:

($ in thousands)	Three Months Ended September 30, 2006	2005	Nine Months Ended September 30, 2006	2005
Reserve for loan and lease losses at beginning of period	**$ 14,280**	$ 13,252	**$ 13,363**	$ 13,099
Provision for loan and lease losses	**568**	509	**1,594**	1,409
Recoveries	**110**	139	**512**	916
Loans charged off	**(1,961)**	(1,190)	**(2,472)**	(2,714)
Reserve for loan and lease losses at period end	**$ 12,997**	$ 12,710	**$ 12,997**	$ 12,710

Information with respect to loans and leases that are considered to be impaired under SFAS 114 at September 30, 2006 and December 31, 2005 is as follows:

($ in thousands)	At September 30, 2006 Balance	Specific Reserve	At December 31, 2005 Balance	Specific Reserve
Recorded investment in impaired loans and leases at period-end subject to a specific reserve for loan and lease losses and corresponding specific reserve	**$ 4,918**	**$ 1,093**	$ 3,263	$ 1,076
Recorded investment in impaired loans and leases at period-end requiring no specific reserve for loan and lease losses				
Recorded investment in impaired loans and leases at period-end	**$ 4,918**		$ 3,263	
Recorded investment in nonaccrual and restructured loans and leases	**$ 4,918**		$ 3,263	

The following is an analysis of interest on nonaccrual and restructured loans and leases:

($ in thousands)	Three Months Ended September 30, 2006	2005	Nine Months Ended September 30, 2006	2005
Nonaccrual and restructured loans and leases at period end	**$ 4,918**	$ 6,024	**$ 4,918**	$ 6,024
Average recorded investment in impaired loans and leases	**7,915**	7,384	**5,658**	9,047
Interest income that would have been recognized under original terms	**86**	61	**319**	444

No interest income was recognized on these loans for the three- and nine-month periods ended September 30, 2006 and 2005.

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Note 4. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands, except per share data)	Three Months Ended September 30, **2006**	Three Months Ended September 30, 2005	Nine Months Ended September 30, **2006**	Nine Months Ended September 30, 2005
Numerator:				
Numerator for basic and diluted earnings per share - Net income	**$ 6,537**	$ 6,702	**$ 18,766**	$ 18,473
Denominator:				
Denominator for basic earnings per share - weighted-average shares outstanding	**12,963**	12,917	**12,949**	12,892
Effect of dilutive securities:				
Employee stock options	**69**	131	**57**	153
Denominator for diluted earnings per share - adjusted weighted-average shares outstanding	**13,032**	13,048	**13,006**	13,045
Basic earnings per share	**$ 0.50**	$ 0.52	**$ 1.45**	$ 1.43
Diluted earnings per share	**$ 0.50**	$ 0.51	**$ 1.44**	$ 1.42

As permitted under SFAS No. 123 (before revision), “Accounting for Stock-Based-Compensation” (“SFAS 123”), the Corporation applied the intrinsic value method of accounting for stock options and other awards granted to employees. Under that method, the Corporation did not recognize any compensation cost during 2005. Under the modified prospective method of transition under SFAS 123R, the Corporation is not required to restate its prior period financial statements to reflect expensing of share-based compensation under SFAS 123R. Therefore, the results for the three- and nine-month periods ended September 30, 2006 are not directly comparable to the same periods in the prior year.

The following pro forma information is presented for comparative purposes and illustrates the effect on net income, basic earnings per share and fully-diluted earnings per share, assuming the estimated fair value based method of the options granted prior to January 1, 2006 were amortized to expense over the option-vesting period:

($ in thousands, except per share data)	Three Months Ended September 30, **2006**	Three Months Ended September 30, 2005	Nine Months Ended September 30, **2006**	Nine Months Ended September 30, 2005
Net Income as reported	**$ 6,537**	$ 6,702	**$ 18,766**	$ 18,473
Add: Stock-based compensation expense included in reported net income, net of tax	**138**		**375**	
Deduct: Stock-based compensation expense determined under the fair value based method for all awards, net of tax	**138**	118	**375**	270
Pro forma net income	**$ 6,537**	$ 6,584	**$ 18,766**	$ 18,203
Basic earnings per share:				
As reported	**$ 0.50**	$ 0.52	**$ 1.45**	$ 1.43
Pro forma	**$ 0.50**	$ 0.51	**$ 1.45**	$ 1.41

Diluted earnings per share:								
As reported	**$**	**0.50**	$	0.51	**$**	**1.44**	$	1.42
Pro forma	**$**	**0.50**	$	0.50	**$**	**1.44**	$	1.40

Note 5. Share-Based Compensation

The 1996 Employee Stock Purchase Plan (the “Purchase Plan”) provided 984,375 shares of common stock available for issuance, of which 882,226 shares were available for issuance at September 30, 2006. Employees may elect to make contributions to the Purchase Plan in an aggregate amount not less than 2% nor more than 10% of such employee’s total compensation. These contributions are then used to purchase stock during an offering period determined by the Corporation’s Administrative Committee. The purchase price of the stock is established by the Administrative Committee provided, however, that the purchase price will not be less than 85% of the lesser of the market price on the first day or last day of the offering period. Under SFAS 123R compensation expense must be recognized if the discount is greater than 5%.

The Corporation adopted the shareholders’ approved 2003 Long-Term Incentive Plan to replace the 1993 Long-Term Incentive Plan at its expiration. The 385,546 unissued common shares remaining under the 1993 plan expired and are no longer available for future options. There were 246,737 options to purchase common shares outstanding at September 30, 2006 under the 1993 plan. The Corporation may grant options to employees to purchase up to 1,500,000 shares of common stock under the 2003 plan. The plan provides for the issuance of options to purchase common shares at prices not less than 100 percent of the fair market value at the date of option grant. For the majority of options issued, after two years, 33 percent of the optioned shares are exercisable each year for a period not exceeding ten years. There were 1,232,701 common shares available for future grants and 267,254 options to purchase common shares outstanding at September 30, 2006 under the 2003 plan.

Activity under the 1993 and 2003 Long-term Incentive Plans was as follows:

($ in thousand except per share data)	Shares Under Option	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value at September 30, 2006
Outstanding at December 31, 2005	589,223	$ 21.57		
Granted	37,500	25.01		
Expired	(850)	28.27		
Forfeited	(5,700)	25.46		
Exercised	(106,182)	16.02		
Outstanding at September 30, 2006	513,991	22.91	4.9	$ 11,777
Exercisable at September 30, 2006	259,548	20.82	2.2	5,404

During the first nine months of 2006 and 2005, proceeds from the exercise of stock options were $1.7 million and $1.9 million, respectively; the tax benefit recognized and recorded to additional paid in capital was $325 thousand and $314 thousand, respectively; and the intrinsic value of the options exercised was $1.3 million and $1.8 million, respectively.

The Corporation uses the Black-Scholes Model to estimate the fair value of each option on the date of grant. The Black-Scholes Model estimates the fair value of employee stock options using a pricing model which takes into consideration the exercise price of the option, the expected life of the options, the current market price and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Corporation’s estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. The Corporation uses a straight-line accrual method to recognize stock-based compensation expense over the time-period it expects the options to vest.

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Using the modified prospective method, compensation expense is recognized beginning with the effective date of adoption of SFAS 123R for all shares granted after the effective date of adoption and for those shares granted prior to the effective date of adoption and that remain unvested on the date of adoption. There were no options granted in 2004. Options granted during Fiscal Years 2002, 2003 and 2005 which remained unvested on the date of adoption and options granted during 2006 will be expensed in 2006 and in future periods under the following assumptions:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For Fiscal Years			
	2006	**2005**	**2006**	**2005**	**2005**	**2004**	**2003**	2002
Expected option life in years			8.9	8.6	8.7		8.0	5.0
Risk free interest rate			5.15%	4.00%	4.35%		3.04%	2.75%
Expected dividend yield			3.04%	2.38%	3.11%		2.11%	2.26%
Expected volatility			.309	.358	.335		.142	.219
Fair value of options			$ 7.96	$ 10.13	$ 7.69		$ 4.57	$ 3.93

During the third quarter of 2006, the Corporation recognized stock-based compensation expense of $144 thousand on stock options and $7 thousand on the Employee Stock Purchase Plan and recognized a tax benefit on nonqualified stock option expense of $13 thousand. During the nine months ended September 30, 2006, the Corporation recognized stock-based compensation expense of $389 thousand on stock options and $20 thousand on the Employee Stock Purchase Plan and recognized a tax benefit on nonqualified stock option expense of $34 thousand. At September 30, 2006, accrued stock-based compensation expense amounted to $386 thousand for stock options that the Corporation anticipates to vest over a weighted average period of 1.4 years. At September 30, 2006, there was $1.2 million of unrecognized expense related to stock options which is expected to be recognized over a weighted-average period of 3.0 years.

During the nine months ended September 30, 2006, the Corporation accelerated the vesting of 4,437 grants for employees as permitted under the 1993 and 2003 Long-Term Incentive Plans upon retirement. As a result of these modifications, additional compensation expense of $15 thousand was recognized.

The following table provides information about the change in nonvested options over the first nine months of 2006:

	Nonvested Shares	**Weighted Average Grant Date Fair Value**
Nonvested options at December 31, 2005	227,080	$ 6.01
Granted	37,500	7.96
Vested	(4,437)	4.92
Forfeited	(5,700)	6.71
Nonvested options at September 30, 2006	254,443	6.30

Note 6. Accumulated Comprehensive Income

The following shows the accumulated comprehensive income, net of income taxes, for the periods presented:

($ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	**2006**	2005
Net Income	**$ 6,537**	$ 6,702	**$ 18,766**	$ 18,473
	41	(29)	**45**	(29)

Unrealized gain (loss) on cash flow hedges, net of tax				
Unrealized gain (loss) on available-for-sale investment securities, net of tax	**2,823**	(1,750)	**977**	(2,436)
Less: reclassification adjustment for gains realized, net of tax, in net income	**1**	41	**32**	98
Total comprehensive income, net of tax	**$ 9,400**	$ 4,882	**$ 19,756**	$ 15,910

Note 7. Pensions and Other Postretirement Benefits

Components of net periodic benefit cost:

($ in thousands)	Three Months Ended September 30,							
		2006		2005		**2006**		2005
		Retirement Plans				**Other Postretirement**		
Service cost	**$**	**326**	$	300	**$**	**14**	$	13
Interest cost		**406**		389		**20**		18
Expected return on plan assets		**(395)**		(372)				
Amortization of net loss		**95**		59		**3**		2
Amortization of prior service cost		**(19)**		(18)		**(5)**		(5)
Net periodic benefit cost	**$**	**413**	$	358	**$**	**32**	$	28

($ in thousands)	Nine Months Ended September 30,							
		2006		2005		**2006**		2005
		Retirement Plans				**Other Postretirement**		
Service cost	**$**	**1,013**	$	918	**$**	**43**	$	40
Interest cost		**1,226**		1,180		**59**		55
Expected return on plan assets		**(1,171)**		(1,132)				
Amortization of net (gain) loss		**261**		166		**3**		6
Amortization of prior service cost		**(55)**		(55)		**(15)**		(15)
Net periodic benefit cost	**$**	**1,274**	$	1,077	**$**	**96**	$	86

The Corporation previously disclosed in its financial statements for the year ended December 31, 2005, that it expected to make payments of $1.5 million for its qualified and non-qualified retirement plans and $94 thousand for its other postretirement benefit plans in 2006. As of September 30, 2006, $1.2 million and $65 thousand have been paid to participants from its qualified and non-qualified retirement plans and other postretirement plans, respectively. During the nine months ended September 30, 2006, the Corporation contributed $383 thousand and $65 thousand to its non-qualified retirement plans and other postretirement plans, respectively. The Corporation presently anticipates making essentially equal payments for the remaining quarter in 2006 to fund the non-qualified retirement plan and other postretirement plans.

Note 8. SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities."

At September 30, 2006, the total notional amount of the "Pay Floating, Receive Fixed" swap outstanding was $20.0 million. The net payable or receivable from the interest-rate swap agreement is accrued as an adjustment to interest income. The $20.0 million in notional amount of interest-rate swap outstanding expires on November 2, 2006. The Corporation's credit exposure on swaps is limited to the value of interest-rate swaps that have become favorable to the Corporation. At September 30, 2006, the market value of the interest-rate swaps in an unfavorable position was $25 thousand and there were no interest-rate swaps with a market value in a favorable position.

Note 9. Recent Accounting Pronouncements

In February 2006, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 155, “Accounting for Certain Hybrid Financial Instruments” (“SFAS 155”). SFAS 155 amends SFAS Nos. 133 and 140. SFAS 155 resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets." SFAS 155: a) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation; b) clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133; c) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation; d) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and, e) amends SFAS No. 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006. The fair value election provided for in paragraph 4(c) of this Statement may also be applied upon adoption of this Statement for hybrid financial instruments that had been bifurcated under paragraph 12 of SFAS No. 133 prior to the adoption of SFAS 155. Earlier adoption is permitted as of the beginning of an entity's fiscal year, provided the entity has not yet issued financial statements, including financial statements for any interim period for that fiscal year. Provisions of SFAS 155 may be applied to instruments that an entity holds at the date of adoption on an instrument-by-instrument basis. The Corporation has not completed its assessment of SFAS 155 and the impact, if any, on the financial statements.

In March 2006, the FASB issued SFAS No. 156, “Accounting for Servicing of Financial Assets” (“SFAS 156”). SFAS 156 amends SFAS No. 140, “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities.” SFAS 156: 1) requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in any of the following situations: a) a transfer of the servicer’s financial assets that meets the requirements for sale accounting; b) a transfer of the servicer’s financial assets to a qualifying special-purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities and classifies them as either available-for-sale securities or trading securities in accordance with SFAS No. 115, “Accounting for Certain Investments in Debt and Equity Securities” (“SFAS 115”); or, c) an acquisition or assumption of an obligation to service a financial asset that does not relate to financial assets of the servicer or its consolidated affiliates; 2) requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable; 3) permits an entity to choose either of the following subsequent measurement methods for each class of separately recognized servicing assets and servicing liabilities: a) amortization method—amortize servicing assets or servicing liabilities in proportion to and over the period of estimated net servicing income or net servicing loss and assess servicing assets or servicing liabilities for impairment or increased obligation based on fair value at each reporting date; or, b) fair value measurement method—measure servicing assets or servicing liabilities at fair value at each reporting date and report changes in fair value in earnings in the period in which the changes occur; 4) at its initial adoption, permits a one-time reclassification of available-for-sale securities to trading securities by entities with recognized servicing rights, without calling into question the treatment of other available-for-sale securities under SFAS 115, provided that the available-for-sale securities are identified in some manner as offsetting the entity’s exposure to changes in fair value of servicing assets or servicing liabilities that a servicer elects to subsequently measure at fair value; and, 5) requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities. An entity should adopt SFAS 156 as of the beginning of its first fiscal year that begins after September 15, 2006. Earlier adoption is permitted as of the beginning of an entity’s fiscal year, provided the entity has not yet issued financial statements, including interim financial statements, for any period of that fiscal year. The effective date of SFAS 156 is the date an entity adopts the requirements of this Statement. The Corporation has not completed its assessment of SFAS 156 and the impact, if any, on the financial statements.

In June 2006, FASB issued Financial Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 provides guidance on financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. According to FIN 48, a tax position is recognized if it is more-likely-than-not that the tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. If the tax position meets the more-likely-than-not recognition threshold, the position is measured to determine the amount of benefit to recognize and should be measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Corporation has not completed its assessment of FIN 48 and the impact, if any, on the financial statements.

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements” (“SFAS 157”). SFAS 157 establishes a framework for measuring fair value in GAAP, and enhances disclosures about fair value measurements. SFAS 157 applies when other accounting pronouncement require fair value measurements; it does not require new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and for interim periods within those years. The Corporation has not completed its assessment of SFAS 157 and the impact, if any, on the financial statements.

In September 2006, the FASB issued SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plan” (“SFAS 158”). SFAS 158 requires an employer to recognize on their balance sheet the funded status of its defined pension plans and other post-retirement plans as of December 31, 2006. An under-funded position would create a liability and an over-funded position would create an asset, with a correlating deferred tax asset or liability. The net impact would be an adjustment to equity as accumulated other comprehensive income (loss.) Employers must also recognize as a component of other comprehensive income (loss), net of tax, the actuarial gains and losses and the prior service costs and credits that arise during the period. The Corporation has not completed its assessment of SFAS 158, but anticipates recording a reduction to Shareholders’ Equity in Net Other Comprehensive Loss during the fourth quarter of 2006.

On September 13, 2006 the Securities and Exchange Commission (“SEC”) Staff issued Statement of Accounting Bulletin No. 108, “Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements,” (“SAB 108”). SAB 108 addresses how errors, built up over time in the balance sheet, should be considered from a materiality perspective and corrected. SAB 108 provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. The SEC Staff believes that companies should quantify errors using both a balance sheet and an income statement approach and evaluate whether either of these approaches results in quantifying a misstatement that, when all relevant quantitative and qualitative factors are considered, is material. SAB 108 also describes the circumstances where it would be appropriate for a registrant to record a one-time cumulative effect adjustment to correct errors existing in prior years that previously had been considered immaterial as well as the required disclosures to investors. Implementation of SAB 108 is encouraged in any report for an interim period of the first fiscal year ending after November 15, 2006. The Corporation did not early adopt SAB No. 108. The Corporation has not yet determined whether this interpretation will have a material impact on its consolidated financial statements upon adoption.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

The information contained in this report may contain forward-looking statements. When used or incorporated by reference in disclosure documents, the words "believe," "anticipate," "estimate," "expect," "project," "target," "goal" and similar expressions are intended to identify forward-looking statements within the meaning of section 27A of the Securities Act of 1933. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including those set forth below:

- Operating, legal and regulatory risks
- Economic, political and competitive forces impacting various lines of business
- The risk that our analysis of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful
- Volatility in interest rates
- Other risks and uncertainties

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected or projected. These forward-looking statements speak only as of the date of the report. The Corporation expressly disclaims any obligation to publicly release any updates or revisions to reflect any change in the Corporation's expectations with regard to any change in events, conditions or circumstances on which any such statement is based.

General

Univest Corporation of Pennsylvania, (the “Corporation”), is a Financial Holding Company. It owns all of the capital stock of Univest National Bank and Trust Co. (the “Bank”), Univest Realty Corporation, Univest Delaware, Inc., and Univest Reinsurance Corporation.

The Bank is engaged in the general commercial banking business and provides a full range of banking services and trust services to its customers. Delview, Inc., a wholly owned subsidiary of the Bank, provides various financial services including financial planning, investment management, insurance products and brokerage services to individuals and businesses through its subsidiaries Univest Investments, Inc. and Univest Insurance, Inc. During the second quarter of 2006, the Bank entered into the small ticket commercial leasing business through its newly formed subsidiary Vanguard Leasing, Inc. (“Vanguard”). Vanguard is incorporated under Pennsylvania law and is located in Bensalem, Pennsylvania.

On July 27, 2006, the Corporation completed the acquisition of B. G. Balmer & Company, Inc. (“Balmer”), a full-service insurance agency, located in West Chester, Pennsylvania. The acquisition expands the Corporation’s growing insurance business and provides a prominent, competitive presence in Chester County. The Corporation recorded additional intangible assets of $4.7 million related to this acquisition based on a preliminary analysis of the purchase price and is subject to adjustment.

Executive Overview

The Corporation recorded net income for the nine months ended September 30, 2006 of $18.8 million, a 1.6% increase over the September 30, 2005 period. Both basic and diluted net income per share increased 1.4%.

Average earning assets increased $131.1 million and average interest-bearing liabilities increased $118.1 million when comparing the nine-month periods ended September 30, 2006 and 2005. Increased rates on commercial business loans and commercial and construction real estate loans, partially offset by increased rates on money market savings and certificates of deposits, contributed to a $2.1 million increase in net interest income. The tax-equivalent net interest margin declined slightly to 3.9% for the nine-month period ended September 30, 2006 compared to 4.0% for the same period in 2005.

Non-interest income grew 10.2%, when comparing the nine-month periods ended September 30, 2006 to 2005, primarily due to increases in insurance commissions and fee income, investment advisory commissions and fee income, and trust fee income. Non-interest expense grew 9.2% primarily due to an increase in salary and employee benefit expense as well as an increase in the capital shares tax.

The Corporation earns its revenues primarily from the margins and fees it generates from the loan and depository services it provides as well as from trust, insurance and investment commissions and fees. The Corporation seeks to achieve adequate and reliable earnings by growing its business while maintaining adequate levels of capital and liquidity and limiting its exposure to credit and interest rate risk to Board approved levels. As interest rates increase, fixed-rate assets that banks hold will tend to decrease in value while the margin impact will vary from bank to bank based upon the structure of its balance sheet. The Corporation maintains a relatively low interest rate risk profile and does not anticipate that an increase in interest rates would be adverse to its net interest margin.

The Corporation seeks to establish itself as the financial provider of choice in the markets it serves. It plans to achieve this goal by offering a broad range of high quality financial products and services and by increasing market awareness of its brand and the benefits that can be derived from its products. The Corporation operates in an attractive market for financial services but also is in intense competition with domestic and international banking organizations and other insurance and investment providers for the financial services business. The Corporation has taken initiatives to achieve its business objective by acquiring banks and other financial service providers in strategic markets, by marketing, public relations and advertising, by establishing standards of service excellence for its customers, and by using technology to ensure that the needs of its customers are understood and satisfied.

Results of Operations - Three Months Ended September 30, 2006 Versus 2005

The Corporation’s consolidated net income and earnings per share for the three months ended September 30, 2006 and 2005 were as follows:

($ in thousands, except per share data)	Three Months Ended September 30, 2006		Three Months Ended September 30, 2005		Change Amount	Change Percent
Net income	**$**	**6,537**	$	6,702	($165)	(2.46%)
Net income per share:						
Basic	**$**	**0.50**	$	0.52	($ 0.02)	(3.8%)
Diluted		**0.50**		0.51	(0.01)	(2.0%)

Return on average shareholders' equity was 14.36% and return on average assets was 1.39% for the three months ended September 30, 2006 compared to 15.81% and 1.56%, respectively, for the same period in 2005.

Net Interest Income

Net interest income is the difference between interest earned on loans and leases, investments and other interest-earning assets and interest paid on deposits and other interest-bearing liabilities. Net interest income is the principal source of the Corporation's revenue. The following table presents a summary of the Corporation's average balances; the tax-equivalent yields earned on average assets, and the cost of average liabilities for the three months ended September 30, 2006 and 2005. Sensitivities associated with the mix of assets and liabilities are numerous and complex. The Asset/Liability Management and Investment committees work to maintain an adequate and reliable net interest margin for the Corporation.

Net interest income increased $446 thousand for the three months ended September 30, 2006 compared to 2005 primarily due to increased rates on commercial loans and commercial real estate and construction loans, partially offset by increased rates on money market savings deposits and certificates of deposit. The tax-equivalent net interest margin, which is tax-equivalent net interest income as a percentage of average interest-earning assets, was 3.8% and 4.1% for the three-month periods ended September 30, 2006 and 2005, respectively. The tax-equivalent net interest spread, which represents the difference between the weighted average tax-equivalent yield on interest-earning assets and the weighted average cost of interest-bearing liabilities, was 3.3% for the three months ended September 30, 2006 compared to 3.7% for the same period in 2005. The effect of net interest free funding sources increased to 0.5% for the three months ended September 30, 2006 compared to 0.4% for the same period in 2005; this represents the effect on the net interest margin of net funding provided by noninterest-earning assets, noninterest-bearing liabilities and shareholders' equity.

Table 1 — Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential

	For the Three Months Ended September 30,					
	2006 Average Balance	Income/ Expense	Avg. Rate	2005 Average Balance	Income/ Expense	Avg. Rate
Assets:						
Interest-earning deposits with other banks	**$ 663**	**$ 7**	**4.2%**	$ 651	$ 4	2.5%
U.S. Government obligations	**159,125**	**1,456**	**3.7**	169,346	1,418	3.3
Obligations of states & political subdivisions	**83,566**	**1,474**	**7.1**	77,695	1,355	7.0
Other securities	**131,419**	**1,697**	**5.2**	104,167	1,116	4.3
Federal Reserve bank stock	**1,687**	**25**	**5.9**	1,687	25	5.9
Federal funds sold	**2,815**	**35**	**5.0**	4,759	47	4.0
Total interest-earning deposits, investments and federal funds sold	**379,275**	**4,694**	**5.0**	358,305	3,965	4.4
Commercial, financial and agricultural loans and leases	**415,686**	**7,950**	**7.7**	347,785	5,746	6.6
Real estate commercial and construction loans	**430,982**	**8,564**	**7.9**	390,686	6,812	7.0
Real estate residential loans	**301,296**	**4,156**	**5.5**	298,901	3,864	5.2
Loans to individuals	**107,359**	**1,872**	**7.0**	90,664	1,444	6.4
Municipal loans	**90,710**	**1,357**	**6.0**	83,023	1,134	5.5
Gross loans and leases	**1,346,033**	**23,899**	**7.1**	1,211,059	19,000	6.3
Total interest-earning assets	**1,725,308**	**28,593**	**6.6**	1,569,364	22,965	5.8
Cash and due from banks	**42,330**			42,551		
Reserve for loan losses	**(14,278)**			(13,272)		
Premises and equipment, net	**22,142**			21,030		
Other assets	**109,924**			104,298		
Total assets	**$ 1,885,426**			$ 1,723,971		
Liabilities:						
Interest-bearing checking deposits	**$ 132,672**	**69**	**0.2**	$ 146,861	40	0.1
Money market savings	**330,013**	**3,187**	**3.9**	278,466	1,600	2.3
Regular savings	**194,999**	**499**	**1.0**	208,696	146	0.3
Certificates of deposit	**537,524**	**5,592**	**4.2**	450,868	3,407	3.0
Time open & club accounts	**31,495**	**375**	**4.8**	21,667	168	3.1
Total time and interest-bearing deposits	**1,226,703**	**9,722**	**3.2**	1,106,558	5,361	1.9

Federal funds purchased	**12,853**	**172**	**5.4**	5,940	56	3.8
Securities sold under agreements to repurchase	**92,623**	**516**	**2.2**	96,547	400	1.7
Other short-term borrowings	**33,545**	**403**	**4.8**	2,623	24	3.7
Long-term debt	**57,201**	**649**	**4.5**	56,761	622	4.4
Subordinated notes and capital securities	**30,752**	**615**	**8.0**	32,244	501	6.2
Total borrowings	**226,974**	**2,355**	**4.2**	194,115	1,603	3.3
Total interest-bearing liabilities	**1,453,677**	**12,077**	**3.3**	1,300,673	6,964	2.1
Demand deposits, non-interest bearing	**227,389**			233,247		
Accrued expenses & other liabilities	**22,239**			20,538		
Total liabilities	**1,703,305**			1,554,458		
Shareholders' Equity:						
Common stock	**74,370**			74,370		
Additional paid-in capital	**22,178**			21,787		
Retained earnings and other equity	**85,573**			73,356		
Total shareholders' equity	**182,121**			169,513		
Total liabilities and shareholders' equity	**$ 1,885,426**			$ 1,723,971		
Net interest income		**$ 16,516**			$ 16,001	
Net interest spread			**3.3**			3.7
Effect of net interest-free funding sources			**0.5**			0.4
Net interest margin			**3.8%**			4.1%
Ratio of average interest-earning assets to average interest-bearing liabilities	**118.7%**			120.7%		

Notes: Tax-equivalent amounts have been calculated using the Corporation's federal applicable rate of 35 percent.
For rate calculation purposes, average loan categories include unearned discount.
Nonaccrual loans have been included in the average loan balances.
Certain amounts have been reclassified to conform to the current-year presentation.

Analysis of Changes in Net Interest Income

The rate-volume variance analysis set forth in the table below compares changes in tax-equivalent net interest for the periods indicated by their rate and volume components. The change in interest income/expense due to both volume and rate has been allocated to change in volume.

	The Three Months Ended September 30, 2006 Versus 2005		
	Volume Change	Rate Change	Total
Interest income:			
Interest-earning deposits with other banks	$ —	$ 3	$ 3
U.S. Government obligations	(131)	169	38
Obligations of states & political subdivisions	100	19	119
Other securities	347	234	581
Federal Reserve bank stock	—	—	—
Federal funds sold	(24)	12	(12)
Interest on deposits, investments and federal funds sold	292	437	729
Commercial , financial and agricultural loans and leases	1,248	956	2,204
Real estate commercial and construction loans	873	879	1,752
Real estate residential loans	68	224	292
Loans to individuals	292	136	428
Municipal loans	119	104	223
Interest and fees on loans and leases	2,600	2,299	4,899
Total interest income	2,892	2,736	5,628
Interest expense:			
Interest checking deposits	(8)	37	29
Money market savings	473	1,114	1,587
Regular savings	(12)	365	353
Certificates of deposit	832	1,353	2,185
Time open & club accounts	115	92	207
Interest on deposits	1,400	2,961	4,361
Federal funds purchased	92	24	116
Securities sold under agreement to repurchase	(5)	121	116
Other short-term borrowings	372	7	379
Long-term debt	13	14	27
Subordinated notes and capital securities	(31)	145	114
Interest on borrowings	441	311	752
Total interest expense	1,841	3,272	5,113
Net interest income	$ 1,051	$ (536)	$ 515

Notes: Tax-equivalent amounts have been calculated using the Corporation's federal applicable rate of 35 percent. Nonaccrual loans and unearned discounts have been included in the average loan balances.

Interest Income

Interest on deposits, investments and federal funds sold increased primarily due to a rate and volume increases on mortgage-backed securities and U.S. Government agency obligations and average volume increases in obligations of state and political subdivisions.

The growth in interest and fees on loans and leases is due primarily to volume and rate increases on commercial business loans and commercial and construction real estate loans. The average interest yield on the commercial loan portfolio increased 104 basis points, primarily due to a 183 basis point increase in the average prime rate, for the three months ended September 30, 2006 compared to the same period in 2005; which, along with average volume increases of $67.9 million, contributed to a $2.2 million increase in interest income. The average yield on commercial and construction real estate loans increased by 98 basis points; this along with average volume increases of $40.3 million contributed to a $1.8 million increase in interest income. The average volume of loans to individuals increased $16.7 million, primarily contributing to an increase in interest income of $428 thousand.

Interest Expense

The Corporation's average rate on deposits increased 123 basis points for the three months ended September 30, 2006 compared to the same period in 2005. The average rate paid on money market savings increased 156 basis points due to new products and promotions offered to grow deposits in the Bank's competitive marketplace; which contributed to a $1.6 million increase in interest expense. Interest on certificates of deposit increased $2.2 million, due to a 114 basis-point increase in average rate and average volume increases of $86.7 million. Since August 2004, the Bank obtained deposits from the Pennsylvania Local Government Investment Trust ("PLGIT") to augment its fixed funding sources. The PLGIT deposits are public funds collateralized with a letter of credit that PLGIT maintains with the Federal Home Loan Bank of Pittsburgh ("FHLB"); therefore, the Univest National Bank is not required to provide collateral on these deposits. The average balance of PLGIT deposits increased $49.6 million comparing the three months ended September 30, 2006 over the same period in 2005.

Interest expense on short-term borrowings includes interest paid on federal funds purchased and short-term FHLB borrowings. In addition, the Bank offers an automated cash management checking account that sweeps funds daily into a repurchase agreement account ("sweep accounts"). Interest expense on short-term borrowings increased $611 thousand during the three months ended September 30, 2006 compared to 2005 primarily due to an increase in short-term FHLB borrowings.

Interest on long-term borrowings increased primarily due to a 178 basis point increase in the rate paid on subordinated notes and trust preferred securities. This increase in rate was due to Three Month London Interbank Offer Rate ("LIBOR") increases which affect the variable rate paid on the trust preferred securities.

Provision for Loan and Lease Losses

The reserve for loan and lease losses is determined through a periodic evaluation that takes into consideration the growth of the loan and lease portfolio, the status of past-due loans, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Loans are also reviewed for impairment based on discounted cash flows using the loans' initial effective interest rate or the fair value of the collateral for certain collateral dependent loans as provided for under SFAS No. 114. Any of the above criteria may cause the provision to fluctuate. The bank's primary regulators, as an integral part of their examination process, may require adjustments to the allowance. Continued growth in loan and lease volumes and current economic conditions indicated the need for an increase to the reserve in 2006. The provision for the three months ended September 30, 2006 and 2005 was $568 thousand and $509 thousand, respectively.

Non-interest Income

Non-interest income consists of trust department fee income, service charges on deposits income, commission income, net gains on sales of securities, and other miscellaneous types of income. It also includes various types of service fees, such as ATM fees, and life insurance income which primarily represents changes in the cash surrender value of bank-owned life insurance policies. Total non-interest income increased during the three months ended September 30, 2006 compared to 2005 primarily due to higher insurance commission and fee income resulting from the acquisition of B. G. Balmer & Company, Inc. ("Balmer") during the third quarter of 2006.

	For the Three Months Ended September 30,		Change	
	2006	**2005**	**Amount**	**Percent**
Trust fee income	$ **1,363**	$ 1,301	$ 62	4.8%
Service charges on deposit accounts	**1,748**	1,803	(55)	(3.1)
	545	517	28	5.4

Investment advisory commission and fee income							
Insurance commission and fee income		**1,233**		846		387	45.7
Life insurance income		**433**		373		60	16.1
Other service fee income		**893**		790		103	13.0
Net gain on sales of securities		**3**		63		(60)	(95.2)
Net loss on dispositions of fixed assets		**-**		(3)		3	100.0
Other		**16**		(134)		150	111.9
Total non-interest income	**$**	**6,234**	$	5,556	$	678	12.2

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Trust fee income increased in 2006 over 2005 primarily due to an increase in the number and market value of managed accounts. Service charges on deposit accounts decreased for the third quarter in 2006 compared to 2005 primarily due to a reduction in checking account service charges.

Investment advisory commissions and fee income, the primary source of income for Univest Investments, Inc., increased in 2006 over 2005 due to market activity and volume. Life insurance income is primarily the change in the cash surrender values of bank owned life insurance policies, which is primarily affected by the market value of the underlying assets. The increase recognized on these policies was greater in the third quarter of 2006 compared to 2005.

Other service fee income primarily consists of fees from credit card companies for a portion of merchant charges paid to the credit card companies for the Bank's customer debit card usage ("Mastermoney fees"), non-customer debit card fees, other merchant fees, mortgage servicing income and mortgage placement income. Other service fee income increased for the second quarter of 2006 over 2005 primarily due to increases in Mastermoney fees and mortgage placement income.

Other non-interest income includes loss on investments in partnerships, gains on sales of mortgages, gains on sales of other real estate owned, reinsurance income and other miscellaneous income. The Corporation recognized smaller losses on investments in partnerships when comparing September 30, 2006 to the same period in 2005.

Gains on Sale of Assets

Sales of $390 thousand in mortgage loans during the three months ended September 30, 2006 resulted in gains of $12 thousand compared to sales of $1.1 million for gains of $2 thousand for the three months ended September 30, 2005.

During the three months ended September 30, 2006, approximately $31 thousand of securities were sold recognizing gains of $3 thousand. During the three months ended September 30, 2005, $7.7 million of securities were sold recognizing gains of $63 thousand**.**

Non-interest Expense

The operating costs of the Corporation are known as non-interest expense, and include, but are not limited to, salaries and benefits, equipment expense, and occupancy costs. Expense control is very important to the management of the Corporation, and every effort is made to contain and minimize the growth of operating expenses.

The following table presents noninterest expense for the periods indicated:

	For the Three Months Ended September 30,		Change	
	2006	**2005**	**Amount**	**Percent**
Salaries and benefits	**$ 7,051**	$ 6,766	$ 285	4.2%
Net occupancy	**1,078**	1,006	72	7.2
Equipment	**829**	741	88	11.9
Other	**3,374**	2,558	816	31.9
Total non-interest expense	**$ 12,332**	$ 11,071	$ 1,261	11.4

Salary and benefits increased due to the normal annual increases, the recognition of stock-based compensation expense of $151 thousand, and increased pension costs of $80 when compared to the same period in 2005. Occupancy expense increased primarily due to the increase of rental expense as the result of the acquisition Balmer. Equipment expense increased due to depreciation on assets purchased for new branches opened in 2005. Other expenses increased primarily due to bank shares tax overpayments and credits utilized in 2005 which were no longer available in 2006 and reductions taken in 2005 in loss contingency reserves.

Tax Provision

The provision for income taxes was $2.4 million for the three months ended September 30, 2006 compared to $2.5 million in 2005, at effective rates of 27.21% and 26.97%, respectively. The effective tax rates reflect the benefits of tax credits generated from investments in low-income housing projects and tax-exempt income from investments in municipal securities, loans and bank-owned life insurance. The increase in the effective tax rate between the three-month periods is primarily due to a decrease in low-income housing credits and non-deductible stock option compensation expense, partially offset by an increase in tax-exempt income and a decrease in pre-tax income.

Results of Operations - Nine Months Ended September 30, 2006 Versus 2005

The Corporation’s consolidated net income and earnings per share for the nine months ended September 30, 2006 and 2005 were as follows:

($ in thousands, except per share data)	For the Nine Months Ended September 30, 2006	For the Nine Months Ended September 30, 2005	Change Amount	Change Percent
Net income	**$ 18,766**	$ 18,473	$ 293	1.59%
Net income per share:				
Basic	**$ 1.45**	$ 1.43	$ 0.02	1.40%
Diluted	**1.44**	1.42	0.02	1.41

Return on average shareholders' equity was 14.04% and return on average assets was 1.37% for the nine months ended September 30, 2006 compared to 14.86% and 1.46%, respectively, for the same period in 2005.

Net Interest Income

Net interest income is the difference between interest earned on loans and leases, investments and other interest-earning assets and interest paid on deposits and other interest-bearing liabilities. Net interest income is the principal source of the Corporation's revenue. The following table presents a summary of the Corporation's average balances; the tax-equivalent yields earned on average assets, and the cost of average liabilities for the nine months ended September 30, 2006 and 2005. Sensitivities associated with the mix of assets and liabilities are numerous and complex. The Asset/Liability Management and Investment committees work to maintain an adequate and reliable net interest margin for the Corporation.

Net interest income increased $2.1 million for the nine months ended September 30, 2006 compared to 2005 primarily due to increased rates on commercial loans and commercial real estate and construction loans, partially offset by increased rates on money market savings deposits and certificates of deposit. The tax-equivalent net interest margin, which is tax-equivalent net interest income as a percentage of average interest-earning assets, was 3.9% for the nine-month period ended September 30, 2006 and 4.0% for the same period in 2005. The tax-equivalent net interest spread, which represents the difference between the weighted average tax-equivalent yield on interest-earning assets and the weighted average cost of interest-bearing liabilities, was 3.4% for the nine months ended September 30, 2006 compared to 3.7% for the same period in 2005. The effect of net interest free funding sources increased to 0.5% for the nine months ended September 30, 2006 compared to 0.3% for the same period in 2005; this represents the effect on the net interest margin of net funding provided by noninterest-earning assets, noninterest-bearing liabilities and shareholders’ equity.

Table 1 — Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential

	For the Nine Months Ended September 30,					
	2006 Average Balance	Income/ Expense	Avg. Rate	2005 Average Balance	Income/ Expense	Avg. Rate
Assets:						
Interest-earning deposits with other banks	**$ 647**	**$ 19**	**3.9%**	$ 693	$ 12	2.3%
U.S. Government obligations	**154,183**	**4,067**	**3.5**	157,805	3,864	3.3
Obligations of states & political subdivisions	**84,210**	**4,467**	**7.1**	78,016	4,076	7.0
Other securities	**115,106**	**4,281**	**5.0**	104,492	3,366	4.3
Federal Reserve bank stock	**1,687**	**76**	**6.0**	1,687	76	6.0
Federal funds sold	**5,525**	**197**	**4.8**	6,413	146	3.0
Total interest-earning deposits, investments and federal funds sold	**361,358**	**13,107**	**4.8**	349,106	11,540	4.4
Commercial, financial and agricultural loans and leases	**388,272**	**21,462**	**7.4**	339,250	15,603	6.1
Real estate commercial and construction loans	**418,428**	**23,585**	**7.5**	388,263	19,465	6.7
Real estate residential loans	**302,955**	**12,285**	**5.4**	296,918	11,284	5.1
Loans to individuals	**106,821**	**5,266**	**6.6**	78,408	3,509	6.0
Municipal loans	**88,285**	**3,926**	**5.9**	83,121	3,408	5.5
Gross loans and leases	**1,304,761**	**66,524**	**6.8**	1,185,960	53,269	6.0
Total interest-earning assets	**1,666,119**	**79,631**	**6.4**	1,535,066	64,809	5.6
Cash and due from banks	**40,707**			39,809		
Reserve for loan losses	**(13,964)**			(13,100)		
Premises and equipment, net	**21,946**			20,569		
Other assets	**107,081**			103,301		
Total assets	**$ 1,821,889**			$ 1,685,645		
Liabilities:						
Interest-bearing checking deposits	**$ 137,422**	**143**	**0.1**	$ 152,104	126	0.1
Money market savings	**310,291**	**8,099**	**3.5**	268,230	3,896	1.9
Regular savings	**196,125**	**1,011**	**0.7**	212,004	444	0.3
Certificates of deposit	**517,630**	**14,768**	**3.8**	433,266	9,301	2.9
Time open & club accounts	**24,970**	**808**	**4.3**	17,066	322	2.5
Total time and interest-bearing deposits	**1,186,438**	**24,829**	**2.8**	1,082,670	14,089	1.7

Federal funds purchased	**5,947**	**234**	**5.3**	6,326	149	3.1
Securities sold under agreements to repurchase	**94,996**	**1,517**	**2.1**	95,297	856	1.2
Other short-term borrowings	**17,748**	**624**	**4.7**	884	24	3.6
Long-term debt	**56,532**	**1,861**	**4.4**	56,877	1,815	4.3
Subordinated notes and capital securities	**31,125**	**1,746**	**7.5**	32,618	1,399	5.7
Total borrowings	**206,348**	**5,982**	**3.9**	192,002	4,243	2.9
Total interest-bearing liabilities	**1,392,786**	**30,811**	**3.0**	1,274,672	18,332	1.9
Demand deposits, non-interest bearing	**227,835**			223,952		
Accrued expenses & other liabilities	**23,078**			21,260		
Total liabilities	**1,643,699**			1,519,884		
Shareholders' Equity:						
Common stock	**74,370**			66,470		
Additional paid-in capital	**22,097**			21,691		
Retained earnings and other equity	**81,723**			77,600		
Total shareholders' equity	**178,190**			165,761		
Total liabilities and shareholders' equity	**$ 1,821,889**			$ 1,685,645		
Net interest income		**$ 48,820**			$ 46,477	
Net interest spread			**3.4**			3.7
Effect of net interest-free funding sources			**0.5**			0.3
Net interest margin			**3.9%**			4.0%
Ratio of average interest-earning assets to average interest-bearing liabilities	**120.1%**			120.4%		

Notes: Tax-equivalent amounts have been calculated using the Corporation's federal applicable rate of 35 percent.
For rate calculation purposes, average loan categories include unearned discount.
Nonaccrual loans have been included in the average loan balances.
Certain amounts have been reclassified to conform to the current-year presentation.

Analysis of Changes in Net Interest Income

The rate-volume variance analysis set forth in the table below compares changes in tax-equivalent net interest for the periods indicated by their rate and volume components. The change in interest income/expense due to both volume and rate has been allocated to change in volume.

	The Nine Months Ended September 30, 2006 Versus 2005		
	Volume Change	Rate Change	Total
Interest income:			
Interest-earning deposits with other banks	$ (1)	$ 8	$ 7
U.S. Government obligations	(34)	237	203
Obligations of states & political subdivisions	332	59	391
Other securities	366	549	915
Federal Reserve bank stock	—	—	—
Federal funds sold	(36)	87	51
Interest on deposits, investments and federal funds sold	627	940	1,567
Commercial, financial and agricultural loans and leases	2,551	3,308	5,859
Real estate commercial and construction loans	1,790	2,330	4,120
Real estate residential loans	333	668	1,001
Loans to individuals	1,404	353	1,757
Municipal loans	269	249	518
Interest and fees on loans and leases	6,347	6,908	13,255
Total interest income	6,974	7,848	14,822
Interest expense:			
Interest checking deposits	17	—	17
Money market savings	984	3,219	4,203
Regular savings	(69)	636	567
Certificates of deposit	2,542	2,925	5,467
Time open & club accounts	256	230	486
Interest on deposits	3,730	7,010	10,740
Federal funds purchased	(19)	104	85
Securities sold under agreement to repurchase	18	643	661
Other short-term borrowings	593	7	600
Long-term debt	3	43	46
Subordinated notes and capital securities	(93)	440	347
Interest on borrowings	502	1,237	1,739
Total interest expense	4,232	8,247	12,479
Net interest income	$ 2,742	$ (399)	$ 2,343

Notes: Tax-equivalent amounts have been calculated using the Corporation's federal applicable rate of 35 percent. Nonaccrual loans and unearned discounts have been included in the average loan balances.

Interest Income

Interest on deposits, investments and federal funds sold increased primarily due to rate increases on mortgage-backed securities and U.S. Government obligations and volume increases in mortgage-backed securities and obligations of state and political subdivisions.

The growth in interest and fees on loans and leases is due primarily to increased rates on commercial business loans and commercial and construction real estate loans. The average interest yield on the commercial loan portfolio increased 124 basis points, primarily due to a 194 basis point increase in the average prime rate, for the nine months ended September 30, 2006 compared to the same period in 2005; which, along with average volume increases of $49.0 million, contributed to a $5.9 million increase in interest income. The average yield on commercial and construction real estate loans increased by 84 basis points; this along with average volume increases of $30.2 million contributed to a $4.1 million increase in interest income. The average volume of loans to individuals increased $28.4 million, primarily contributing to an increase in interest income of $1.8 million.

Interest Expense

The Corporation's average rate on deposits increased 105 basis points for the nine months ended September 30, 2006 compared to the same period in 2005. The average rate paid on money market savings increased 154 basis points due to new products and promotions offered to grow deposits in the Bank's competitive marketplace; which contributed to a $4.2 million increase in interest expense. Interest on certificates of deposit increased $5.5 million, due to a 94 basis-point increase in average rate and average volume increases of $84.4 million. The average balance of PLGIT deposits increased $48.3 million comparing the nine months ended September 30, 2006 over the same period in 2005.

Interest expense on short-term borrowings includes interest paid on federal funds purchased and short-term FHLB borrowings. In addition, the Bank offers an automated cash management checking account that sweeps funds daily into a repurchase agreement account ("sweep accounts"). Interest expense on short-term borrowings increased $1.3 million during the nine months ended September 30, 2006 compared to 2005 primarily due to rate increases on sweep accounts and volume increases in short-term FHLB borrowings.

Interest on long-term borrowings increased primarily due to a 176 basis point increase in the rate paid on subordinated notes and trust preferred securities. This increase in rate was due to LIBOR increases which affect the variable rate paid on the trust preferred securities.

Provision for Loan and Lease Losses

The reserve for loan and lease losses is determined through a periodic evaluation that takes into consideration the growth of the loan and lease portfolio, the status of past-due loans, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Loans are also reviewed for impairment based on discounted cash flows using the loans' initial effective interest rate or the fair value of the collateral for certain collateral dependent loans as provided for under SFAS No. 114. Any of the above criteria may cause the provision to fluctuate. The bank's primary regulators, as an integral part of their examination process, may require adjustments to the allowance. Continued growth in loan and lease volumes and current economic conditions indicated the need for an increase to the reserve in 2006. The provision for the nine months ended September 30, 2006 and 2005 was $1.6 million and $1.4 million, respectively.

Non-interest Income

Non-interest income consists of trust department fee income, service charges on deposits income, commission income, net gains on sales of securities, and other miscellaneous types of income. It also includes various types of service fees, such as ATM fees, and life insurance income which primarily represents changes in the cash surrender value of bank-owned life insurance. Total non-interest income increased during the nine months ended September 30, 2006 compared to 2005 primarily due to higher insurance commissions and fees, investment advisory commission as well as trust commissions.

	For the Nine Months Ended September 30,		Change	
	2006	**2005**	**Amount**	**Percent**
Trust fee income	**$ 4,362**	$ 3,964	$ 398	10.0%
Service charges on deposit accounts	**5,091**	5,147	(56)	(1.1)
Investment advisory commission and fee income	**1,701**	1,438	263	18.3
Insurance commission and fee income	**3,534**	2,779	755	27.2
Life insurance income	**1,054**	977	77	7.9
Other service fee income	**2,437**	2,335	102	4.4

Net gain on sales of securities		**50**		150	(100)	(66.7)
Net loss on dispositions of fixed assets		**(67)**		(218)	151	69.3
Other		**192**		83	109	131.3
Total non-interest income	**$**	**18,354**	$	16,655	$ 1,699	10.2

Trust fee income increased in 2006 over 2005 primarily due to an increase in the number and market value of managed accounts. Investment advisory commissions and fee income, the primary source of income for Univest Investments, Inc., increased in 2006 over 2005 due to market activity and volume. Insurance commission and fee income increased due to an increase in contingent commissions received during the first quarter 2006 as well as the acquisition of Balmer in the third quarter of 2006. Life insurance income is primarily the change in the cash surrender values of bank owned life insurance policies, which is primarily affected by the market value of the underlying assets. The increase recognized on these policies was slightly more in the 2006 compared to 2005.

Other service fee income primarily consists of fees from credit card companies for a portion of merchant charges paid to the credit card companies for the Bank's customer debit card usage ("Mastermoney fees"), non-customer debit card fees, other merchant fees, mortgage servicing income and mortgage placement income. Other service fee income increased slightly in 2006 over 2005 primarily due to increases in Mastermoney fees and miscellaneous fee income that was offset by a reduction of mortgage servicing income.

Other non-interest income includes loss on investments in partnerships, gains on sales of mortgages, gains on sales of other real estate owned, reinsurance income and other miscellaneous income. The Corporation recognized $139 thousand in gains on sales of other real estate owned during the nine months of 2006 as discussed below. Additionally, larger losses were recognized on investments in partnerships when comparing September 30, 2006 to the same period in 2005.

Gains on Sale of Assets

Sales of $1.1 million in mortgage loans during the first nine months ended September 30, 2006 resulted in gains of $30 thousand compared to sales of $5.7 million for gains of $56 thousand for the nine months ended September 30, 2005.

During the nine months ended September 30, 2006 and 2005, approximately $1.6 million and $10.0 million of securities were sold recognizing gains $4 thousand and $150 thousand, respectively. During the nine months ended September 30, 2006, the Corporation also received $46 thousand resulting from the mandatory sale of shares created through conversion of one of its vendor relationships from a membership association to a private share corporation.

During the nine months ended September 30, 2006, the Corporation relocated a banking office within one of its supermarket locations and recognized a loss of $65 thousand. During the nine months ended September 30, 2005 the Corporation closed two of its supermarket banking offices and retired additional long-term assets replaced by the new Kulpsville branch resulting in net losses of the disposition of fixed assets of $215 thousand.

During the nine months ended September 30, 2006, the Corporation sold two other real estate owned properties resulting in a gain of $139 thousand. There were no sales of other real estate owned during the nine months ended September 30, 2005.

Non-interest Expense

The operating costs of the Corporation are known as non-interest expense, and include, but are not limited to, salaries and benefits, equipment expense, and occupancy costs. Expense control is very important to the management of the Corporation, and every effort is made to contain and minimize the growth of operating expenses.

The following table presents noninterest expense for the periods indicated:

	For the Nine Months Ended September 30, 2006	2005	Change Amount	Percent
Salaries and benefits	**$ 21,554**	$ 20,039	$ 1,515	7.6%
Net occupancy	**3,205**	3,211	(6)	(0.2)
Equipment	**2,406**	2,212	194	8.8
Other	**10,162**	8,711	1,451	16.7
Total non-interest expense	**$ 37,327**	$ 34,173	$ 3,154	9.2

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Salary and benefits increased due to the normal annual increases, the recognition of stock-based compensation expense of $409 thousand, increased hospital and medical expenses of $90 thousand, increased payroll taxes of $191 thousand and increased pension cost of $185 thousand when compared to the same period in 2005. Equipment expense increased due to depreciation on assets purchased for new branches opened in 2005. Other expenses increased primarily due to bank shares tax overpayments and credits utilized in 2005 which were no longer available in 2006 and reductions taken in 2005 in loss contingency reserves. These increases were partially offset by decreases in legal fees associated with loan work-outs.

Tax Provision

The provision for income taxes was $6.9 million for the nine months ended September 30, 2006 compared to $6.6 million in 2005, at effective rates of 26.77% and 26.46%, respectively. The effective tax rates reflect the benefits of tax credits generated from investments in low-income housing projects and tax-exempt income from investments in municipal securities, loans and bank-owned life insurance. The increase in the effective tax rate between the nine-month periods is primarily due to an increase in pre-tax income, non-deductible stock-based compensation expense and a decrease in low-income housing credits, partially offset by an increase in tax-exempt income.

Financial Condition

Assets

Total assets increased $168.1 million since December 31, 2005. The increase was primarily due to net growth in loans.

The following table presents the assets for the periods indicated:

	At September 30, 2006	At December 31, 2005	Change Amount	Change Percent
Cash, deposits and federal funds sold	**$ 46,450**	$ 59,439	$ (12,989)	(21.9)%
Investment securities	**395,252**	343,259	51,993	15.1
Total loans and leases	**1,370,620**	1,249,652	120,968	9.7
Reserve for loan and lease losses	**(12,997)**	(13,363)	366	2.7
Premises and equipment, net	**22,326**	21,635	691	3.2
Goodwill and other intangibles, net	**47,841**	43,387	4,454	10.3
Cash surrender value of insurance policies	**36,265**	35,211	1,054	3.0
Other assets	**31,640**	30,089	1,551	5.2
Total assets	**$ 1,937,397**	$ 1,769,309	$ 168,088	9.5

Investment Securities

The investment portfolio is managed as part of the overall asset and liability management process to optimize income and market performance over an entire interest rate cycle while mitigating risk. Activity in this portfolio is undertaken primarily to manage liquidity and interest rate risk and to take advantage of market conditions that create more economically attractive returns on these investments. The securities portfolio consists primarily of U.S. Government agency, mortgage-backed and municipal securities.

Total investments increased primarily due to security purchases of $194.7 million that were partially offset by maturities of $122.1 million and sales and calls of $22.2 million.

Loans and Leases

Total loans and leases increased in the nine months ended September 30, 2006 due to increases in commercial business loans of $70.4 million, commercial real estate loans of $9.9 million, real estate construction loans of $25.3 million, lease financings of $10.2 million and non-real estate related loans to individuals of $4.9 million.

Asset Quality

Performance of the entire loan and lease portfolio is reviewed on a regular basis by bank management and loan officers. A number of factors regarding the borrower, such as overall financial strength, collateral values, and repayment ability, are considered in deciding what actions should be taken when determining the collectibility of interest for accrual purposes.

When a loan or lease, including a loan or lease impaired under SFAS No. 114, is classified as nonaccrual, the accrual of interest on such a loan or lease is discontinued. A loan or lease is classified as nonaccrual when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about the further collectibility of principal or interest, even though the loan is currently performing. A loan or lease may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan or lease is placed on nonaccrual status, unpaid interest credited to income is reversed. Interest received on nonaccrual loans and leases is either applied against principal or reported as interest income, according to management's judgment as to the collectibility of principal.

Loans and leases are usually restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectibility of the total contractual principal and interest is no longer in doubt.

Cash basis, restructured and nonaccrual loans and leases totaled $4.9 million at September 30, 2006, $3.3 million at December 31, 2005 and $6.0 million at September 30, 2005 and consist mainly of commercial loans and real estate related commercial loans. For the nine months ended September 30, 2006 and 2005, nonaccrual loans and leases resulted in lost interest income of $319 thousand and $444 thousand, respectively. Loans and leases 90 days or more past due totaled $1.7 million at September 30, 2006, $610 thousand at December 31, 2005 and $786 thousand at September 30, 2005. Other real estate owned totaled $344 thousand at December 31, 2005 and $732 thousand at September 30, 2005. There was no other real estate owned at September 30, 2006. The Corporation's ratio of nonperforming assets to total loans and leases and other real estate owned was 0.48% at September 30, 2006, 0.34% at December 31, 2005 and .61% at September 30, 2005.

At September 30, 2006, the recorded investment in loans and leases that are considered to be impaired under SFAS No. 114 was $4.9 million, all of which were on a nonaccrual basis; the related reserve for loan and lease losses for those credits was $1.1 million. At December 31, 2005, the recorded investment in loans and leases that are considered to be impaired under SFAS No. 114 was $3.3 million, all of which were on a nonaccrual basis. The related reserve for loan and lease losses for those credits was $1.1 million. At September 30, 2005, the recorded investment in loans and leases that are considered to be impaired under SFAS No. 114 was $6.0 million and the related reserve for loan and lease losses for those credits was $815 thousand. The amount of the specific reserve needed for these credits could change in future periods subject to changes in facts and judgments related to these credits. Specific reserves have been established based on current facts and management’s judgments about the ultimate outcome of these credits.

Reserve for Loan and Lease Losses

Management believes the reserve for loan and lease losses is maintained at a level that is adequate to absorb losses in the loan and lease portfolio. Management's methodology to determine the adequacy of and the provisions to the reserve considers specific credit reviews, past credit loss experience, current economic conditions and trends, and the volume, growth, and composition of the loan and lease portfolio.

The reserve for loan and lease losses is determined through a monthly evaluation of reserve adequacy. Quarterly, this analysis takes into consideration the growth of the loan and lease portfolio, the status of past-due credits, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Non-accrual loans and leases are evaluated individually. All other loans are evaluated as pools. Based on historical loss experience, loss factors are determined giving consideration to the areas noted in the first paragraph and applied to the pooled loan or lease categories to develop the general or allocated portion of the reserve. Loans are also reviewed for impairment based on discounted cash flows using the loans' initial effective interest rate or the fair value of the collateral for certain collateral-dependent loans as provided under SFAS No. 114. Management also reviews the activity within the reserve to determine what actions, if any, should be taken to address differences between estimated and actual losses. Any of the above factors may cause the provision to fluctuate.

The reserve for loan and lease losses is based on management's evaluation of the loan and lease portfolio under current economic conditions and such other factors, which deserve recognition in estimating credit losses. This evaluation is inherently subjective, as it requires estimates including the amounts and timing of future cash flows expected to be received on impaired credits that may be susceptible to significant change. Additions to the reserve arise from the provision for loan and lease losses charged to operations or from the recovery of amounts previously charged off. Loan and lease charge-offs reduce the reserve. Loans and leases are charged off when there has been permanent impairment or when in the opinion of management the full amount of the loan or lease, in the case of non-collateral dependent borrowings, will not be realized. Certain impaired credits are reported at the present value of expected future cash flows using the loan's initial effective interest rate, or at the credit's observable market price or the fair value of the collateral if the credit is collateral dependent.

The specific reserve element is based on a regular analysis of impaired commercial and real estate credits. For these credits, the specific reserve established is based on an analysis of related collateral value, cash flow considerations and, if applicable, guarantor capacity.

The class reserve element is determined by an internal credit grading process in conjunction with associated allowance factors. The Corporation revises the class reserve factors whenever necessary in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan or lease pool classification.

The Corporation maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded.

The reserve for loan and lease losses decreased $366 thousand from December 31, 2005 to September 30, 2006 due to two large charge-offs for a commercial customer of $1.4 million that occurred in the third quarter partially offset by a decrease in reserve resulting from payoffs of nonaccrual loans. Management believes that the reserve is maintained at a level that is adequate to absorb losses in the loan and lease portfolio. The ratio of the reserve for loan and lease losses to total loans and leases was 0.95% at September 30, 2006 and 1.07% at December 31, 2005.

Goodwill and Other Intangible Assets

On January 1, 2002, the Corporation adopted SFAS No. 142, "Goodwill and Other Intangible Assets" (“SFAS 142”). In accordance with the provisions of SFAS 142, the Corporation completes annual impairment tests during the fourth quarter. There can be no assurance that future goodwill impairment tests will not result in a charge to earnings.

The Corporation has covenants not to compete, intangible assets due to bank and branch acquisitions, core deposit intangibles, and mortgage servicing rights, which are not deemed to have an indefinite life and therefore will continue to be amortized over their useful life. The Corporation also has goodwill of $41.2 million, which is deemed to be an indefinite intangible asset and will not be amortized but is tested for impairment annually. During the third quarter 2006, the Corporation recorded $4.7 of intangible assets as a result of the Balmer acquisition.

Liabilities

Total liabilities increased since December 31, 2005 primarily due to an increase in deposits. Borrowings also increased which were partially offset by a decrease in other liabilities. The following table presents the liabilities for the periods indicated:

	At September 30, 2006	At December 31, 2005	Change Amount	Change Percent
Deposits	$ **1,463,716**	$ 1,366,715	$ 97,001	7.1%

Borrowings	**261,695**	196,761	64,934	33.0
Accrued expenses and other liabilities	**26,493**	32,753	(6,260)	(19.1)
Total liabilities	**$ 1,751,904**	$ 1,596,229	$ 155,675	9.8

Deposits

Total deposits grew at the Bank primarily due to increases in PLGIT deposits of $43.0 million and $40.0 million in brokered CD's. Growth in money market savings accounts of $23.5 million was offset by decreases in interest-bearing checking accounts of $22.7 million and decreases in non-interest-bearing demand accounts of $17.7 million.

Borrowings

Long-term borrowings at September 30, 2006, included $10.1 million in Subordinated Capital Notes, $20.6 million of Trust Preferred Securities, and $65.5 million in long-term borrowings from the FHLB. The consolidated balance sheet also includes a $1.7 million fair market value adjustment relating to FHLB long-term borrowings acquired in the First County Bank and Suburban Community Bank acquisitions. In April 2003, the Corporation secured $15.0 million in subordinated capital notes that qualify for Tier 2 capital status. In August 2003, the Corporation issued $20.0 million of trust preferred securities that qualify for Tier 1 capital status. Principal payments of $375 thousand are made quarterly and reduce the Subordinated Capital Notes balance. The Corporation deconsolidated its Capital Trust in the first quarter of 2004, as a result of the adoption of FIN 46. The result was an increase in the junior debt of $619 thousand. Short-term borrowings typically include federal funds purchased and short-term FHLB borrowings. In addition, the Bank offers an automated cash management checking account that sweeps funds daily into a repurchase agreement account ("sweep accounts"). Short-term borrowings increased due to an increase of short-term FHLB borrowings of $44.2 million as well as an increase of federal funds purchased of $26.6 million which were offset by decreases in the sweep accounts of $15.3 million.

Other Liabilities

Other liabilities decreased primarily due to payments made to private investors for participated loans and taxes paid.

Shareholders' Equity

Total shareholders' equity increased since December 31, 2005 primarily due to current earnings, partially offset by cash dividends paid. The following table presents the shareholders' equity for the periods indicated:

	At September 30, 2006	At December 31, 2005	Change Amount	Change Percent
Common stock	**$ 74,370**	$ 74,370	$	%
Additional paid-in capital	**22,376**	22,051	325	1.5
Retained earnings	**124,541**	114,346	10,195	8.9
Accumulated other comprehensive loss	**(60)**	(1,050)	990	94.3
Treasury stock	**(35,734)**	(36,637)	903	2.5
Total shareholders' equity	**$ 185,493**	$ 173,080	$ 12,413	7.2

Retained earnings were favorably impacted by nine months of net income of $18.8 million partially offset by cash dividends of $7.5 million declared during the nine months of 2006. Treasury stock decreased slightly primarily due to the exercise of stock options. There is a buyback program in place that as of September 30, 2006 allows the Corporation to purchase an additional 489,439 shares of its outstanding common stock in the open market or in negotiated transactions.

Accumulated other comprehensive loss related to securities of $44 thousand, net of taxes, is included in shareholders' equity as of September 30, 2006. Accumulated other comprehensive loss related to securities of $989 thousand, net of taxes, has been included in shareholders' equity as of December 31, 2005. Accumulated other comprehensive income (loss) related to debt securities is the unrealized gain (loss), or difference between the book value and market value, on the available-for-sale investment portfolio, net of taxes. The period-to-period increase in accumulated other comprehensive income (loss) was a result of increases in the market values of fixed rate mortgage-backed and non-mortgage-backed government agency debt securities, partially offset by a decline in the market value of municipal securities. The market value increases are attributable to increases, from December 31, 2005 to September 30, 2006, in the 2-, 3-, 5- and 10-year treasury yields, which ranged from 27 basis points to 30 basis points.

In the third quarter of 2005, the Corporation entered into an interest-rate swap agreement that converts a portion of its floating rate commercial loans to a fixed rate basis. The accumulated other comprehensive loss related to interest-rate swaps, net of taxes, included in shareholders' equity at September 30, 2006 and December 31, 2005 was $16 thousand and $61 thousand, respectively. Accumulated other comprehensive income (loss) related to interest-rate swaps reflects the current market value of the swap, net of taxes.

Capital Adequacy

Capital guidelines which banking regulators have adopted assign minimum capital requirements for categories of assets depending on their assigned risks. The components of risk-based capital are Tier 1 and Tier 2. Minimum required total risk-based capital is 8.0%. The Corporation and the Bank continue to be in the "well-capitalized" category under regulatory standards.

Critical Accounting Policies

Management, in order to prepare the Corporation's financial statements in conformity with generally accepted accounting principles, is required to make estimates and assumptions that effect the amounts reported in the Corporation's financial statements. There are uncertainties inherent in making these estimates and assumptions. Certain critical accounting policies, discussed below, could materially affect the results of operations and financial position of the Corporation should changes in circumstances require a change in related estimates or assumptions. The Corporation has identified the reserve for loan and lease losses, intangible assets, investment securities, mortgage servicing rights, income taxes and benefit plans as its critical accounting policies. For more information on these critical accounting policies, please refer to our 2005 Annual Report on Form 10-K.

During the first quarter of 2006, the Corporation adopted SFAS 123R, "Accounting for Stock-based Compensation," and added stock-based compensation to its list of critical accounting policies. The Corporation uses the Black-Scholes Model to estimate the fair value of each option on the date of grant. The Black-Scholes Model estimates the fair value of employee stock options using a pricing model which takes into consideration the exercise price of the option, the expected life of the options, the current market price and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Corporation's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. During the nine months ended September 30, 2006, the Corporation recognized stock-based compensation expense of $409 thousand.

Asset/Liability Management

The primary functions of Asset/Liability Management are to assure adequate earnings, capital and liquidity while maintaining an appropriate balance between interest-earning assets and interest-bearing liabilities. Liquidity management involves the ability to meet cash flow requirements of customers and corporate needs. Interest-rate sensitivity management seeks to avoid fluctuating net interest margins and to enhance consistent growth of net interest income through periods of changing rates.

The Corporation uses both static gap analysis and simulation techniques to quantify its exposure to interest rate risk. The Corporation uses static gap analysis techniques to identify and monitor long-term rate exposure and uses a simulation model to measure the short-term rate exposures. The Corporation runs various earnings simulation scenarios to quantify the effect of declining or rising interest rates on the net interest margin over a one-year horizon. The simulation uses existing portfolio rate and repricing information, combined with assumptions regarding future loan and deposit growth, future spreads, prepayments on residential mortgages, and the discretionary pricing of non-maturity assets and liabilities.

During the third quarter of 2005, the Corporation entered into an interest-rate swap agreement that converts a portion of its floating rate commercial loans to a fixed rate basis. Under this swap agreement, the Corporation agrees to exchange, at specified intervals, the difference between fixed and floating-interest rates calculated on an agreed upon notional principal amount. Interest-rate swaps in which the Corporation pays a floating rate and receives a fixed rate are used to reduce the impact of changes in interest rates on the Corporation's net interest income.

At September 30, 2006, the total notional amount of the "Pay Floating, Receive Fixed" swap outstanding was $20.0 million. The net payable or receivable from the interest-rate swap agreement is accrued as an adjustment to interest income. The $20.0 million in notional amount of interest-rate swap outstanding expires on November 2, 2006.

The impact of the interest-rate swap on net interest income for the nine months ended September 30, 2006 was a negative $125 thousand. The Corporation's credit exposure on swaps is limited to the value of interest-rate swaps that have become favorable to the Corporation. Credit risk would exist because the counterparty to a derivative contract with an unrealized gain might fail to perform according to the terms of the agreement. As of September 30, 2006, the market value of the interest-rate swap was in an unfavorable position of $25 thousand and there were no interest-rate swaps with a market value in a favorable position.

Liquidity

The Corporation, in its role as a financial intermediary, is exposed to certain liquidity risks. Liquidity refers to the Corporation's ability to ensure that sufficient cash flow and liquid assets are available to satisfy demand for loans and deposit withdrawals. The Corporation manages its liquidity risk by measuring and monitoring its liquidity sources and estimated funding needs. The Corporation has a contingency funding plan in place to address liquidity needs in the event of an institution-specific or a systemic financial crisis.

Sources of Funds

Core deposits and cash management repurchase agreements ("Repos") have historically been the most significant funding sources for the Corporation. These deposits and Repos are generated from a base of consumer, business and public customers primarily located in Bucks and Montgomery counties, Pennsylvania. The Corporation faces increased competition for these deposits from a large array of financial market participants, including banks, thrifts, mutual funds, security dealers and others.

The Corporation supplements its core funding with money market funds it holds for the benefit of various trust accounts. These funds are fully collateralized by the Bank's investment portfolio and are at current money market mutual fund rates. This funding source is subject to changes in the asset allocations of the trust accounts. Since August 2004, the Bank obtained deposits from PLGIT to augment its fixed funding sources. The PLGIT deposits are public funds collateralized with a letter of credit that PLGIT maintains with the FHLB; therefore, the Bank is not required to provide collateral on these deposits. These standby letters of credit are issued by the FHLB on behalf of the Corporation, which is the account party on the letters of credit and therefore is obligated to reimburse the FHLB for all payments made under the standby letter of credit. At September 30, 2006, the Bank had $93.0 million in PLGIT deposits.

The Corporation, through its Bank, has short-term and long-term credit facilities with the FHLB with a maximum borrowing capacity of approximately $350.0 million. At September 30, 2006, under the FHLB credit facilities, the Corporation's outstanding short-term and long-term borrowings totaled $109.7 million and PLGIT letters of credit totaled $96.0 million. The maximum borrowing capacity changes as a function of the Bank's qualifying collateral assets and the amount of funds received may be reduced by additional required purchases of FHLB stock.

The Corporation maintains federal fund lines with several correspondent banks totaling $70 million. At September 30, 2006, there were $26.6 million in outstanding borrowings under these lines. Future availability under these lines is subject to the policies of the granting banks and may be withdrawn.

The Corporation, through the Bank, has an available line of credit at the Federal Reserve Bank of Philadelphia, the amount of which is dependent upon the balance of loans and securities pledged as collateral. At September 30, 2006, the Corporation had no outstanding borrowings under this line.

Cash Requirements

The Corporation has cash requirements for various financial obligations, including contractual obligations and commitments that require cash payments. The contractual obligations and commitments table that follows presents, as of September 30, 2006, significant fixed and determinable contractual obligations and commitments to third parties. The most significant contractual obligation, in both the under and over one year time period, is for the Bank to repay its certificates of deposit. Securities sold under agreement to repurchase constitute the next largest payment obligation which is short term in nature. The Bank anticipates meeting these obligations by continuing to provide convenient depository and cash management services through its branch network, thereby replacing these contractual obligations with similar fund sources at rates that are competitive in our market.

Commitments to extend credit are the Bank's most significant commitment in both the under and over one year time periods. These commitments do not necessarily represent future cash requirements in that these commitments often expire without being drawn upon.

Contractual Obligations and Commitments

The Corporation enters into contractual obligations in the normal course of business as a source of funds for its asset growth and its asset/liability management, to fund acquisitions and to meet required capital needs. These obligations require the Corporation to make cash payments over time as detailed in the table below.

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to manage the Corporation's exposure to fluctuation in interest rates. These financial instruments include commitments to extend credit, standby and commercial letters of credit and forward contracts. These financial instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contract or notional amounts of these financial instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments.

The Corporation's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit and standby and commercial letters of credit is represented by the contractual amount of those instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Unless noted otherwise, the Corporation does not require and is not required to pledge collateral or other security to support financial instruments with credit risk. These commitments expire over time as detailed in the following table.

The PLGIT deposits are public funds collateralized with a letter of credit that PLGIT maintains with the FHLB; therefore, the Corporation is not required to provide collateral on these deposits. These standby letters of credit are issued by the FHLB on behalf of the Corporation, which is the account party on the letters of credit and therefore is obligated to reimburse the FHLB for all payments made under the standby letter of credit. The Corporation's exposure is represented by the contractual amount of these instruments.

Forward contracts represent agreements for delayed delivery of financial instruments or commodities in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified instrument or commodity at a specified price or yield. Forward contracts are not traded on organized exchanges and their contractual terms are not standardized. The Corporation's forward contracts are commitments to sell loans secured by 1-to-4 family residential properties whose predominant risk characteristic is interest rate risk.

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows, including interest payable, as of September 30, 2006:

		Payments Due by Period			
	Total	Due in One Year or Less	Due in One to Three Years	Due in Four to Five Years	Due in Over Five Years
Long-term debt	$ 77,401	$ 4,494	$ 23,471	$ 44,196	$ 5,240
Subordinated capital notes	12,646	2,137	4,019	3,639	2,851
Trust preferred securities	67,288	1,727	3,455	3,454	58,652
Securities sold under agreement to repurchase	93,002	93,002			
Other short-term borrowings	70,803	70,803			
Time deposits	621,516	513,365	69,739	34,704	3,708
Operating leases	8,715	1,497	2,345	1,574	3,299
Standby and commercial letters of credit	57,980	49,998	7,982		
Forward contracts	225	225			
Commitments to extend credit	458,405	115,808	69,356	24,386	248,855
PLGIT letters of credit	96,010	96,010			
Total contractual obligations	$ 1,563,991	$ 949,066	$ 180,367	$ 111,953	$ 322,605

Recent Accounting Pronouncements

In February 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments" ("SFAS 155"). SFAS 155 amends SFAS Nos. 133 and 140. SFAS 155 resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets." SFAS 155: a) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation; b) clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133; c) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation; d) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and, e) amends SFAS No. 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006. The fair value election provided for in paragraph 4(c) of this Statement may also be applied upon adoption of this Statement for hybrid financial instruments that had been bifurcated under paragraph 12 of SFAS No. 133 prior to the adoption of SFAS 155. Earlier adoption is permitted as of the beginning of an entity's fiscal year, provided the entity has not yet issued financial statements, including financial statements for any interim period for that fiscal year. Provisions of SFAS 155 may be applied to instruments that an entity holds at the date of adoption on an instrument-by-instrument basis. The Company does not anticipate that SFAS 155 will have a material impact on their consolidated financial statements upon adoption. The Corporation has not completed its assessment of SFAS 155 and the impact, if any, on the financial statements.

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets" ("SFAS 156"). SFAS 156 amends SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities." SFAS

156: 1) requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in any of the following situations: a) a transfer of the servicer's financial assets that meets the requirements for sale accounting; b) a transfer of the servicer's financial assets to a qualifying special-purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities and classifies them as either available-for-sale securities or trading securities in accordance with SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS 115"); or, c) an acquisition or assumption of an obligation to service a financial asset that does not relate to financial assets of the servicer or its consolidated affiliates; 2) requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable; 3) permits an entity to choose either of the following subsequent measurement methods for each class of separately recognized servicing assets and servicing liabilities: a) amortization method—amortize servicing assets or servicing liabilities in proportion to and over the period of estimated net servicing income or net servicing loss and assess servicing assets or servicing liabilities for impairment or increased obligation based on fair value at each reporting date; or, b) fair value measurement method—measure servicing assets or servicing liabilities at fair value at each reporting date and report changes in fair value in earnings in the period in which the changes occur; 4) at its initial adoption, permits a one-time reclassification of available-for-sale securities to trading securities by entities with recognized servicing rights, without calling into question the treatment of other available-for-sale securities under SFAS 115, provided that the available-for-sale securities are identified in some manner as offsetting the entity's exposure to changes in fair value of servicing assets or servicing liabilities that a servicer elects to subsequently measure at fair value; and, 5) requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities. An entity should adopt SFAS 156 as of the beginning of its first fiscal year that begins after September 15, 2006. Earlier adoption is permitted as of the beginning of an entity's fiscal year, provided the entity has not yet issued financial statements, including interim financial statements, for any period of that fiscal year. The effective date of SFAS 156 is the date an entity adopts the requirements of this Statement. The Corporation has not completed its assessment of SFAS 156 and the impact, if any, on the financial statements.

In June 2006, FASB issued Financial Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 provides guidance on financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. According to FIN 48, a tax position is recognized if it is more-likely-than-not that the tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. If the tax position meets the more-likely-than-not recognition threshold, the position is measured to determine the amount of benefit to recognize and should be measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Corporation has not completed its assessment of FIN 48 and the impact, if any, on the financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS No. 157 establishes a framework for measuring fair value in GAAP, and enhances disclosures about fair value measurements. SFAS 157 applies when other accounting pronouncement require fair value measurements; it does not require new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and for interim periods within those years. The Corporation has not completed its assessment of SFAS 157 and the impact, if any, on the financial statements.

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plan" ("SFAS 158"). SFAS 158 requires an employer to recognize on their balance sheet the funded status of its defined pension plans and other post-retirement plans as of December 31, 2006. An under-funded position would create a liability and an over-funded position would create an asset, with a correlating deferred tax asset or liability. The net impact would be an adjustment to equity as accumulated other comprehensive income (loss.) Employers must also recognize as a component of other comprehensive income (loss), net of tax, the actuarial gains and losses and the prior service costs and credits that arise during the period. The Corporation has not completed its assessment of SFAS 158, but anticipated recording a reduction to Shareholders' Equity in Net Other Comprehensive Loss during the fourth quarter of 2006.

On September 13, 2006 the Securities and Exchange Commission ("SEC") Staff issued Statement of Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements," ("SAB 108"). SAB 108 addresses how errors, built up over time in the balance sheet, should be considered from a materiality perspective and corrected. SAB 108 provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. The SEC Staff believes that companies should quantify errors using both a balance sheet and an income statement approach and evaluate whether either of these approaches results in quantifying a misstatement that, when all relevant quantitative and qualitative factors are considered, is material. SAB 108 also describes the circumstances where it would be appropriate for a registrant to record a one-time cumulative effect adjustment to correct errors existing in prior years that previously had been considered immaterial as well as the required disclosures to investors. Implementation of SAB 108 is encouraged in any report for an interim period of the first fiscal year ending after November 15, 2006. The Corporation did not early adopt SAB No. 108. The Corporation has not yet determined whether this interpretation will have a material impact on its consolidated financial statements upon adoption.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

No material changes in the Corporation's market risk or market strategy occurred during the current period. A detailed discussion of market risk is provided in the Registrant's Annual Report on Form 10-K for the period ended December 31, 2005.

Item 4. Controls and Procedures

Management is responsible for the disclosure controls and procedures of Univest Corporation of Pennsylvania ("Univest"). Disclosure controls and procedures are in place to assure that all material information is collected and disclosed in accordance with Rule 13a - 15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based on their evaluation Management believes that the financial information required to be disclosed in accordance with the Securities Exchange Act of 1934 is presented fairly, recorded, summarized and reported within the required time periods.

As of September 30, 2006 an evaluation was performed under the supervision and with the participation of the Corporation's management, including the CEO and CFO, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, the Corporation's management, including the CEO and CFO, concluded that the Corporation's disclosure controls and procedures were effective and there have been no changes in the Corporation's internal controls or in other factors that have materially affected or are reasonably likely to materially affect internal controls subsequent to December 31, 2005.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Management is not aware of any litigation that would have a material adverse effect on the consolidated financial position of the Corporation. There are no proceedings pending other than the ordinary routine litigation incident to the business of the Corporation. In addition, there are no material proceedings pending or known to be threatened or contemplated against the Corporation or the Bank by government authorities.

Item 1A. Risk Factors

There were no material changes from the risk factors previously disclosed in the Registrant's Form 10-K, Part 1, Item 1A, for the Year Ended December 31, 2005 as filed with the Securities and Exchange Commission on March 6, 2006.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information on repurchases by the Corporation of its common stock during the three months ended September 30, 2006.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs

July 1 - 31, 2006	34,671	$ 27.97	34,671	464,463
August 1 - 31, 2006	5,189	29.53	5,189	473,254
September 1 - 30, 2006	2,754	29.83	2,754	489,439
Total	42,614		42,614	

1. Transactions are reported as of settlement dates.
2. The Corporation's current stock repurchase program was approved by its Board of Directors and announced on 12/31/2001. The repurchased shares limit is net of normal Treasury activity such as purchases to fund the Dividend Reinvestment Program, Employee Stock Purchase Program and the equity compensation plan.
3. The number of shares originally approved for repurchase under the Corporation's current stock repurchase program is 526,571.
4. The Corporation's current stock repurchase program does not have an expiration date.
5. No stock repurchase plan or program of the Corporation expired during the period covered by the table.
6. The Corporation has no stock repurchase plan or program that it has determined to terminate prior to expiration or under which it does not intend to make further purchases. The plans are restricted during certain blackout periods in conformance with the Corporation's Insider Trading Policy.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

a. Exhibits

Exhibit 31.1	Certification of William S. Aichele, Chairman, President and Chief Executive Officer of the Corporation, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Wallace H. Bieler, Senior Executive Vice President, Chief Financial Officer, Chief Operation Officer and Corporate Secretary of the Corporation, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification of William S. Aichele, Chief Executive Officer of the Corporation, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Wallace H. Bieler, Chief Financial Officer of the Corporation, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

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.

Univest Corporation of Pennsylvania
(Registrant)

Date: November 3, 2006

/s/ William S. Aichele

William S. Aichele, Chairman, President
and Chief Executive Officer

Date: November 3, 2006

/s/ Wallace H. Bieler

Wallace H. Bieler, Senior Executive Vice President,
Chief Operation Officer and Chief Financial Officer