FINANCIAL INSTITUTIONS INC
Form 10-Q
August 02, 2011

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

Form 10-Q

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

For the quarterly period ended June 30, 2011

or

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

Commission File Number: 000-26481

(Exact name of registrant as specified in its charter)

NEW YORK	**16-0816610**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
220 LIBERTY STREET, WARSAW, NEW YORK	**14569**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(585) 786-1100**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

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

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller company)	Smaller reporting company o

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

The registrant had 13,805,830 shares of Common Stock, $0.01 par value, outstanding as of July 28, 2011.

FINANCIAL INSTITUTIONS, INC.
Form 10-Q
For the Quarterly Period Ended June 30, 2011
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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Financial Condition

(Dollars in thousands, except share and per share data)	**June 30, 2011 (Unaudited)**	**December 31, 2010**
ASSETS		
Cash and cash equivalents:		
Cash and due from banks	$ 45,990	$ 38,964
Federal funds sold and interest-bearing deposits in other banks	94	94
Total cash and cash equivalents	46,084	39,058
Securities available for sale, at fair value	706,958	666,368
Securities held to maturity, at amortized cost (fair value of $24,797 and $28,849, respectively)	24,091	28,162
Loans held for sale	14,511	3,138
Loans (net of allowance for loan losses of $20,632 and $20,466, respectively)	1,347,420	1,325,524
Company owned life insurance	26,632	26,053
Premises and equipment, net	32,940	33,263
Goodwill	37,369	37,369
Other assets	46,939	55,372
Total assets	$ 2,282,944	$ 2,214,307
LIABILITIES AND SHAREHOLDERS EQUITY		
Deposits:		
Noninterest-bearing demand	$ 358,574	$ 350,877
Interest-bearing demand	376,306	374,900
Savings and money market	438,173	417,359
Certificates of deposit	699,186	739,754
Total deposits	1,872,239	1,882,890
Short-term borrowings	132,395	77,110
Long-term borrowings	26,702	26,767
Other liabilities	17,875	15,396
Total liabilities	2,049,211	2,002,163
Shareholders equity:		
Series A 3% preferred stock, $100 par value; 1,533 shares authorized and issued	153	153
Series A preferred stock, $5,000 liquidation preference per share, 7,503 shares authorized; 7,503 shares issued at December 31, 2010		36,210
Series B-1 8.48% preferred stock, $100 par value, 200,000 shares authorized, 173,253 and 174,223 shares issued, respectively	17,326	17,422

Total preferred equity	17,479	53,785
Common stock, $0.01 par value, 50,000,000 shares authorized; 14,161,597 and 11,348,122 shares issued, respectively	142	113
Additional paid-in capital	66,724	26,029
Retained earnings	150,971	144,599
Accumulated other comprehensive income (loss)	5,062	(4,722)
Treasury stock, at cost 355,767 and 410,616 shares, respectively	(6,645)	(7,660)
Total shareholders equity	233,733	212,144
Total liabilities and shareholders equity	$ 2,282,944	$ 2,214,307

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Income (Unaudited)

	Three months ended June 30,		Six months ended June 30,	
(Dollars in thousands, except per share amounts)	**2011**	**2010**	**2011**	**2010**
Interest income:				
Interest and fees on loans	$ 19,071	$ 18,714	$ 38,106	$ 37,332
Interest and dividends on investment securities	4,759	5,485	9,363	10,684
Other interest income		3		10
Total interest income	23,830	24,202	47,469	48,026
Interest expense:				
Deposits	2,934	3,730	6,131	7,514
Short-term borrowings	110	85	182	163
Long-term borrowings	533	711	1,065	1,421
Total interest expense	3,577	4,526	7,378	9,098
Net interest income	20,253	19,676	40,091	38,928
Provision for loan losses	1,328	2,105	2,138	2,523
Net interest income after provision for loan losses	18,925	17,571	37,953	36,405
Noninterest income:				
Service charges on deposits	2,243	2,502	4,348	4,732
ATM and debit card	1,123	1,054	2,139	1,988
Broker-dealer fees and commissions	402	359	788	739
Loan servicing	249	140	598	420
Company owned life insurance	279	282	545	551
Net gain on sale of loans held for sale	117	115	341	177
Net gain on disposal of investment securities	4	63	7	69
Impairment charges on investment securities				(526)
Net (loss) gain on sale and disposal of other assets	(8)		37	2
Other	565	451	1,319	897
Total noninterest income	4,974	4,966	10,122	9,049
Noninterest expense:				
Salaries and employee benefits	8,854	8,044	17,255	16,291
Occupancy and equipment	2,644	2,670	5,487	5,441
Professional services	571	478	1,253	1,084
Computer and data processing	648	615	1,251	1,186
Supplies and postage	424	431	876	876
FDIC assessments	168	634	775	1,236
Advertising and promotions	253	352	418	539
Other	1,591	1,646	3,188	2,955

Total noninterest expense		15,153		14,870		30,503		29,608
Income before income taxes		8,746		7,667		17,572		15,846
Income tax expense		3,027		2,469		6,033		5,320
Net income	$	5,719	$	5,198	$	11,539	$	10,526
Preferred stock dividends		370		840		1,140		1,679
Accretion of discount on preferred stock				91		1,305		181
Net income available to common shareholders	$	5,349	$	4,267	$	9,094	$	8,666
Earnings per common share (Note 2):								
Basic	$	0.39	$	0.39	$	0.73	$	0.80
Diluted	$	0.39	$	0.39	$	0.72	$	0.80

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statement of Changes in Shareholders Equity (Unaudited)
Six months ended June 30, 2011

(Dollars in thousands, except per share data)	Preferred Equity	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Shareholders Equity
Balance at January 1, 2011	**$ 53,785**	**$ 113**	**$ 26,029**	**$ 144,599**	**$ (4,722)**	**$ (7,660)**	**$ 212,144**
Comprehensive income:							
Net income				11,539			11,539
Other comprehensive income, net of tax					9,784		9,784
Total comprehensive income							21,323
Issuance of common stock		29	43,098				43,127
Purchases of treasury stock						(205)	(205)
Repurchase of warrant issued to U.S. Treasury			(2,080)				(2,080)
Redemption of Series A preferred stock	(37,515)		68				(37,447)
Repurchase of Series B-1 8.48% preferred stock	(96)						(96)
Share-based compensation plans:							
Share-based compensation			576				576
Stock options exercised			(28)			119	91
Restricted stock awards issued, net			(991)			991	
Excess tax benefit on share-based compensation			64				64
Directors retainer			(12)			110	98
Accretion of discount on Series A preferred stock	1,305			(1,305)			
Cash dividends declared:							
Series A 3% preferred-$1.50 per share				(2)			(2)
Series A preferred-$53.24 per share				(399)			(399)

Series B-1 8.48% preferred-$4.24 per share				(739)			(739)
Common-$0.22 per share				(2,722)			(2,722)
Balance at June 30, 2011	**$ 17,479**	**$ 142**	**$ 66,724**	**$ 150,971**	**$ 5,062**	**$ (6,645)**	**$ 233,733**

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)

	Six months ended June 30,	
(Dollars in thousands)	**2011**	**2010**
Cash flows from operating activities:		
Net income	$ 11,539	$ 10,526
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,701	1,776
Net amortization of premiums on securities	2,825	1,002
Provision for loan losses	2,138	2,523
Share-based compensation	576	542
Deferred income tax expense	1,206	828
Proceeds from sale of loans held for sale	14,162	14,284
Originations of loans held for sale	(11,618)	(14,594)
Increase in company owned life insurance	(545)	(551)
Net gain on sale of loans held for sale	(341)	(177)
Net gain on disposal of investment securities	(7)	(69)
Impairment charges on investment securities		526
Net gain on sale and disposal of other assets	(37)	(2)
Decrease in other assets	1,204	294
Increase in other liabilities	1,204	1,322
Net cash provided by operating activities	24,007	18,230
Cash flows from investing activities:		
Purchases of investment securities:		
Available for sale	(124,096)	(196,238)
Held to maturity	(7,428)	(8,251)
Proceeds from principal payments, maturities and calls on investment securities:		
Available for sale	88,512	100,160
Held to maturity	11,649	19,979
Proceeds from sales and calls of securities available for sale	8,900	33,090
Net loan originations	(37,715)	(28,178)
Purchases of company owned life insurance	(34)	(33)
Proceeds from sales of other assets	165	411
Purchases of premises and equipment	(1,410)	(1,250)
Net cash used in investing activities	(61,457)	(80,310)
Cash flows from financing activities:		
Net (decrease) increase in deposits	(10,651)	78,990
Net increase (decrease) in short-term borrowings	55,285	(12,657)
Repayments of long-term borrowings	(65)	(79)
Proceeds from issuance of common stock, net of issuance costs	43,127	
Purchases of common stock for treasury	(205)	
Repurchase of warrant issued to U.S. Treasury	(2,080)	
Redemption of Series A preferred stock	(37,447)	

Repurchase of Series B-1 8.48% preferred stock		(96)	
Proceeds from stock options exercised		91	129
Excess tax benefit on share-based compensation		64	
Cash dividends paid to preferred shareholders		(1,380)	(1,679)
Cash dividends paid to common shareholders		(2,167)	(2,164)
Net cash provided by financing activities		44,476	62,540
Net increase in cash and cash equivalents		7,026	460
Cash and cash equivalents, beginning of period		39,058	42,959
Cash and cash equivalents, end of period	$	46,084	43,419

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Financial Institutions, Inc., a financial holding company organized under the laws of New York State (New York or NYS), and its subsidiaries provide deposit, lending and other financial services to individuals and businesses in Central and Western New York. The Company owns all of the capital stock of Five Star Bank, a New York State chartered bank, and Five Star Investment Services, Inc., a broker-dealer subsidiary offering noninsured investment products. The Company also owns 100% of FISI Statutory Trust I (the Trust), which was formed in February 2001 for the purpose of issuing trust preferred securities. References to the Company mean the consolidated reporting entities and references to the Bank mean Five Star Bank.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The accounting and reporting policies conform to U.S. generally accepted accounting principles (GAAP). Certain information and footnote disclosures normally included in financial statements prepared in conformity with GAAP have been condensed or omitted pursuant to such rules and regulations. However, in the opinion of management, the accompanying consolidated financial statements reflect all adjustments of a normal and recurring nature necessary to present fairly the consolidated balance sheet, statements of income, shareholders equity and cash flows for the periods indicated, and contain adequate disclosure to make the information presented not misleading. Prior years consolidated financial statements are re-classified whenever necessary to conform to the current year s presentation. These consolidated financial statements should be read in conjunction with the Company s 2010 Annual Report on Form 10-K. The results of operations for any interim periods are not necessarily indicative of the results which may be expected for the entire year.

Use of Estimates

The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates relate to the determination of the allowance for loan losses, assumptions used in the defined benefit pension plan accounting, the carrying value of goodwill and deferred tax assets, and the valuation and other than temporary impairment considerations related to the securities portfolio.

Cash Flow Information

Supplemental cash flow information addressing certain cash payments and noncash investing and financing activities was as follows (in thousands):

	Six months ended June 30, 2011	Six months ended June 30, 2010
Cash payments:		
Interest	$ 7,699	$ 9,115
Income taxes	2,173	4,539
Noncash investing and financing activities:		
Real estate and other assets acquired in settlement of loans	$ 105	$ 70
Accrued and declared unpaid dividends	2,009	1,694
Increase (decrease) in net unsettled security transactions	960	(441)
Net transfer of loans to held for sale	13,576	
Accretion of preferred stock discount	1,305	181

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-05 *Comprehensive Income (Topic 220) Presentation of Comprehensive Income.* ASU 2011-05 requires that all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company is assessing the impact of ASU 2011-05 on our comprehensive income presentation.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In May 2011, the FASB issued ASU No. 2011-04 *Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.* ASU 2011-04 changes the wording used to describe many of the requirements in GAAP for measuring fair value and for disclosing information about fair value measurements. Consequently, the amendments in this update result in common fair value measurement and disclosure requirements in GAAP and IFRSs (International Financial Reporting Standards). ASU 2011-04 is effective prospectively during interim and annual periods beginning on or after December 15, 2011. Early adoption by public entities is not permitted. The Company is currently assessing the impact of ASU 2011-04 on the Company s consolidated financial statements.

In April 2011, the FASB issued ASU No. 2011-03 *Transfers and Servicing (Topic 860) - Reconsideration of Effective Control for Repurchase Agreement.* ASU 2011-03 removes from the assessment of effective control the criterion relating to the transferor s ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. ASU 2011-03 is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company believes that the adoption of the standard will not have a significant impact on the Company s consolidated financial statements.

In April 2011, the FASB issued ASU 2011-02 *A Creditor s Determination of Whether a Restructuring is a Troubled Debt Restructuring* , which clarifies when creditors should classify loan modifications as troubled debt restructurings. The guidance is effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructurings occurring on or after the beginning of the year. The guidance on measuring the impairment of a receivable restructured in a troubled debt restructuring, as clarified, is effective on a prospective basis. The Company believes that the adoption of the standard will not have a significant impact on the Company s consolidated financial statements.

In January 2011, the FASB issued ASU No. 2011-01 *Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20.* The provisions of ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* required the disclosure of more granular information on the nature and extent of troubled debt restructurings and their effect on the allowance for loan and lease losses effective for the Company s reporting period ended March 31, 2011. The amendments in ASU No. 2011-01 deferred the effective date related to these disclosures, enabling creditors to provide such disclosures after the FASB completed their project clarifying the guidance for determining what constitutes a troubled debt restructuring. As the provisions of ASU No. 2011-01 only defer the effective date of disclosure requirements related to troubled debt restructurings, the adoption had no impact on the Company s statements of income and condition.

(2.) EARNINGS PER COMMON SHARE (EPS)

The following table presents a reconciliation of the earnings and shares used in calculating basic and diluted EPS for the three and six months ended June 30, 2011 and 2010 (in thousands, except per share amounts).

	Three months ended June 30,		Six months ended June 30,	
	2011	**2010**	**2011**	**2010**
Net income available to common shareholders	$ 5,349	$ 4,267	$ 9,094	$ 8,666
Less: Earnings allocated to participating securities	10	29	20	59
Earnings allocated to common shares outstanding	$ 5,339	$ 4,238	$ 9,074	$ 8,607
	13,631	10,761	12,489	10,754

Weighted average common shares used to calculate basic EPS				
Add: Effect of common stock equivalents	76	85	104	46
Weighted average common shares used to calculate diluted EPS	13,707	10,846	12,593	10,800
Earnings per common share:				
Basic	$ 0.39	$ 0.39	$ 0.73	$ 0.80
Diluted	$ 0.39	$ 0.39	$ 0.72	$ 0.80

For each of the periods presented, average shares subject to the following instruments were excluded from the computation of diluted EPS because the effect would be antidilutive:

Stock options	368	395	360	423
Restricted stock awards	2	2	7	1
Warrant				188
	370	397	367	612

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(3.) INVESTMENT SECURITIES

The amortized cost and fair value of investment securities are summarized below (in thousands):

	June 30, 2011			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Securities available for sale:				
U.S. Government agencies and government sponsored enterprises	$ 115,032	$ 1,090	$ 1,006	$ 115,116
State and political subdivisions	120,350	2,362	346	122,366
Mortgage-backed securities:				
Federal National Mortgage Association	118,616	1,482	181	119,917
Federal Home Loan Mortgage Corporation	77,337	591	16	77,912
Government National Mortgage Association	94,380	3,372	7	97,745
Collateralized mortgage obligations:				
Federal National Mortgage Association	31,241	779	11	32,009
Federal Home Loan Mortgage Corporation	27,996	656	1	28,651
Government National Mortgage Association	101,810	2,292	8	104,094
Privately issued	633	1,491		2,124
Total collateralized mortgage obligations	161,680	5,218	20	166,878
Total mortgage-backed securities	452,013	10,663	224	462,452
Asset-backed securities	541	6,483		7,024
Total available for sale securities	$ 687,936	$ 20,598	$ 1,576	$ 706,958
Securities held to maturity:				
State and political subdivisions	$ 24,091	$ 706	$	$ 24,797

	December 31, 2010			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Securities available for sale:				
U.S. Government agencies and government sponsored enterprises	$ 141,591	$ 1,158	$ 1,965	$ 140,784
State and political subdivisions	105,622	1,516	1,472	105,666
Mortgage-backed securities:				
Federal National Mortgage Association	96,300	798	1,030	96,068
Federal Home Loan Mortgage Corporation	83,745	321	1,317	82,749
Government National Mortgage Association	102,633	2,422	7	105,048
Collateralized mortgage obligations:				
Federal National Mortgage Association	8,938	231	11	9,158
Federal Home Loan Mortgage Corporation	15,917	329	1	16,245
Government National Mortgage Association	106,969	1,761	289	108,441

Privately issued		981		591				1,572
Total collateralized mortgage obligations		132,805		2,912		301		135,416
Total mortgage-backed securities		415,483		6,453		2,655		419,281
Asset-backed securities		564		204		131		637
Total available for sale securities	$	663,260	$	9,331	$	6,223	$	666,368
Securities held to maturity:								
State and political subdivisions	$	28,162	$	687	$		$	28,849

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(3.) INVESTMENT SECURITIES (Continued)

Sales of securities available for sale were as follows (in thousands):

	Three months ended June 30, 2011	Three months ended June 30, 2010	Six months ended June 30, 2011	Six months ended June 30, 2010
Proceeds from sales	$ 8,900	$ 20,140	$ 8,900	$ 33,090
Gross realized gains	4	67	4	73
Gross realized losses		4		4

The scheduled maturities of securities available for sale and securities held to maturity at June 30, 2011 are shown below (in thousands). Actual expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations.

	Amortized Cost	Fair Value
Debt securities available for sale:		
Due in one year or less	$ 27,488	$ 27,775
Due from one to five years	79,163	81,367
Due after five years through ten years	237,075	237,170
Due after ten years	344,210	360,646
	$ 687,936	$ 706,958
Debt securities held to maturity:		
Due in one year or less	$ 18,229	$ 18,368
Due from one to five years	4,690	5,050
Due after five years through ten years	994	1,160
Due after ten years	178	219
	$ 24,091	$ 24,797

The following tables show the investments gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2011 and December 31, 2010 (in thousands).

	June 30, 2011					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available for sale:						
U.S. Government agencies and government sponsored enterprises	$ 48,427	$ 984	$ 7,828	$ 22	$ 56,255	$ 1,006
State and political subdivisions	30,993	346			30,993	346
Mortgage-backed securities:						
	19,783	181			19,783	181

Federal National Mortgage Association						
Federal Home Loan Mortgage Corporation	11,662	16			11,662	16
Government National Mortgage Association	4,902	7			4,902	7
Collateralized mortgage obligations:						
Federal National Mortgage Association			2,040	11	2,040	11
Federal Home Loan Mortgage Corporation	457	1			457	1
Government National Mortgage Association	1,323	8			1,323	8
Total collateralized mortgage obligations	1,780	9	2,040	11	3,820	20
Total mortgage-backed securities	38,127	213	2,040	11	40,167	224
Total temporarily impaired securities	$ 117,547	$ 1,543	$ 9,868	$ 33	$ 127,415	$ 1,576

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(3.) INVESTMENT SECURITIES (Continued)

	December 31, 2010					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available for sale:						
U.S. Government agencies and government sponsored enterprises	$ 47,752	$ 1,911	$ 8,821	$ 54	$ 56,573	$ 1,965
State and political subdivisions	38,398	1,472			38,398	1,472
Mortgage-backed securities:						
Federal National Mortgage Association	46,777	1,030			46,777	1,030
Federal Home Loan Mortgage Corporation	60,707	1,317			60,707	1,317
Government National Mortgage Association	5,135	7			5,135	7
Collateralized mortgage obligations:						
Federal National Mortgage Association			2,332	11	2,332	11
Federal Home Loan Mortgage Corporation	612	1			612	1
Government National Mortgage Association	17,798	289			17,798	289
Total collateralized mortgage obligations	18,410	290	2,332	11	20,742	301
Total mortgage-backed securities	131,029	2,644	2,332	11	133,361	2,655
Asset-backed securities	111	61	96	70	207	131
Total temporarily impaired securities	$ 217,290	$ 6,088	$ 11,249	$ 135	$ 228,539	$ 6,223

The Company reviews investment securities on an ongoing basis for the presence of other-than-temporary impairment (OTTI) with formal reviews performed quarterly. When evaluating debt securities for OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Company has the intention to sell the debt security or whether it is more likely than not that it will be required to sell the debt security before its anticipated recovery. The assessment of whether OTTI exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

At June 30, 2011, the Company had positions in 11 investment securities with an amortized cost of $9.9 million and an unrealized loss of $33 thousand that have been in a continuous unrealized loss position for more than 12 months. There were a total of 99 securities positions in the Company s investment portfolio, with an amortized cost of $119.1 million and a total unrealized loss of $1.5 million at June 30, 2011, that have been in a continuous unrealized loss position for less than 12 months. The unrealized loss on these investment securities was predominantly caused by changes in market interest rates, average life or credit spreads subsequent to purchase. The fair value of most of the investment securities in the Company s portfolio fluctuates as market interest rates change.

Based on management s review and evaluation of the Company s debt securities as of June 30, 2011, the debt securities with unrealized losses were not considered to be OTTI. As of June 30, 2011, the Company does not intend to sell any debt securities which have an unrealized loss, it is unlikely the Company will be required to sell these securities before recovery and the Company expects to recover the entire amortized cost of these impaired securities.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
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(4.) LOANS

The Company s loan portfolio consisted of the following as of the dates indicated (in thousands):

	Loans, Gross	Net Deferred Loan (Fees) Costs	Loans, Net
June 30, 2011			
Commercial business	$ 217,293	$ 137	$ 217,430
Commercial mortgage	357,989	(526)	357,463
Residential mortgage	120,766	23	120,789
Home equity	212,117	3,520	215,637
Consumer indirect	412,332	19,279	431,611
Other consumer	24,953	169	25,122
Total	$ 1,345,450	$ 22,602	1,368,052
Allowance for loan losses			(20,632)
Total loans, net			$ 1,347,420
December 31, 2010			
Commercial business	$ 210,948	$ 83	$ 211,031
Commercial mortgage	353,537	(607)	352,930
Residential mortgage	129,553	27	129,580
Home equity	205,070	3,257	208,327
Consumer indirect	400,221	17,795	418,016
Other consumer	25,937	169	26,106
Total	$ 1,325,266	$ 20,724	1,345,990
Allowance for loan losses			(20,466)
Total loans, net			$ 1,325,524

Loans held for sale (not included above) totaled $14.5 million as of June 30, 2011, comprised of $935 thousand of residential mortgage loans and $13.6 million of indirect auto loans. During the second quarter of 2011, the Company reclassified $13.6 million of indirect auto loans from portfolio to loans held for sale pursuant to a letter of intent to sell the loans under a 90%/10% participation agreement. The Company will continue to service the loans for a fee in accordance with the participation agreement. The loans were subsequently sold in July 2011. Loans held for sale totaled $3.1 million as of December 31, 2010, all of which were residential mortgage loans.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(4.) LOANS (Continued)

Past Due Loans Aging

The Company s recorded investment, by loan class, in current and nonaccrual loans, as well as an analysis of accruing delinquent loans is set forth as of the dates indicated (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Nonaccrual	Current	Total Loans
June 30, 2011							
Commercial business	$ 11	$	$	$ 11	$ 711	$ 216,571	$ 217,293
Commercial mortgage					2,863	355,126	357,989
Residential mortgage	248			248	2,262	118,256	120,766
Home equity	299	97		396	472	211,249	212,117
Consumer indirect	349	54		403	667	411,262	412,332
Other consumer	101	3	4	108		24,845	24,953
Total loans, gross	$ 1,008	$ 154	$ 4	$ 1,166	$ 6,975	$ 1,337,309	$ 1,345,450
December 31, 2010							
Commercial business	$ 172	$ 92	$	$ 264	$ 947	$ 209,737	$ 210,948
Commercial mortgage	163			163	3,100	350,274	353,537
Residential mortgage	492	6		498	2,102	126,953	129,553
Home equity	428	47		475	875	203,720	205,070
Consumer indirect	656	107		763	514	398,944	400,221
Other consumer	82	1	3	86	41	25,810	25,937
Total loans, gross	$ 1,993	$ 253	$ 3	$ 2,249	$ 7,579	$ 1,315,438	$ 1,325,266

There were no loans past due greater than 90 days and still accruing interest as of June 30, 2011 and December 31, 2010. There were $4 thousand and $3 thousand in consumer overdrafts which were past due greater than 90 days as of June 30, 2011 and December 31, 2010, respectively. Consumer overdrafts are overdrawn deposit accounts which have been reclassified as loans but by their terms do not accrue interest.

Troubled Debt Restructurings

Troubled debt restructurings (TDRs) are loans where the Company, for economic or legal reasons related to the borrower s financial condition, has granted a significant concession to the borrower that it would not otherwise consider. TDRs can be classified as either accrual or nonaccrual loans. The Company had no TDRs on which it continued to accrue interest at June 30, 2011 or December 31, 2010. Included in nonaccrual loans are commercial TDRs of $760 thousand and $534 thousand at June 30, 2011 and December 31, 2010, respectively. The Company assigned $85 thousand and $137 thousand of specific reserves to loans classified as TDRs as of June 30, 2011 and December 31, 2010, respectively. TDRs typically migrate from the Company s criticized and classified watch list and are assigned specific reserves in accordance with the Company s standard allowance for loan loss methodology.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(4.) LOANS (Continued)

Impaired Loans

Management has determined that specific commercial loans on nonaccrual status and all loans that have had their terms restructured in a troubled debt restructuring are impaired loans. The following table presents data on impaired loans as of the dates indicated (in thousands):

				Quarter-to-Date		Year- to-Date	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
June 30, 2011							
With no related allowance recorded:							
Commercial business	$ 157	$ 335	$	$ 208	$	$ 283	$
Commercial mortgage	703	722		610		527	
	860	1,057		818		810	
With an allowance recorded:							
Commercial business	555	555	199	681		648	
Commercial mortgage	2,159	2,159	483	2,188		2,399	
	2,714	2,714	682	2,869		3,047	
	$ 3,574	$ 3,771	$ 682	$ 3,687		3,857	$
December 31, 2010							
With no related allowance recorded:							
Commercial business	$ 372	$ 524	$			$ 275	$
Commercial mortgage	187	187				481	
	559	711				756	
With an allowance recorded:							
Commercial business	576	576	149			1,828	
Commercial mortgage	2,913	2,921	883			1,897	
	3,489	3,497	1,032			3,725	
	$ 4,048	$ 4,208	$ 1,032			$ 4,481	$

Credit Quality Indicators

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors such as the fair value of collateral. The Company analyzes commercial business and commercial mortgage loans individually by classifying the loans as to credit risk. Risk ratings are updated any time the situation warrants. The Company uses the following definitions for risk ratings:

Special Mention: Loans classified as special mention have a potential weakness that deserves management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company s credit position at some future date.

Substandard: Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful: Loans classified as doubtful have all the weaknesses inherent in those classified as Substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the process described above are considered Uncriticized or pass-rated loans and are included in groups of homogeneous loans with similar risk and loss characteristics.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(4.) LOANS (Continued)

The following table sets forth the Company s commercial loan portfolio, categorized by internally assigned asset classification, as of the dates indicated (in thousands):

	Commercial Business	Commercial Mortgage
June 30, 2011		
Uncriticized	$ 202,200	$ 344,334
Special mention	8,940	4,816
Substandard	6,153	8,839
Doubtful		
Total	$ 217,293	$ 357,989
December 31, 2010		
Uncriticized	$ 194,510	$ 338,061
Special mention	11,479	4,931
Substandard	4,959	10,545
Doubtful		
Total	$ 210,948	$ 353,537

The Company utilizes payment status as a means of identifying and reporting problem and potential problem retail loans. The Company considers nonaccrual loans and loans past due greater than 90 days and still accruing interest to be non-performing. The following table sets forth the Company s retail loan portfolio, categorized by payment status, as of the dates indicated (in thousands):

	Residential Mortgage	Home Equity	Consumer Indirect	Other Consumer
June 30, 2011				
Performing	$ 118,504	$ 211,645	$ 411,665	$ 24,953
Non-performing	2,262	472	667	
Total	$ 120,766	$ 212,117	$ 412,332	$ 24,953
December 31, 2010				
Performing	$ 127,451	$ 204,195	$ 399,707	$ 25,896
Non-performing	2,102	875	514	41
Total	$ 129,553	$ 205,070	$ 400,221	$ 25,937

Allowance for Loan Losses

Loans and the related allowance for loan losses at June 30, 2011, are presented below (in thousands):

Commercial	Commercial	Residential	Home	Consumer	Other

	Business	Mortgage	Mortgage	Equity	Indirect	Consumer	Total
Loans:							
Ending balance	$ 217,293	$ 357,989	$ 120,766	$ 212,117	$ 412,332	$ 24,953	$ 1,345,450
Evaluated for impairment:							
Individually	$ 712	$ 2,862	$	$	$	$	$ 3,574
Collectively	$ 216,581	$ 355,127	$ 120,766	$ 212,117	$ 412,332	$ 24,953	$ 1,341,876
Allowance for loan losses:							
Ending balance	$ 4,011	$ 5,763	$ 957	$ 1,050	$ 8,319	$ 532	$ 20,632
Evaluated for impairment:							
Individually	$ 199	$ 483	$	$	$	$	$ 682
Collectively	$ 3,812	$ 5,280	$ 957	$ 1,050	8,319	$ 532	$ 19,950

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(4.) LOANS (Continued)

The changes in the allowance for loan losses for the three and six months ended June 30, 2011 were as follows (in thousands):

	Commercial Business	Commercial Mortgage	Residential Mortgage	Home Equity	Consumer Indirect	Other Consumer	Total
Three months ended June 30, 2011							
Beginning balance	$ 4,021	$ 5,908	$ 1,016	$ 1,030	$ 7,614	$ 530	$ 20,119
Charge-offs	225	34	10	155	1,055	268	1,747
Recoveries	110	23	3	7	653	136	932
Provision (credit)	105	(134)	(52)	168	1,107	134	1,328
Ending balance	$ 4,011	$ 5,763	$ 957	$ 1,050	$ 8,319	$ 532	$ 20,632
Six months ended June 30, 2011							
Beginning balance	$ 3,712	$ 6,431	$ 1,013	$ 972	$ 7,754	$ 584	$ 20,466
Charge-offs	315	378	12	262	2,345	479	3,791
Recoveries	264	39	30	17	1,205	264	1,819
Provision (credit)	350	(329)	(74)	323	1,705	163	2,138
Ending balance	$ 4,011	$ 5,763	$ 957	$ 1,050	$ 8,319	$ 532	$ 20,632

Activity in the allowance for loan losses during the three and six months ended June 30, 2010 was as follows (in thousands):

	Three months ended June 30, 2010	Six months ended June 30, 2010
Beginning balance	$ 20,586	$ 20,741
Charge-offs	1,476	3,089
Recoveries	610	1,650
Provision	2,105	2,523
Ending balance	$ 21,825	$ 21,825

Risk Characteristics

Commercial business loans primarily consist of loans to small to mid-sized businesses in our market area in a diverse range of industries. These loans are of higher risk and typically are made on the basis of the borrower s ability to make repayment from the cash flow of the borrower s business. Further, the collateral securing the loans may depreciate over time, may be difficult to appraise and may fluctuate in value. The credit risk related to commercial loans is largely influenced by general economic conditions and the resulting impact on a borrower s operations or on the value of underlying collateral, if any.

Commercial mortgage loans generally have larger balances and involve a greater degree of risk than residential mortgage loans, inferring higher potential losses on an individual customer basis. Loan repayment is often dependent on the successful operation and management of the properties, as well as on the collateral securing the loan. Economic events or conditions in the real estate market could have an adverse impact on the cash flows generated by properties securing the Company s commercial real estate loans and on the value of such properties.

Residential mortgage loans and home equities (comprised of home equity loans and home equity lines) are generally made on the basis of the borrower s ability to make repayment from his or her employment and other income, but are secured by real property whose value tends to be more easily ascertainable. Credit risk for these types of loans is generally influenced by general economic conditions, the characteristics of individual borrowers, and the nature of the loan collateral.

Consumer indirect and other consumer loans may entail greater credit risk than residential mortgage loans and home equities, particularly in the case of other consumer loans which are unsecured or, in the case of indirect consumer loans, secured by depreciable assets, such as automobiles or boats. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance. In addition, consumer loan collections are dependent on the borrower s continuing financial stability, thus are more likely to be affected by adverse personal circumstances such as job loss, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(5.) SHAREHOLDERS EQUITY

Common Stock

The changes in shares of common stock were as follows for six months ended June 30, 2011:

	Outstanding	Treasury	Issued
Shares outstanding at December 31, 2010	10,937,506	410,616	11,348,122
Shares issued in common stock offering	2,813,475		2,813,475
Restricted stock awards issued	53,070	(53,070)	
Stock options exercised	6,357	(6,357)	
Treasury stock purchases	(10,467)	10,467	
Directors retainer	5,889	(5,889)	
Shares outstanding at June 30, 2011	13,805,830	355,767	14,161,597

Issuance of Common Stock

On March 15, 2011, the Company completed the sale of 2,813,475 shares of its common stock through an underwritten public offering at a price of $16.35 per share. The net proceeds of the offering, after deducting underwriting discounts and commissions and offering expenses, were $43.1 million. A portion of the proceeds from this offering was used to redeem the Company s Series A preferred stock as described in greater detail below.

Redemption of Series A Preferred Stock and Warrant

In December 2008, under the U.S. Department of the Treasury s (the Treasury) Troubled Asset Relief Program (TARP) Capital Purchase Program, the Company entered into a Securities Purchase Agreement Standard Terms with the Treasury pursuant to which, among other things, the Company sold to the Treasury for an aggregate purchase price of $37.5 million, 7,503 shares of fixed rate cumulative perpetual preferred stock, Series A (Series A preferred stock) and a warrant to purchase up to 378,175 shares of common stock, par value $0.01 per share, at an exercise price of $14.88 per share (the Warrant), of the Company.

Pursuant to the terms of the Purchase Agreement, the Company s ability to declare or pay dividends on any of its shares was limited. Specifically, the Company was prohibited from paying any dividend with respect to shares of common stock, other junior securities or preferred stock ranking *pari passu* with the Series A preferred stock or repurchasing or redeeming any shares of the Company s common stock, other junior securities or preferred stock ranking *pari passu* with the Series A preferred stock in any quarter unless all accrued and unpaid dividends were paid on the Series A preferred stock for all past dividend periods (including the latest completed dividend period), subject to certain limited exceptions.

The $37.5 million in proceeds was allocated to the Series A preferred stock and the Warrant based on their relative fair values at issuance ($35.5 million was allocated to the Series A preferred stock and $2.0 million to the Warrant). The resulting discount for the Series A preferred stock was to be accreted over five years through retained earnings as a preferred stock dividend. The Warrant was to remain in additional paid-in-capital at its initial book value until it was exercised or expired.

On February 23, 2011, the Company redeemed one-third, or $12.5 million, of the Series A preferred stock. On March 30, 2011, the remaining $25.0 million of the Series A preferred stock was redeemed. The unamortized discount related to the Series A preferred stock was charged to retained earnings upon redemption. The complete redemption of the Series A preferred stock removed the TARP restrictions pertaining to the Company s ability to declare and pay dividends and repurchase its common stock, as well as certain restrictions associated with executive compensation.

On May 11, 2011, the Company repurchased the Warrant issued to the Treasury. The repurchase price of $2.1 million was recorded as a reduction of additional paid-in capital.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(5.) SHAREHOLDERS EQUITY (Continued)

Comprehensive Income (Loss)

Presented below is a reconciliation of net income to comprehensive income including the components of other comprehensive income for the periods indicated (in thousands):

	Six months ended June 30,					
	2011			2010		
	Pre-tax Amount	Tax Expense (Benefit)	Net-of-tax Amount	Pre-tax Amount	Tax Expense (Benefit)	Net-of-tax Amount
Securities available for sale:						
Net unrealized gains arising during the period	$ 15,921	$ 6,308	$ 9,613	$ 9,046	$ 3,499	$ 5,547
Reclassification adjustments:						
Realized net gains included in income	(7)	(3)	(4)	(69)	(27)	(42)
Impairment charges included in income				526	204	322
	15,914	6,305	9,609	9,503	3,676	5,827
Pension and post-retirement benefit liabilities	290	115	175	211	82	129
Other comprehensive income	$ 16,204	$ 6,420	9,784	$ 9,714	$ 3,758	5,956
Net income			11,539			10,526
Comprehensive income			$ 21,323			$ 16,482

The components of accumulated other comprehensive income (loss), net of tax, for the periods indicated were as follows (in thousands):

	June 30, 2011	December 31, 2010
Net actuarial loss and prior service cost on defined benefit pension and post-retirement plans	$ (6,424)	$ (6,599)
Net unrealized gain on securities available for sale	11,486	1,877
Accumulated other comprehensive income (loss)	$ 5,062	$ (4,722)

(6.) SHARE-BASED COMPENSATION PLANS

The Company maintains certain stock-based compensation plans, approved by the Company s shareholders that are administered by the Board, or the Management Development and Compensation Committee of the Board. The share-based compensation plans were established to allow for the granting of compensation awards to attract, motivate and retain employees, executive officers and non-employee directors who contribute to the success and profitability of the Company and to give such persons a proprietary interest in the Company, thereby enhancing their personal interest in the Company s success.

The Company awarded 45,870 restricted shares of common stock to certain members of management during the six months ended June 30, 2011. The weighted average market price of the restricted stock on the date of grant was $19.25. Either a service requirement or both service and performance requirements must be satisfied before the participant becomes vested in the shares of common stock. Where applicable, the performance period for the awards is the Company s fiscal year ending on December 31, 2011. The restricted stock awards granted to management in 2011 do not have rights to dividends or dividend equivalents. During the six months ended June 30, 2011, the Company granted 7,200 restricted shares of common stock to directors, of which 3,600 shares vested immediately and 3,600 shares will vest after completion of a one-year service requirement. The market price of the restricted stock on the date of grant was $16.55. The director awards were granted with nonforfeitable rights to dividends.

FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(6.) SHARE-BASED COMPENSATION PLANS (Continued)

The following is a summary of restricted stock award activity for the six months ended June 30, 2011:

	Number of Shares	Weighted Average Market Price at Grant Date
Outstanding at beginning of year	150,796	$ 12.76
Granted	53,070	18.88
Released	(33,240)	14.63
Outstanding at end of period	170,626	$ 14.30

The Company amortizes the expense related to restricted stock awards over the vesting period. Share-based compensation expense is included in the consolidated statements of income under salaries and employee benefits for awards granted to management and in other noninterest expense for awards granted to directors. The share-based compensation expense included in the consolidated statements of income is as follows for the periods indicated (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Stock options:				
Management Stock Incentive Plan	$ 14	$ 24	$ 28	$ 50
Director Stock Incentive Plan	4	11	14	22
Total stock options	18	35	42	72
Restricted stock awards:				
Management Stock Incentive Plan	253	212	445	382
Director Stock Incentive Plan	74	74	89	88
Total restricted stock awards	327	286	534	470
Total share-based compensation	$ 345	$ 321	$ 576	$ 542

(7.) EMPLOYEE BENEFIT PLANS

Defined Benefit Pension Plan

The Company participates in The New York State Bankers Retirement System (the System), a defined benefit pension plan covering substantially all employees, subject to the limitations related to the plan closure effective December 31, 2006. The benefits are based on years of service and the employee s highest average compensation during five consecutive years of employment. The defined benefit plan was closed to new participants effective December 31, 2006. Only employees hired on or before December 31, 2006 and who met participation requirements on or before January 1, 2008 are eligible to receive benefits.

The components of the Company s net periodic benefit expense for its pension plan were as follows (in thousands):

	Three months ended	Six months ended

	June 30,		June 30,	
	2011	2010	2011	2010
Service cost	$ 439	$ 408	$ 878	$ 816
Interest cost on projected benefit obligation	506	484	1,013	967
Expected return on plan assets	(663)	(611)	(1,326)	(1,222)
Amortization of unrecognized prior service cost	5	3	9	6
Amortization of unrecognized loss	152	114	304	229
Net periodic pension cost	$ 439	$ 398	$ 878	$ 796

The Company s funding policy is to contribute, at a minimum, an actuarially determined amount that will satisfy the minimum funding requirements determined under the appropriate sections of Internal Revenue Code. In December 2010, the Company contributed $4.3 million to the pension plan for fiscal year 2011, which exceeded the minimum required contribution of $1.5 million.

FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(8.) COMMITMENTS AND CONTINGENCIES

The Company has financial instruments with off-balance sheet risk established in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk extending beyond amounts recognized in the financial statements.

The Company s exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is essentially the same as that involved with extending loans to customers. The Company uses the same credit underwriting policies in making commitments and conditional obligations as for on-balance sheet instruments.

Off-balance sheet commitments consist of the following (in thousands):

	June 30, 2011	December 31, 2010
Commitments to extend credit	$ 367,900	$ 357,240
Standby letters of credit	17,967	6,524

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Commitments may expire without being drawn upon; therefore, the total commitment amounts do not necessarily represent future cash requirements. Each customer s creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if any, is based on management s credit evaluation of the borrower. Standby letters of credit are conditional lending commitments issued by the Company to guarantee the performance of a customer to a third party. These standby letters of credit are primarily issued to support private borrowing arrangements. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loan facilities to customers.

The Company also extends rate lock agreements to borrowers related to the origination of residential mortgage loans. To mitigate the interest rate risk inherent in these rate lock agreements when the Company intends to sell the related loan, once originated, as well as closed residential mortgage loans held for sale, the Company enters into forward commitments to sell individual residential mortgages. Rate lock agreements and forward commitments are considered derivatives and are recorded at fair value. Forward sales commitments totaled $852 thousand and $8.0 million at June 30, 2011 and December 31, 2010, respectively.

(9.) FAIR VALUE MEASUREMENTS

Determination of Fair Value Assets Measured at Fair Value on a Recurring and Nonrecurring Basis

Valuation Hierarchy

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. ASC Topic 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

Level 3 Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(9.) FAIR VALUE MEASUREMENTS (Continued)

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the company s creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company s valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company s valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein. A more detailed description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Investment securities available for sale: Pooled trust preferred securities are reported at fair value utilizing Level 3 inputs. Fair values for these securities are determined through the use of internal valuation methodologies appropriate for the specific asset, which may include the use of a discounted expected cash flow analysis or the use of broker quotes. Other securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things.

Loans held for sale: The fair value of loans held for sale is determined using quoted secondary market prices and investor commitments. Loans held for sale are classified as Level 2 in the fair value hierarchy.

Collateral dependent impaired loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value.

Other real estate owned (Foreclosed assets): Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

Mortgage servicing rights: Mortgage servicing rights do not trade in an active market with readily observable market data. As a result, the Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. The assumptions used in the discounted cash flow model are those that we believe market participants would use in estimating future net servicing income, including estimates of loan prepayment rates, servicing costs, ancillary income, impound account balances, and discount rates. Significant assumptions in the valuation of mortgage servicing rights include changes in interest rates, estimated loan repayment rates, and the timing of cash flows, among other factors. Mortgage servicing rights are classified as Level 3 measurements due to the use of significant unobservable inputs, as well as significant management judgment and estimation.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(9.) FAIR VALUE MEASUREMENTS (Continued)

Assets Measured at Fair Value

The following table presents for each of the fair-value hierarchy levels the Company s assets that are measured at fair value on a recurring and non-recurring basis as of June 30, 2011 (in thousands).

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Measured on a recurring basis:				
Securities available for sale:				
U.S. Government agencies and government sponsored enterprises	$	$ 115,116	$	$ 115,116
State and political subdivisions		122,366		122,366
Mortgage-backed securities		462,452		462,452
Asset-backed securities:				
Trust preferred securities			6,963	6,963
Other		61		61
	$	$ 699,995	$ 6,963	$ 706,958
Measured on a nonrecurring basis:				
Loans:				
Loans held for sale	$	$ 14,511	$	$ 14,511
Collateral dependent impaired loans			2,032	2,032
Other assets:				
Mortgage servicing rights			1,573	1,573
Other real estate owned			599	599
	$	$ 14,511	$ 4,204	$ 18,715

The following table presents for each of the fair-value hierarchy levels the Company s assets that are measured at fair value on a recurring and non-recurring basis as of December 31, 2010 (in thousands).

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Measured on a recurring basis:				
Securities available for sale:				
U.S. Government agencies and government sponsored enterprises	$	$ 140,784	$	$ 140,784
State and political subdivisions		105,666		105,666
Mortgage-backed securities		419,281		419,281
Asset-backed securities:				
Trust preferred securities			572	572
Other		65		65
	$	$ 665,796	$ 572	$ 666,368
Measured on a nonrecurring basis:				

Loans:				
Loans held for sale	$	$ 3,138	$	$ 3,138
Collateral dependent impaired loans			2,457	2,457
Other assets:				
Mortgage servicing rights			1,467	1,467
Other real estate owned			741	741
	$	$ 3,138	$ 4,665	$ 7,803

There were no liabilities measured at fair value on a recurring or nonrecurring basis during the six month periods ended June 30, 2011 and 2010.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(9.) FAIR VALUE MEASUREMENTS (Continued)

Changes in Level 3 Fair Value Measurements

The reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) is as follows for the periods indicated (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Securities available for sale (Level 3), beginning of period	$ 567	$ 661	$ 572	$ 1,015
Transfers into Level 3				
Capitalized interest	111	114	221	200
Coupon payments applied to principal	(16)	(26)	(16)	(61)
Principal paydowns	(8)		(8)	
Total gains/losses (realized/unrealized):				
Included in earnings				(526)
Included in other comprehensive income	6,309	(103)	6,194	18
Securities available for sale (Level 3), end of period	$ 6,963	$ 646	$ 6,963	$ 646

Fair Value of Financial Instruments

The Fair Value of Financial Instruments Subsection of the ASC requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis.

The following discussion describes the valuation methodologies used for assets and liabilities measured or disclosed at fair value. The techniques utilized in estimating the fair values of financial instruments are reliant on the assumptions used, including discount rates and estimates of the amount and timing of future cash flows. Care should be exercised in deriving conclusions about our business, its value or financial position based on the fair value information of financial instruments presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial instrument, including estimates of timing, amount of expected future cash flows and the credit standing of the issuer. Such estimates do not consider the tax impact of the realization of unrealized gains or losses. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial instrument.

The estimated fair value approximates carrying value for cash and cash equivalents, FHLB and FRB stock, company owned life insurance, accrued interest receivable, short-term borrowings and accrued interest payable. Fair value estimates for other financial instruments are discussed below.

Loans held for sale. The fair value is based on estimates, quoted market prices and investor commitments.

Loans. For variable rate loans that re-price frequently, fair value approximates carrying amount. The fair value for fixed rate loans is estimated through discounted cash flow analysis using interest rates currently being offered on loans with similar terms and credit quality. For criticized and classified loans, fair value is estimated by discounting expected cash flows at a rate commensurate with the risk associated with the estimated cash flows, or estimates of fair value discounts based on observable market information.

Deposits. The fair values for demand accounts, money market and savings deposits are equal to their carrying amounts. The fair values of certificates of deposit are estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments.

Long-term borrowings and junior subordinated debentures. The fair value for long-term borrowings and junior subordinated debentures are estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(9.) FAIR VALUE MEASUREMENTS (Continued)

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company s various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. The accounting guidelines exclude certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented at June 30, 2011 and December 31, 2010 may not necessarily represent the underlying fair value of the Company.

The estimated fair values of financial instruments were as follows (in thousands):

	June 30, 2011		December 31, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash and cash equivalents	$ 46,084	$ 46,084	$ 39,058	$ 39,058
Securities available for sale	706,958	706,958	666,368	666,368
Securities held to maturity	24,091	24,797	28,162	28,849
Loans held for sale	14,511	14,523	3,138	3,138
Loans	1,347,420	1,417,663	1,325,524	1,388,787
Accrued interest receivable	7,845	7,845	7,613	7,613
FHLB and FRB stock	8,298	8,298	6,353	6,353
Financial liabilities:				
Demand, savings and money market deposits	1,173,053	1,173,053	1,143,136	1,143,136
Certificate of deposit	699,186	700,234	739,754	740,440
Short-term borrowings	132,395	132,395	77,110	77,110
Long-term borrowings (excluding junior subordinated debentures)	10,000	10,010	10,065	10,244
Junior subordinated debentures	16,702	10,550	16,702	10,564
Accrued interest payable	7,299	7,299	7,620	7,620

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

FORWARD LOOKING INFORMATION

This Quarterly Report on Form 10-Q should be read in conjunction with the more detailed and comprehensive disclosures included in our Annual Report on Form 10-K for the year ended December 31, 2010. In addition, please read this section in conjunction with our Consolidated Financial Statements and Notes to Consolidated Financial Statements contained herein.

Statements and financial analysis contained in this document that are not historical facts are forward looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the Act). In addition, certain statements may be contained in our future filings with SEC, in press releases, and in oral and written statements made by or with our approval that are not statements of historical fact and constitute forward-looking statement within the meaning of the Act. Forward looking statements describe our future plans, strategies and expectations and are based on certain assumptions. Words such as may, could, should, would, bel anticipate, estimate, expect, intend, plan, target, plan, projects, and other similar expressions are inter forward-looking statements but are not the exclusive means of identifying such statements.

The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date made, and advises readers that various factors, including those identified by the Company under the heading Risk Factors in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2010, could affect the Company s financial performance and could cause the Company s actual results or circumstances for future periods to differ materially from those anticipated or projected.

Except as required by law, the Company does not undertake, and specifically disclaims any obligation to publicly release any revisions to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

SIGNIFICANT EVENTS

Common Stock Offering

On March 15, 2011, we completed the sale of 2,813,475 shares of our common stock through an underwritten public offering at a price of $16.35 per share. The net proceeds of the offering, after deducting underwriting discounts and commissions and offering expenses, amounted to $43.1 million. A portion of the proceeds from this offering was used to redeem the Company s Series A preferred stock as described in greater detail below. The Company also plans during the third quarter of 2011 to redeem the $16.7 million of 10.20% junior subordinated debentures related to the trust preferred securities issued by an unconsolidated subsidiary, as discussed in greater detail below. The remaining proceeds of this offering were used for general working capital purposes.

Redemption of Series A Preferred Stock

In the first quarter of 2011, the Company fully redeemed $37.5 million of its fixed rate cumulative perpetual preferred stock, Series A (Series A preferred stock) issued in connection with the U.S. Department of the Treasury s (the Treasury) Troubled Asset Relief Program s (TARP) Capital Purchase Program (the Capital Purchase Program). T redemption was funded, in part, by the proceeds of the common stock offering discussed above and from excess liquidity at the parent company. The redemption resulted in a one-time, non-cash redemption charge of $1.2 million, reflecting the accelerated accretion of the remaining discount on the preferred stock, which reduced 2011 year-to-date diluted earnings per common share by $0.10.

The complete redemption of the Series A preferred stock removed the TARP restrictions pertaining to the Company s ability to declare and pay dividends and repurchase its common stock, as well as certain restrictions associated with executive compensation.

During the second quarter of 2011, the Company repurchased the Warrant issued to the Treasury. The repurchase price of $2.1 million was recorded as a reduction of additional paid-in capital.

Redemption of Subordinated Debentures

On July 1, 2011, the Company notified the trustee of FISI Statutory Trust I (the Trust), a wholly-owned subsidiary of the Company, that it will redeem all of its 10.20% junior subordinated debentures due 2031 on August 22, 2011 (the Redemption Date). The redemption price will be 105.1% of the principal amount redeemed, plus all accrued and unpaid interest as of the Redemption Date. As a result of the redemption, the Company anticipates that it will recognize a pre-tax charge of $1.1 million during the third quarter of 2011.

Consequent to repayment of the junior subordinated debentures, the Trust will redeem all of its fixed rate trust preferred securities (the Securities). The Securities are subject to mandatory redemption, in whole or in part, upon repayment of the junior subordinated debentures. See the section titled Liquidity and Capital Resources included herein for additional information regarding the impact of this transaction on regulatory capital.

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MANAGEMENT S DISCUSSION AND ANALYSIS

RESULTS OF OPERATIONS

Summary of Performance

Net income increased $521 thousand or 10% to $5.7 million for the second quarter of 2011 compared to $5.2 million for the second quarter of 2010. The increase during the second quarter of 2011 was primarily the result of an increase of $577 thousand in net interest income and a $777 thousand decrease in the provision for loan losses, offset by increases of $283 thousand in noninterest expense and $558 thousand in income tax expense. Net income available to common shareholders for the second quarter of 2011 was $5.3 million, or $0.39 per diluted share, compared with $4.3 million, or $0.39 per diluted share, for the second quarter of last year. Return on average equity was 10.03% and return on average assets was 1.01% for the second quarter of 2011 compared to 10.04% and 0.97%, respectively, for the second quarter of 2010.

Net income for the six months ended June 30, 2011 totaled $11.5 million, an increase of $1.0 million or 10% from $10.5 million for the same period in 2010. The increase in year-to-date net income for 2011 was driven by a $1.2 million increase in net interest income, a $385 thousand decrease in the provision for loan losses and a $1.1 million increase in noninterest income, offset by increases of $895 thousand in noninterest expense and $713 thousand in income tax expense. For the first six months of 2011 net income available to common shareholders was $9.1 million, or $0.72 per diluted share, compared with $8.7 million, or $0.80 per diluted share, for the first six months of 2010. Return on average equity was 10.43% and return on average assets was 1.04% for the six months ended June 30, 2011 compared to 10.35% and 0.99%, respectively, for the same period in 2010.

The 2011 second quarter and year-to-date earnings per share amounts were impacted by the 2,813,475 additional shares of common stock issued in conjunction with our public stock offering that occurred late in the first quarter of 2011. In addition, year-to-date earnings for 2011 were reduced by $1.2 million, or $0.10 per common share, for the accelerated discount accretion related to the Company s redemption of the Series A preferred stock issued pursuant to the Capital Purchase Program.

Net Interest Income and Net Interest Margin

Net interest income is the primary source of our revenue. Net interest income is the difference between interest income on interest-earning assets, such as loans and investment securities, and the interest expense on interest-bearing deposits and other borrowings used to fund interest-earning and other assets or activities. Net interest income is affected by changes in interest rates and by the amount and composition of earning assets and interest-bearing liabilities, as well as the sensitivity of the balance sheet to changes in interest rates, including characteristics such as the fixed or variable nature of the financial instruments, contractual maturities and repricing frequencies.

Interest rate spread and net interest margin are utilized to measure and explain changes in net interest income. Interest rate spread is the difference between the yield on earning assets and the rate paid for interest-bearing liabilities that fund those assets. The net interest margin is expressed as the percentage of net interest income to average earning assets. The net interest margin exceeds the interest rate spread because noninterest-bearing sources of funds (net free funds), principally noninterest-bearing demand deposits and stockholders equity, also support earning assets. To compare tax-exempt asset yields to taxable yields, the yield on tax-exempt investment securities is computed on a taxable equivalent basis. Net interest income, interest rate spread, and net interest margin are discussed on a taxable equivalent basis.

The following table reconciles interest income per the consolidated statements of income to interest income adjusted to a fully taxable equivalent basis:

	Three months ended June 30,		Six months ended June 30,	
	2011	**2010**	**2011**	**2010**
Interest income per consolidated statements of income	$ 23,830	$ 24,202	$ 47,469	$ 48,026
Adjustment to fully taxable equivalent basis	534	465	1,048	972
	24,364	24,667	48,517	48,998

Interest income adjusted to a fully taxable equivalent basis				
Interest expense per consolidated statements of income	3,577	4,526	7,378	9,098
Net interest income on a taxable equivalent basis	$ 20,787	$ 20,141	$ 41,139	$ 39,900

Analysis of Net Interest Income for the Three Months ended June 30, 2011 and June 30, 2010

Net interest income on a taxable equivalent basis for the three months ended June 30, 2011, was $20.8 million, an increase of $646 thousand or 3% versus the comparable quarter last year. The increase in taxable equivalent net interest income was primarily attributable to favorable volume variances (as changes in the balances and mix of earning assets and interest-bearing liabilities added $1.9 million to taxable equivalent net interest income), partly offset by unfavorable rate variances (as the impact of changes in the interest rate environment and product pricing reduced taxable equivalent net interest income by $1.3 million).

MANAGEMENT S DISCUSSION AND ANALYSIS

The net interest margin for the second quarter of 2011 was 4.00%, 9 basis points lower than 4.09% for the same period in 2010. This comparable period decrease was a function of a 5 basis point decrease in interest rate spread, combined with a 4 basis point lower contribution from net free funds (due principally to lower rates on interest-bearing liabilities reducing the value of noninterest-bearing deposits and other net free funds). The lower interest rate spread was a net result of a 32 basis point decrease in the yield on earning assets and a 27 basis point decrease in the cost of interest-bearing liabilities.

The yield on earning assets was 4.69% for the second quarter of 2011, 32 basis points lower than the second quarter of 2010. Loan yields decreased 28 basis points to 5.60%, also impacted by the lower interest rate environment. Commercial mortgage and consumer indirect loans in particular, down 37 and 59 basis points, respectively, experienced lower yields given the competitive pricing pressures in a low interest rate environment. The yield on investment securities dropped 48 basis points to 2.96%, also impacted by the lower interest rate environment and prepayments of mortgage-related investment securities. Overall, earning asset rate changes reduced interest income by $1.9 million.

The cost of average interest-bearing liabilities of 0.86% in the second quarter of 2011 was 27 basis points lower than the second quarter of 2010. The average cost of interest-bearing deposits was 0.75% in 2011, 23 basis points lower than 2010, reflecting the lower rate environment, mitigated by a focus on product pricing to retain balances. The cost of short-term funding decreased 17 basis points to 0.62%, while the cost of long-term borrowings increased by 189 basis points to 7.98%. The cost of long-term borrowings has increased as the Company has repaid lower priced debt, leaving the higher fixed rate 10.20% junior subordinated debentures as a larger percentage of total outstanding long-term debt. As previously discussed, the Company intends to repay the junior subordinated debentures in full during the third quarter of 2011. The interest-bearing liability rate changes resulted in $635 thousand of lower interest expense.

Average interest-earning assets were $2.080 billion for the second quarter of 2011, an increase of $108.4 million or 5% from the comparable quarter last year, with average loans up $90.4 million and average securities up $22.3 million. The growth in average loans was comprised of increases in consumer loans (up $77.2 million, primarily indirect loans) and commercial loans (up $30.9 million), while residential mortgages declined (down $17.7 million).

Average interest-bearing liabilities of $1.665 billion in the second quarter of 2011 were $53.0 million or 3% higher than the second quarter of 2010. On average, interest-bearing deposits grew $45.0 million (primarily attributable to $33.0 million higher municipal deposits), while noninterest-bearing demand deposits (a principal component of net free funds) were up $33.6 million. Average borrowings increased $8.0 million between the second quarter periods, with short-term borrowings higher by $28.1 million and long-term funding lower by $20.1 million.

Analysis of Net Interest Income for the Six Months ended June 30, 2011 and June 30, 2010

Net interest income on a taxable equivalent basis for the first six months of 2011 was $41.1 million, an increase of $1.2 million or 3% versus the same period last year. The increase in taxable equivalent net interest income was primarily attributable to a favorable volume variance (as changes in the balances and mix of earning assets and interest-bearing liabilities added $3.6 million to taxable equivalent net interest income), partially offset by an unfavorable rate variance (as the impact of changes in the interest rate environment and product pricing decreased taxable equivalent net interest income by $2.4 million).

The net interest margin for the first six months of 2011 was 4.02%, 9 basis points lower than 4.11% for the same period last year. This comparable period decrease was a function of a 4 basis point decrease in interest rate spread, combined with a 5 basis point lower contribution from net free funds. The decline in the interest rate spread was a net result of a 29 basis point decrease in the yield on earning assets, largely offset by a 25 basis point reduction in the cost of interest-bearing liabilities.

The yield on earning assets was 4.75% for the first six months of 2011, 29 basis points lower than the same period last year, attributable to decreases in the yields on the investment security portfolio (down 47 basis points, to 2.98%) and loan portfolio (down 27 basis points to 5.66%).

The rate on interest-bearing liabilities of 0.90% for the first six months of 2011 was 25 basis points lower than the same period in 2010. Rates on interest-bearing deposits were down 22 basis points to 0.79%. The cost of short-term borrowings decreased 12 basis points to 0.60%, while the cost of long-term funding increased by 189 basis points. As previously discussed, the cost of long-term borrowings has increased due to a change in the mix of outstanding long-term debt.

Average interest-earning assets were $2.056 billion for the first six months of 2011, an increase of $101.9 million or 5% from the comparable period last year, with average loans up $88.3 million and average securities up $22.9 million. The growth in average loans was comprised of increases in consumer loans (up $74.0 million, primarily indirect loans) and commercial loans (up $30.7 million), while residential mortgages declined (down $16.4 million).

Average interest-bearing liabilities of $1.653 billion in the first six months of 2011 were $57.7 million or 4% higher than the first six months of 2010. On average, interest-bearing deposits grew $62.1 million (primarily attributable to $42.8 million higher retail deposits), while noninterest-bearing demand deposits were up $35.2 million. Average borrowings decreased $4.4 million between the first six months of 2011 and the same period in 2010 due to repayment of long-term borrowings upon maturity.

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MANAGEMENT S DISCUSSION AND ANALYSIS

The following tables sets forth certain information relating to the consolidated balance sheets and reflects the average yields earned on interest-earning assets, as well as the average rates paid on interest-bearing liabilities for the periods indicated (in thousands).

	Three months ended June 30,					
	2011			2010		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
Interest-earning assets:						
Federal funds sold and interest-earning deposits	$ 116	$	0.22%	$ 4,479	$ 3	0.20%
Investment securities [(1)]:						
Taxable	570,945	3,767	2.64	585,300	4,584	3.13
Tax-exempt [(2)]	143,545	1,526	4.25	106,862	1,366	5.11
Total investment securities	714,490	5,293	2.96	692,162	5,950	3.44
Loans:						
Commercial business	212,260	2,553	4.82	208,327	2,500	4.81
Commercial mortgage	361,265	5,216	5.79	334,253	5,137	6.16
Residential mortgage	123,293	1,737	5.63	140,946	2,032	5.77
Home equity	212,439	2,376	4.49	199,865	2,277	4.57
Consumer indirect	431,728	6,544	6.08	364,801	6,069	6.67
Other consumer	24,717	645	10.46	27,060	699	10.37
Total loans	1,365,702	19,071	5.60	1,275,252	18,714	5.88
Total interest-earning assets	2,080,308	24,364	4.69	1,971,893	24,667	5.01
Allowance for loan losses	(20,739)			(21,052)		
Other noninterest-earning assets	208,790			208,071		
Total assets	$ 2,268,359			$ 2,158,912		
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 391,899	$ 161	0.16%	$ 386,703	$ 179	0.19%
Savings and money market	468,130	275	0.24	420,774	294	0.28
Certificates of deposit	707,608	2,498	1.42	715,168	3,257	1.83
Total interest-bearing deposits	1,567,637	2,934	0.75	1,522,645	3,730	0.98
Short-term borrowings	71,092	110	0.62	42,946	85	0.79
Long-term borrowings	26,702	533	7.98	46,807	711	6.09
Total borrowings	97,794	643	2.63	89,753	796	3.55
	1,665,431	3,577	0.86	1,612,398	4,526	1.13

Total interest-bearing liabilities						
Noninterest-bearing demand deposits	358,349			324,790		
Other noninterest-bearing liabilities	15,970			14,053		
Shareholders equity	228,609			207,671		
Total liabilities and shareholders equity	$ 2,268,359			$ 2,158,912		
Net interest income (tax-equivalent)		$ 20,787			$ 20,141	
Interest rate spread			3.83%			3.88%
Net earning assets	$ 414,877			$ 359,495		
Net interest margin (tax-equivalent)			4.00%			4.09%
Ratio of average interest-earning assets to average interest-bearing liabilities			124.91%			122.30%

(1) Investment securities are shown at amortized cost and include non-performing securities.

(2) The interest on tax-exempt securities is calculated on a tax equivalent basis assuming a Federal tax rate of 35% and 34% for the three months ended June 30, 2011 and 2010, respectively.

MANAGEMENT S DISCUSSION AND ANALYSIS

	Six months ended June 30,					
	2011			2010		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
Interest-earning assets:						
Federal funds sold and interest-earning deposits	$ 186	$	0.22%	$ 9,395	$ 10	0.20%
Investment securities (1):						
Taxable	558,084	7,416	2.66	563,723	8,797	3.12
Tax-exempt (2)	140,054	2,995	4.28	111,542	2,859	5.13
Total investment securities	698,138	10,411	2.98	675,265	11,656	3.45
Loans:						
Commercial business	209,977	5,027	4.83	206,626	4,964	4.84
Commercial mortgage	361,247	10,447	5.83	333,918	10,113	6.11
Residential mortgage	125,915	3,572	5.67	142,355	4,254	5.98
Home equity	210,558	4,699	4.50	199,884	4,554	4.59
Consumer indirect	424,818	13,069	6.20	358,823	12,035	6.76
Other consumer	24,971	1,292	10.44	27,599	1,412	10.32
Total loans	1,357,486	38,106	5.66	1,269,205	37,332	5.93
Total interest-earning assets	2,055,810	48,517	4.75	1,953,865	48,998	5.04
Allowance for loan losses	(20,807)			(21,036)		
Other noninterest-earning assets	210,194			202,852		
Total assets	$ 2,245,197			$ 2,135,681		
Interest-bearing liabilities:						
Deposits:						
Interest-bearing demand	$ 393,842	$ 323	0.17%	$ 389,783	$ 368	0.19%
Savings and money market	451,447	537	0.24	411,088	570	0.28
Certificates of deposit	719,943	5,271	1.48	702,297	6,576	1.89
Total interest-bearing deposits	1,565,232	6,131	0.79	1,503,168	7,514	1.01
Short-term borrowings	61,165	182	0.60	45,441	163	0.72
Long-term borrowings	26,723	1,065	7.98	46,827	1,421	6.09
Total borrowings	87,888	1,247	2.85	92,268	1,584	3.45
Total interest-bearing liabilities	1,653,120	7,378	0.90	1,595,436	9,098	1.15
	354,213			319,040		

Noninterest-bearing demand deposits						
Other noninterest-bearing liabilities	14,765			16,090		
Shareholders equity	223,099			205,115		
Total liabilities and shareholders equity	$ 2,245,197			$ 2,135,681		
Net interest income (tax-equivalent)		$ 41,139			$ 39,900	
Interest rate spread			3.85%			3.89%
Net earning assets	$ 402,690			$ 358,429		
Net interest margin (tax-equivalent)			4.02%			4.11%
Ratio of average interest-earning assets to average interest-bearing liabilities			124.36%			122.47%

(1) Investment securities are shown at amortized cost and include non-performing securities.

(2) The interest on tax-exempt securities is calculated on a tax equivalent basis assuming a Federal tax rate of 35% and 34% for the six months ended June 30, 2011 and 2010, respectively.

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MANAGEMENT S DISCUSSION AND ANALYSIS

The following table presents, on a tax equivalent basis, the relative contribution of changes in volumes and changes in rates to changes in net interest income for the periods indicated. The change in interest not solely due to changes in volume or rate has been allocated in proportion to the absolute dollar amounts of the change in each (in thousands):

	Three months ended June 30, 2011 vs. 2010			Six months ended June 30, 2011 vs. 2010		
Increase (decrease) in:	**Volume**	**Rate**	**Total**	**Volume**	**Rate**	**Total**
Interest income:						
Federal funds sold and interest-earning deposits	$ (3)	$	$ (3)	$ (10)	$	$ (10)
Investment securities:						
Taxable	(110)	(707)	(817)	(87)	(1,294)	(1,381)
Tax-exempt	416	(256)	160	658	(522)	136
Total investment securities	306	(963)	(657)	571	(1,816)	(1,245)
Loans:						
Commercial business	47	6	53	80	(17)	63
Commercial mortgage	401	(322)	79	803	(469)	334
Residential mortgage	(250)	(45)	(295)	(474)	(208)	(682)
Home equity	141	(42)	99	239	(94)	145
Consumer indirect	1,046	(571)	475	2,087	(1,053)	1,034
Other consumer	(61)	7	(54)	(136)	16	(120)
Total loans	1,324	(967)	357	2,599	(1,825)	774
Total interest income	1,627	(1,930)	(303)	3,160	(3,641)	(481)
Interest expense:						
Deposits:						
Interest-bearing demand	2	(20)	(18)	4	(49)	(45)
Savings and money market	31	(50)	(19)	53	(86)	(33)
Certificates of deposit	(34)	(725)	(759)	161	(1,466)	(1,305)
Total interest-bearing deposits	(1)	(795)	(796)	218	(1,601)	(1,383)
Short-term borrowings	47	(22)	25	50	(31)	19
Long-term borrowings	(360)	182	(178)	(720)	364	(356)
Total borrowings	(313)	160	(153)	(670)	333	(337)
Total interest expense	(314)	(635)	(949)	(452)	(1,268)	(1,720)
Net interest income	$ 1,941	$ (1,295)	$ 646	$ 3,612	$ (2,373)	$ 1,239

Provision for Loan Losses

The provision for loan losses is based upon credit loss experience, growth or contraction of specific segments of the loan portfolio, and the estimate of losses inherent in the current loan portfolio. There were provisions for loan losses of $1.3 million and $2.1 million for the three and six month periods ended June 30, 2011, compared with provisions of $2.1 million and $2.5 million for the corresponding periods in 2010, respectively. See Allowance for Loan Losses under the section titled Lending Activities included herein for additional information.

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Noninterest Income

The following table details the major categories of noninterest income for the periods presented (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2011	**2010**	**2011**	**2010**
Service charges on deposits	$ 2,243	$ 2,502	$ 4,348	$ 4,732
ATM and debit card	1,123	1,054	2,139	1,988
Broker-dealer fees and commissions	402	359	788	739
Loan servicing	249	140	598	420
Company owned life insurance	279	282	545	551
Net gain on sale of loans held for sale	117	115	341	177
Net gain on disposal of investment securities	4	63	7	69
Impairment charges on investment securities				(526)
Net (loss) gain on sale and disposal of other assets	(8)		37	2
Other	565	451	1,319	897
Total noninterest income	$ 4,974	$ 4,966	$ 10,122	$ 9,049

The components of noninterest income fluctuated as discussed below.

Service charges on deposit accounts were down $259 thousand or 10% in the second quarter of 2011 and $384 thousand or 8% for the six months ended June 30, 2011, compared to the same periods a year earlier. Substantially the entire decline was due to a reduction in non-sufficient funds transactions.

ATM and debit card income was up $69 thousand or 7% and $151 thousand or 8%, respectively, in the three and six months ended June 30, 2011, compared to the same periods of 2010. The increased popularity of electronic banking and transaction processing has resulted in higher ATM and debit card point-of-sale usage income.

Broker-dealer fees and commissions were up $43 thousand or 12% and $151 thousand or 7%, respectively, in the three and six months ended June 30, 2011, compared to the same periods of 2010, mainly due to increased sales volume.

Loan servicing income was up $109 thousand or 78% in the second quarterof 2011 and $178 thousand or 42% for the six months ended June 30, 2011, compared to the same periods a year ago, mainly due to a decrease in the mortgage servicing asset valuation allowance.

Net gain in loans held for sale increased $164 thousand or 93% for the six months ended June 30,2011, compared to the same period a year ago, primarily due to a decrease in the valuation allowance for loans held for sale.

Other noninterest income increased $114 thousand or 25% in the second quarter of 2011 and $422 thousand or 47% for the six months ended June 30, 2011, compared to the same periods a year earlier. Income from the Company s capital investment in several limited partnerships accounted for the majority of the 2011 increases.

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Noninterest Expense

The following table details the major categories of noninterest expense for the periods presented (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Salaries and employee benefits	$ 8,854	$ 8,044	$ 17,255	$ 16,291
Occupancy and equipment	2,644	2,670	5,487	5,441
Professional services	571	478	1,253	1,084
Computer and data processing	648	615	1,251	1,186
Supplies and postage	424	431	876	876
FDIC assessments	168	634	775	1,236
Advertising and promotions	253	352	418	539
Other	1,591	1,646	3,188	2,955
Total noninterest expense	$ 15,153	$ 14,870	$ 30,503	$ 29,608

The components of noninterest expense fluctuated as discussed below.

The largest noninterest expense increase in the three and six month periods ended June 30, 2011 was in salaries and employee benefits, which increased by $810 thousand or 10% and $964 thousand or 6%, respectively, over the same periods one year earlier. The increases reflect higher employee benefit costs and increased accruals for incentive compensation, which were previously limited under the Capital Purchase Program. In addition, the Company has increased its staffing levels modestly as full time equivalent employees totaled 581 and 573 at June 30, 2011 and 2010, respectively.

Professional services expenses increased $93 thousand or 19% and $169 thousand or 16%, respectively, in the three and six months ended June 30, 2011, compared to the same periods of 2010. Professional fees increased primarily due to legal and shareholder expenses related to the transactions identified earlier as significant events.

FDIC assessments for the second quarter and first six months of 2011 are down considerably compared to the same periods of 2010, primarily a result of changes made by the FDIC in the method of calculating assessment rates.

Advertising and promotions costs were down $99 thousand or 28% in the second quarter of 2011 and $121 thousand or 22% for the six months ended June 30, 2011, compared to the same periods a year earlier due to fewer marketing campaigns and promotions.

The efficiency ratio for the second quarter of 2011 was 58.68% compared with 59.16% for the second quarter of 2010, and 59.32% for the six months ended June 30, 2011, compared to 59.73% for the same period a year ago. The efficiency ratio equals noninterest expense less other real estate expense as a percentage of net revenue, defined as the sum of tax-equivalent net interest income and noninterest income before net gains and impairment charges on investment securities.

Income Taxes

The Company recorded income tax expense of $3.0 million in the second quarter of 2011, compared to income tax expense of $2.5 million in the second quarter of 2010. For the six month period ended June 30, 2011, income tax expense totaled $6.0 million compared to $5.3 million in the same period of 2010. These changes were due in part to increases of $1.1 million and $1.7 million in pre-tax income for the three and six month periods of 2011, respectively, compared to the prior year. The effective tax rates recorded for 2011 on a quarter-to-date and year-to-date basis were 34.6% and 34.3%, respectively, in comparison to the June 30, 2010 quarter-to-date and year-to-date effective tax rates of 32.2% and 33.6%, respectively. Effective tax rates are impacted by items of income and expense that are not subject to federal or state taxation. The Company s effective tax rates reflect the impact of these items, which include, but are not limited to, interest income from tax-exempt securities and earnings on company owned life insurance.

MANAGEMENT S DISCUSSION AND ANALYSIS

ANALYSIS OF FINANCIAL CONDITION

INVESTING ACTIVITIES

The following table sets forth selected information regarding the composition of the Company s investment securities portfolio as of the dates indicated (in thousands):

	Investment Securities Portfolio Composition			
	June 30, 2011		December 31, 2010	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Securities available for sale:				
U.S. Government agency and government-sponsored enterprise securities	$ 115,032	$ 115,116	$ 141,591	$ 140,784
State and political subdivisions	120,350	122,366	105,622	105,666
Mortgage-backed securities:				
Agency mortgage-backed securities	451,380	460,328	414,502	417,709
Non-Agency mortgage-backed securities	633	2,124	981	1,572
Asset-backed securities	541	7,024	564	637
Total available for sale securities	687,936	706,958	663,260	666,368
Securities held to maturity:				
State and political subdivisions	24,091	24,797	28,162	28,849
Total investment securities	$ 712,027	$ 731,755	$ 691,422	$ 695,217

Impairment Assessment

The Company reviews investment securities on an ongoing basis for the presence of other-than-temporary impairment (OTTI) with formal reviews performed quarterly. When evaluating debt securities for OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Company has the intention to sell the debt security or whether it is more likely than not that it will be required to sell the debt security before its anticipated recovery. The assessment of whether OTTI exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

The table below summarizes unrealized losses in each category of the securities portfolio at the end of the periods indicated (in thousands).

	Unrealized Losses on Investment Securities			
	June 30, 2011		December 31, 2010	
	Unrealized Losses	% of Total	Unrealized Losses	% of Total
Securities available for sale:				
U.S. Government agencies and government sponsored enterprises	$ 1,006	63.8%	$ 1,965	31.6%
State and political subdivisions	346	22.0	1,472	23.6
Mortgage-backed securities:				
Agency mortgage-backed securities	224	14.2	2,655	42.7
Non-Agency mortgage-backed securities				
Asset-backed securities			131	2.1

Total available for sale securities	$	1,576	100.0	$	6,223	100.0
Securities held to maturity:						
State and political subdivisions						
Total investment securities	$	1,576	100.0%	$	6,223	100.0%

U.S. Government Agencies and Government Sponsored Enterprises (GSE). As of June 30, 2011, there were 14 securities in the U.S. Government agencies and GSE portfolio that were in an unrealized loss position. Of these, 7 were in an unrealized loss position for 12 months or longer and had an aggregate amortized cost of $7.8 million and unrealized losses of $22 thousand. Because the decline in fair value is attributable to changes in interest rates, and not credit quality, and because we do not have the intent to sell these securities and it is likely that we will not be required to sell the securities before their anticipated recovery, we do not consider these securities to be other-than-temporarily impaired at June 30, 2011.

MANAGEMENT S DISCUSSION AND ANALYSIS

State and Political Subdivisions. As of June 30, 2011, the state and political subdivisions portfolio (municipals) totaled $146.5 million, of which $122.4 million was classified as available for sale. As of that date, $24.1 million was classified as held to maturity with a fair value of $24.8 million. As of June 30, 2011, there were 81 municipals in an unrealized loss position, all of which were available for sale. These securities had an aggregate amortized cost of $31.3 million and unrealized losses of $346 thousand.

Although there has been a considerable amount of negative information regarding municipal bond insurers, and several of the municipal bond insurers have been downgraded, there is no indication to date that the underlying credit issuers (counties, towns, villages, cities, schools, etc.) are likely to default on their debt. There have also been some highly publicized concerns over the New York State budget problems as well as reductions in the amounts and delays in funding by New York State to its municipalities and political subdivisions. At this time, management does not believe that the New York State budget problems will culminate in local municipalities defaulting on debt obligations. Additionally, most of the available for sale bonds are General Obligation issues which require the taxing authority to increase taxes as needed to repay the bond holders.

Because the decline in fair value is attributable to changes in interest rates, and not credit quality, and because we do not have the intent to sell these securities and it is likely that we will not be required to sell the securities before their anticipated recovery, we do not consider these securities to be other-than-temporarily impaired at June 30, 2011.

Agency Mortgage-backed Securities. With the exception of the non-Agency mortgage-backed securities (non-Agency MBS) discussed below, all of the mortgage-backed securities held by us as of June 30, 2011, were issued by U.S. Government sponsored entities and agencies (Agency MBS), primarily GNMA. The contractual cash flows of our Agency MBS are guaranteed by FNMA, FHLMC or GNMA. The GNMA mortgage-backed securities are backed by the full faith and credit of the U.S. Government.

As of June 30, 2011, there were 15 securities in the Agency MBS portfolio that were in an unrealized loss position. Of these, only four securities with an aggregate amortized cost of $2.1 million and unrealized losses of $11 thousand were in an unrealized loss position for 12 months or longer. Given the high credit quality inherent in Agency MBS, we do not consider any of the unrealized losses on such MBS to be credit related or other-than-temporary as of June 30, 2011. Furthermore, as of June 30, 2011, we did not intend to sell any of Agency MBS that were in an unrealized loss position, all of which were performing in accordance with their terms.

Non-Agency Mortgage-backed Securities. Our non-Agency MBS portfolio consists of positions in three privately issued whole loan collateralized mortgage obligations with a fair value of $2.1 million and net unrealized gains of $1.5 million as of June 30, 2011. As of that date, each of the three non-Agency MBS were rated below investment grade. None of these securities were in an unrealized loss position. To date, we have recognized aggregate OTTI charges of $6.0 million due to reasons of credit quality against these securities, all of which was recorded prior to 2010.

Asset-backed Securities (ABS). As of June 30, 2011, the fair value of the ABS portfolio totaled $7.0 million and consisted of positions in 15 securities, the majority of which are pooled trust preferred securities (TPS) issued primarily by financial institutions and, to a lesser extent, insurance companies located throughout the United States. As a result of some issuers defaulting and others electing to defer interest payments, we considered all but one of the ABS securities to be non-performing and stopped accruing interest on the investments during 2009.

Since the second quarter of 2008, we have written down each of the securities in the ABS portfolio, resulting in aggregate OTTI charges of $32.9 million through December 31, 2010. We expect to recover the remaining amortized cost of $541 thousand on the securities. As of June 30, 2011, each of the securities in the ABS portfolio was rated below investment grade. None of these securities were in an unrealized loss position.

The market for these securities greatly improved during the second quarter of 2011, resulting in the $6.4 million increase in fair value from December 31, 2010. During that time, there were no additions to the portfolio as the increase relates solely to an increase in the fair value of each of the 15 securities in the portfolio. During July 2011, the Company sold one of the ABS securities and will recognize a gain of approximately $1 million during the third quarter. The security had a fair value of $752 thousand at June 30, 2011. The Company continues to monitor the market for these securities and evaluate the potential for future dispositions.

Other Investments. As a member of the FHLB the Bank is required to hold FHLB stock. The amount of required FHLB stock is based on the Bank s asset size and the amount of borrowings from the FHLB. We have assessed the ultimate recoverability of our FHLB stock and believe that no impairment currently exists. As a member of the FRB system, we are required to maintain a specified investment in FRB stock based on a ratio relative to our capital. The FHLB stock and FRB stock are recorded at cost and included in other assets. Our ownership of FHLB stock totaled $4.4 million and $2.5 million at June 30, 2011 and December 31, 2010, respectively. The increase in FHLB stock was required due to an increased level of borrowings.

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LENDING ACTIVITIES

The following table sets forth selected information regarding the composition of the Company s loan portfolio as of the dates indicated (in thousands).

	Loan Portfolio Composition			
	June 30, 2011		December 31, 2010	
	Amount	% of Total	Amount	% of Total
Commercial business	$ 217,430	15.9%	$ 211,031	15.7%
Commercial mortgage	357,463	26.1	352,930	26.2
Total commercial	574,893	42.0	563,961	41.9
Residential mortgage	120,789	8.8	129,580	9.6
Home equity	215,637	15.8	208,327	15.5
Consumer indirect	431,611	31.6	418,016	31.1
Other consumer	25,122	1.8	26,106	1.9
Total consumer	672,370	49.2	652,449	48.5
Total loans	1,368,052	100.0%	1,345,990	100.0%
Allowance for loan losses	20,632		20,466	
Total loans, net	$ 1,347,420		$ 1,325,524	

Total loans increased by 2% to $1.368 billion as of June 30, 2011 from $1.346 billion as of December 31, 2010.

Commercial loans increased $10.9 million from December 31, 2010 and represented 42.0% of total loans as of June 30, 2011, a result of the Company s continued focus on commercial business development programs.

Residential mortgage loans decreased $8.8 million to $120.8 million as of June 30, 2011 in comparison to $129.6 million as of December 31, 2010. This category of loans decreased as the majority of newly originated and refinanced residential mortgages were sold in the secondary market rather than being added to the portfolio. The Company does not engage in sub-prime or other high-risk residential mortgage lending as a line-of-business.

Consumer loans totaled $672.4 million as of June 30, 2011, an increase of $19.9 million or 3% from December 31, 2010. The consumer indirect portfolio increased $13.6 million to $431.6 million as of June 30, 2011, from $418.0 million as of December 31, 2010. During the first half of 2011, the Company originated $111.6 million in indirect auto loans with a mix of approximately 44% new auto and 56% used auto. During the second quarter of 2011, the Company reclassified $13.6 million of auto loans from the consumer indirect portfolio to loans held for sale.

Loans Held for Sale and Mortgage Servicing Rights. Loans held for sale (not included above) totaled $14.5 million as of June 30, 2011, comprised of $935 thousand of residential mortgage loans and $13.6 million of indirect auto loans. During the second quarter of 2011, the Company reclassified $13.6 million of indirect auto loans from portfolio to loans held for sale pursuant to a letter of intent to sell the loans under a 90%/10% participation agreement. The Company will continue to service the loans for a fee in accordance with the participation agreement. The loans were subsequently sold in July 2011 and we expect to recognize a gain on the sale of $153 thousand during the third quarter. Loans held for sale totaled $3.1 million as of December 31, 2010, all of which were residential mortgage loans.

We sell certain qualifying newly originated and refinanced residential real estate mortgages in the secondary market. The sold and serviced residential real estate loan portfolio decreased to $314.6 million as of June 30, 2011 from $328.9 million as of December 31, 2010. The decrease in the sold and serviced portfolio resulted from payments and payoffs on existing loans outpacing new loan origination and refinancing volumes.

MANAGEMENT S DISCUSSION AND ANALYSIS

Allowance for Loan Losses

The following table sets forth an analysis of the activity in the allowance for loan losses for the periods indicated (in thousands).

	Loan Loss Analysis			
	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Balance as of beginning of period	$ 20,119	$ 20,586	$ 20,466	$ 20,741
Charge-offs:				
Commercial business	225	121	315	190
Commercial mortgage	34	164	378	209
Residential mortgage	10	42	12	54
Home equity	155	41	262	88
Consumer indirect	1,055	932	2,345	2,160
Other consumer	268	176	479	388
Total charge-offs	1,747	1,476	3,791	3,089
Recoveries:				
Commercial business	110	92	264	184
Commercial mortgage	23	18	39	450
Residential mortgage	3	12	30	16
Home equity	7	25	17	27
Consumer indirect	653	359	1,205	699
Other consumer	136	104	264	274
Total recoveries	932	610	1,819	1,650
Net charge-offs	815	866	1,972	1,439
Provision for loan losses	1,328	2,105	2,138	2,523
Balance at end of period	$ 20,632	$ 21,825	$ 20,632	$ 21,825
Net loan charge-offs to average loans (annualized)	0.24%	0.27%	0.29%	0.23%
Allowance for loan losses to total loans	1.51%	1.69%	1.51%	1.69%
Allowance for loan losses to non-performing loans	296%	192%	296%	192%

The allowance for loan losses represents the estimated amount of probable credit losses inherent in the Company s loan portfolio. The Company performs periodic, systematic reviews of the loan portfolio to estimate probable losses in the respective loan portfolios. In addition, the Company regularly evaluates prevailing economic and business conditions, industry concentrations, changes in the size and characteristics of the portfolio and other pertinent factors. The process used by the Company to determine the overall allowance for loan losses is based on this analysis. Based on this analysis the Company believes the allowance for loan losses is adequate as of June 30, 2011.

Assessing the adequacy of the allowance for loan losses involves substantial uncertainties and is based upon management s evaluation of the amounts required to meet estimated charge-offs in the loan portfolio after weighing a variety of factors, including the risk-profile of the Company s loan products and customers. The Company does not engage in sub-prime or other high-risk residential mortgage lending as a line-of-business. The Company primarily originates fixed and variable rate one-to-four family residential mortgages collateralized by owner-occupied properties located within its central and western New York marketplace, which has been relatively stable in recent years. Residential mortgages collateralized by one-to-four family residential real estate generally have been originated in amounts of no more than 85% of appraised value or have mortgage insurance.

The adequacy of the allowance for loan losses is subject to ongoing management review. While management evaluates currently available information in establishing the allowance for loan losses, future adjustments to the allowance may be necessary if conditions differ substantially from the assumptions used in making the evaluations. In addition, various regulatory agencies, as an integral part of their examination process, periodically review a financial institution s allowance for loan losses. Such agencies may require the financial institution to recognize additions to the allowance based on their judgments about information available to them at the time of their examination.

The provision for loan losses for the three and six months ended June 30, 2011 was $1.3 million and $2.1 million, respectively, compared to a provision for loan losses of $2.1 million and $2.5 million for the three and six months ended June 30, 2010, respectively. Net charge-offs of $815 thousand were recorded for the second quarter of 2011, compared to $866 thousand for the same quarter a year ago. Year-to-date net charge-offs of $2.0 million have been recorded in 2011, compared to $1.4 million through June 30, 2010. The provision for loan losses and net charge-offs for the first six months of 2010 were favorably impacted by a $354 thousand recovery in the first quarter of 2010 on one commercial real estate relationship that was charged-off during 2008 and 2009.

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MANAGEMENT S DISCUSSION AND ANALYSIS

Non-Performing Assets and Potential Problem Loans

The table below sets forth the amounts and categories of the Company s non-performing assets at the dates indicated (in thousands).

	Delinquent and Non-Performing Assets		
	June 30, 2011	December 31, 2010	June 30, 2010
Nonaccrual loans:			
Commercial business	$ 712	$ 947	$ 5,889
Commercial mortgage	2,862	3,100	1,380
Residential mortgage	2,262	2,102	2,480
Home equity	472	875	1,072
Consumer indirect	667	514	464
Other consumer		41	19
Total nonaccrual loans	6,975	7,579	11,304
Accruing loans 90 days or more delinquent	4	3	61
Total non-performing loans	6,979	7,582	11,365
Foreclosed assets	599	741	500
Non-performing investment securities	6,963	572	646
Total non-performing assets	$ 14,541	$ 8,895	$ 12,511
Non-performing loans to total loans	0.51%	0.56%	0.88%
Non-performing assets to total assets	0.64%	0.40%	0.58%

Activity in nonaccrual loans for periods indicated was as follows (in thousands).

	Three months ended June 30, 2011	Six months ended June 30, 2011
Nonaccrual loans, beginning of period	$ 7,315	$ 7,579
Additions	2,846	6,011
Payments	(1,260)	(2,684)
Charge-offs	(1,603)	(3,519)
Returned to accruing status	(218)	(307)
Transferred to other real estate or repossessed assets	(105)	(105)
Nonaccrual loans, end of period	$ 6,975	$ 6,975

Non-performing assets include non-performing loans, foreclosed assets and non-performing investment securities. Non-performing assets at June 30, 2011 were $14.5 million or 0.64% of total assets, an increase of $5.6 million from the $8.9 million or 0.40% of total assets at December 31, 2010.

Non-performing investment securities are included in non-performing assets at fair value and represent securities on which the Company has stopped accruing interest. These non-performing investment securities totaled $7.0 million at

June 30, 2011, compared to $572 thousand at December 31, 2010. There were no new securities transferred to non-performing status during the quarter. The increase relates solely to an increase in the fair value of each of the 14 securities classified as non-performing. The market for these securities improved dramatically during the second quarter of 2011, resulting in the $6.4 million increase in fair value from December 31, 2010.

During July 2011, the Company sold one of the 14 securities classified as non-performing and will recognize a gain of approximately $1 million during the third quarter. The security had a fair value of $752 thousand at June 30, 2011. The Company continues to monitor the market for these securities and evaluate the potential for future dispositions.

Non-performing loans totaled $7.0 million or 0.51% of total loans at June 30, 2011, a decrease of $603 thousand from the $7.6 million or 0.56% of total loans at December 31, 2010. The ratio of non-performing loans to total loans continues to compare favorably to the average of our peer group, which was 3.43% of total loans at March 31, 2011, the most recent period for which information is available (Source: Federal Financial Institutions Examination Council Bank Holding Company Performance Report as of March 31, 2011   Top-tier bank holding companies having consolidated assets between $1 billion and $3 billion). Included in nonaccrual loans are troubled debt restructurings (TDRs) of $760 thousand and $534 thousand at June 30, 2011 and December 31, 2010, respectively.

MANAGEMENT S DISCUSSION AND ANALYSIS

Foreclosed assets consist of real property formerly pledged as collateral to loans, which we have acquired through foreclosure proceedings or acceptance of a deed in lieu of foreclosure. Foreclosed asset holdings consisted of 10 properties (2 commercial properties and 8 residential properties) totaling $599 thousand at June 30, 2011 and 13 properties (5 commercial properties and 8 residential properties) totaling $741 thousand at December 31, 2010.

Potential problem loans are loans that are currently performing, but information known about possible credit problems of the borrowers causes management to have concern as to the ability of such borrowers to comply with the present loan payment terms and may result in disclosure of such loans as nonperforming at some time in the future. These loans remain in a performing status due to a variety of factors, including payment history, the value of collateral supporting the credits, and/or personal or government guarantees. Management considers loans classified as substandard, which continue to accrue interest, to be potential problem loans. We identified $11.4 million and $11.5 million in loans that continued to accrue interest which were classified as substandard as of June 30, 2011 and December 31, 2010, respectively.

FUNDING ACTIVITIES

Deposits

The Company offers a broad array of deposit products including noninterest-bearing demand, interest-bearing demand, savings and money market accounts and certificates of deposit. We rely primarily on providing excellent customer service and long-standing relationships with customers to attract and retain deposits. We continuously evaluate our branch network to determine how to best serve our customers efficiently and to improve our profitability. In July 2011, we upgraded our presence in the Rochester market by relocating a branch from North Chili to Chili Center. We intend to continue to pursue expansion in our market area by growing and enhancing our branch network and anticipate additional expansion in the coming years.

The following table summarizes the composition of our deposits at the dates indicated (dollars in thousands).

	Deposit Composition			
	June 30, 2011		December 31, 2010	
	Amount	% of Total	Amount	% of Total
Noninterest-bearing demand	$ 358,574	19.2%	$ 350,877	18.6%
Interest-bearing demand	376,306	20.1	374,900	19.9
Savings and money market	438,173	23.4	417,359	22.2
Certificates of deposit less than $100,000	500,123	26.7	555,840	29.5
Certificates of deposit of $100,000 or more	199,063	10.6	183,914	9.8
Total deposits	$ 1,872,239	100.0%	$ 1,882,890	100.0%

Nonpublic deposits represent the largest component of the Company s funding. Total nonpublic deposits were $1.469 billion and $1.501 billion as of June 30, 2011 and December 31, 2010, respectively. The Company continues to manage this segment of funding through a strategy of competitive pricing and relationship-based sales and marketing that minimizes the number of customer relationships that have only a single high-cost deposit account.

The Company offers a variety of public deposit products to the many towns, villages, counties, school districts and other public entities within our market. Public deposits generally range from 20 to 25% of the Company s total deposits. As of June 30, 2011, total public deposits were $403.2 million in comparison to $382.2 million as of December 31, 2010. There is a high degree of seasonality in this component of funding, as the level of deposits varies with the seasonal cash flows for these public customers. The Company maintains the necessary levels of short-term liquid assets and alternative liquidity sources to accommodate the seasonality associated with public deposits.

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MANAGEMENT S DISCUSSION AND ANALYSIS

Borrowings

The following table summarizes the Company s borrowings as of the dates indicated (in thousands).

	June 30, 2011	December 31, 2010
Customer repurchase agreements	$ 45,015	$ 38,910
Federal funds purchased	47,380	38,200
FHLB borrowings	50,000	10,065
Junior subordinated debentures	16,702	16,702
Total borrowings	$ 159,097	$ 103,877

The Company has credit capacity with the FHLB and can borrow through facilities that include amortizing and term advances. The Company had approximately $108 million of immediate credit capacity with FHLB as of June 30, 2011. The Company had approximately $359 million in secured borrowing capacity at the Federal Reserve Bank (FRB) Discount Window, none of which was outstanding at June 30, 2011. The FHLB and FRB credit capacity are collateralized by securities from the Company s investment portfolio and certain qualifying loans. FHLB borrowings increased by approximately $40 million during 2011 due primarily to the purchase of municipal and agency mortgage-backed securities as part of a leverage strategy implemented during the second quarter of 2011 to take advantage of a steep yield curve.

Funds are borrowed on an overnight basis through retail repurchase agreements with bank customers and federal funds purchased from other financial institutions. Retail repurchase agreement borrowings are collateralized by securities of the U.S. Treasury and U.S. Government agencies and corporations. The Company had approximately $52 million of credit available under unsecured federal funds purchased lines with various banks as of June 30, 2011.

Equity Activities

Total shareholders equity was $233.7 million at June 30, 2011, an increase of $21.6 million from $212.1 million at December 31, 2010. During February 2011, the Company redeemed $12.5 million of Series A preferred stock issued to the U.S. Treasury. During March 2011, the Company successfully completed a follow-on common equity offering, issuing 2,813,475 shares of common stock at a price of $16.35 per share before associated offering expenses. After deducting underwriting and other offering costs, the Company received net proceeds of approximately $43.1 million. Prior to the end of the first quarter of 2011, the Company utilized a portion of the net proceeds to redeem the remaining $25.0 million in Series A preferred stock. During the second quarter of 2011, the Company repurchased the Warrant issued to the Treasury. The repurchase price of $2.1 million was recorded as a reduction of additional paid-in capital.

MANAGEMENT S DISCUSSION AND ANALYSIS

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

The objective of maintaining adequate liquidity is to assure the ability of the Company to meet its financial obligations. These obligations include the withdrawal of deposits on demand or at their contractual maturity, the servicing and repayment of debt and preferred equity obligations, the ability to fund new and existing loan commitments, to take advantage of new business opportunities and to satisfy other operating requirements. The Company achieves liquidity by maintaining a strong base of core customer funds, maturing short-term assets, its ability to sell securities, lines of credit, and access to the financial and capital markets.

Liquidity for the Bank is managed through the monitoring of anticipated changes in loans, the investment portfolio, core deposits and wholesale funds. The strength of the Bank s liquidity position is a result of its base of core customer deposits. These core deposits are supplemented by wholesale funding sources that include credit lines with the other banking institutions, the FHLB and the FRB.

The primary sources of liquidity for FII are dividends from the Bank and access to financial and capital markets. Dividends from the Bank are limited by various regulatory requirements related to capital adequacy and earnings trends. The Bank relies on cash flows from operations, core deposits, borrowings and short-term liquid assets. Five Star Investment Services relies on cash flows from operations and funds from FII when necessary.

The Company s cash and cash equivalents were $46.1 million as of June 30, 2011, an increase of $7.0 million from $39.1 million as of December 31, 2010. The Company s net cash provided by operating activities totaled $24.0 million. Net cash used in investing activities totaled $61.5 million, which included cash outflows of $37.7 million for net loan originations and $22.5 million from investment securities transactions. Net cash provided by financing activities of $44.5 million was attributed to a $55.2 million increase in net borrowings and $43.1 million in net proceeds from the issuance of common stock, partly offset by the $37.5 million payment to redeem the Series A preferred stock, a $10.7 million decrease in deposits and $3.5 million in dividend payments.

Capital Resources

Banks and financial holding companies are subject to various regulatory capital requirements administered by state and federal banking agencies. Failure to meet minimum capital requirements can result in certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material impact on the Company s consolidated financial statements. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios of Total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets (all as defined in the regulations). These minimum amounts and ratios are included in the table below.

The Company s and the Bank s Tier 1 capital consists of shareholders equity excluding unrealized gains and losses on securities available for sale (except for unrealized losses which have been determined to be other than temporary and recognized as expense in the consolidated statements of income), goodwill and other intangible assets and disallowed portions of deferred tax assets. Tier 1 capital for the Company includes, subject to limitation, $16.2 million of trust preferred securities issued by FISI Statutory Trust I and $17.5 million of preferred stock. The Company and the Bank s total capital are comprised of Tier 1 capital for each entity plus a permissible portion of the allowance for loan losses.

As previously discussed, on July 1, 2011, the Company notified the trustee of FISI Statutory Trust I that the Company will be redeeming all of its 10.20% junior subordinated debentures on August 22, 2011. Consequent to repayment of the junior subordinated debentures, the Trust will redeem its $16.2 million of trust preferred securities. The trust preferred securities are subject to mandatory redemption, in whole or in part, upon repayment of the junior subordinated debentures. Under applicable regulatory capital guidelines issued by bank regulatory agencies, upon notice of redemption, the trust preferred securities will no longer qualify as Tier 1 capital for the Company. Had the trust preferred securities not qualified as Tier 1 capital as of June 30, 2011, the Company s Tier 1 capital would have been reduced by $16.2 million and resulted in a Tier 1 leverage ratio of 8.57%, Tier 1 capital ratio of 12.64% and

Total risk-based capital ratio of 13.89%. The redemption of the trust preferred securities will not have a significant impact on the Bank s capital.

The Tier 1 and total capital ratios are calculated by dividing the respective capital amounts by risk-weighted assets. Risk-weighted assets are calculated based on regulatory requirements and include total assets, excluding goodwill and other intangible assets and disallowed portions of deferred tax assets, allocated by risk weight category and certain off-balance-sheet items (primarily loan commitments and securities more than one level below investment grade that are subject to the low level exposure rules). The leverage ratio is calculated by dividing Tier 1 capital by adjusted quarterly average total assets, which exclude goodwill and other intangible assets and disallowed portions of deferred tax assets.

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The following table reflects the ratios and their components (dollars in thousands).

	June 30, 2011	December 31, 2010
Total shareholders equity	$ 233,733	$ 212,144
Less: Unrealized gain on securities available for sale, net of tax	11,486	1,877
Unrecognized net periodic pension & postretirement benefits (costs), net of tax	(6,424)	(6,599)
Disallowed goodwill and other intangible assets	37,369	37,369
Disallowed deferred tax assets		14,608
Plus: Qualifying trust preferred securities	16,200	16,200
Tier 1 capital	$ 207,502	$ 181,089
Adjusted average total assets (for leverage capital purposes)	$ 2,231,185	$ 2,177,911
Tier 1 leverage ratio (Tier 1 capital to adjusted average total assets)	9.30%	8.31%
Total Tier 1 capital	$ 207,502	$ 181,089
Plus: Qualifying allowance for loan losses	18,947	18,363
Total risk-based capital	$ 226,449	$ 199,452
Net risk-weighted assets	$ 1,514,057	$ 1,466,957
Tier 1 capital ratio (Tier 1 capital to net risk-weighted assets)	13.71%	12.34%
Total risk-based capital ratio (Total risk-based capital to net risk-weighted assets)	14.96%	13.60%

The Company s and the Bank s actual and required regulatory capital ratios were as follows (in thousands):

		Actual		For Capital Adequacy Purposes		Well Capitalized	
		Amount	Ratio	Amount	Ratio	Amount	Ratio
June 30, 2011:							
Tier 1 leverage:	Company	$ 207,502	9.30%	$ 89,247	4.00%	$ 111,559	5.00%
	Bank						