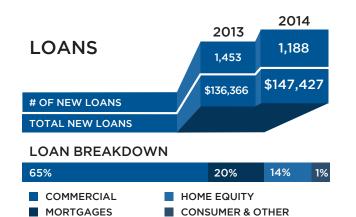


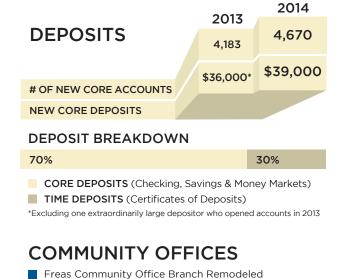
## FINANCIAL HIGHLIGHTS

(Dollars in thousands, except per share data	a)	2014		2013		2012		2011		2010	
SUMMARY OF OPERATIONS											
Interest income	\$	31,019	\$	30,961	\$ 3	4,936	\$ 3	7,028	\$	38,154	
Interest expense		4,452	4,954		6,514		9,405		12,742		
Net interest income	2	26,567		26,007		28,422		27,623		25,412	
Provision for loan losses		433		1,372		1,600		1,900		2,575	
Net investment securities gains		2,756		2,900		813		111		163	
Net income		10,211		10,273		10,170		9,907		8,961	
PER COMMON SHARE DATA											
Net income	\$	1.84	\$	1.87	\$	1.86	\$	1.82	\$	1.65	
Dividends		1.05		1.04		1.01		0.97		0.93	
BALANCE SHEET DATA											
Total assets	\$9	12,353	\$901,514		\$819,966		\$818,546		\$796,601		
Total investment securities	34	48,722	354,770		298,873		331,429		310,168		
Net loans	4	81,071	439,999		427,124		410,066		403,950		
Total deposits	6	61,562	690,075		608,834		624,349		626,895		
Total stockholders' equity	10	106,271		96,351		103,330		93,092		79,060	
PERFORMANCE RATIOS											
Return on average assets		1.13%		1.23%		1.25%		1.21%		1.09%	
Return on average equity		9.90%		10.12%		10.19%		11.57%		10.98%	
Dividend payout	5	56.95%		55.64%		54.18%		53.31%		56.47%	
Average equity to average assets		11.45%		12.10%	1	2.28%	10	0.43%		9.95%	



## **NEW INITIATIVES**

- Outsourced Core Account Processing
- Launched Enhanced Free Mobile App
- Launched Mobile Remote Deposit Capture

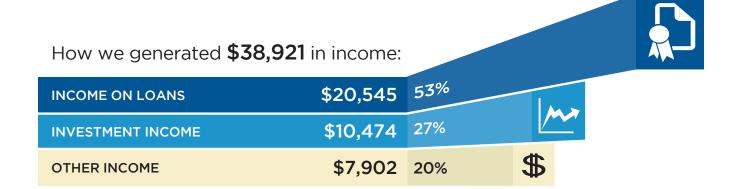


■ Mountain Top Community Office Celebrated

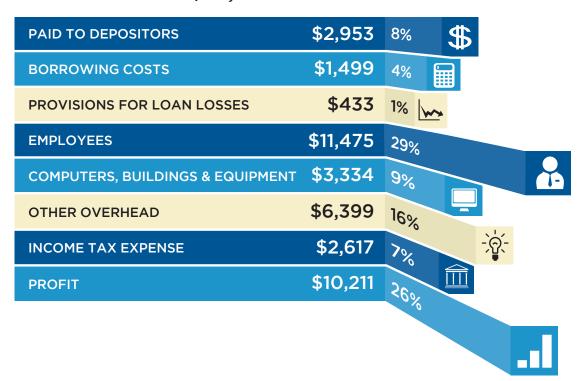
Officially Established eBranch on February 1, 2014

5<sup>th</sup> Year Anniversary

## INCOME STATEMENT IN GRAPHIC FORM



How we used our \$38,921 in income:



# **COMPONENTS OF OTHER INCOME**





## TO OUR SHAREHOLDERS



The front cover of this Annual Report to Shareholders depicts a person reflecting on "Yesterday's Traditions" in the vintage photographs on the table while looking towards "Tomorrow's Vision" on their phone with state-of-the-art mobile and online banking from First Keystone Community Bank.

This year's Annual Report to Shareholders is a follow-up to 2013's 150th anniversary edition. That issue focused on the first half of our motto: "Yesterday's Traditions". This year's theme highlights the second half: "Tomorrow's Vision". One of the Bank's greatest strengths over the years

has been its unrelenting commitment to stay on the leading edge of the new technological innovations that continue to evolve in our industry. In 1994, First Keystone Community Bank introduced check imaging, the replacement of paper checks with digital images. That is just one example of how the Bank has led the local competition by rolling out convenient,

secure, time and money saving technologies for the benefit of our customers.

Recently, the Bank has invested in a new mobile technology that will allow our customers to deposit a check by simply taking a picture of it with their cell phone or other device and submitting that image to the Bank. Imagine the time savings and convenience of depositing a check without leaving your home. In addition to this service, the Bank offers fast, secure and convenient ways to view account balances and transactions, transfer funds between your accounts and deliver funds to individuals and businesses – all from your computer, phone or mobile device.

These enhanced and secure services are available for customers who are comfortable with using the newest technologies. For those that prefer visiting the Bank, working face-to-face with our professional staff and receiving world-class personal service, we continue to welcome you at each of our 18 community office locations.

## FINANCIAL HIGHLIGHTS

During 2014, the Corporation had net income of \$10,211,000. This was slightly below 2013 results by \$62,000. Net interest income continues to be hampered by extraordinarily low interest rates. Legacy assets continue to be replaced by new, lower-yielding loans and investments. Total interest income increased slightly from 2013 to \$31,019,000. Loans grew by 9.2% and investments declined by 1.7%. This shift in assets to the loan portfolio of more than \$40,000,000 helped us to maintain our level of interest income. Interest paid to depositors declined as a large share of deposits moved out of certificates of deposit and into lower-cost transaction accounts. The result was a 2.2% increase in net interest income to \$26,567,000.

Continued improvement in asset quality allowed us to reduce our provision for loan losses to \$433,000. This compared to \$1,372,000, which was our provision for loan losses in 2013.

Non-interest income increased by \$97,000 for a number of reasons. The largest increase was due to a change in our deposit service charges and fees schedule. Based upon surveys of competitor

financial institutions conducted throughout our market place, we selectively increased deposit account service charges. This was responsible for increased income of \$212,000. Other increases in non-interest income came from higher Trust department revenues and higher ATM fees and debit card income. The end of the residential mortgage refinancing boom led to lower gains on sales of mortgage loans.

Non-interest expense increased by 6.4% from 2013 to 2014. The most significant changes in overhead came as a result of opening our Dallas and Shickshinny community offices. Salaries and employee benefits increased by 5.0% and occupancy expense increased by 10.1%. Data processing expenses, part of other non-interest expenses, increased significantly as a result of our decision to outsource core account processing. This decision was made to increase data security, enhance disaster recovery preparedness and for system efficiency goals.

The Corporation grew assets by \$10,839,000 or 1.2% to \$912,353,000. Most important to maintaining our net interest income, we increased net loans from \$439,999,000 to \$481,071,000. This increase in loans came from increases in our commercial and residential mortgage portfolios. Our goal has been to add to these portfolios without taking any significant additional credit risk. We continue to look for loan growth in 2015 to supplement our net interest income.

While total deposits declined by \$28,513,000 to a year-end balance of \$661,562,000, the overall mix of deposits improved and contributed to lower interest expense. The reduction in accounts of one large depositor was responsible for most of the decrease in deposits from 2013 to 2014. Exclusive of this change, core deposits increased significantly, as total time deposits were down by \$30,242,000. Our Kasasa suite of "free checking accounts with rewards" generated \$4,346,000 in low cost 'sticky' deposits.

Total stockholders' equity increased in 2014 due to the retention of more than \$4,396,000 in profits after paying out dividends of \$5,815,000. Accumulated other comprehensive income increased by \$4,384,000 due to appreciation in market value of our investment portfolio as compared to it book value. Overall, stockholders' equity increased by \$9,920,000. We continue to be well capitalized by every regulatory measure, and we remain in a position to grow as our local economy improves.

During 2014, we paid a dividend of \$1.05 per share, an increase of 1.0% from 2013. Based upon the closing share price on December 31, 2014 of \$24.65, this produced a dividend yield of 4.3%.

"Yesterday's Traditions, Tomorrow's Vision" is a fitting summary of our ideals at First Keystone Corporation. Providing traditional high-quality, personalized service while offering the latest technology for ease and convenience is our goal. From the Board of Directors, senior management and employees, we thank you for your continued support of First Keystone Corporation.

Matthew P. Prosseda
President & Chief Executive Officer



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# COMMUNITY BANK CUSTOMER SERVICE, BIG BANK TECHNOLOGY

First Keystone Community Bank, founded in September 1864 and headquartered in Berwick, Pennsylvania, has grown from a single 16-by-25-foot building into a network of 18 full-service branches dedicated to helping local people and businesses navigate the ever-changing financial landscape.

First Keystone was the first local institution to take on the megabanks by offering innovative products paired with excellent customer service that people demanded from their bank. In 2014, First Keystone introduced a suite of high-yield checking and savings accounts called "Kasasa". It may sound "too good to be true", but First Keystone's Kasasa accounts are the future of banking in the communities it serves.

As reliance on the Internet and online banking continues to grow, First Keystone Community Bank is a leader in providing products and services that stress convenience and flexibility through technology, such as online banking, Bill Pay, mobile banking, mobile remote deposit, e-Statements and debit cards.

## ONLINE BANKING AND BILL PAY

Managing your accounts is as easy as logging in to online banking from your home or office computer at any time. You can view account balances in real time, transfer funds between accounts, review transactions and sign up to receive notice for e-Statements.

Bill Pay is convenient and saves you time and money. Make loan payments, pay bills, or set up automatic recurring payments and reminders to avoid late-payment fees. Rest assured, your information is encrypted for maximum security.

#### **MOBILE BANKING**

With your First Keystone checking and savings accounts, the free mobile banking benefit makes it easy to manage your accounts around the clock. You can also review transactions, transfer funds between accounts, view account balances and make loan payments from the convenience of your mobile phone or device — with convenient options available for Mobile Apps, Mobile Web and Text Banking. First Keystone takes every precaution to ensure that your financial information remains secure.

### MOBILE REMOTE DEPOSIT

A convenient feature of the First Keystone Mobile free app, mobile remote deposit is a quick and easy way to deposit checks anytime with your Apple or Android mobile phone or device. Make fewer trips to the bank without sacrificing the security of your information.

## **E-STATEMENTS**

Have account information at your fingertips whenever you're ready. Free, online e-Statements are just like paper statements, except more convenient, environmentally friendly and secure. A notification will arrive by email informing you that your e-Statement is available for viewing. This notification will be faster than paper statements, simplify record keeping, and enable you to retrieve account information and access past statements more easily. E-Statements are recommended by experts to better protect your information. When needed, e-Statements can be downloaded for printing or permanent storage.

## **DEBIT CARDS**

At most banks, a debit card is just a convenient piece of plastic, but for First Keystone's Kasasa high-yield checking and savings account holders, it's your golden ticket to qualify for rewards that matter to you, including international ATM fee refunds. Enjoy the safety and convenience of a free Visa debit card with all the benefits of an account at First Keystone Community Bank. Accepted around the globe and online, a Visa debit card is safer than carrying cash, is more convenient and safer than checks, eliminates the cost of purchasing checks, and provides 24/7 ATM access.

## **E-BRANCH**

Open both Kasasa and Key checking and savings accounts, as well as CDs, all without stepping foot in the bank office. First Keystone's Online Branch allows you to convienently set-up your banking needs all within the the comfort of your home or office.

## THE FUTURE IS NOW AT FIRST KEYSTONE COMMUNITY BANK

First Keystone Community Bank continues to grow and prosper as a leader in the financial services market. In 2015, First Keystone renews its commitment to maintaining "Yesterday's Traditions," but highlights the opportunities that come with "Tomorrow's Vision."

Your bank has also positioned itself to be a key strategic resource for the area's small business community. Local businesses count on the dedication and expertise of First Keystone's commercial services team to promote growth and provide the tools needed to excel in today's competitive market.

One thing that hasn't changed in a century-and-a-half is your bank's dedication to supporting local communities and the people who live and work in them. From Danville to Wilkes-Barre to Stroudsburg, First Keystone Community Bank believes in the individuals and businesses it serves and strives to be your resource for the financial products and customer service that consumers expect from a community bank.

Your Board of Directors, senior management, and employees are committed to upholding the independent spirit and progressive attitude of the bank's first CEO, Mordecai William Jackson. By leveraging the need for growth and prosperity with a continuing focus on serving the needs of its customers, First Keystone Community Bank is poised to be part of its local communities for another 150 years.



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## FIRST KEYSTONE CORPORATION BOARD OF DIRECTORS



J. GERALD BAZEWICZ Vice Chairman Retired President & CEO First Keystone Community Bank





**DON E. BOWER** President Don E. Bower, Inc.



DR. JOSEPH B. CONAHAN, JR. Ophthalmologist/Managing Partner Pocono Ambulatory Surgery Center





JOHN G. GERLACH Retired President First Keystone Community Bank, Pocono Division



Owner/President

**ROBERT A. BULL** 

Bull, Bull & McDonald, LLP

**JEROME F. FABIAN** 

Attorney





**DAVID R. SARACINO** Retired Vice President & CFO First Keystone Community Bank

President & CEO First Keystone Community Bank

**ROBERT E. BULL** 

Chairman

**DIANE C.A. ROSLER** 

Chief Financial Officer

Tile Distributors of America, Inc.

J. GERALD BAZEWICZ Vice Chairman **JOHN ARNDT** Secretary

**OFFICERS** 

MATTHEW P. PROSSEDA President & Chief Executive Officer

> **CHERYL L. WYNINGS** Assistant Secretary

## FIRST KEYSTONE COMMUNITY BANK OFFICERS

**ROBERT E. BULL** Chairman of the Board J. GERALD BAZEWICZ Vice Chairman

**JOHN ARNDT** Secretary

### **EXECUTIVE MANAGEMENT**

**MATTHEW P. PROSSEDA** President Chief Executive Officer

**ELAINE A. WOODLAND** Executive Vice President Chief Operating Officer

MATTHEW W. MENSINGER Senior Vice President Director of Lending

**DIANE C.A. ROSLER** 

Senior Vice President

**BARBARA J. ROBBINS** Senior Vice President Chief Financial Officer & Cashier Deposit Operations Manager MARK J. MCDONALD Senior Vice President Chief Credit Officer

JOHN J. O'REILLY Vice President Senior Trust Officer

**GABRIEL D. ALESSI** Vice President, Mortgage Services Manager

WENDY L. BACHER Asst. Trust Officer, IRA Manager

CARMELITA A. CLEAVER Vice President, Retail Operations Officer **ANDREW S. FAYTKO** Vice President, Commercial Services Officer

**BRENDA L. GRASLEY** Vice President, Consumer Loan Manager

LEE A. HESS Vice President, Commercial Services Officer-Security Officer

**TONEY C. HORST** Asst. Vice President, Controller

**DONNA J. KEEFER** Vice President, Product Support **KEVIN KRIEGER** Vice President,

Compliance Officer & BSA Officer KRISTI A. MCCLINTOCK Asst. Cashier, Commercial Loan Document Specialist

> LAURIE NUDO Asst. Cashier, Customer Service Officer MARY E. PASCUCCI Asst. Cashier,

Training Director FRANCES I. SEWARD Asst. Vice President, Community Office Manager

KIM R. STROUP Asst. Cashier, Community Office Manager JEFFREY T. WOZNIAK Asst. Vice President,

Technology Systems Manager CHRISTOPHER ZLOBIK Asst. Cashier, Asst. IT Manager

JODI L. ALLEY Vice President, Loan Operations Manager WALTER K. BALLIET Sr. Financial Consultant

SANDRA L. COLE Asst. Cashier, Asst. Community Office Manager **ELIZABETH GOLL** Asst. Vice President,

Asst. Community Office Manager TINA M. GRAY Vice President, Community Office Manager

**JASON P. HOLLOWAY** Asst. Cashier, Commercial Services Officer

KATHLEEN M. JARSKI Asst. Vice President, Community Office Manager **BRIAN M. KLINEFELTER** 

Asst. Vice President, Credit Department Manager MARTIN B. LEANDRI

Asst. Cashier, Community Office Manager LINDA M. MESHINSKI Asst. Vice President,

Community Office Manager **DEBORAH C. ORENDI** Asst. Cashier,

Community Office Manager JOHN PROCOPIO Exec. Vice President, Commercial Services Officer-Sr. Market Manager

KIMBERLY S. SHINER Asst. Vice President, Community Office Manager

JAMES S. SZEWC Vice President, Trust Office

CHERYL L. WYNINGS Asst. Cashier, Exec. Administrative Asst. & Asst. Secretary

LESA A. ANGELL Vice President, Retail Banking & Sales Manager PATRICIA BUCCIERI Asst. Vice President, Asst. Community Office Manager

**BEVERLY A. CRUIKSHANK** Vice President,

Community Office Manager JAMES T. GORMAN Sr. Vice President, Commercial Services Officer-Sr. Market Manager

HERBERT HARMON, JR. Asst. Cashier, Facilities Manager JUNE HONOROWSKI

Vice President, Regional Branch Administrator **RACHEL JENNINGS** 

Asst. Cashier, Post Closing Document Specialist STEVEN M. KOTCH Assistant Cashier, Collector

JONATHAN LITTLEWOOD Asst. Vice President, Commercial Services Officer **EUGENE W. MORRISON** 

Vice President, Commercial Services Officer

**NATALIE J. PAGE** Asst. Cashier, Staff Accountant II MICHAEL W. RIDER

Asst. Vice President, IT Manager/ Information Security Officer

**SALLY J. SITLER** Asst. Vice President, Computer Operations Manager KIMBERLY A. VOLKEL

Asst. Cashier, Community Office Manager LINDA K. YERGES Vice President.

Human Resource Manager

JOHN J. BABSKIE Asst. Cashier. Community Office Manager ANTHONY P. CARTIGLIA

Vice President, Commercial Services Officer MARCIA H. DOBEY

Asst. Vice President, Mortgage Underwriter

EDGAR A. GOWER, JR. Vice President, Commercial Services Officer

LILIANA HENRICKSON Asst. Cashier, In Store Sales Manager REBECCA A. HOOPER Trust Officer

THERESA E. JOHNSON Community Office Manager

MICHELLE E. KOZAK Asst. Cashier, Marketing Officer

LEONA W. LUONGO Vice President, Mortgage Loan Consultant

**BONNIE NEVEL** Asst. Cashier, Trainer

MARILYNN PALMER Vice President, Community Office Manager

**HOLLY M. RODZON** Asst. Cashier,

Asst. Community Office Manager SHERRI A. SITLER

Asst. Vice President, Deposit Review Officer

**LEIGHTON B. WALSH** Asst. Vice President, Mortgage Loan Consultant

ROBERT A. YOUNG Vice President. Loan Review Officer

## ADVISORY BOARDS

## **BLOOMSBURG/DANVILLE**

Michael E. Boone Walter Deacon Tim Flick Dan W. Hartman Michael H. Kuziak Nancy Marr Michael Nardone

## WYOMING VALLEY

Timothy Connolly Daniel Fierman Michael Jezewski James Mangan Stephen Phillips Edward H. Poggi, III James V. Reino, Jr.

# **POCONO COMMUNITY**

Richard W. Berkowitz Richard L. Price, Jr. William E. Rinehart Joel D. Rossi Jacob E. Seip, Jr.

## CORPORATE INFORMATION

### THE CORPORATION

First Keystone Corporation is a bank holding company incorporated under the Pennsylvania Business Corporation Laws. Its assets consist primarily of the assets of its wholly-owned subsidiary, First Keystone Community Bank.

First Keystone Community Bank serves Columbia, Montour, Luzerne, and Monroe Counties. The Bank engages in general banking business and also provides fiduciary services.

#### **CORPORATE HEADQUARTERS**

First Keystone Corporation 111 West Front Street Berwick, Pennsylvania 18603 Telephone: 570-752-3671 Fax: 570-752-4022

#### NOTICE OF ANNUAL MEETING

The 2015 Annual Meeting of Shareholders will be held at 10:00 a.m., Eastern Daylight Time, on Tuesday, May 5, 2015 at:

McBride Memorial Library, Community Room 500 Market Street Berwick, Pennsylvania 18603

#### **ANNUAL REPORT ON FORM 10-K**

The Annual Report on Form 10-K as filed with the Securities and Exchange Commission may be obtained, without charge, by contacting:

Cheryl Wynings Investor Relations P.O. Box 289 Berwick, Pennsylvania 18603 Telephone: 1-888-759-2266, extension 1175 Locally: 570-752-3671, extension 1175

#### **STOCK LISTING**

First Keystone Corporation common stock is traded on the Over the Counter Market under the symbol "FKYS".

## TRANSFER AGENT AND REGISTRAR

To change or transfer registration of your stock, report a lost certificate, or other related inquiries, please contact our transfer agent at:

Computershare P.O. Box 30170 College Station, Texas 77842 Telephone: 1-800-368-5948 Website: computershare.com/investor

### **DIRECT DEPOSIT**

Shareholders may have their cash dividends deposited directly into the account of their choice at any banking institution, with no charge. Additional information and enrollment materials for direct deposit can be obtained by calling 1-800-368-5948.

#### **DIVIDEND REINVESTMENT PLAN**

The Plan, open to residents of Pennsylvania, provides the opportunity to have dividends automatically reinvested into First Keystone Corporation stock. Participants in the Plan may also elect to make cash contributions to purchase additional shares of common stock. For information regarding the Plan, contact the Plan Administrator at:

Computershare P.O. Box 30170 College Station, Texas 77842 Telephone: 1-800-368-5948

#### **INVESTOR INFORMATION**

Information regarding First Keystone Corporation is available online at firstkeystonecorporation.com. The website also includes additional information of interest to shareholders such as: historical stock prices, dividend declarations, press releases and governance documents.

Requests for information or assistance regarding the corporation should be directed to Shareholder Relations at: 1-888-759-2266, extension 1175 Locally: 570-752-3671, extension 1175

### **STOCK PURCHASE INQUIRIES**

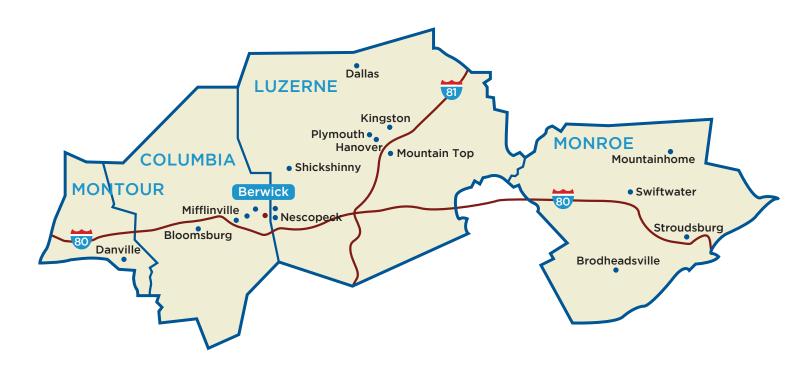
The following brokerage firms make a market in First Keystone Corporation common stock:

RBC Dain Rauscher, (800) 223-4207 Janney Montgomery Scott LLC, (800) 526-6397 Stifel Nicolaus & Co. Inc., (800) 223-6807 Boenning & Scattergood, Inc., (800) 883-1212

## INDEPENDENT PUBLIC ACCOUNTANTS

BDO USA, LLP 945 East Park Drive, Suite 103 Harrisburg, Pennsylvania 17111 United States Telephone: 717-233-8800

## **OFFICE LOCATIONS**



## FIRST KEYSTONE COMMUNITY BANK

#### MAIN OFFICE

111 West Front Street Berwick, PA 18603 570-752-3671

## **BRIAR CREEK OFFICE**

50 Briar Creek Plaza Berwick, PA 18603 570-802-0541

### **SCOTT TOWNSHIP OFFICE**

2301 Columbia Boulevard Bloomsburg, PA 17815 570-784-0354

#### KINGSTON OFFICE

299 Wyoming Avenue Kingston, PA 18704 570-718-1110

#### **DALLAS OFFICE**

2325 Memorial Highway Dallas, PA 18612 570-674-1030

## **MOUNTAINHOME OFFICE**

1154 Route 390 Cresco, PA 18326 570-595-9700

#### **SALEM TOWNSHIP OFFICE**

400 Fowler Avenue Berwick, PA 18603 570-759-2628

## **NESCOPECK OFFICE**

437 West Third Street Nescopeck, PA 18635 570-759-2767

### DANVILLE OFFICE

1519 Bloom Road Danville, PA 17821 570-275-8000

## **MOUNTAIN TOP OFFICE**

18 North Mountain Boulevard Mountain Top, PA 18707 570-715-0720

#### SHICKSHINNY OFFICE

107 South Main Street Shickshinny, PA 18655 570-542-6060

#### **SWIFTWATER OFFICE**

2070 Route 611 Swiftwater, PA 18370 570-839-7880

#### **FREAS AVENUE OFFICE**

701 Freas Avenue Berwick, PA 18603 570-752-1244

## MIFFLINVILLE OFFICE

Third & Race Streets Mifflinville, PA 18631 570-752-5750

### HANOVER TOWNSHIP OFFICE

1540 Sans Souci Highway Hanover Township, PA 18706 570-825-7352

## **PLYMOUTH OFFICE**

463 West Main Street Plymouth, PA 18651 570-719-1400

#### STROUDSBURG OFFICE

559 Main Street Stroudsburg, PA 18360 570-424-9700

## **BRODHEADSVILLE OFFICE**

2022 Route 209 Brodheadsville, PA 18322 570-402-2008

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Banks possess as much personality as people because they are just what their officers make them; and there is just as much difference among banks as there is among the people who manage them. If these men have not the spirit of friendly, helpful sympathy; a keen, discriminating knowledge of the values of men and things; an intuitive, optimistic sense for forecasting conditions and affairs, they cannot hope to render to patrons and community that winning co-operative service that is the criterion of progressive, modern banking."

MORDECAI JACKSON CRISPIN, 1919

