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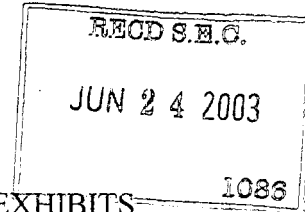
ORIGINAL EXECUTED

IN ACCORDANCE WITH RULE 202 OF REGULATION S-T, THIS PORTION OF EXHIBIT 99.3 TO REGISTRATION STATEMENT ON FORM S-1 (NO. 333-105899) IS BEING FILED IN PAPER PURSUANT TO A CONTINUING HARDSHIP EXEMPTION.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM SE**

FORM FOR SUBMISSION OF PAPER FORMAT EXHIBITS  
BY ELECTRONIC FILERS



KNBT Bancorp. Inc.  
(Exact Name of Registration as Specified in Charter)

0001236964  
(Registrant CIK Number)

Exhibit 99.3 to Registration Statement on Form S-1  
(Electronic Report, Schedule or Registration  
Statement of Which the Documents Are a  
Part (Give Period of Report))

333-105899  
(SEC File Number, if Available)

**PROCESSED**  
T JUN 25 2003  
THOMSON  
FINANCIAL

\_\_\_\_\_  
(Name of Person Filing the Document (if Other Than the Registrant))

**SIGNATURES**

The registrant has duly caused this form to be signed on its behalf by the undersigned, thereunto duly authorized, in the Commonwealth of Pennsylvania, on the 7<sup>th</sup> day of June 2003.

**KNBT BANCORP, INC.**

By: E T Sobol  
Eugene T. Sobol  
Senior Executive Vice President and  
Chief Operating Officer

**CONVERSION APPRAISAL REPORT**

**KNBT BANCORP, INC.**

**PROPOSED HOLDING COMPANY FOR  
KEYSTONE SAVINGS BANK**

**(To Be Known as: Keystone Nazareth Bank &  
Trust Company)  
Bethlehem, Pennsylvania**

**Dated As Of:  
May 30, 2003**

**Prepared By:**

**RP Financial, LC.  
1700 North Moore Street  
Suite 2210**

**Arlington, Virginia 22209**

**[TEXT GOES HERE]**

RP FINANCIAL, LC.  
 Financial Services Industry Consultants  
 1700 North Moore Street, Suite 2210  
 Arlington, Virginia 22209  
 (703) 528-1700

Table 3.1  
 Peer Group of Publicly-Traded Thrifts  
 May 28, 2003(1)

Ticker	Financial Institution	Exchg.	Primary Market	Operating Total Strat.(2)	Assets	Offices	Fiscal Year	Conv. Date	Stock Price (\$)	Market Value (\$Mil)
UCFC	United Community Fin. of OH	OTC	Youngstown OH	Thrift	1,994	29	12-31	07/98	9.10	313
CITZ	CFS Bancorp, Inc of Munster IN	OTC	IN,IL	Thrift	1,597	23	12-31	07/98	13.98	171
FPFC	First Place Fin. Corp. of OH	OTC	Northeast OH	Thrift	1,516	24	06-30	01/99	16.50	220
MASB	MassBank Corp. of Reading MA (3)	OTC	Eastern MA	Thrift	1,016	15	12-31	05/86	30.00	136
CTZN	Citizens First Bancorp of MI	OTC	Southeast MI	Thrift	1,000 D	15	03-31	03/01	20.45	174
GAF	GA Financial Corp., Inc. of PA	AMEX	Pittsburgh PA	Thrift	868	14	12-31	03/96	25.95	129
WGBC	Willow Grove Bancorp of PA	OTC	Philadelphia PA	Thrift	829	13	06-30	04/02	16.00	181
THTL	Thistle Group Holdings of PA	OTC	Philadelphia PA	Thrift	818	13	12-31	07/98	14.95	79
EFC	EFC Bancorp, Inc of Elgin IL	AMEX	Southeast IL	Thrift	811	8	12-31	04/98	19.75	91
MFSF	MutualFirst Fin. Inc. of IN	OTC	Eastcentral IN	Thrift	776	17	12-31	12/99	23.54	124
HMNF	HMN Financial, Inc. of MN	OTC	Southeast MN, IA	Thrift	761	13	12-31	06/94	18.30	79
WRO	Woronoco Bancorp, Inc of MA	AMEX	Southwest MA	Thrift	727	12	12-31	03/99	25.01	91
THRD	TF Fin. Corp. of Newtown PA	OTC	PA,NJ	Thrift	720	13	12-31	07/94	30.27	83

NOTES: (1) Or most recent date available (M=March, S=September, D=December, J=June, E=Estimated, and P=Pro Forma)  
 (2) Operating strategies are: Thrift=Traditional Thrift, M.B.=Mortgage Banker, R.E.=Real Estate Developer, Div.=Diversified, and Ret.=Retail Banking.  
 (3) FDIC savings bank institution.

Source: Corporate offering circulars, data derived from information published in SNL Securities Quarterly Thrift Report, and financial reports of publicly-traded thrifts.

Date of Last Update: 05/28/03

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Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Table 3.2  
Balance Sheet Composition and Growth Rates  
Comparable Institution Analysis  
As of March 31, 2003

	Balance Sheet as a Percent of Assets				Balance Sheet Annual Growth Rates				Regulatory Capital											
	Cash & MBS & MBS & MBS & MBS	Loans	Debt	Net Worth	Assets	Investments	Loans	Deposits	Borrowings	Net Worth	Tangible	Core	Reg. Cap.							
<b>Keystone Savings Bank</b>																				
March 31, 2003	4.6	43.3	45.8	75.0	11.1	0.9	11.8	2.8	9.0	0.0	63.67	NM	13.42	49.00	NM	81.09	45.27	6.42	6.42	12.37
All Public Companies	6.3	24.4	55.0	67.6	19.9	0.1	10.4	0.6	9.8	0.0	8.78	17.62	5.56	9.65	3.54	4.69	4.35	9.08	8.99	16.31
State of PA	5.0	42.1	48.9	62.0	26.2	0.2	8.6	0.6	8.0	0.0	6.81	17.26	-2.07	5.74	17.25	4.92	3.39	7.53	7.61	16.06
Comparable Group Average	6.9	26.1	62.7	68.5	20.5	0.0	11.3	0.5	10.8	0.0	4.49	-0.51	6.07	6.48	-1.38	-0.29	-0.77	8.97	9.15	17.21
Mid-Atlantic Companies	6.7	32.9	49.7	63.5	23.5	0.0	11.1	0.4	10.7	0.0	5.44	5.33	5.42	5.77	22.68	-0.13	-0.13	8.87	8.87	19.30
Mid-West Companies	5.0	36.2	73.6	67.4	19.6	0.0	11.5	0.6	10.9	0.0	4.17	-5.69	8.83	7.41	-1.35	-1.57	-2.43	9.01	9.01	14.00
New England Companies	14.0	33.9	47.4	71.4	16.9	0.0	10.8	0.2	10.7	0.0	3.68	5.93	-2.32	4.68	-49.61	3.92	4.06	NM	9.99	24.72
<b>Comparable Group</b>																				
Mid-Atlantic Companies	3.5	40.1	52.8	62.0	25.5	0.0	11.1	0.0	11.1	0.0	-0.31	-0.19	-1.46	-0.01	0.00	0.49	0.69	9.46	9.46	18.70
GAY GA Financial Corp., Inc. of PA	13.5	30.6	52.0	62.0	28.1	0.0	8.7	0.7	8.1	0.0	-0.08	-2.47	1.55	3.35	-8.99	8.19	9.13	NM	NM	NM
THRD TP Fin. Corp. of Newcorn PA	3.2	53.9	38.0	61.8	25.7	0.0	9.4	0.9	8.5	0.0	10.36	9.89	11.53	11.75	16.31	-9.08	-10.20	7.06	7.06	NM
THRL Trustco Group Holdings of PA	6.5	35.1	56.1	69.2	15.7	0.0	15.2	0.1	15.1	0.0	11.78	14.10	10.07	7.98	83.40	NM	NM	10.10	10.10	19.90
WGBR Willow Grove Bancorp of PA																				
Mid-West Companies	13.5	23.4	59.3	60.6	28.1	0.0	9.7	0.0	9.7	0.0	0.86	-8.09	7.50	4.13	-2.86	-7.29	-7.29	8.36	8.36	13.46
CUZV CUS Bancorp, Inc of Munster IN	5.3	12.8	79.0	68.6	16.1	0.0	14.3	0.0	14.3	0.0	10.92	3.55	12.70	13.56	11.93	-0.84	-0.84	NM	NM	NM
KTZN Citizens First Bancorp of MI	4.7	13.9	76.6	67.3	22.2	0.0	9.2	0.0	9.2	0.0	15.14	22.26	12.71	21.82	2.39	6.96	6.96	8.76	8.76	13.06
KVCC KVC Bancorp, Inc of Elgin IL	4.0	26.3	62.0	70.9	15.9	0.0	11.9	1.6	10.3	0.0	-8.06	-31.96	-0.11	-1.85	-31.00	-2.78	-4.82	9.40	9.40	16.40
FRFC First Place Fin. Corp. of OH	4.3	14.6	77.6	58.8	28.8	0.0	9.8	0.6	9.3	0.0	5.93	-33.56	24.37	8.23	0.69	2.20	2.52	8.21	8.21	11.71
WQVF WQV Financial, Inc. of MN	2.5	5.8	84.8	71.6	14.8	0.0	12.0	0.1	11.9	0.0	1.42	11.38	0.41	2.48	8.74	-11.84	-11.87	11.11	11.11	16.77
WFSF MutualFirst Fin. Inc. of IN	2.7	16.6	76.0	73.7	11.5	0.0	13.6	1.9	11.6	0.0	2.99	-3.43	4.25	3.51	0.68	2.62	-1.64	8.23	8.23	12.62
UCFC United Community Fin. of OH																				
New England Companies	25.3	42.4	29.9	88.1	0.0	0.0	11.2	0.1	11.1	0.0	2.74	10.17	-11.37	3.20	-100.00	-0.41	-0.42	NM	10.54	33.43
MASB Massbank Corp. of Reading MA	2.8	29.4	64.8	54.7	33.7	0.0	10.4	0.3	10.2	0.0	4.63	1.69	6.73	6.16	0.79	8.25	8.54	NM	9.45	16.00
WRO Worcester Bancorp, Inc of MA																				

Source: Audited and unaudited financial statements, corporate reports and offering circulars, and RP Financial, LC. calculations. The information provided in this table has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Table 3.3  
Income as a Percent of Average Assets and Yields, Costs, Spreads  
Comparable Institution Analysis  
For the Twelve Months Ended March 31, 2003

	Net Interest Income			Other Income			Total			Non-Op. Items			Yields, Costs, and Spreads			MEMO: Effective Tax Rate		
	Net Income	Income Expenses	Loss Provis. on IPA	Loss Provis. After MI	MI Provis.	MI After Provis.	Loan Fees	R.E. Oper.	Other Income	GAA/Other Expense Abort.	GAA Goodwill	Net Gain	Retrao. Items	Yield On Assets	Cost Of Funds Spread		Yld-Cost Spread	Assets/ FYE Emp.
Keystone Savings Bank March 31, 2003	0.90	5.63	3.28	0.12	3.15	0.00	0.00	0.76	0.76	2.86	0.11	0.26	0.00	6.03	2.76	3.27	3.115	25.17
All Public Companies	0.88	5.88	2.73	0.19	2.97	0.05	0.00	0.52	0.56	2.44	0.02	-0.23	-0.01	5.97	3.04	2.92	4.629	34.06
State of PA	0.66	5.57	3.08	0.14	2.34	0.01	-0.02	0.41	0.40	1.96	0.03	0.09	0.00	5.80	3.48	2.33	5.387	26.64
Comparable Group Average	0.84	5.73	2.81	0.14	2.78	0.03	0.02	0.45	0.45	2.27	0.03	0.25	0.00	5.98	3.24	2.74	4.427	30.63
Mid-Atlantic Companies	0.74	5.64	2.87	0.12	2.65	0.00	0.00	0.28	0.28	2.08	0.02	0.15	0.00	5.84	3.32	2.51	4.870	26.99
Mid-West Companies	0.90	5.94	2.87	0.18	2.88	0.05	-0.03	0.58	0.59	2.50	0.03	0.33	0.00	6.24	3.30	2.94	3.950	33.34
New England Companies	0.81	5.18	2.49	0.03	2.66	0.00	0.00	0.33	0.33	1.86	0.00	0.17	0.00	5.33	2.82	2.50	5.207	28.41
<b>Comparable Group</b>																		
Mid-Atlantic Companies	0.81	5.79	3.14	0.12	2.54	0.00	0.01	0.38	0.39	1.96	0.02	0.13	0.00	5.98	3.60	2.38	5.017	24.31
GAF GA Financial Corp., Inc. of PA	0.62	5.33	2.99	0.13	2.21	0.01	0.01	0.28	0.30	1.86	0.04	0.23	0.00	5.53	3.31	2.23	4.262	24.54
THRD TF Fin. Corp. of Newtown PA	0.60	5.41	2.89	0.12	2.39	0.00	-0.02	0.22	0.20	2.09	0.05	0.07	0.00	5.69	3.41	2.28	6.012	25.99
THTL Thistle Group Holdings of PA	0.93	6.04	2.46	0.12	3.45	0.00	0.00	0.22	0.22	2.41	0.02	0.15	0.00	6.15	2.98	3.17	4.189	33.12
WGBC Willow Grove Bancorp of PA																		
Mid-West Companies	0.40	5.24	3.20	0.14	1.89	0.08	0.00	0.56	0.64	2.04	0.00	-0.06	0.00	5.45	3.63	1.83	4.868	38.86
CITZ CFS Bancorp, Inc of Munster IN	1.25	6.06	2.66	0.13	3.27	0.05	0.00	0.49	0.54	2.44	0.00	0.40	0.00	6.24	3.17	3.06	4.320	38.50
ETN Citizens First Bancorp of MI	0.82	5.96	2.99	0.11	2.86	0.00	0.01	0.57	0.57	2.27	0.00	0.03	0.00	6.26	3.36	2.89	5.231	32.28
EFC EFC Bancorp, Inc of Elgin IL	0.96	5.81	3.03	0.17	2.62	-0.21	-0.01	0.60	0.38	2.21	0.06	0.70	0.00	6.28	3.48	2.79	3.406	32.44
FPFC First Place Fin. Corp. of OH	0.65	5.81	2.83	0.35	2.63	0.00	-0.19	0.42	0.23	2.59	0.02	0.62	0.00	6.04	3.21	2.83	3.905	29.48
HWFP HWN Financial, Inc. of MN	1.12	6.38	2.83	0.19	3.35	0.00	-0.05	0.62	0.58	2.57	0.01	0.22	0.00	6.85	3.30	3.55	3.347	29.03
MFSF MutualFirst Fin. Inc. of IN	1.08	6.29	2.54	0.18	3.57	0.41	0.00	0.77	1.18	3.41	0.10	0.44	0.00	6.59	2.98	3.61	2.576	32.80
UCFC United Community Fin. of OH																		
New England Companies	0.91	4.53	2.12	0.00	2.41	0.00	0.00	0.11	0.11	1.20	0.00	0.07	0.00	4.62	2.41	2.21	6.310	35.87
MASB MassBank Corp. of Reading MA	0.71	5.84	2.87	0.06	2.92	0.00	0.00	0.55	0.55	2.51	0.01	0.37	0.00	6.03	3.23	2.80	4.105	20.95
WRO Woronoco Bancorp, Inc of WA																		

Source: Audited and unaudited financial statements, corporate reports and offering circulars, and RP Financial, LC. calculations. The information provided in this table has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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RP FINANCIAL, LC.  
 Financial Services Industry Consultants  
 1700 North Moore Street, Suite 2210  
 Arlington, Virginia 22209  
 (703) 528-1700

Table 3.4  
 Loan Portfolio Composition and Related Information  
 Comparable Institution Analysis  
 As of March 31, 2003

Institution	Portfolio Composition as a Percent of Assets							RWA/ Assets (%)	Served For Others (\$000)	Servicing Assets (\$000)
	MBS (%)	1-4 Family (%)	Constr. & Land (%)	5-Unit Comm RE (%)	Commerc. Business (%)	Consumer (%)	Other (%)			
Keystone Savings Bank	29.50	22.84	4.04	6.73	1.80	12.21	52.43	377,037	1,558	
All Public Companies	12.99	38.05	4.43	14.72	4.21	3.86	59.37	629,616	5,527	
State of PA	26.12	28.66	2.57	9.84	3.75	3.67	52.05	369,867	2,906	
Comparable Group Average	14.56	38.59	3.80	12.34	4.12	3.23	58.95	164,859	1,305	
<b>Comparable Group</b>										
CITZ CFS Bancorp, Inc of Munster IN	19.92	26.97	7.68	21.38	0.16	2.51	65.77	14,982	0	
CTZN Citizens First Bancorp of MI	0.49	49.18	2.08	13.71	7.30	6.15	67.64	371,500	2,514	
EFC EFC Bancorp, Inc of Elgin IL	1.79	54.30	2.20	14.97	0.38	2.13	68.96	0	0	
FPFC First Place Fin. Corp. of OH	8.94	45.51	4.03	5.77	5.85	1.22	57.73	773,797	6,640	
GAF GA Financial Corp., Inc. of PA	20.07	27.71	3.40	12.79	8.32	3.56	52.43	0	0	
HNHF HNH Financial, Inc. of MN	6.82	31.83	9.97	16.43	2.57	11.63	74.44	360,283	2,838	
MASB MassBank Corp. of Reading MA	18.61	30.79	0.06	0.16	0.45	0.01	32.58	4,360	0	
MFSF MutualFirst Fin. Inc. of IN	2.12	48.59	2.80	8.28	20.04	4.52	71.04	28,535	1,225	
THRD TP Fin. Corp. of Newtown PA	23.58	36.63	1.52	11.09	1.60	0.83	46.42	11,961	14	
THTL Thistle Group Holdings of PA	45.20	18.81	3.46	11.27	0.19	3.23	46.02	32,059	0	
UCFC United Community Fin. of OH	7.96	50.40	6.47	15.24	2.79	2.20	67.77	436,782	3,027	
WGFC Willow Grove Bancorp of PA	22.36	31.21	3.71	17.74	2.36	2.54	53.89	40,883	115	
WRO Woronoco Bancorp, Inc of MA	11.37	49.77	2.00	10.27	1.58	1.53	61.66	68,009	592	

Source: Audited and unaudited financial statements, corporate reports and offering circulars, and RP Financial, LC. calculations. The information provided in this table has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Table 3.5  
Interest Rate Risk Measures and Net Interest Income Volatility  
Comparable Institution Analysis  
As of March 31, 2003 or Most Recent Date Available

Institution	Balance Sheet Measures		Quarterly Change in Net Interest Income (change in net interest income is annualized in basis points)						
	Equity/ Assets (%)	IBL Assets (%)	Non-Barr. Assets/ Assets (%)	03/31/03	12/31/02	09/30/02	06/30/02	03/31/02	12/31/01
KeyStone Savings Bank	9.0	107.7	6.3	-14	48	-3	-12	13	30
First Colonial Group, Inc.				7	-43	5	-7	1	-7
All Public Companies	9.7	108.7	4.2	-7	-6	-3	4	3	11
State of PA	8.1	108.0	4.0	-1	-14	-8	5	3	-6
Comparable Group Average	10.8	109.7	4.3	-9	-6	0	7	-2	3
<u>Comparable Group</u>									
CITZ CFS Bancorp, Inc of Munster IN	9.7	108.3	3.8	-19	-31	-13	34	10	-35
CTZN Citizens First Bancorp of MI(1)	14.8	114.9	3.0	NA	-57	18	-13	-12	15
EPC EPC Bancorp, Inc of Elgin IL	9.2	106.5	4.8	-3	20	-18	-14	7	24
FPFC First Place Fin. Corp. of OH	10.3	104.0	9.7	-8	36	-5	-13	-2	-2
GAP GA Financial Corp., Inc. of PA	11.1	110.2	3.5	-12	6	11	10	-5	-8
HRVF HW Financial, Inc. of MN	9.3	110.1	3.5	-1	-14	10	-4	-6	27
MASB MassBank Corp. of Reading MA	11.1	110.8	2.3	-24	6	3	-1	9	0
MFSP MutualFirst Fin. Inc. of IN	11.9	107.6	7.0	9	9	-4	9	10	-3
THBD TP Fin. Corp. of Norwalk PA	8.1	106.5	4.0	-8	-22	-15	-6	-2	-3
THTL Thistle Group Holdings of PA	8.5	108.7	4.9	3	-28	13	-4	3	9
UCFC United Community Fin. of OH	11.6	112.0	4.6	2	-1	-14	45	2	-2
WCBC Willow Grove Bancorp of PA	15.1	116.5	2.2	-21	-7	16	23	-11	-2
WRO Worcester Bancorp, Inc of MA	10.2	109.6	3.0	-1	-3	3	-0	-13	21

(1) Financial information is for the quarter ending December 31, 2002.  
NA=Change is greater than 100 basis points during the quarter.

Source: Audited and unaudited financial statements, corporate reports and offering circulars, and RP Financial, LC.  
calculations. The information provided in this table has been obtained from sources we believe are reliable, but we cannot  
guarantee the accuracy or completeness of such information.

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Table 3.6  
 Credit Risk Measures and Related Information  
 Comparable Institution Analysis  
 As of March 31, 2003 or Most Recent Date Available

Institution	RRO/ Assets (%)	NPLs & Substa/ Assets (%)	NPLs/ Loans (%)	Reserves/ Loans (%)	Reserves/ NPLs (%)	Reserves/ Substa/ (%)	Net Loan Chargeoffs (\$000)	NLCs/ Loans (%)	
Keystone Savings Bank	0.02	0.24	0.43	0.74	170.77	142.18	1,296	0.17	
All Public Companies	0.11	0.69	0.89	1.06	211.55	177.23	364	0.18	
State of PA	0.09	0.68	1.05	1.15	158.24	146.58	389	0.13	
Comparable Group Average	0.08	0.53	0.65	0.90	227.77	189.69	233	0.09	
<u>Comparable Group</u>									
CITZ	0.01	1.08	1.78	0.96	53.86	53.22	992	0.00	
CITZN	0.04	0.26	0.28	1.34	474.42	409.19	222	0.11	
CFB	0.00	0.21	0.28	0.53	192.19	192.19	0	0.00	
FFFC	0.00	1.06	NA	1.05	NA	59.59	602	0.27	
GFPC	0.01	0.26	0.48	0.85	179.17	172.64	343	0.30	
HWY	0.19	0.81	0.81	0.97	120.08	91.72	31	0.02	
HWYF	0.00	0.04	0.15	0.86	592.19	592.19	2	0.00	
MASB	0.21	0.81	0.70	0.97	139.77	102.27	220	0.13	
MASB MutualFirst Fin. Inc. of MA	0.25	0.58	0.64	0.55	85.93	49.00	79	0.09	
THAD	0.19	0.30	NA	0.83	NA	105.67	34	0.00	
THAD Truista Group Holdings of PA	0.06	0.90	1.11	1.04	93.83	87.33	211	0.06	
UGFC	0.05	0.49	0.73	1.09	149.10	125.94	285	0.24	
UGFC United Community Fin. of OR	0.00	0.10	0.16	0.66	424.97	424.97	7	0.01	
WRG									
WRG Moroccan Bancorp. Inc of MA									

Source: Audited and unaudited financial statements, corporate reports and offering circulars, and RP Financial, LC. calculations. The information provided in this table has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

RP FINANCIAL, LC.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2110  
Arlington, Virginia 22209  
(703) 528-1700

Table 4.1  
Public Market Pricing  
Keystone Savings Bank and the Comparables  
As of May 30, 2003

Market Capitalization	Per Share Data		Pricing Ratios(3)				Dividends(4)		Financial Characteristics(5)			Offering Size (\$M)					
	Price/Share (\$)	Core Book Value/EPS(2) (\$)	P/E (X)	P/B (X)	P/A (X)	P/TB (X)	Amount/Share (\$)	Yield Ratio(5) (%)	Total Assets (\$M)	Equity/Assets (%)	NPA/Assets (%)		Reported ROE (%)	Core ROE (%)			
10.00	301.05	0.47	17.95	79.76	15.96	91.51	21.19	0.00	1,887	20.00	0.20	0.75	3.76	0.89	4.44	202.0	
10.00	272.59	0.51	16.62	77.07	14.63	89.30	19.70	0.00	1,863	18.99	0.20	0.74	3.91	0.88	4.64	175.7	
10.00	247.84	0.53	15.42	74.41	13.45	87.07	18.34	0.00	1,842	18.08	0.20	0.73	4.06	0.87	4.83	152.8	
10.00	223.10	0.59	14.16	71.40	12.25	84.51	16.91	0.00	1,822	17.15	0.20	0.72	4.22	0.86	5.04	129.8	
21.26	317.55	1.08	15.38	143.34	14.84	154.09	17.33	0.46	2,281	10.43	0.69	0.89	9.26	0.71	7.18		
			14.29	132.73	13.13	140.90	16.24										
19.44	362.54	1.12	14.89	132.92	10.98	148.15	18.65	0.48	3,407	9.32	0.55	0.69	8.57	0.64	7.93		
			16.49	134.39	10.54	143.60	18.12										
20.64	146.55	0.98	17.72	123.01	13.98	128.76	21.33	0.53	1,037	11.28	0.53	0.84	7.22	0.67	5.78		
			16.73	123.94	14.10	126.50	20.17										
14.75	155.54	0.92	16.95	155.59	11.65	169.54	16.03	0.33	1,335	7.49	0.27	0.70	9.97	0.74	10.54		
20.10	53.71	1.43	12.72	120.29	8.53	130.18	14.06	0.48	2,339	33.57	7.09	0.69	10.12	0.62	9.16		
26.24	119.02	1.76	14.18	160.39	13.14	160.39	14.91	0.60	2,299	34.09	9.06	0.95	11.43	0.90	10.87		
33.74	47.15	1.21	16.40	149.76	8.69	144.76	19.42	0.40	1,688	33.06	5.43	0.55	8.92	0.46	7.49		
25.60	127.59	1.25	18.16	132.23	14.70	132.37	20.48	0.80	3,113	64.00	8.68	0.81	7.14	0.72	6.33		
25.11	57.18	2.04	17.38	125.14	8.67	144.48	12.31	0.64	2,555	31.37	6.59	0.76	12.34	0.75	12.28		
19.54	36.79	1.45	14.54	133.34	11.62	162.16	13.48	0.76	3,899	52.41	31.7	0.98	10.20	0.97	10.13		
15.60	65.16	0.52	16.12	14.58	96.77	7.19	119.54	30.00	3,088	906	7.43	0.55	6.59	0.24	3.20		
17.80	51.92	0.82	16.07	19.78	110.77	21.71	0.40	2.25	48.78	344	13.65	0.18	5.28	0.71	4.81		
21.77	132.23	1.61	17.81	15.54	133.46	8.14	151.30	14.76	3.03	44.72	6.00	0.49	5.2	0.55	9.16		
14.59	20.79	0.59	15.98	25.60	91.30	5.48	91.93	21.14	2.60	55.07	380	0.20	3.60	0.24	4.35		
16.32	4308.41	1.23	10.82	12.18	162.93	9.48	165.85	20.01	2.33	1.55	31.08	0.69	4.8	0.48	8.19		
30.50	83.51	1.84	18.48	132.85	10.54	285.81	13.27	0.10	8.13	40.864	6.99	0.70	13.32	0.83	12.23		
15.22	80.19	0.24	14.62	16.73	104.10	9.81	115.65	18.12	0.36	2.37	42.86	0.62	6.17	0.55	4.7		
18.50	47.84	1.39	11.65	13.12	158.80	12.99	158.80	13.31	0.44	3.46	46.04	0.30	6.0	0.62	7.35		
18.71	611.16	1.14	12.93	12.99	144.70	10.91	148.85	16.41	0.44	2.35	38.60	0.93	12.09	0.92	11.92		
15.79	179.00	0.57	11.14	24.67	141.74	21.58	142.90	27.70	2.03	56.14	829	0.49	6.41	0.82	5.71		

Comparable Group

14.10	172.96	0.57	27.65	111.55	10.83	111.55	24.74	0.44	1,597	9.71	1.08	0.19	3.83	0.44	4.28	
21.95	186.14	1.15	15.03	123.94	17.73	123.94	19.09	0.32	1,050	14.31	0.26	1.25	8.34	0.99	6.57	
19.41	89.37	1.11	14.49	119.37	11.01	119.37	14.82	0.56	2,899	42.75	8.11	0.82	8.42	0.80	8.21	
17.38	231.38	0.58	15.38	128.55	15.27	147.91	29.97	0.80	1,516	11.88	1.06	0.96	8.24	0.49	4.23	
25.60	127.59	1.25	18.16	132.23	14.70	132.37	20.48	0.80	3,113	64.00	8.68	0.81	7.14	0.72	6.33	
18.90	82.08	0.40	17.24	17.50	109.63	10.78	116.31	NM	763	9.93	0.81	0.65	6.78	0.24	2.33	
31.55	143.21	1.91	25.18	15.70	125.30	14.10	126.50	16.52	2.92	1,016	11.25	0.94	0.91	0.86	2.74	
23.44	123.67	1.43	17.66	14.29	132.73	15.93	134.10	16.39	0.40	1.71	27.97	1.12	8.75	0.97	7.65	
30.50	83.51	1.24	23.01	18.48	132.55	11.59	143.60	24.60	0.80	9.78	7.26	0.58	6.22	0.47	5.33	
15.22	80.19	0.84	14.62	16.73	104.10	9.81	115.65	18.12	0.36	2.37	42.86	0.62	7.35	0.55	3.70	
19.14	334.55	0.46	17.85	14.51	116.43	15.78	135.61	19.87	0.30	3.28	1,934	0.30	1.09	0.80	5.80	
15.79	179.00	0.57	11.14	24.67	141.74	21.58	142.90	27.70	2.03	56.14	829	0.49	6.41	0.82	5.71	

RP FINANCIAL, LC.  
 Financial Services Industry Consultants  
 1700 North Moore Street, Suite 2210  
 Arlington, Virginia 22209  
 (703) 528-1700

Table 4.3  
 Public Market Pricing  
 Keystone Savings Bank and the Comparables  
 As of May 30, 2003

Market	Capitalization			Per Share Data			Pricing Ratios(3)			Dividends(4)			Financial Characteristics(6)						
	Price/Share(\$)	Market Value(\$M)	Shares(\$)	Core Book Value/Share(\$)	12-Mth Value/EPG(2)(\$)	Share(\$)	P/E(X)	P/B(%)	P/A(%)	P/TB(%)	P/CORE(X)	Share(\$)	Yield(%)	Payout(%)	Total Assets(\$M)	ROA(%)	Equity/Assets(%)	ROE(%)	Core ROE(%)
WRO	25.30	81.59	1.07	20.91	17.82	120.99	12.61	124.02	23.64	0.62	2.45	57.94	727	10.42	0.10	0.72	7.02	0.54	5.29

(1) Average of high/low or bid/ask price per share.  
 (2) EPS (core basis) is based on actual trailing twelve month data, adjusted to omit the impact of non-operating items on a tax effected basis, and is shown on a pro forma basis where appropriate.  
 (3) P/E = Price to Earnings; P/B = Price to Book; P/A = Price to Assets; P/TB = Price to Tangible Book; and P/CORE = Price to Core Earnings.  
 (4) Indicated twelve month dividend, based on last quarterly dividend declared.  
 (5) Indicated twelve month dividend as a percent of trailing twelve month estimated core earnings.  
 (6) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month common earnings and average common equity and total assets balances.  
 (7) Excludes from averages and medians those companies the subject of actual or rumored acquisition activities or unusual operating characteristics.  
 Source: Corporate reports, offering circulars, and RP Financial, LC. calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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EXHIBITS

*LIST OF EXHIBITS*

<u>Exhibit</u>	<u>Description</u>
<u>Number</u>	
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I-3	Key Operating Ratios
I-4	Investment Portfolio Composition
I-5	Yields and Costs
I-6	Loan Loss Allowance Activity
I-7	Gap Table
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*LIST OF EXHIBITS(continued)*

III-1	General Characteristics of Publicly-Traded Institutions
III-2	Public Market Pricing of Pennsylvania Institutions
III-3	Peer Group Market Area Comparative Analysis
IV-1	Stock Prices: As of May 30, 2003
IV-2	Historical Stock Price Indices
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IV-5	Director and Senior Management Summary Resumes
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IV-7	Pro Forma Analysis Sheet
IV-8	Pro Forma Effect of Conversion Proceeds
IV-9	Peer Group Core Earnings Analysis
V-1	Firm Qualifications Statement

EXHIBIT I-1  
Keystone Savings Bank  
Audited Financial Statements

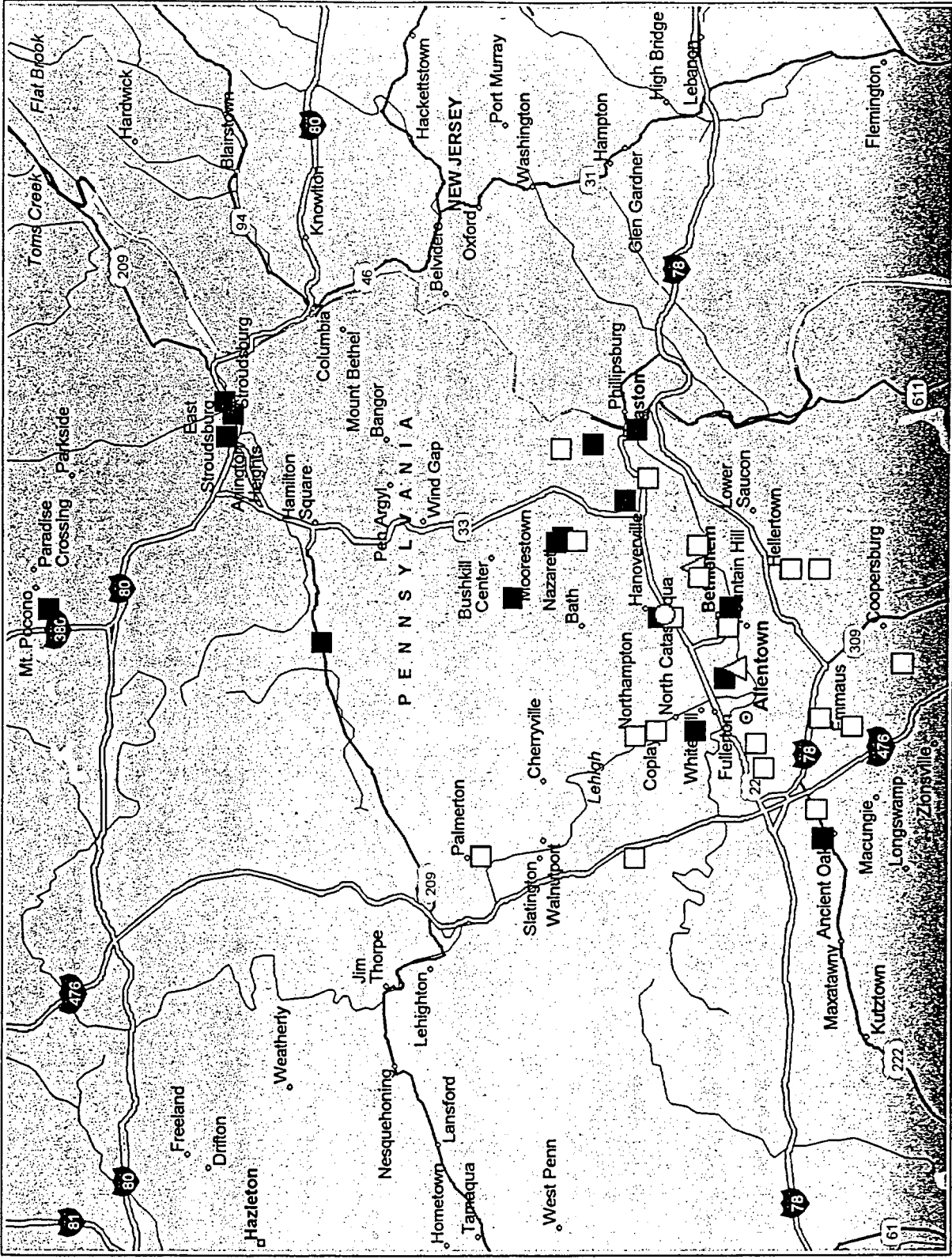
[Incorporated by Reference]



EXHIBIT I-2  
Keystone Savings Bank  
Map of Office Locations

# Map of Keystone Savings Bank and First Colonial Locations

- Pushpins**
- Keystone SB Headquarters
- Keystone SB Branches
- △ Keystone SB ATM Only
- First Colonial Headquarters
- First Colonial Branches



**EXHIBIT I-3**  
**Keystone Savings Bank**  
**Key Operating Ratios**

**Selected Operating Ratios(2):**

Average yield on interest-earning assets	5.93%	6.78%	6.41%	7.19%	7.36%	7.19%	7.31%
Average rate on interest-bearing liabilities	2.48	3.60	3.22	4.50	4.49	4.15	4.65
Average interest rate spread(3)	3.45	3.18	3.21	2.69	2.87	3.04	2.66
Net interest margin(3)	3.70	3.53	3.57	3.14	3.38	3.50	3.24
Average interest-earning assets to average interest-bearing liabilities	111.51	110.85	113.15	111.26	112.82	111.68	114.37
Net interest income after provision for loan losses to noninterest expense	127.05	158.57	134.13	132.76	144.56	152.17	142.50
Total non-interest expense to average assets	2.74	2.24	2.56	2.24	2.25	2.20	2.22
Efficiency ratio(4)	62.68	49.76	58.67	62.38	60.65	57.87	63.46
Return on average assets	1.17	1.69	1.25	0.92	0.94	1.02	0.76
Return on average equity	10.46	15.88	11.46	8.79	9.27	9.93	7.79
Average equity to average assets	11.19	10.61	10.91	10.52	10.14	10.30	9.75

	At or For the Three Months Ended March 31,		At or For the Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
<b>Asset Quality Ratios(5):</b>							
Non-performing loans as a percent of total loans receivable(6)	0.36%	0.23%	0.41%	0.38%	0.11%	0.24%	0.17%
Non-performing assets as a percent of total assets(6)	0.19	0.21	0.26	0.31	0.12	0.27	0.15
Non-performing assets and troubled debt restructurings as a percent of total assets(6)	0.19	0.21	0.26	0.31	0.12	0.27	0.15
Allowance for loan losses as a percent of non-performing loans	134.32	208.05	117.31	125.87	418.17	195.15	298.00
Net charge-offs to average loans receivable	0.05	0.02	0.09	0.05	0.03	0.05	0.02
<b>Capital Ratios(5):</b>							
Tier 1 leverage ratio	10.78%	10.50%	10.78%	10.50%	10.45%	9.97%	10.08%
Tier 1 risk-based capital ratio	18.44	18.39	18.19	17.09	16.99	16.67	16.87
Total risk-based capital ratio	18.89	18.91	18.69	17.71	17.65	17.34	17.58

- (1) For the three months ended March 31, 2002 and year ended December 31, 2002, non-interest income includes \$1.2 million of gains on the sale of securities. For the three months ended March 31, 2003 and 2002 and the year ended December 31, 2002, non-interest income includes \$264,000, \$64,000 and \$900,000, respectively, of gains on the sale of residential mortgage loans.
- (2) With the exception of end of period ratios, all ratios are based on average monthly balances during the indicated periods and, for the three-month periods ended March 31, 2003 and 2002, are annualized where appropriate.
- (3) Average interest rate spread represents the difference between the average yield on interest-earning assets and the average rate paid on interest-bearing liabilities, and net interest margin represents net interest income as a percentage of average interest-earning assets.
- (4) The efficiency ratio represents the ratio of non-interest expense divided by the sum of net interest income and non-interest income.
- (5) Asset quality ratios and capital ratios are end of period ratios, except for net charge-offs to average loans receivable.
- (6) Non-performing assets consist of non-performing loans and real estate owned. Non-performing loans consist of all loans 90 days or more past due or more than 90 days past due and still accruing interest. It is KNBTC Bancorp's policy, with certain exceptions, to cease accruing interest on all loans 90 days or more past due. Real estate owned consists of real estate acquired through foreclosure and repossessed automobiles.

Source: Keystone Savings' prospectus.

EXHIBIT I-4  
Keystone Savings Bank  
Investment Portfolio Composition

The following table sets forth certain information relating to Keystone's investment securities portfolio at the dates indicated.

	December 31,					
	2003			2000		
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. government and agency obligations	\$22,661	\$22,860	\$ 30,677	\$31,075	\$ 8,447	\$ 8,438
Corporate securities	32,563	33,667	34,053	35,172	36,937	38,152
Municipal obligations	48,840	50,878	38,935	41,039	29,041	29,561
Mortgage-backed securities	283,546	287,840	178,389	181,950	75,319	75,715
ARM Fund	<u>4,939</u>	<u>4,909</u>	<u>4,939</u>	<u>4,914</u>	<u>4,938</u>	<u>4,909</u>
Total investment securities	<u>392,549</u>	<u>400,154</u>	<u>286,993</u>	<u>294,150</u>	<u>154,682</u>	<u>156,775</u>
FHLB stock	<u>8,516</u>	<u>8,516</u>	<u>8,011</u>	<u>8,011</u>	<u>6,099</u>	<u>6,099</u>
Total investment securities and FHLB stock	<u>\$401,065</u>	<u>\$408,670</u>	<u>\$295,004</u>	<u>\$302,161</u>	<u>\$160,781</u>	<u>\$162,874</u>
					<u>\$ 9,040</u>	<u>\$ 9,017</u>
					<u>39,567</u>	<u>39,903</u>
					<u>14,812</u>	<u>15,569</u>
					<u>44,521</u>	<u>44,710</u>
					<u>4,937</u>	<u>4,878</u>
					<u>112,877</u>	<u>114,077</u>
					<u>5,705</u>	<u>5,705</u>
					<u>\$118,582</u>	<u>\$119,782</u>

(In Thousands)

Source: Keystone Savings' prospectus.

**EXHIBIT I-5**  
**Keystone Savings Bank**  
**Yields and Costs**

	2003		2002		
	Yield/Rate At March 31, 2003	Average Balance	Average Yield/Rate (Dollars in Thousands)	Average Balance	Average Yield/Rate
<b>Interest-earning assets:</b>					
Deposits at other institutions	0.92%	\$ 54,776	0.96%	\$ 39,617	1.39%
Investment securities(1)	4.33	324,053	4.78	177,202	5.70
Loans receivable(2)	7.33	575,374	7.04	664,336	7.38
Total interest-earning assets	5.92	954,203	5.93	881,155	6.78
Non-interest-earning assets		54,427		43,342	
Total assets		\$ 1,008,630		\$ 924,497	
<b>Interest-bearing liabilities:</b>					
Deposits:					
Savings accounts	0.99	\$ 118,604	1.04	\$ 106,009	1.48
Checking accounts (3)	0.51	85,801	0.53	78,798	0.56
Money market accounts	1.57	153,238	1.63	125,851	2.21
Certificate accounts	3.19	387,253	3.22	435,287	4.93
Total deposits	2.17	744,896	2.24	745,945	3.52
FHLB advances and other borrowings	4.10	110,842	4.11	48,954	4.86
Total interest-bearing liabilities	2.43	855,738	2.48	794,899	3.68
Non-interest-bearing liabilities:					
Deposits		34,416		25,041	
Other		5,657		6,428	
Total liabilities		895,811		826,368	
Retained earnings		112,819		98,129	
Total liabilities and retained earnings		\$ 1,008,630		\$ 924,497	
Net interest-earning assets		\$ 98,465		\$ 86,256	
Net interest income, average interest rate spread	3.49%				
Net interest margin(4)		\$ 8,836		\$ 7,772	
Average interest-earning assets to average interest-bearing liabilities		3.45%		3.70%	
		111.51%		110.85%	

(Footnotes on next page.)

EXHIBIT I-5(continued)  
Keystone Savings Bank  
Yields and Costs

	2002			2001			2000		
	Average Balance	Interest	Average Yield/Rate(1)	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
(Dollars in Thousands)									
Interest-earning assets:									
Deposits at other institutions	\$ 30,577	\$ 408	1.33%	\$30,475	\$ 1,011	3.32%	\$ 13,825	\$ 602	4.35%
Investment securities(1)	272,704	14,883	5.46	135,356	8,536	6.31	121,628	7,976	6.56
Loans receivable(2)	623,980	44,188	7.08	675,856	50,946	7.54	647,448	49,025	7.57
Total interest-earning assets	927,261	59,479	6.42	841,687	60,493	7.19	782,901	57,603	7.36
Non-Interest-earning assets	33,531			35,352			16,779		
Total assets	\$960,792			\$877,039			\$799,680		
Interest-bearing liabilities:									
Deposits:									
Savings accounts	\$111,689	\$ 1,680	1.50	\$97,778	\$ 2,135	2.18	\$104,801	\$ 2,362	2.25
Checking accounts (3)	81,609	466	0.57	76,090	846	1.11	75,384	968	1.28
Money market accounts	134,456	2,784	2.07	100,327	3,512	3.50	70,845	3,096	4.37
Certificate accounts	417,073	18,169	4.36	447,171	25,673	5.74	417,542	23,228	5.56
Total deposits	744,827	23,099	3.10	721,366	32,166	4.46	668,572	29,654	4.44
FHLB advances and other borrowings	74,688	3,317	4.44	35,133	1,898	5.40	25,525	1,487	5.83
Total interest-bearing liabilities	819,515	26,416	3.22	756,499	34,064	4.50	694,097	31,141	4.49
Non-interest-bearing liabilities:									
Deposits	28,881			19,890			15,965		
Other	7,603			8,356			8,655		
Total liabilities	855,999			784,745			718,569		
Retained earnings	104,793			92,294			81,111		
Total liabilities and retained earnings	\$960,792			\$877,039			\$799,680		
Net interest-earning assets	\$107,746			\$ 85,188			\$ 88,952		
Net interest income; average interest rate spread		\$33,063	3.21%		\$26,429	2.69%		\$26,462	2.87%
Net interest margin(4)			3.57%			3.14%			3.38%
Average interest-earning assets to average interest-bearing liabilities			113.15%			111.26%			112.79%

(1) Includes securities available-for-sale and held-to-maturity. Investment securities also include Federal Home Loan Bank stock.  
 (2) Includes nonaccrual loans during the respective periods. Calculated net of deferred fees and discounts, loans in process and allowance for loan losses.  
 (3) Includes non-interest-bearing checking accounts.  
 (4) Equals net interest income divided by average interest-earning assets.

Source: Keystone Savings' prospectus.

**EXHIBIT I-6**  
**Keystone Savings Bank**  
**Loan Loss Allowance Activity**

	At or For the Months Ended		At or For the Year Ended December 31,				
	March 31,						
	2003	2002	2002	2001	2000	1999	1998
	(Dollars in Thousands)						
Total loans outstanding at end of period	\$560,006	\$579,281	\$609,748	\$700,666	\$695,579	\$652,042	\$595,399
Average loans outstanding	575,374	664,336	623,980	675,856	674,474	588,184	553,195
Allowance for loan losses, beginning of period	2,927	3,386	3,386	3,337	3,101	2,986	2,808
Provision (recovery) for loan losses	62	(445)	111	391	442	421	281
Charge-offs:							
One- to four-family residential	7	89	229	154	100	88	78
Multi-family	--	--	--	--	--	115	--
Commercial real estate and land	--	--	--	--	--	--	--
Construction and land development	--	--	--	--	--	--	--
Commercial business	--	--	--	--	--	--	--
Consumer	304	68	394	224	146	108	28
Total charge-offs	<u>311</u>	<u>157</u>	<u>623</u>	<u>378</u>	<u>246</u>	<u>311</u>	<u>106</u>
Recoveries on loans previously charged off	<u>11</u>	<u>5</u>	<u>53</u>	<u>36</u>	<u>40</u>	<u>5</u>	<u>3</u>
Allowance for loan losses, end of period	<u>\$ 2,689</u>	<u>\$ 2,789</u>	<u>\$ 2,927</u>	<u>\$ 3,386</u>	<u>\$ 3,337</u>	<u>\$ 3,101</u>	<u>\$ 2,986</u>
Allowance for loan losses as a percent of non-performing loans	<u>133.32%</u>	<u>208.05%</u>	<u>117.31%</u>	<u>125.87%</u>	<u>418.17%</u>	<u>195.15%</u>	<u>298.00%</u>
Ratio of net charge-offs during the period to average loans outstanding during the period	<u>0.05%</u>	<u>0.02%</u>	<u>0.09%</u>	<u>0.05%</u>	<u>0.03%</u>	<u>0.05%</u>	<u>0.02%</u>

Source: Keystone Savings' prospectus.

EXHIBIT I-7  
Keystone Savings Bank  
Gap Table

	3 Months or Less	More than 3 Months to 6 Months	More than 6 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years to 5 Years	More than 5 Years	Total Amount
(Dollars in Thousands)							
<b>Interest-earning assets(1):</b>							
Deposits at other institutions	\$ 40,399	\$ --	\$ --	\$ --	\$ --	\$ --	\$ 40,399
Investment securities	16,590	15,894	18,522	66,222	53,669	229,257	400,154
Loans receivable(2)	94,625	40,181	62,172	140,602	82,119	140,307	560,006
FHLB stock	8,516	--	--	--	--	--	8,515
<b>Total interest-earning Assets</b>	<b><u>160,130</u></b>	<b><u>56,075</u></b>	<b><u>80,694</u></b>	<b><u>206,824</u></b>	<b><u>135,788</u></b>	<b><u>369,564</u></b>	<b><u>1,009,074</u></b>
<b>Interest-bearing liabilities:</b>							
Savings accounts	4,629	4,612	9,869	36,618	36,618	29,920	122,266
Checking accounts	3,406	3,406	6,812	27,246	27,246	22,705	90,821
Money market accounts	7,895	7,895	15,791	63,164	63,002	--	157,747
Certificate accounts	70,036	59,584	78,419	139,682	40,199	903	388,823
FHLB advances and other Borrowings	<u>10,013</u>	--	<u>16,500</u>	<u>8,000</u>	<u>23,500</u>	<u>55,500</u>	<u>113,513</u>
<b>Total interest-bearing Liabilities</b>	<b><u>95,979</u></b>	<b><u>75,497</u></b>	<b><u>127,391</u></b>	<b><u>274,710</u></b>	<b><u>190,565</u></b>	<b><u>109,028</u></b>	<b><u>873,170</u></b>
<b>Interest-earning assets less interest-bearing liabilities</b>	<b><u>\$ 64,151</u></b>	<b><u>\$(19,422)</u></b>	<b><u>\$(46,697)</u></b>	<b><u>\$(67,886)</u></b>	<b><u>\$(54,777)</u></b>	<b><u>\$260,535</u></b>	<b><u>\$ 135,904</u></b>
<b>Cumulative interest-rate sensitivity gap(3)</b>	<b><u>\$ 64,151</u></b>	<b><u>\$44,729</u></b>	<b><u>\$(1,968)</u></b>	<b><u>\$(69,854)</u></b>	<b><u>\$(124,631)</u></b>	<b><u>\$135,904</u></b>	
<b>Cumulative interest-rate gap as a percentage of total assets at March 31, 2003</b>	6.17%	4.30%	(0.19)%	(6.72)%	(11.99)%	13.07%	
<b>Cumulative interest-earning assets as a percentage of cumulative interest-bearing liabilities at March 31, 2003</b>	166.84%	126.08%	99.34%	87.82%	83.69%	115.56%	

- (1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustment and contractual maturities.
- (2) For purposes of the gap analysis, loans receivable includes non-performing loans, gross of the allowance for loan losses, undisbursed loan funds and deferred loan fees.
- (3) Interest-rate sensitivity gap represents the difference between net interest-earning assets and interest-bearing liabilities.

Source: Keystone Savings' prospectus.



EXHIBIT I-8  
Keystone Savings Bank  
Fixed Rate and Adjustable Rate Loans

	<u>Fixed-Rate</u>	<u>Floating or Adjustable-Rate</u>	<u>Total</u>
		(In Thousands)	
One- to four-family residential	\$263,065	\$24,393	\$287,458
Multi-family residential	3,821	1,088	4,909
Commercial real estate	31,973	5,866	37,839
Construction and land development	13,003	515	13,518
Commercial business	4,045	2,114	6,159
Consumer	<u>121,997</u>	<u>22,516</u>	<u>121,997</u>
Total	<u>\$437,904</u>	<u>\$56,492</u>	<u>\$494,396</u>

Source: Keystone Savings' prospectus.

**EXHIBIT I-9**  
**Keystone Savings Bank**  
**Loan Portfolio Composition**

	March 31,				December 31,			
	2003	2002	2001	2000	1999	1998	1997	1996
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
	%	%	%	%	%	%	%	%
(Dollars in Thousands)								
<b>Real estate loans:</b>								
One- to four-family residential	\$288,007	\$361,842	\$513,352	\$509,188	\$472,874	\$445,570	\$445,570	\$445,570
Multi-family residential	4,909	5,377	3,823	4,020	3,607	6,024	6,024	6,024
Commercial real estate	39,718	29,385	12,839	6,715	3,442	1,517	1,517	1,517
Construction and land development	62,732	59,363	54,092	59,687	63,404	44,765	44,765	44,765
Total real estate loans	395,366	455,967	584,106	579,610	543,327	497,876	497,876	497,876
Commercial business loans	12,159	10,050	4,399	4,166	3,535	2,803	2,803	2,803
<b>Consumer loans:</b>								
Home equity loans and lines of credit	107,657	102,275	96,702	94,317	90,867	80,948	80,948	80,948
Automobile	35,827	31,956	5,887	8,901	7,906	8,489	8,489	8,489
Other	8,997	9,500	9,572	8,585	6,407	5,283	5,283	5,283
Total consumer loans	152,481	143,731	112,161	111,803	105,180	94,720	94,720	94,720
<b>Total loans</b>	<b>560,006</b>	<b>609,748</b>	<b>700,666</b>	<b>695,579</b>	<b>652,042</b>	<b>595,399</b>	<b>595,399</b>	<b>595,399</b>
	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
<b>Less:</b>								
Undisbursed portion of construction loans in process	(22,111)	(24,263)	(23,552)	(28,972)	(31,743)	(21,209)	(21,209)	(21,209)
Deferred loan fees	(2,781)	(3,236)	(5,682)	(6,163)	(6,090)	(5,944)	(5,944)	(5,944)
Allowance for loan losses	(2,689)	(2,927)	(3,386)	(3,337)	(3,101)	(2,986)	(2,986)	(2,986)
Net loans	\$532,425	\$579,322	\$668,046	\$657,107	\$611,108	\$565,260	\$565,260	\$565,260

Source: Keystone Savings' prospectus.

EXHIBIT I-9B  
First Colonial Group, Inc.  
Loan Portfolio Composition

	at March 31,	at December 31				
	2003	2002	2001	2000	1999	1998
	(Dollars in Thousands)					
Real Estate - Residential	\$101,783	\$108,372	\$112,871	\$128,862	\$112,870	\$119,914
Real Estate - Construction	6,263	6,076	6,127	5,923	6,737	11,689
Real Estate - Commercial	70,215	63,350	32,317	27,206	26,809	29,587
Consumer/Installment	55,935	58,792	59,205	53,062	45,886	40,184
Commercial (Non-Real Estate) and Agricultural	16,812	17,560	13,762	10,214	9,538	10,900
States and Political Subdivisions	1,724	1,805	1,702	2,089	1,096	1,178
Other	17	27	23	19	13	10
<b>Total Gross Loans</b>	<b>252,749</b>	<b>255,982</b>	<b>226,007</b>	<b>227,375</b>	<b>202,949</b>	<b>213,462</b>
Unearned Income	(125)	(138)	(250)	(431)	(691)	(1,025)
<b>Total Loans</b>	<b>252,624</b>	<b>255,844</b>	<b>225,757</b>	<b>226,944</b>	<b>202,258</b>	<b>212,437</b>
Allowance for Possible Losses	(3,112)	(3,084)	(2,264)	(2,411)	(2,437)	(2,691)
<b>Net Loans</b>	<b>\$249,512</b>	<b>\$252,760</b>	<b>\$223,493</b>	<b>\$224,533</b>	<b>\$199,821</b>	<b>\$209,746</b>

Source: Keystone Savings' prospectus.

EXHIBIT I-10  
Keystone Savings Bank  
Contractual Maturity By Loan Type

	One- to Four- Family Residential	Multi-family Residential	Commercial Real Estate	Construction and Land Development	Commercial Business Loans	Consumer	Total
	(in Thousands)						
Amounts due after March 31, 2003 in:							
One year or less	\$ 549	\$ --	\$ 1,879	\$49,214	\$ 6,000	\$37,968	\$ 65,610
After one year through three years	1,097	117	1,436	7,554	2,469	9,318	21,567
After three years through five years	5,336	831	1,009	639	1,058	71,715	80,757
After five years through fifteen years	61,369	1,205	9,336	4,414	2,485	63,480	143,003
After fifteen	<u>219,656</u>	<u>2,756</u>	<u>26,058</u>	<u>911</u>	<u>147</u>	<u>--</u>	<u>249,069</u>
Total(1)	<u>\$288,007</u>	<u>\$4,909</u>	<u>\$39,718</u>	<u>\$62,732</u>	<u>\$12,159</u>	<u>\$152,481</u>	<u>\$560,006</u>

Source: Keystone Savings' prospectus.

**EXHIBIT I-11**  
**Keystone Savings Bank**  
**Loan Originations, Purchases and Sales**

	Three Months Ended March 31,		Year Ended December 31,		
	2003	2002	2002	2001	2000
	(In Thousands)				
<b>Loan originations:</b>					
One- to four-family residential	\$ 7,975	\$ 10,437	\$ 53,328	\$ 47,427	\$ 71,887
Consumer	33,124	20,622	114,188	58,784	47,870
Other(1)	<u>36,061</u>	<u>21,824</u>	<u>129,306</u>	<u>70,068</u>	<u>54,551</u>
Total loan originations	77,160	52,883	296,822	176,279	174,308
Loans purchased	—	—	—	—	—
Total loans originated and purchased	<u>77,160</u>	<u>52,883</u>	<u>296,822</u>	<u>176,279</u>	<u>174,308</u>
<b>Sales and loan principal repayments:</b>					
Loans sold:					
One- to four-family residential(2)	57,778	132,068	160,876	12,127	15,079
Other	472	—	—	—	—
Loan principal repayments	<u>40,916</u>	<u>12,370</u>	<u>197,171</u>	<u>123,979</u>	<u>95,783</u>
Total loans sold and principal repayments	99,166	144,438	358,047	136,106	110,862
Decrease due to other items, net (3)	<u>24,891</u>	<u>25,359</u>	<u>27,499</u>	<u>29,234</u>	<u>17,446</u>
Net increase (decrease) in loan portfolio	<u>\$ (46,897)</u>	<u>\$ (116,915)</u>	<u>\$ (88,724)</u>	<u>\$ 10,939</u>	<u>\$ 46,000</u>

- (1) Consists of commercial real estate, construction and land development loans and commercial business loans.
- (2) Includes loan securitizations of \$47.3 million and \$115.3 million in the three months ended March 31, 2003 and year ended December 31, 2002, respectively.
- (3) Other items consist of loans in process, deferred fees discounts, and the allowance for loan losses.

Source: Keystone Savings' prospectus.

EXHIBIT I-12  
Keystone Savings Bank  
Non-Performing Assets

	March 31,	December 31,				
	2003	2002	2001	2000	1999	1998
	(Dollars in Thousands)					
Non-accruing loans:						
One- to four-family residential	\$1,848	\$2,023	\$1,559	\$ 746	\$1,089	\$ 842
Multi-family residential	--	--	--	--	--	--
Commercial real estate and land	--	--	--	4	6	--
Construction and land development	--	--	--	--	--	--
Commercial business	--	--	--	--	--	--
Consumer	<u>154</u>	<u>174</u>	<u>193</u>	<u>13</u>	<u>8</u>	<u>44</u>
Total non-accruing loans	<u>2,002</u>	<u>2,197</u>	<u>1,752</u>	<u>763</u>	<u>1,103</u>	<u>886</u>
Accruing loans 90 days or more past due:						
One- to four-family residential	--	283	--	35	486	116
Multi-family residential	--	--	--	--	--	--
Commercial real estate and land	--	--	--	--	--	--
Construction and land development	--	--	938	--	--	--
Commercial business	15	15	--	--	--	--
Consumer	--	--	--	--	--	--
Total accruing loans 90 days or more past due	<u>15</u>	<u>298</u>	<u>938</u>	<u>35</u>	<u>486</u>	<u>116</u>
Total non-performing loans(1)	<u>2,017</u>	<u>2,495</u>	<u>2,690</u>	<u>798</u>	<u>1,589</u>	<u>1,002</u>
Real estate owned, net(2)	<u>156</u>	<u>115</u>	<u>200</u>	<u>151</u>	<u>488</u>	<u>62</u>
Total non-performing assets	<u>\$2,073</u>	<u>\$2,610</u>	<u>\$2,890</u>	<u>\$ 949</u>	<u>\$2,077</u>	<u>\$1,064</u>
Total non-performing loans as a percentage of loans, net	<u>0.38%</u>	<u>0.43%</u>	<u>0.40%</u>	<u>0.12%</u>	<u>0.26%</u>	<u>0.18%</u>
Total non-performing loans as a percentage of total assets	<u>0.21%</u>	<u>0.26%</u>	<u>0.31%</u>	<u>0.12%</u>	<u>0.27%</u>	<u>0.15%</u>
Total non-performing assets as a percentage of total assets	<u>0.21%</u>	<u>0.26%</u>	<u>0.31%</u>	<u>0.12%</u>	<u>0.27%</u>	<u>0.15%</u>

- (1) Non-performing loans consist of non-accruing loans plus accruing loans 90 days or more past due.  
(2) Real estate owned balances are shown net of related loss allowances and include both real property and other repossessed collateral consisting primarily of automobiles.

Source: Keystone Savings' prospectus.

EXHIBIT I-13  
Keystone Savings Bank  
Deposit Composition

	March 31,		December 31,					
	2003		2002		2001		2000	
	Amount	%	Amount	%	Amount	%	Amount	%
(Dollars in Thousands)								
Certificate accounts:								
1.00% - 1.99%	\$ 51,517	6.45%	\$ 18,287	2.57%	\$ 1,373	0.18%	\$ --	--%
2.00% - 2.99%	151,278	16.97	166,878	21.62	42,956	5.56	278	0.04
3.00% - 3.99%	88,967	11.16	85,676	11.10	61,515	7.97	1,109	0.16
4.00% - 4.99%	67,811	8.50	70,808	9.17	95,604	12.38	67,402	9.45
5.00% - 5.99%	25,251	3.17	34,144	4.42	74,658	9.67	142,582	19.98
6.00% - 6.99%	3,999	0.50	13,480	1.75	148,784	19.27	213,150	29.87
7.00% or more	--	--	--	--	17,155	2.22	16,366	2.29
Total certificate accounts	\$ <u>388,823</u>	<u>48.78</u>	\$ <u>389,275</u>	<u>50.44</u>	\$ <u>442,045</u>	<u>57.24</u>	\$ <u>440,887</u>	<u>61.79%</u>
Transaction accounts:								
Savings	122,266	16.33	115,289	14.94	102,940	13.33	94,529	13.25
Checking:								
Interest bearing	90,821	11.39	85,448	11.07	80,589	10.44	76,015	10.65
Noninterest bearing	37,704	4.73	32,588	4.22	25,239	3.27	18,413	2.58
Money market	<u>157,747</u>	<u>19.78</u>	<u>149,225</u>	<u>19.33</u>	<u>121,413</u>	<u>15.72</u>	<u>83,676</u>	<u>11.73</u>
Total transaction accounts	<u>408,538</u>	<u>51.24</u>	<u>382,550</u>	<u>49.56</u>	\$ <u>330,199</u>	<u>42.76</u>	\$ <u>272,633</u>	<u>38.21</u>
Total deposits	\$ <u>797,361</u>	<u>100.00%</u>	\$ <u>771,824</u>	<u>100.00%</u>	\$ <u>772,226</u>	<u>100.00%</u>	\$ <u>713,520</u>	<u>100.00%</u>

Source: Keystone Savings' prospectus.

**EXHIBIT I-13B**  
**First Colonial Group, Inc.**  
**Deposit Composition**

(Dollars in Thousands)	For the Three Months Ended March 31				For the Year Ended December 31,			
	2003		2002		2001		2000	
	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate
<b>Demand Deposits</b>								
Non-Interest Bearing	\$ 63,211	-	\$ 57,939	-	\$ 48,959	-	\$ 43,893	-
Interest Bearing	61,987	0.44	58,496	0.64	55,087	0.89	53,151	1.01
Money Market Deposits	89,979	1.62	62,751	1.34	20,041	3.09	13,461	2.79
Savings & Club Accounts	76,206	0.86	72,259	2.47	65,079	2.09	62,834	2.22
Certificates of Deposits								
under \$100,000	172,273	3.49	161,764	4.08	162,303	5.36	157,164	5.60
of \$100,000 or more	5,138	3.02	6,983	3.30	7,334	4.86	5,886	5.18
<b>Total Deposits</b>	<u>\$ 468,794</u>		<u>\$420,192</u>		<u>\$358,803</u>		<u>\$ 336,389</u>	

Source: Keystone Savings' prospectus.



EXHIBIT I-14  
Keystone Savings Bank  
Time Deposit Rate/Maturity

Certificates of Deposit	Balance at March 31, 2003				
	Maturing in the 12 Months Ending March 31,				
	2004	2005	2006	Thereafter	Total
	(In Thousands)				
Less than 2.00%	\$ 48,546	\$ 2,971	\$ --	\$ --	\$ 51,517
2.00% - 2.99%	101,512	39,546	8,611	1,609	151,278
3.00% - 3.99%	18,459	45,797	17,871	6,840	88,967
4.00% - 4.99%	22,015	10,002	12,363	23,431	67,811
5.00% - 5.99%	11,822	3,528	1,173	8,728	25,251
6.00% - 6.99%	3,821	81	97	--	3,999
7.00% or more	--	--	--	--	--
Total certificate accounts	<u>\$206,175</u>	<u>\$101,925</u>	<u>\$40,115</u>	<u>\$40,608</u>	<u>\$388,823</u>

Source: Keystone Savings' prospectus.

I-15  
Keystone Savings Bank  
Borrowing Activity

	At or For the Three Months Ended March 31,		At or For the Year Ended December 31,		
	2003	2002	2002	2001	2000
	(Dollars in Thousands)				
<b>FHLB advances:</b>					
Average balance outstanding	\$102,962	\$43,371	\$ 67,358	\$32,703	\$24,437
Maximum amount outstanding at any month-end during the period	\$103,500	\$50,500	\$113,500	\$40,500	\$36,500
Balance outstanding at end of period	\$103,500	\$50,500	\$113,500	\$40,500	\$13,000
Average interest rate during the period	4.03%	5.06%	4.25%	5.52%	6.12%
Weighted average interest rate at end of period	4.31%	4.98%	3.87%	5.28%	6.19%
<b>Repurchase Agreements:</b>					
Average balance outstanding	\$ 7,880	\$ 5,583	\$ 7,330	\$2,431	\$ 940
Maximum amount outstanding at any month-end during the period	\$ 10,013	\$ 6,211	\$10,051	\$ 5,752	\$ 1,629
Balance outstanding and end of period	\$ 10,013	\$ 6,211	\$ 8,904	\$ 5,752	\$ 1,629
Average interest rate during the period	1.63%	2.38%	2.08%	3.79%	5.38%
Weighted average interest rate at end of period	1.63%	2.38%	2.08%	3.79%	5.38%

Source: Keystone Savings' prospectus.

EXHIBIT II-1  
Description of Office Facilities

Description/Address	Leased/Owned	Date of Lease Expiration	Net Book Value of Property	Amount of Deposits
			(In Thousands)	
KSB Broad St 920 W. Broad St. Bethlehem, PA 18016	Owned		\$ 473	\$156,310
KSB Hellertown 741 Main St. Hellertown, PA 18055	Owned		663	90,652
KSB South Whitehall 4200 Tilghman St. Allentown, PA 18104	Owned		456	78,150
KSB Palmerton 330 Delaware Avenue Palmerton, PA 18071	Owned		215	39,304
KSB Northampton 1862 Main St. Northampton, PA 18017	Owned		438	59,150
KSB Easton Avenue 2515 Easton Avenue Bethlehem, PA 18017	Owned		502	126,624
KSB Main Office 90 Highland Avenue Bethlehem, PA 18017	Owned		3,334	89,993
KSB Nazareth 859 Nazareth Pk. Nazareth, PA 18064	Leased	8/1/2016	2	16,234
KSB Coopersburg 216 E. Fairmont St. Coopersburg, PA 18036	Leased	8/1/2016	--	25,455

EXHIBIT II-1(continued)  
Description of Office Facilities

Description/Address	Leased/Owned	Date of Lease Expiration	Net Book Value of Property	Amount of Deposits
KSB Forks Township 301 Town Center Blvd. Easton, PA 18040	Leased	8/1/2016	98	16,571
KSB William Penn Plaza 3091 William Penn Highway Easton, PA 18045	Leased	7/1/2005	\$ 90	\$18,380
KSB Coplay 202 Chestnut St. Coplay, PA 18037	Leased	8/1/2016	--	14,806
KSB Schnecksville 4933 Route 873 Schnecksville, PA 18078	Owned		763	14,920
KSB Wescosville 5700 Hamilton Blvd. Wescosville, PA 18106	Owned		882	17,158
KSB Miller Heights 3933 Freemansburg Avenue Bethlehem, PA 18020	Owned		480	16,706
KSB Village West 3100 Tilghman St. Allentown, PA 18104	Leased	2/1/2015	--	9,659
KSB Hellertown Giant 1880 Leithsville Road Hellertown, PA 18055	Leased	4/1/2017	93	2,665
KSB Emmaus Avenue 3015 W. Emmaus Avenue Allentown, PA 18103	Leased	3/1/2017	114	2,926
KSB Emmaus Main St. 235 Main St. Emmaus, PA 18049	Leased	3/1/2020	58	1,876

EXHIBIT II-1(continued)  
Description of Office Facilities

**Description of Property**

The principal banking office of Nazareth National Bank and the Trust and Wealth Management offices of Nazareth National Bank and First Colonial are located at 76 South Main Street in the Borough of Nazareth, Northampton County, Pennsylvania, which building is owned by the Nazareth National Bank. In addition, Nazareth National Bank owns additional properties located at 29 South Broad Street, Nazareth, Pennsylvania (Mortgage and Installment Loan Center); 553 Nazareth Drive, Nazareth, Pennsylvania (Branch Office); 33 S. Broad Street, Nazareth (Branch Office), 47 Belvidere Street, Nazareth, Pennsylvania (garage and parking lot), 2000 Sullivan Trail, Easton, Pennsylvania (Branch Office), 3864 Adler Place, Bethlehem Business Park, Bethlehem, Pennsylvania (First Colonial Building, Executive and Commercial Lending and Operations offices), Rt. 209 Brodheads ville, Pennsylvania (Branch Office), 3856 Easton-Nazareth Highway (Route 248), Lower Nazareth Township, Easton, Pennsylvania (free-standing, drive-up ATM location), and 4261 Freemansburg Avenue, Bethlehem Township, Easton, Pennsylvania (future branch location).

Nazareth National Bank also leases facilities for its branch office located at 44 East Broad Street, Bethlehem, Pennsylvania; its branch office located at 4510 Bath Pike in Hanover Township (Bethlehem), Pennsylvania; its branch office located at 101 South Third Street, Easton, Pennsylvania; its branch office located at 1125 N. Ninth Street, Stroudsburg, Pennsylvania; its branch office located at 713 Main Street, Stroudsburg, Pennsylvania; its branch office located in the Hall Square Retirement Center, 175 W. North Street, Nazareth, Pennsylvania; its branch office located within Redner's Supermarket, Airport Road, Allentown, Pennsylvania; and its branch office located within Redner's Supermarket, Northampton Crossings Shopping Center, Lower Nazareth Township, Pennsylvania; its branch office located within Wal-Mart's at 355 Lincoln Avenue, East Stroudsburg, Pennsylvania; its branch office located within Wal-Mart's at 500 Route 940, Mt. Pocono, Pennsylvania; its branch office located within the Giant Supermarket, 2540 McArthur Road, Whitehall, Pennsylvania; its branch office located within the Giant Supermarket, 6900 Hamilton Boulevard, Trexlertown, Pennsylvania; and 9<sup>th</sup> and Hamilton Streets, Allentown, Pennsylvania (future branch location).

Source: Keystone Savings' prospectus.

EXHIBIT II-2  
Historical Interest Rates

Exhibit II-2  
Historical Interest Rates(1)

<u>Year/Qtr. Ended</u>	<u>Prime Rate</u>	<u>90 Day T-Bill</u>	<u>One Year T-Bill</u>	<u>10 Year T-Bond</u>
1995: Quarter 1	9.00%	5.88%	6.49%	7.20%
Quarter 2	9.00%	5.60%	5.65%	6.21%
Quarter 3	8.75%	5.40%	5.65%	6.17%
Quarter 4	8.50%	5.10%	5.18%	5.58%
1996: Quarter 1	8.25%	5.13%	5.41%	6.34%
Quarter 2	8.25%	5.18%	5.70%	6.73%
Quarter 3	8.25%	5.14%	5.71%	6.72%
Quarter 4	8.25%	5.21%	5.51%	6.43%
1997: Quarter 1	8.50%	5.35%	6.02%	6.92%
Quarter 2	8.50%	5.25%	5.67%	6.51%
Quarter 3	8.50%	5.06%	5.47%	6.12%
Quarter 4	8.50%	5.36%	5.51%	5.75%
1998: Quarter 1	8.50%	5.16%	5.41%	5.67%
Quarter 2	8.50%	5.10%	5.38%	5.44%
Quarter 3	8.25%	4.37%	4.41%	4.44%
Quarter 4	7.75%	4.48%	4.53%	4.65%
1999: Quarter 1	7.75%	4.49%	4.72%	5.25%
Quarter 2	7.75%	4.78%	5.07%	5.81%
Quarter 3	8.25%	4.88%	5.22%	5.90%
Quarter 4	8.50%	5.33%	5.98%	6.45%
2000: Quarter 1	9.00%	5.88%	6.28%	6.03%
Quarter 2	9.50%	5.88%	6.08%	6.03%
Quarter 3	9.50%	6.23%	6.07%	5.80%
Quarter 4	9.50%	5.89%	5.32%	5.12%
2001: Quarter 1	8.00%	4.30%	4.09%	4.93%
Quarter 2	6.75%	3.65%	3.72%	5.42%
Quarter 3	6.00%	2.40%	2.49%	4.60%
Quarter 4	4.75%	1.74%	2.17%	5.07%
2002: Quarter 1	4.75%	1.79%	2.70%	5.42%
Quarter 2	4.75%	1.70%	2.06%	4.86%
Quarter 3	4.75%	1.57%	1.53%	3.63%
Quarter 4	4.25%	1.22%	1.32%	3.83%
2003: Quarter 1	4.25%	1.10%	1.16%	3.87%
May 30, 2003	4.25%	1.10%	1.14%	3.36%

(1) End of period data.

Sources: Federal Reserve and SNL Financial

EXHIBIT II-3  
Employment Growth Areas in Lehigh Valley



# UNIVERSITY OF Pennsylvania **CareerLink**

Lehigh Valley

December 2002

## JOBS IN THE LEHIGH VALLEY

**WHERE** are the jobs in today's Lehigh Valley Job Market?

### **CONTINUED GROWTH AREAS**

#### Specialty Manufacturing

- Coca Cola Bottling of the Lehigh Valley (Bethlehem)
- Moyer Packing (Souderton)
- Lutron Electronics (Coopersburg & Allentown)
- Behr Process Corporation (Allentown)
- Tyler Pipe (Alburtis)
- Surefit Products (Allentown)
- B. Braun Medical Products (Allentown)
- Essroc (Nazareth)

#### Warehouse and Distribution

- AmeriCold Logistics (for Kraft Foods) (Beth.)
- AmeriCold Logistics (Fogelsville)
- Fisher Clinical Services, Inc. (Fogelsville)
- AKZO Novell (aka Organon)
- Walgreens (Lehigh Valley Distribution Center)
- DSC Logistics (Breinigsville)
- Millard Refrigerated Services (Allentown)

#### Healthcare

- St. Luke's Hospital Center (Beth. & Allentown)
- Cedar Brook Nursing Home (Allentown)
- Good Shepherd Home and Rehabilitation Hospital (Allentown)
- Lehigh Valley Hospital Center (Allentown & Bethlehem)
- HCR Manor Care (Bethlehem, Allentown & Easton)

#### Insurance, Finance & Back Office

- ICT Group (Fogelsville)
- The Guardian (Bethlehem)
- RMH TeleServices (Allentown)
- T-Mobil (aka Voice Stream, Allentown)
- First Union Direct (Allentown)
- The Hartford (Allentown)
- PAYCHEX (Allentown)

### **NEW OR EXPECTED GROWTH**

#### Specialty Manufacturing

- OraSure Technologies, Inc. (formerly STC) (Bethlehem)
- Margo, a member of ALCAN family of Company's (to employ up to 367 by the third quarter 2002) (Bethlehem)
- The Coca-Cola Co. USA/Lehigh Valley Fountain Syrup
- AMCOR PLASTUBE (Breinigsville)
- Nestle Waters (Allentown)
- Essroc (Nazareth)
- Kraft Foods (Allentown)
- B. Braun BioTech/Div. Of Sartorius (Bethlehem) will be opening new manufacturing facility in 2003
- First Day Gourmet (Breinigsville)
- Warren Controls (Bethlehem LVIP 6)

#### Warehouse and Distribution

#### Healthcare

- Lehigh Valley Hospital Center (new clinic in Bethlehem Township)

#### Retail

- Stores at Liberty Plaza (Bethlehem)
- Lowes (Bethlehem & Phillipsburg, NJ)
- Target Stores (Allentown)
- Kohl's (Trexlerstown)
- Applebee's (Allentown)

**Note:** While there are many smaller firms hiring in these sectors, the firms mentioned above are hiring in more volume.

EXHIBIT II-4  
Employment Cutbacks and Plant Closings in Lehigh Valley

*Pennsylvania*  
**CareerLink**  
Lehigh Valley

December 2002

**CUTBACKS AND PLANT CLOSINGS:**

- Pabst Brewing Co. (Allentown, PA) closed affecting 430 people, September 2001.
- Liqui-Box Corp./Inpaco Division (Allentown, PA) plant closed affecting 19 people, September 2001.
- (IGC) formerly t/a APD Cryogenics (Allentown, PA) downsizing affecting 25 people end of September 2001.
- Rodale Press (Emmaus, PA) downsizing affecting 148 people, October 2001.
- S & L Plastics (Nazareth, PA) downsizing affecting 25 people, October 2001.
- Kraft Foods (Allentown, PA) downsizing, affecting 200 people, November 2001.
- Hershey Foods (Pennsburg, PA) closing approximately 40 people in November 2001 the remaining balance will be fall of 2002 to be announced.
- Agere Systems (Allentown, Breinigsville, PA) downsizing affecting over 1300 employees, June 2001 and remaining, 2500 management positions, November/December 2001.
- Paragon/formerly SI Handling (Easton, PA) downsizing affecting 38 employees, November 2001.
- Apollo Metals (Bethlehem, PA) downsizing affecting 190 employees, November 2001.
- Intermedia Marketing (Allentown, PA) plant closed affecting 60 employees, November 2001.
- Great American Knitting Mills (Bally, PA) plant closed affecting 100 employees, November 2001.
- Hershey Foods (Pennsburg, PA) plant closed affecting 50 employees, December 2001, remaining to be in October 2002, 180 employees).
- Mail-Well Envelope (Bethlehem, PA) plant closed affecting 120 people December 2001.
- SKF USA, Inc./CR Bearing Seals Division (Bethlehem, PA) plant closed, affecting 46 people, spring 2002.
- Service Merchandise (Bethlehem, PA) plant closed affecting 40 employees, April 2002.
- R & B, Inc., packaging and distribution (Fogelsville, PA) closed in Spring 2002, affecting up to 30 employees.
- APA Transport, Inc. (Allentown, PA) plant closed, affecting 25 employees, March 2002.
- Agere Systems Inc. (Breinigsville, Reading, PA) announced the dislocation of 300 additional workers during the next 18 months due to both plants of preparation for closing.
- DayTimers (East Texas, PA), downsizing affecting 80 employees, March 26, 2002.
- Optium Corp., cutback affecting 12 employees, March 2002.
- Agility Communications (Allentown, PA), downsizing affecting 30 employees, April 3, 2002.

- Pan Am at Lehigh Valley International Terminal, closed April 2002, affecting 18 employees.
- Triton Services (Easton, PA) cutbacks affecting 15 employees, April 2002.
- IBM at Agere Systems, cutbacks affecting 87 employees, May, 2002.
- AIWA Electronics DC (Breinigsville, PA) closed affecting 30 employees and approximately 20 temporary employees, May 31, 2002.
- Oaks Printing (Bethlehem, PA) closed affecting 58 employees, May 2002.
- Pretium Packaging closed affecting 55 employees, June 2002.
- Nestles Logistics Services, cutbacks affecting 50 employees, July 2002.
- Keebler Foods Distribution Center (Fogelsville, PA) plant closed affecting 35 employees, Summer 2002.
- Northeast Frozen Foods (Allentown, PA) plant closed affecting 35 employees, Summer 2002.
- Cigna Group Insurance, downsizing affecting 60 employees, July 2002.
- Tama Manufacturing (Allentown), downsizing affecting 35 employees, July 2002.
- J C Penney Distribution Center, closed affecting 50 employees, July 2002.
- PPL (Allentown, PA) downsizing affecting 600 network wide, but approximately 235 employees locally, 3<sup>rd</sup> Quarter, 2002.
- Total Logistics Control (Upper Macungie, PA), downsizing affecting 90 employees, July 2002.
- R & B Associates (Fogelsville, PA) closing affecting 25 employees, August 2002.
- International Total Services (Allentown, PA) closed affecting 50 employees, August 2002.
- Hook-Up (Macungie, PA) closed affecting 96 employees, August 2002.
- Great American Knitting Mills (Bally, PA) closed affecting 100 employees, September 2002.
- Phar-Mor (Allentown, PA) closed affecting 46 employees, September 2002.
- Polymer Dynamics (Allentown, PA) affecting 60 employees, September 2002
- Consolidated Freightways (Hanover Township, PA) closed, affecting 52 employees, September 2002.
- Qualtronic (Allentown, PA) closed, affecting 35 employees, October 2002.
- ShopRite (Whitehall & Bethlehem, PA) closing, affecting 300 employees, October 2002.
- Ames (Bethlehem & Trexlertown, PA) closing, affecting 200 employees, October 2002.
- Alcoa-Fujicora (Allentown, PA) closing, affecting 24 employees, October 2002.
- CarTech – downsizing affecting 300 employees, October 2002.
- Victaulic (Easton, PA) downsizing, affecting 52 employees, October 2002.
- Agere (Allentown, PA) downsizing, affecting 1,000 employees, October 2002.
- Akrion (Allentown, PA) downsizing, affecting 25 employees, November 2002.

- York Bridge Packaging (Bethlehem, PA)
- OSI Collections (Bethlehem, PA) closing, affecting 90 employees, by December 2002.
- F. L. Schmidt (Breingisville, PA ) closing, affecting 30 employees, December 2002 & January 2003.  
Catasauqua Plant closing 2003.

EXHIBIT III-1  
General Characteristics of Publicly-Traded Institutions

RF FINANCIAL, LC.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit III-1  
Characteristics of Publicly-Traded Thrifts  
June 2, 2003(1)

Ticker	Financial Institution	Exchg.	Primary Market	Operating Total Strat.(2)	Assets (\$Mill)	Offices	Fiscal Year	Conv. Date	Stock Price (\$)	Market Value (\$Mill)
<b>California Companies</b>										
CDW	Golden West Fin. Corp. of CA	NYSE	Nationwide	Thrift	70,003	267	12-31	05/59	77.79	11,884
NES	Westcorp of Irvine CA	NYSE	California	Thrift	13,169	24	12-31	05/86	27.80	1,090
DSL	Downey Financial Corp. of CA	NYSE	Southern CA	Thrift	11,438	144	12-31	01/71	43.90	1,226
NDE	IndyMac Bancorp of CA	NYSE	Los Angeles CA	Thrift	9,477	0			25.70	1,418
FED	FirstFed Financial Corp. of CA	NYSE	Los Angeles CA	Thrift	4,416	29	12-31	12/83	33.93	576
PFB	PPF Bancorp, Inc. of Pomona CA	NYSE	Southern CA	Thrift	3,154	24	03-31	03/96	37.26	439
HTHR	Hawthorne Fin. Corp. of CA	OTC	Southern CA	Thrift	2,561	9	12-31	/	30.72	236
OCBC	Quaker City Bancorp, Inc of CA	OTC	Los Angeles CA	Thrift	1,568	20	06-30	12/93	38.60	245
UPFC	United PanAm Fin. Corp of CA	OTC	San Francisco CA	Thrift	1,195	4	12-31	04/98	9.68	154
PROV	Provident Fin. Holdings of CA	OTC	Southern CA	M.B.	1,182	11	06-30	06/96	30.46	151
CCBI	Commercial Capital Bcrp of CA	OTC	Southern CA	Thrift	1,173	3	12-30	/	13.51	194
HWFC	Harrington West Fincl of CA	OTC	Southern CA	Thrift	835	10	12-30	/	12.36	53
MNBC	Monterey Bay Bancorp of CA	OTC	West Central CA	Thrift	626	8	12-31	02/95	26.00	90
FFBI	First PacTrust Bancorp of CA	OTC	Southern CA	Thrift	500	0	12-30	08/02	19.10	101
PPBI	Pacific Premier Bcrp of CA	OTC	Southern CA	Thrift	232	5	12-31	06/97	6.73	9
BYFC	Broadway Financial Corp. of CA	OTC	Los Angeles CA	Thrift	217	4	12-31	01/96	11.10	20
<b>Florida Companies</b>										
BKUNA	BankUnited Fin. Corp. of FL	OTC	Miami FL	Thrift	6,610	38	09-30	12/85	18.41	471
BBX	BankAtlantic Bancorp of FL	NYSE	Southeastern FL	M.B.	5,807	80	12-31	11/83	11.54	674
FPFL	Fidelity Bankshares, Inc of FL	OTC	Southeast FL	Thrift	2,699	38	12-31	05/01	22.50	335
HARB	Harbor Florida Bancshrs of FL	OTC	Eastern FL	Thrift	2,182	32	09-30	03/98	25.66	614
FFLC	FFLC Bancorp of Leesburg FL	OTC	Central FL	Thrift	951	12	12-31	01/94	27.14	146
FFBK	FloridaFirst Bancorp of FL	OTC	Westcentral FL	Thrift	824	18	09-30	12/00	23.90	128
FDTR	Federal Trust Corp of FL	OTC	Northcentral FL	Thrift	429	3	12-31	12/97	5.80	38
<b>Mid-Atlantic Companies</b>										
SOV	Sovereign Bancorp, Inc. of PA	NYSE	MA,NJ,PA,RI,CT	M.B.	40,864	515	12-31	08/86	16.32	4,308
AP	Astoria Financial Corp. of NY	NYSE	New York City NY	Thrift	22,490	86	12-31	11/93	26.45	2,192
GPT	GreenPoint Fin. Corp. of NY	NYSE	New York City NY	Thrift	22,399	74	12-31	01/94	50.69	4,749
HCBK	Hudson Cty Bcp MHC of NJ(38.8) (3)	OTC	New Jersey	Thrift	14,914	81	12-31	07/99	25.36	4,865
NYLN	New York Community Bcrp of NY (3)	NYSE	NY,NJ	Thrift	12,020	114	12-31	11/93	27.70	3,873
RSLN	Roslyn Bancorp, Inc. of NY (3)	OTC	Long Island NY	M.B.	10,881	32	12-31	01/97	19.32	1,513
ICBC	Independence Comm Bk Cp of NY	NYSE	NY,NJ	Thrift	8,116	71	12-31	03/98	28.30	1,562
SIB	Staten Island Bancorp of NY (3)	NYSE	NY,NJ	Thrift	6,901	32	12-31	12/97	19.28	1,152
WYPT	Waypoint Financial Corp of PA	OTC	PA,MD	Thrift	5,603	58	12-31	10/00	18.71	611
NSWB	Northwest Bcrp MHC of PA(25.4)	OTC	PA,NY,OH	Thrift	5,131	124	06-30	11/94	16.02	764
PPS	Provident Financial Serv of NJ (3)	NYSE	Northern NJ	Thrift	3,678 P	0	12-31	01/03	18.20	1,120
FNFG	First Niagara Financial of NY (3)	OTC	North/Central NY	Thrift	3,409 P	38	12-31	01/03	13.68	904
DCOM	Dime Community Bancshars of NY (3)	OTC	New York City NY	Thrift	3,094	19	06-30	06/96	25.38	645
TRST	TrustCo Bank Corp of NY	OTC	New York	Thrift	2,712	57		/	11.46	851
HRLT	Hudson River Bancorp Inc of NY	OTC	Southeast NY	Thrift	2,495	52	03-31	07/98	25.25	383
FSLA	First Sentinal Bancorp of NJ	OTC	Eastern NJ	Thrift	2,291	23	12-31	04/98	15.10	417
WSFS	WSFS Financial Corp. of DE (3)	OTC	Wilmington DE,PA	Div.	1,938	22	12-31	11/86	36.66	287
PFBS	PennFed Fin. Services of NJ	OTC	Northern NJ	Thrift	1,829	21	06-30	07/94	28.40	198
OCFC	OceanFirst Fin. Corp of NJ	OTC	Eastern NJ	Thrift	1,745	16	12-31	07/96	23.51	324
FFIC	Flushing Fin. Corp. of NY (3)	OTC	New York City NY	Thrift	1,737	10	12-31	11/95	20.59	259
PVSA	Parkvale Financial Corp of PA	OTC	Southwestern PA	Thrift	1,625	38	06-30	07/87	23.77	132
ESBF	ESB Financial Corp. of PA	OTC	Western PA	Thrift	1,335	17	12-31	06/90	14.75	156
PRTR	Partners Trust MHC of NY(46.4)	OTC	Western NY	Thrift	1,328	9	12-31	04/02	20.09	285
TRVF	Troy Financial Corp of Troy NY	OTC	Eastcentral NY	Thrift	1,230	21	09-30	03/99	27.10	253
FHCO	FMS Fin Corp. of Burlington NJ	OTC	Southern NJ	Thrift	1,167	34	12-31	12/88	18.79	121
PFNC	Progress Financial Corp. of PA	OTC	Southeastern PA	Thrift	1,107	20	12-31	07/83	14.81	105
PBPC	Provident Bcp MHC of NY (45.1)	OTC	Southern NY	Thrift	1,091	17	09-30	01/99	32.07	256
NEPE	Northeast PA Fin. Corp of PA	OTC	Northeast PA	Thrift	906	19	09-30	04/98	15.60	65
FBCB	First Bell Bancorp, Inc. of PA	OTC	Pittsburgh PA	Thrift	906	7	12-31	06/95	26.24	119

RP FINANCIAL, LC.  
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1700 North Moore Street, Suite 2210  
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Exhibit III-1  
Characteristics of Publicly-Traded Thrifts  
June 2, 2003(1)

Ticker	Financial Institution	Exchs.	Primary Market	Operating Total Assets (\$Mil)	Offices	Fiscal Year	Conv. Date	Stock Price (\$)	Market Value (\$Mil)
<b>Mid-Atlantic Companies (continued)</b>									
WSBI	Warwick Community Bncrp of NY (3)	OTC	Southeast NY,NJ	831	8	12-31	12/97	30.10	140
WGBL	Willow Grove Bancorp of PA	OTC	Philadelphia PA	829	13	06-30	04/02	15.79	179
TRTL	Thistle Group Holdings of PA	OTC	Philadelphia PA	818	13	12-31	07/98	15.22	80
SFFS	Sound Fed Bancorp Inc of NY	OTC	NY, CT	741 P	8	03-31	01/03	13.35	177
THRD	TP Fin. Corp. of Newtown PA	OTC	PA,NJ	720	13	12-31	07/94	30.50	84
HARL	Hariyeville Svgs Fin Cp of PA	OTC	Southeastern PA	659	5	09-30	08/87	25.11	57
FSBI	Fidelity Bancorp, Inc. of PA	OTC	Southwestern PA	630	11	09-30	06/88	20.10	54
BCSB	BCSB Bancorp MHC of MD (36.0)	OTC	Northeast MD	628	11	09-30	07/98	16.29	96
PBCI	Pamrapo Bancorp, Inc. of NJ	OTC	Northern NJ	604	11	12-31	11/89	18.01	93
FKFS	First Keystone Fin., Inc. of PA	OTC	Southeastern PA	543	7	09-30	01/95	23.74	47
CNYI	Carver Bancorp, Inc. of NY	AMEX	New York, NY	507	5	03-31	10/94	15.30	35
SVBI	Severn Bancorp Inc of MD	OTC	Central Maryland	492	2	12-30	/	22.30	92
GAFC	Greater Atlant. Fin Corp of VA	OTC	North. VA,DC,MD	491	9	09-30	06/99	7.15	22
ONFC	Oneida Fincl MHC of NY (45.7)	OTC	Central NY	420	6	12-31	12/98	24.28	119
WEBK	West Essex Bp MHC of NJ (40.1)	OTC	NorthCentral NJ	384	8	12-31	10/98	35.07	172
PHFC	Pittsburgh Fin Corp of PA	OTC	Pittsburgh PA	380	9	09-30	04/96	14.59	21
ALLB	Alliance Bank MHC of PA (20.0)	OTC	Southeastern PA	369	6	12-31	03/95	30.43	105
WVFC	WVS Financial Corp. of PA	OTC	Pittsburgh PA	368	6	06-30	11/93	18.50	48
PHSB	PHSB Financial Corp of PA	OTC	Western PA	344	10	12-31	12/01	17.80	52
AFBC	Advance Fin. Bancorp of WV	OTC	Northwest WV,OH	324	5	06-30	01/97	23.38	22
LARL	Laurel Capital Group Inc of PA	OTC	Southwestern PA	317	5	06-30	02/87	19.54	37
WSB	Washington SB, FSB of Bowie MD	AMEX	Southeastern MD	293 J	5	07-31	08/88	8.25	57
ESBK	Elmira Svgs Bank, FSB of NY (3)	OTC	NY, PA	283	6	12-31	03/85	35.00	33
PRHC	Pathfinder BC MHC of NY (39.1) (3)	OTC	Upstate NY	283	5	12-31	11/99	14.77	36
ROME	Roma Bncp Inc MHC of NY (41.6) (3)	OTC	Central NY	256	4	12-31	10/99	32.24	92
IFSB	Independence FSB of DC	OTC	Washington DC,MD	247	6	12-31	06/85	15.90	25
GCBC	Green Co Bcrp MHC of NY (43.0)	OTC	Southwest NY	244	6	06-30	12/98	23.26	47
SKBO	Skibo Fin Corp MHC of PA(39.8)	OTC	Western PA	157 D	3	03-31	04/97	14.00	44
ALPC	Atlantic Liberty Fincl of NY	OTC	Brooklyn, NY	141 D	4	12-30	10/02	18.00	23
GOV	Gouverneur Bcp MHC of NY(42.4)	AMEX	Northern NY	87	1	09-30	03/99	9.80	22
<b>Mid-west Companies</b>									
CFB	Commercial Federal Corp. of NE	NYSE	CO, IA, NE, KS, OK	13,328	195	12-31	12/84	22.47	1,007
FBC	Flagstar Bancorp, Inc of MI	NYSE	MI, IN	9,507	75	12-31	04/97	19.80	1,175
CFPN	Capital Fd Fn MHC of KS (30.0)	OTC	Kansas	8,720	34	09-30	04/99	30.18	2,207
MFPB	MFP Bancorp, Inc. of IL	OTC	Chicago IL	5,985	33	12-31	01/90	36.94	861
ABCN	Anchor Bancorp Wisconsin of WI	OTC	Wisconsin	3,522 D	54	03-31	07/92	22.88	548
FTFC	First Fed. Capital Corp. of WI	OTC	S. WI, MN, IL	3,093	84	12-31	11/89	19.65	387
BKMU	Bank Mutual Cp MHC of WI(49.8)	OTC	WI, MN	2,849	70	12-31	11/00	32.73	701
STFR	St. Francis Cap. Corp. of WI	OTC	Milwaukee WI	2,293	22	09-30	06/93	28.57	269
TOBE	TierOne Corporation of NE	OTC	Lincoln NE	2,145	0	12-31	10/02	21.15	477
UCFI	United Community Fin. of OH	OTC	Youngstown OH	1,994	29	12-31	07/98	9.14	315
SUFI	Superior Financial Corp of AR	OTC	Eastcentral AR	1,747	60	12-31	02/99	23.50	195
CITZ	CFS Bancorp, Inc of Munster IN	OTC	IN, IL	1,597	23	12-31	07/98	14.10	173
FPFC	First Place Fin. Corp. of OH	OTC	Northeast OH	1,516	24	06-30	01/99	17.38	231
NASB	NASB Fin, Inc. of Grandview MO	OTC	Western MO	1,113	8	09-30	09/85	24.99	211
CAFI	Camco Fin Corp of Cambridge OH	OTC	Eastern OH, KY	1,079	25	12-31	/	17.00	129
CTZN	Citizens First Bancorp of MI	OTC	Southeast MI	1,050	15	03-31	03/01	21.95	186
FDEF	First Defiance Fin. Corp of OH	OTC	Northwest OH	897	14	12-31	10/95	19.80	126
EFC	EFC Bancorp, Inc of Elgin IL	AMEX	Southeast IL	811	8	12-31	04/98	19.41	89
MFSF	MutualFirst Fin. Inc. of IN	OTC	Eastcentral IN	776	17	12-31	12/99	23.44	124
HFFC	HFN Financial Corp. of SD	OTC	SD, MN	772	32	06-30	04/92	19.25	63
HMVF	HMN Financial, Inc. of MN	OTC	Southeast MN, IA	761	13	12-31	06/94	18.90	82
CASH	First Midwest Fin., Inc. of IA	OTC	IA, SD	739	16	09-30	09/93	18.83	47
FBCI	Fidelity Bancorp of Chicago IL	OTC	Chicago IL	723	5	09-30	12/93	32.73	103
PVFC	PVF Capital Corp. of OH	OTC	Cleveland OH	696	13	06-30	12/92	13.93	81
PFSL	Pocahontas Bancorp, Inc. of AR	OTC	Northeast AR	683	19	09-30	04/98	12.00	51
PFSX	First Federal Bankshares of IA	OTC	IA, NE	635	16	06-30	04/99	18.00	71
PCBI	Peoples Community Bcrp. of OH	OTC	Southwest OH	631	9	09-30	03/00	24.90	63
FFHH	FSF Financial Corp. of MN	OTC	Southern MN	551	12	09-30	10/94	26.17	61
LNCB	Lincoln Bancorp of IN	OTC	Central IN	551	12	09-30	10/94	26.17	61



RP FINANCIAL, LC.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit III-1  
Characteristics of Publicly-Traded Thrifts  
June 2, 2003(1)

Ticker	Financial Institution	Exchg.	Primary Market	Operating Total Assets (2) (\$Mil)	Offices	Fiscal Year	Conv. Date	Stock Price (\$)	Market Value (\$Mil)
MW	Kankakee Bancorp, Inc. of IL	AMEX	Northeast IL	517	14	12-31	01/93	43.50	41
WFI	Winton Financial Corp. of OH	AMEX	Cincinnati OH	511	6	09-30	08/88	12.20	55
PFDC	Peoples Bancorp of Auburn IN	OTC	Northeast IN,MI	508	15	09-30	07/87	20.90	72
ASBI	Ameriana Bancorp of IN	OTC	Eastern IN,OH	472	11	12-31	03/87	14.52	46
PSFF	First SecurityFed Fin of IL	OTC	Chicago IL,PA	470	5	12-31	10/97	26.53	105
MFNC	Hopfed Bancorp of KY	OTC	Southwest KY	467	6	12-31	02/98	16.49	60
MFC	MFD Corp. of Mishawaka IN	OTC	Northern IN	435	7	09-30	03/94	25.41	32
PULB	Pulasaki Fin Cp of St. Louis MO	OTC	St. Louis MO	433	5	09-30	12/98	23.69	64
FFFD	North Central Bancshares of IA	OTC	Central IA	426	9	12-31	03/96	34.86	56
FCNP	First Capital, Inc. of IN	OTC	Southern IN	397	9	12-31	01/99	20.75	59
GFED	Guaranty Fed Bancshares of MO	OTC	Southwest MO	376	9	06-30	12/97	15.95	48
CFSL	Chesterfield Financial of IL	OTC	Chicago, IL	363	3	06-30	05/01	20.88	81
WAYN	Wayne Savings Bancorp of OH	OTC	Central OH	354 P	10	03-31	01/03	13.76	54
CFSB	Citizens First Fin Corp. of IL	OTC	Central IL	352	5	12-31	05/96	22.94	33
WQFC	Western Ohio Fin. Corp. of OH	OTC	Western OH	351	6	12-31	07/94	24.52	43
HMLK	Hemlock Fed. Fin. Corp. of IL	OTC	Chicago IL	319	6	12-31	04/97	29.00	28
FBFI	First Federal Bancshares of IL	OTC	Westcentral IL	318	6	12-31	09/00	22.40	46
LSBI	LSB Fin. Corp. of Lafayette IN	OTC	Central IN	315	5	12-31	02/95	22.07	30
STBI	Sturgis Bancorp of MI	OTC	Southcentral MI	294	11	12-31	11/88	11.24	32
UCBC	Union Community Bancorp of IN	OTC	W. Central IN	281	7	12-31	12/97	16.95	39
SMBC	Southern Missoury Bancorp of MO	OTC	Southwest MO	280	8	06-30	04/94	24.50	28
FPHS	First Franklin Corp. of OH	OTC	Cincinnati OH	280	7	12-31	01/88	15.70	26
FPSI	First Bancshares, Inc. of MO	OTC	Southcentral MO	267	10	06-30	12/93	16.00	26
PFED	Park Bancorp of Chicago IL	OTC	Chicago IL	264	3	12-31	08/96	28.20	34
JXSB	Jacksonville Bcp MHC of IL(45.6)	OTC	Central IL	259	7	12-31	04/95	16.85	32
HCB	HCB Bancshares, Inc. of AR	OTC	Southcentral AR	253	6	06-30	05/97	18.17	26
FWC	FFM Corporation of Wabash IN	OTC	Central IN	237	4	06-30	04/93	19.00	25
RVR	River Valley Bancorp of IN	OTC	Southeast IN	234	5	12-31	12/96	35.50	29
FBZ	First Federal Bancorp, Inc of OH	OTC	Eastern OH	229	6	09-30	07/92	7.64	25
WFEC	Wells Fin. Corp. of Wells MN	OTC	Southcentral MN	226	8	12-31	04/95	23.38	26
NEIB	Northeast Indiana Bancorp of IN	OTC	Northeast IN	225	3	12-31	06/95	18.00	27
MCB	Monarch Community Bancorp of MI	OTC	Southcentral MI	214	6	12-31	08/02	13.74	32
FBTC	First BancTrust Corp of IL	OTC	Eastcentral IL	213	2	12-31	04/01	20.07	26
FBFI	Security Financial Bcrp of IN	OTC	Northeast IN	200	6	06-30	01/00	23.81	44
FBFI	First Bancorp of Indiana of IN	OTC	Evansville IN	189	7	06-30	04/99	17.50	28
GTPS	Great American Bancorp of IL	OTC	East Central IL	172	3	12-31	06/95	30.84	24
HFBB	Harrodsburg 1st Fin Bcrp of KY	OTC	Central KY	167	3	09-30	10/95	16.42	22
AMFC	AMB Fin. Corp. of Munster IN	OTC	Northwest IN	155	3	12-31	04/96	17.00	16
PKAN	First Kansas Fin. Corp. of KS	OTC	Northwest KS	153	6	12-31	06/98	16.05	15
HCFC	Home City Fin. Corp. of OH	OTC	Southwest OH	152	2	12-31	12/96	13.60	11
ASBP	ASB Financial Corp. of OH	OTC	Southern OH	151	1	06-30	05/95	17.00	28
HLFC	Home Loan Financial Corp of OH	OTC	Central OH	147	3	06-30	03/98	15.00	25
LOGN	Logansport Fin. Corp. of IN	OTC	Northern IN	146	1	12-31	06/95	17.60	15
PFSC	Peoples Sidney Fin. Corp of OH	OTC	WestCentral OH	143	4	06-30	04/97	15.00	22
PFED	Fidelity Fed. Bancorp of IN	OTC	Southwestern IN	142	5	12-31	08/87	1.40	10
CKFB	CKF Bancorp of Danville KY	OTC	Central KY	142	3	12-31	01/95	24.40	17
FKKY	Frankfort First Bancorp of KY	OTC	Frankfort KY	139	3	06-30	07/95	19.69	25
NPSI	North Bancshares of Chicago IL	OTC	Chicago IL	136	2	12-31	12/93	16.77	19
FFDF	FFD Financial Corp of Dover OH	OTC	Northeast OH	133	2	06-30	03/95	13.00	9
SQBI	Sobieski Bancorp of S. Bend IN	OTC	Northern IN	132	3	06-30	03/95	14.00	17
CIBI	Community Inv. Bncrp. Inc of OH	OTC	NorthCentral OH	122	3	06-30	02/95	12.05	13
PNBC	PFS Baacorp Inc of IN	OTC	Southeastern IN	121	3	12-31	10/01	17.50	26
GCFC	Grand Central Fin. Corp. of OH	OTC	Northeast OH	106	2	12-31	12/98	12.66	21
WCFB	Wbstr Cty Fed MHC of IA (38.5)	OTC	Central IA	106	1	12-31	08/94	22.25	42
MSBI	MSB Financial, Inc of MI	OTC	Southcentral MI	103	3	06-30	02/95	13.50	18
SFFC	StateFed Financial Corp. of IA	OTC	Des Moines IA	101	3	06-30	01/94	11.72	15
FNFI	First Miles Fin., Inc. of OH	OTC	Central Ohio	100	1	12-31	10/98	16.10	23
BRBI	Blue River Bancshares of IN	OTC	Central IN	99	4	12-31	06/98	4.88	12
KYF	Kentucky First Bancorp of KY	AMEX	Central KY	76	2	06-30	08/95	17.75	16
HWEN	Home Financial Bancorp of IN	OTC	Central IN	63	2	06-30	07/96	4.82	7

NY FINANCIAL, L.C.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit III-1  
Characteristics of Publicly-Traded Thrifts  
June 2, 2003(1)

Ticker	Financial Institution	Exchg.	Primary Market	Operating Total Strat.(2)	Assets (\$Mil)	Offices	Fiscal Year	Conv. Date	Stock Price (\$)	Market Value (\$Mil)	
<b>New England Companies (continued)</b>											
WBS	Webster Financial Corp. of CT	NYSE	CT	Thrift	14,356	109	12-31	12/86	37.85	1,727	
PBCT	Peoples Bank, MHC of CT (40.8) (3)	OTC	CT	Div.	11,853	150	12-31	07/88	28.21	1,743	
SCPS	Seacoast Fin Serv Corp of MA (3)	OTC	Southeast MA	Thrift	3,776	42	12-31	11/98	20.37	470	
SBMC	Connecticut Bancshares of CT (3)	OTC	Northeast CT	Thrift	2,555	28	12-31	03/00	40.23	446	
FAB	FirstFed America Bancorp of MA	AMEX	MA,RI	Thrift	2,414	28	03-31	01/97	31.75	268	
FESX	First Essex Bancorp, Inc of MA (3)	OTC	MA,NH	Div.	1,755	20	12-31	08/87	36.74	284	
PORT	Port Fin. Corp of Brighton MA	OTC	Eastern MA	Thrift	1,546	10	12-31	04/00	53.66	284	
BFD	BostonFed Bancorp, Inc. of MA	AMEX	Eastern MA	M.B.	1,491	11	12-31	10/95	24.21	107	
BRKL	Brookline Bancorp of MA (3)	OTC	Eastern MA	Thrift	1,424	6	12-31	07/02	14.26	824	
BHL	Berkshire Hills Bancorp of MA (3)	AMEX	Western MA	Thrift	1,061	11	12-31	06/00	26.40	158	
MASB	MasBank Corp. of Reading MA (3)	OTC	Eastern MA	Thrift	1,016	15	12-31	05/86	31.55	143	
ABBK	Abington Bancorp of MA (3)	OTC	Southeastern MA	Thrift	1,000	13	12-31	06/86	22.00	83	
WFD	Westfield Finl MHC of MA(47.0) (3)	AMEX	Southwestern MA	Thrift	815	10	12-31	12/01	17.98	181	
WRO	Woronoco Bancorp, Inc of MA	AMEX	Southwest MA	Thrift	727	12	12-31	03/99	25.30	92	
NMIL	Newmil Bancorp, Inc. of CT (3)	OTC	Western CT	Thrift	685	18	06-30	02/86	22.78	96	
BYS	Bay State Bancorp, Inc. of MA	AMEX	Eastern MA	Thrift	584	6	03-31	03/98	25.60	127	
CEBK	Central Bncrp of Somerville MA (3)	OTC	Eastern MA	Thrift	488 D	8	03-31	10/86	33.50	56	
NITB	NH Thrift Bancshares of NH	OTC	Central NH	Thrift	487	14	12-31	05/86	22.00	43	
NNN	Northeast Bancorp of Auburn ME (3)	AMEX	Eastern ME	Thrift	470	11	06-30	08/87	15.00	40	
LSBX	LSB Corp of No. Andover MA (3)	OTC	Northeastern MA	Thrift	436	5	12-31	05/86	13.50	57	
HIFS	Hingham Inst. for Sav. of MA (3)	OTC	Eastern MA	Thrift	433	6	12-31	12/88	34.51	71	
ALL	Alliance Bncp of New Eng of CT (3)	AMEX	Northern CT	Thrift	421	9	12-31	12/86	21.35	57	
MYST	Mystic Financial of MA (3)	OTC	Eastern MA	Thrift	418	5	06-30	01/98	21.96	32	
MFLR	Mayflower Co-Op. Bank of MA (3)	OTC	Southeastern MA	Thrift	185 J	5	04-30	12/87	17.60	24	
PCB	Falmouth Bancorp, Inc. of MA (3)	AMEX	Southeast MA	Thrift	157	3	09-30	03/96	25.25	23	
<b>North-West Companies</b>											
WFSL	Washington Federal, Inc. of WA	OTC	WA,OR,AZ, ID, UT	Thrift	7,311	115	09-30	11/82	23.49	1,634	
STSA	Sterling Financial Corp of WA	OTC	WA, ID, OR, MT	M.B.	3,821	77	12-31	06/83	23.82	351	
KFBI	Klamath First Bancorp of OR	OTC	Southern OR, WA	Thrift	1,478	56	09-30	10/95	17.40	119	
HRZB	Horizon Financial Corp. of WA (3)	OTC	Northwest WA	Thrift	820	15	03-31	08/86	16.74	177	
FMSB	First Mutual Bncshrs Inc of WA (3)	OTC	Western WA	Thrift	790	10	12-31	12/85	22.96	98	
EVRT	Evertst Fin. Grp. Inc. of WA (3)	OTC	Northeast WA	Thrift	706	12	03-31	10/99	24.95	121	
HFWA	Heritage Financial Corp of WA	OTC	NW WA	Thrift	590	18	12-31	01/98	22.70	151	
TSBK	Timberland Bancorp, Inc. of WA	OTC	Westcentral WA	Thrift	436	13	09-30	01/98	21.16	90	
RVSB	Riverview Bancorp, Inc. of WA	OTC	Southwest WA	Thrift	420	12	03-31	10/97	17.50	76	
OTC	Oregon Trail Fin. Corp. of OR	OTC	Northeast OR, WA	Thrift	380 D	9	03-31	10/97	23.75	72	
FBNW	FirstBank NW Corp. of ID	OTC	West WA/East ID	Thrift	332	8	03-31	07/97	25.50	35	
<b>South-East Companies</b>											
FFCH	First Fin. Holdings Inc. of SC	OTC	Charleston SC	Thrift	2,214	44	09-30	11/83	29.24	372	
CFCP	Coastal Fin. Corp. of SC	OTC	SC, NC	Thrift	1,070	16	09-30	09/90	13.00	138	
CHFN	Charter Fincl MHC of GA (20.0)	OTC	Southwest GA, AL	Thrift	943 D	5	09-30	10/01	31.15	611	
FFBH	First Fed. Bancshares of AR	OTC	Northern AR	Thrift	696	16	12-31	05/96	28.97	77	
TSB	Teche Riding Cp of Franklin LA	AMEX	Southern LA	Thrift	526	15	09-30	04/95	30.30	70	
CSCB	Citizens South Banking of NC	OTC	Southwest NC	Thrift	501	9	12-31	10/02	13.70	124	
UFBS	Union Fin Bancshares Inc of SC	OTC	Northwest SC	Thrift	345	6	09-30	08/87	16.00	31	
CFPC	Community Fin. Corp. of VA	OTC	Central VA	Thrift	286 D	6	03-31	03/88	15.00	31	
BFSB	Bedford Bancshares, Inc. of VA	OTC	Southwest VA	Thrift	263	4	09-30	08/94	22.83	48	
DFBS	Dutchfork Bancshares Inc of SC	OTC	Central SC	Thrift	224	3	09-30	07/00	33.13	38	
SSFC	South Street Fin. Corp. of NC (3)	OTC	South Central NC	Thrift	222	2	12-31	10/96	9.20	28	
GSLA	GS Financial Corp. of LA	OTC	New Orleans LA	Thrift	210	3	12-31	04/97	19.10	27	
PEDE	Great Pee Dee Bancorp of SC	OTC	Northeast SC	Thrift	145	2	06-30	12/97	14.40	25	
SZB	Southern Bancshares of AL	AMEX	Central AL	Thrift	140	3	03-30	02/95	13.80	10	
SRN	Southern Banc Company of AL	AMEX	Northeast AL	Thrift	112	11	04-30	10/95	14.60	14	
UTNI	United Tenn. Bancshares of TN	OTC	Eastern TN	Thrift	112	3	12-31	01/98	14.10	18	

RP FINANCIAL, LC.  
 Financial Services Industry Consultants  
 1700 North Moore Street, Suite 2210  
 Arlington, Virginia 22209  
 (703) 528-1700

Exhibit III-1  
 Characteristics of Publicly-Traded Thrifts  
 June 2, 2003(1)

Ticker	Financial Institution	Exchg. Market	Primary Market	Operating Total Strat. (2) Assets (\$Mil)	Offices	Fiscal Year	Conv. Date	Stock Price (\$)	Market Value (\$Mil)
<u>South-West Companies (continued)</u>									
CBSA	Coastal Bancorp of Houston TX	OTC	Houston TX	M.B. 2,530	50	12-31	03/92	28.95	149
JXVL	Jacksonville Bancorp Inc of TX	OTC	East Central TX	Thrift 446	9	09-30	04/96	30.09	54
GUPB	GFSB Bancorp, Inc of Gallup NM	OTC	Northwest NM	Thrift 216	2	06-30	06/95	17.60	20
AABC	Access Anytime Bancorp of NM	OTC	Eastern NM	Thrift 197	6	12-31	08/86	9.40	13
<u>Western Companies (Excl CA)</u>									
MTXC	Matrix Bancorp, Inc. of CO	OTC	NM,AZ	Thrift 1,697	3	12-31	10/96	9.65	63
HCBC	High Country Bancorp of CO	OTC	Southcentral CO	Thrift 183	4	06-30	12/97	28.86	26
CRZY	Crazy Woman Creek Bancorp of WY	OTC	Northeast WY	Thrift 76	3	09-30	03/96	15.80	13

Other Areas

NOTES: (1) Or most recent date available (M-March, S-September, D-December, J-June, E-Estimated, and P-Pro Forma)  
 (2) Operating strategies are: Thrift-Traditional Thrift, M.B.-Mortgage Banker, R.E.-Real Estate Developer, Div.-Diversified, and Ret.-Retail Banking.  
 (3) FDIC savings bank.

Source: Corporate offering circulars, SNL Securities Quarterly Thrift Report, and financial reports of publicly Traded Thrifts.

Date of Last Update: 06/02/03

**EXHIBIT III-2**  
**Public Market Pricing of Pennsylvania Institutions**

RP FINANCIAL, LC.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2110  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit III-2  
Market Pricing Comparatives  
Prices As of May 30, 2003

Financial Institution	Market Capitalization		Per Share Data		Pricing Ratios(3)				Dividends(4)		Financial Characteristics(6)									
	Price/Share (\$)	Market Value (\$M)	12-Mth EPS(2) (\$)	Book Value/Share (\$)	P/E (X)	P/B (X)	P/A (X)	P/TB (X)	P/CORE (X)	Amount/Share (\$)	Yield Ratio(5) (%)	Total Assets (\$M)	NPAs/Assets (%)	Reported ROA (%)	Core ROA (%)					
All Public Companies	21.26	317.55	1.08	15.25	15.38	143.34	14.84	154.09	17.33	0.46	2.25	34.68	2.281	10.43	0.69	0.89	9.26	0.71	7.18	
State of PA	19.55	319.79	1.02	13.90	16.94	148.46	12.91	164.68	18.70	0.46	2.39	40.00	3.179	8.63	0.68	0.66	8.12	0.61	7.56	
Comparable Group																				
State of PA	30.43	20.94	0.29	10.12	NM	300.69	28.40	300.69	NM	0.36	1.18	NM	369	9.44	2.98	0.26	2.74	0.27	2.84	
AHLB Alliance Bank NHC of PA (20.0)	14.75	153.54	0.92	9.48	16.95	155.59	13.85	169.54	16.03	0.33	2.24	35.87	1,335	7.49	0.27	0.70	9.97	0.74	10.54	
ESBP ESB Financial Corp. of PA	20.10	153.71	1.32	16.71	14.72	120.29	8.53	120.38	14.06	0.48	2.39	33.57	630	7.09	0.95	0.69	10.12	0.62	9.16	
FSBI Fidelity Bancorp, Inc. of PA	28.24	119.02	1.75	18.36	14.18	160.39	13.14	160.39	14.91	0.60	2.39	34.09	906	8.19	0.20	0.95	11.43	0.90	10.87	
FBNC First Bell Bancorp, Inc. of PA(7)	23.74	127.43	1.23	16.36	16.49	151.76	8.99	164.76	13.62	0.40	1.68	31.06	543	6.00	0.67	0.55	8.92	0.46	7.49	
PAFS First Keystone Fin., Inc. of PA	23.60	127.39	1.23	16.36	16.49	151.76	8.99	164.76	13.62	0.40	1.68	31.06	543	6.00	0.67	0.55	8.92	0.46	7.49	
GAF GA Financial Corp., Inc. of PA	23.11	57.38	1.04	17.58	15.15	122.43	14.90	122.43	20.31	0.80	3.13	64.00	848	11.12	0.76	0.81	7.14	0.72	6.33	
HARL Harleyville Svgs Fin Cp of PA	19.54	36.12	1.04	17.58	15.15	122.43	14.90	122.43	20.31	0.80	3.13	64.00	848	11.12	0.76	0.81	7.14	0.72	6.33	
LARL Laurel Capital Group Inc of PA	19.60	65.46	0.92	16.24	13.38	134.39	11.62	134.39	13.48	0.76	3.89	52.41	317	8.64	0.34	0.98	10.20	0.97	10.13	
NEPP Northeast PA Fin. Corp of PA	16.02	194.30	0.82	12.27	18.58	220.36	14.88	220.36	30.00	0.32	2.08	9.98	5,131	5.75	0.52	0.49	6.59	0.24	3.20	
RHPS Northwest Scrp NHC of PA(25.4)	17.90	131.22	0.62	16.07	19.78	110.77	13.14	110.77	21.72	0.42	2.45	48.78	1,344	13.65	0.18	0.78	5.78	0.71	4.81	
PHSA Parkvale Financial Corp of PA	14.59	20.79	0.69	17.81	15.34	131.46	8.48	131.50	21.44	0.38	3.03	44.72	1,685	8.10	0.43	0.52	8.70	0.55	9.16	
PHFC Pittsburgh Fin Corp of PA	14.81	104.39	0.74	9.09	22.44	162.93	9.48	162.93	20.01	0.23	1.95	31.08	1,107	8.82	0.63	0.58	7.30	0.54	8.19	
PHNC Progress Financial Corp. of PA	14.00	17.22	0.11	7.45	NM	188.43	28.17	188.43	NM	0.48	3.43	8	157	14.95	NM	0.42	1.43	0.42	1.43	
SKBO Skibo Fin Corp NHC of PA(39.8)	16.32	4308.41	1.23	10.82	12.18	150.83	10.24	285.81	13.27	0.10	0.61	8.13	40,864	8.99	0.70	0.31	13.32	0.63	12.23	
THRD TF Fin. Corp. of Newtown PA	30.50	83.31	1.24	23.01	18.48	152.55	11.99	152.55	18.12	0.50	1.97	48.39	740	8.75	0.58	0.62	7.35	0.67	5.53	
THLD Thisle Group Holdings of PA	15.22	80.19	0.94	14.62	16.73	184.10	9.82	185.65	18.12	0.36	2.37	42.86	928	3.42	0.30	0.60	6.17	0.55	5.70	
WYFC WYS Financial Corp. of PA	18.30	617.84	1.34	11.65	13.19	138.90	12.37	138.90	13.11	0.64	3.48	46.84	1,689	7.58	1.14	0.82	12.99	0.82	11.92	
WYPT Waypoint Financial Corp of PA	18.71	631.60	1.54	12.93	12.69	144.90	10.42	146.95	16.44	0.44	2.35	38.90	5,693	7.54	0.34	0.86	10.24	0.68	8.11	
WYGC Willow Grove Bancorp of PA	18.79	179.00	0.57	11.14	24.67	141.74	21.58	142.90	27.70	0.32	2.03	56.14	823	15.23	0.43	0.92	6.41	0.82	5.71	

(1) Average of High/Low or Bid/Ask price per share.  
(2) EPS (pretax core basis) is based on actual trailing twelve month data, adjusted to omit non-operating items on a tax affected basis.  
(3) P/E - Price to earnings; P/B - Price to book; P/A - Price to assets; P/TB - Price to tangible book value; and P/CORE - Price to estimated core earnings.  
(4) Indicated twelve month dividend based on last quarterly dividend declared.  
(5) Indicated dividend as a percent of trailing twelve month estimated core earnings.  
(6) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month earnings and average equity and assets balances.  
(7) Excludes from averages those companies the subject of actual or rumored acquisition activities or unusual operating characteristics.

Source: Corporate reports, offering circulars, and RP Financial, LC. calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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EXHIBIT III-3  
Peer Group Market Area Comparative Analysis

**Exhibit III-3  
Peer Group Market Area Comparative Analysis**

Institution	County	Population			Proj. Pop. 2007	1990-2002		2002-2007		Per Capita Income		Deposit Market Share(1)
		1990	2002	(000)		% Change		% Change		Amount	% State	
		(000)	(000)	(000)					Average			
CFS Bancorp, Inc. of IN	Lake	476	482	477	1.3%	-1.0%	20,952	91.3%	20,952	91.3%	9.7%	
Citizens First Bancorp of MI	St. Clair	146	167	175	14.8%	4.6%	21,657	86.6%	21,657	86.6%	22.7%	
EFC Bancorp, Inc. of IL	Kane	317	419	457	31.9%	9.1%	25,380	94.5%	25,380	94.5%	7.0%	
First Place Financial Corp. of OH	Trumbull	228	223	219	-2.1%	-2.0%	19,860	85.8%	19,860	85.8%	20.5%	
GA Financial Corp., Inc. of PA	Allegheny	1,336	1,264	1,223	-5.4%	-3.3%	26,504	111.9%	26,504	111.9%	1.5%	
HMN Financial, Inc. of MN	Olmstead	106	127	134	19.3%	5.7%	30,215	110.8%	30,215	110.8%	9.9%	
MassBank Corp. of MA	Middlesex	1,398	1,472	1,493	5.3%	1.4%	37,824	124.2%	37,824	124.2%	2.9%	
MutualFirst Financial, Inc. of IN	Delaware	120	118	116	-1.6%	-1.8%	20,935	88.4%	20,935	88.4%	19.4%	
TF Financial Corp. of PA	Bucks	541	604	623	11.7%	3.2%	31,350	132.4%	31,350	132.4%	1.8%	
Thistle Group Holdings of PA	Philadelphia	1,586	1,497	1,448	-5.6%	-3.3%	18,946	80.0%	18,946	80.0%	1.2%	
United Community Financial of OH	Mahoning	265	254	245	-4.2%	-3.5%	19,866	85.8%	19,866	85.8%	22.7%	
Willow Grove Bancorp of PA	Montgomery	678	757	778	11.7%	2.8%	36,484	154.1%	36,484	154.1%	2.9%	
Wornoco Bancorp, Inc. of MA	Hampden	456	455	454	-0.2%	-0.3%	21,350	70.1%	21,350	70.1%	5.6%	
<b>Averages:</b>		<b>589</b>	<b>603</b>	<b>603</b>	<b>5.9%</b>	<b>0.9%</b>	<b>25,486</b>	<b>101.2%</b>	<b>25,486</b>	<b>101.2%</b>	<b>9.8%</b>	
<b>Medians:</b>		<b>456</b>	<b>455</b>	<b>457</b>	<b>1.3%</b>	<b>-0.3%</b>	<b>21,657</b>	<b>91.3%</b>	<b>21,657</b>	<b>91.3%</b>	<b>7.0%</b>	
<b>Keystone Savings/First Colonial</b>	<b>Northampton</b>	<b>247</b>	<b>269</b>	<b>275</b>	<b>9.0%</b>	<b>2.3%</b>	<b>24,381</b>	<b>103.0%</b>	<b>24,381</b>	<b>103.0%</b>	<b>22.9%</b>	

(1) Total institution deposits in headquarters county as percent of total county deposits.

EXHIBIT IV-1  
Stock Prices:  
As of May 30, 2003



Exhibit IV-1  
Weekly Thrift Market Line - Part One  
Prices As Of May 30, 2003

Financial Institution	Market Capitalization		Price Change Data				Current Per Share Financials			
	price/ Shares (\$)	Shares (MM)	52 Week High (\$)	52 Week Low (\$)	Last Week (\$)	% Change From Last Week (%)	Trailing 12 Mo. EPS (\$)	Book Value/Share (\$)	Assets/Share (\$)	
SAIF-Insured Thrifts(180)	20.51	11,103	21.77	15.09	20.08	1.55	19.86	15.71	173.82	
NYSE Traded Companies(12)	21.71	71,570	21.60	21.02	21.02	0.58	19.86	21.06	266.80	
NYSE Traded Companies(14)	21.68	3,508	23.65	18.56	21.02	2.09	19.86	17.21	209.60	
NYSE Traded OTC Companies(154)	15.86	6,719	20.85	14.41	15.13	1.70	19.86	17.47	162.76	
California Companies(16)	28.42	26,037	31.15	20.34	28.71	3.86	20.95	17.63	234.68	
Florida Comp(7)	19.78	20,024	20.22	13.24	19.03	1.99	20.06	11.53	146.44	
Mid-Atlantic Comp(36)	19.13	19,846	20.84	13.95	18.71	1.52	22.71	13.67	171.28	
Mid-West Comp(65)	18.17	15,841	20.11	14.41	18.96	1.02	19.41	16.02	160.18	
New England Comp(7)	28.22	42,811	31.50	21.49	27.71	1.93	21.24	21.06	277.38	
North West Comp(8)	24.65	17,408	24.35	15.28	21.09	2.77	20.96	15.78	158.20	
South West Comp(14)	21.81	7,747	21.31	13.11	19.17	2.16	17.94	16.57	150.41	
South West Comp(4)	18.10	2,793	12.85	17.70	21.23	4.86	9.52	18.50	186.50	
West Comp(17)	20.40	7,733	21.24	14.94	17.32	2.86	9.10	15.54	146.50	
West Comp(1)	20.40	7,733	21.24	14.94	17.32	2.86	9.10	15.54	146.50	
Thrift Strategy(170)	20.40	7,733	21.24	14.94	17.32	2.86	9.10	15.54	146.50	
Thrift Strategy(1)	20.40	7,733	21.24	14.94	17.32	2.86	9.10	15.54	146.50	
Mortgage Banker Strategy(8)	20.40	7,733	21.24	14.94	17.32	2.86	9.10	15.54	146.50	
Real Estate Strategy(1)	20.40	7,733	21.24	14.94	17.32	2.86	9.10	15.54	146.50	
Companies Issuing Dividends(160)	20.61	18,323	21.36	13.36	21.01	1.39	20.52	16.07	170.52	
Companies Without Dividends(20)	19.55	9,015	20.35	13.74	19.22	1.48	18.85	14.77	251.10	
Equity/Assets <0% (13)	18.18	16,986	20.22	12.63	17.51	3.04	19.44	16.94	172.94	
Equity/Assets 0-1% (21)	21.82	12,879	23.10	15.56	21.32	1.51	18.80	15.72	182.12	
Equity/Assets 1-2% (46)	17.91	5,995	18.59	13.55	17.62	1.26	22.57	14.04	191.16	
Equity/Assets >2% (12)	28.15	53,140	30.02	21.49	27.18	3.87	0.70	11.25	106.35	
Market Value Below \$20 Million(21)	13.94	1,089	14.71	10.43	14.09	-0.73	16.65	11.56	220.06	
Actively Traded Companies(13)	20.61	11,186	21.88	15.19	20.17	1.61	19.52	15.24	132.27	
Holding Company Structure(178)	24.06	30,397	26.24	17.67	23.07	3.10	12.16	15.35	174.70	
Assets Over \$1 Billion(54)	20.88	4,253	21.95	13.02	20.47	1.65	25.49	16.83	199.45	
Assets \$500-\$1 Billion(39)	19.71	4,576	20.61	14.83	19.72	0.31	21.09	16.13	187.52	
Assets \$250-\$500 Million(40)	16.77	1,314	17.44	12.40	16.61	0.76	23.21	14.89	135.07	
Assets less than \$250 Million(47)	21.47	13,753	22.99	15.84	20.88	2.03	16.25	14.60	187.06	
Goodwill Comp(110)	19.04	6,567	19.86	13.96	18.88	0.74	25.83	17.18	152.95	
Non-Goodwill Comp(69)	33.01	49,566	36.27	24.02	31.99	3.01	3.73	18.93	263.21	

(1) Average of high/low or bid/ask price per share.  
(2) Or since offering price if converted or first listed in 2001 or within the past 52 weeks. Percent change figures are actual year-to-date and are not annualized.  
(3) EPS (earnings per share) is based on actual trailing twelve month data and is not shown on a pro forma basis.  
(4) Excludes intangibles (such as goodwill, value of core deposits, etc.).  
(5) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month common earnings and average common equity and assets balances.  
(6) Annualized, based on last regular quarterly cash dividend announcement.  
(7) Indicated dividend as a percent of trailing twelve month earnings.  
(8) Excluded from averages due to actual or rumored acquisition activities or unusual operating characteristics.  
(9) For MIC institutions, market value reflects share price multiplied by public (non-MIC) shares.

\* All thrifts are SAIF insured unless otherwise noted with an asterisk. Parentheses following market averages indicate the number of institutions included in the respective averages. All figures have been adjusted for stock splits, stock dividends, and secondary offerings.

Source: Corporate reports and offering circulars for publicly traded companies, and RP Financial, LC. calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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RP FINANCIAL, LC  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit IV-1 (continued)  
Weekly Thrift Market Line - Part One  
Prices As Of May 30, 2003

Financial Institution	Market Capitalization		Price Change Data				Current Per Share Financials				
	Price/Share(1)	Shares Outstanding(9)	52 Week High (\$)	52 Week Low (\$)	Last Week (\$)	Week Ago(2) (%)	Dec 31 2002(2) (%)	Trailing 12 Mo. EPS(3) (\$)	12 Mo. Core EPS(3) (\$)	Book Value/Share(4) (\$)	Tangible Assets/Share(4) (\$)
Market Averages: BIP-Insured Thrifts (no MHC)											
BIP-Insured Thrifts(31)	24.36	23,358	26.01	18.00	23.65	2.89	18.69	1.59	1.30	14.85	13.83
NYSE Traded Companies(4)	26.37	89,699	30.20	20.46	28.06	2.77	26.40	2.40	0.88	13.52	10.93
MEX Traded Companies(4)	22.00	3,057	23.59	16.84	21.77	0.97	15.53	0.90	0.84	15.59	15.05
NASDAQ Listed OTC Companies(23)	21.95	15,169	25.68	17.76	23.19	3.26	17.86	1.56	1.46	14.96	14.14
Mid-Atlantic Companies(11)	25.99	54,278	27.56	18.59	24.82	4.26	19.06	1.98	1.31	13.15	11.56
New England Companies(11)	24.91	8,452	26.75	19.11	24.45	1.59	12.85	1.43	1.35	16.64	15.72
North-West Companies(16)	21.55	6,555	22.37	13.80	20.26	6.44	26.50	1.47	1.26	13.26	13.24
South-East Companies(1)	9.20	3,080	9.40	6.80	9.25	-0.54	29.58	0.54	0.53	8.12	8.12
Thrift Strategy(28)	24.10	21,955	25.62	17.79	23.38	2.89	19.97	1.53	1.24	14.99	13.97
Mortgage Banker Strategy(1)	19.12	78,300	23.97	15.30	18.38	5.11	-18.00	1.92	1.87	7.01	6.99
Diversified Strategy(2)	36.74	7,718	38.90	26.48	36.43	0.85	19.32	2.68	2.54	18.71	16.79
Company/Assets(13)(21)	24.43	23,758	26.01	18.00	23.65	2.89	18.69	1.59	1.30	14.85	13.83
Equity/Assets 6-12%(22)	21.91	19,495	23.91	15.97	20.38	5.25	18.13	1.69	1.49	11.15	10.24
Equity/Assets 6-12%(6)	18.69	34,165	28.72	19.99	26.10	3.07	13.50	1.81	1.45	16.02	14.80
Equity/Assets 6-12%(22)	27.76	5,124	17.56	12.04	16.70	1.09	37.12	0.71	0.68	12.62	12.26
Equity/Assets 6-12%(6)	21.84	25,792	25.61	17.76	27.29	1.92	14.11	1.81	1.78	18.26	17.67
Holding Company Structures(6)	25.03	47,744	25.61	17.60	23.24	2.52	18.11	1.74	1.26	14.58	13.47
Assets \$500 Million(28)	25.03	47,744	25.61	17.60	23.24	2.52	18.11	1.74	1.26	14.58	13.47
Assets \$500-\$1 Billion(6)	23.76	27,339	24.55	16.92	22.33	3.55	28.31	1.56	1.40	14.19	12.78
Assets \$150-\$500 Million(17)	24.97	27,339	24.55	16.92	22.33	3.55	28.31	1.56	1.40	14.19	12.78
Assets \$50-\$150 Million(3)	17.35	1,779	19.12	14.01	17.48	-0.37	12.32	0.71	0.68	12.62	12.26
Co-Op(1) Companies(21)	26.03	29,560	27.98	19.05	25.16	3.29	17.79	1.80	1.41	15.20	13.75
Non-Goodwill Companies(9)	20.82	9,829	21.84	15.85	20.47	1.33	20.91	1.09	1.07	14.40	14.40

(1) Average of high/low or bid/ask price per share.  
(2) Or since offering price if converted or first listed in 2001 or within the past 52 weeks. Percent change figures are actual year-to-date and are not annualized.  
(3) EPS (earnings per share) is based on actual trailing twelve month data and is not shown on a pro forma basis.  
(4) Excludes intangibles (such as goodwill, value of core deposits, etc.)  
(5) ROA (return on assets) and ROE (return on equity) based on trailing twelve month common earnings and average common equity and assets balances.  
(6) Annualized dividend as a percent of trailing twelve month earnings.  
(7) Indicated dividend due to actual or rumored acquisition activities or unusual operating characteristics.  
(8) Excluded from averages due to actual or rumored acquisition activities or unusual operating characteristics.  
(9) Per MHC institutions, market value reflects share price multiplied by public (non-MHC) shares.

\* All thrifts are S&P insured unless otherwise noted with an asterisk. Parentheses following market averages indicates the number of institutions included in the respective averages. All figures have been adjusted for stock splits, stock dividends, and secondary offerings.  
Source: Corporate reports and offering circulars for publicly traded companies, and RP Financial, LC calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.  
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RP FINANCIAL, LC.  
 Financial Services Industry Consultants  
 1700 North Moore Street, Suite 2210  
 Arlington, Virginia 22209  
 (703) 528-1700

Exhibit IV-1 (continued)  
 Weekly Thrift Market Line - Part One  
 Prices As Of May 30, 2003

Financial Institution	Market Capitalization Shares Market Price/ Outst. Capital- Share(1) anding Liatlon(9) (\$) (000) (\$MIL)	Price Change Data				Current Per Share Financials							
		52 Week (1) High (\$)	Low (\$)	Last Week (\$)	% Change From Last 52 Wks Dec 31, Week Ago(2) 2000(2) (%)	Trailing 12 Mo. EPS(3) (\$)	12 Mo. Core EPS(3) (\$)	Book Value/ Share(4) (\$)	Tangible Book Value/ Share(4) (\$)				
SNIP-Insured Thrifts(15)	22.81	14.963	127.8	22.37	1.87	22.53	19.07	0.67	0.61	10.89	10.02	95.46	
BIP-Insured Thrifts(5)	23.71	53,797	358.8	24.08	14.86	22.70	3.70	22.00	3.70	11.15	10.37	111.13	
AMEX Traded Companies(2)	13.89	6,159	48.2	14.73	10.80	13.77	0.68	4.85	0.37	0.38	9.30	59.60	
NASDAQ Listed OTC Companies(18)	24.13	27,421	205.1	25.13	16.23	23.48	2.55	24.45	0.75	0.68	11.17	104.29	
MID-ATLANTIC Companies(13)	21.55	24,056	133.0	22.68	14.57	21.09	1.93	21.14	0.69	0.65	9.85	94.01	
Mid-West Companies(4)	25.50	24,585	266.7	26.15	16.20	24.56	3.59	33.97	0.91	0.75	12.70	110.75	
New England Companies(2)	23.10	35,920	398.2	23.63	17.05	22.45	2.63	10.43	0.71	0.72	13.81	136.49	
South-East Companies(1)	31.15	19,624	123.5	32.75	23.71	30.55	1.96	14.94	0.14	0.11	13.12	48.05	
Thrift Strategy(19)	22.76	23,148	159.6	23.79	15.35	22.20	2.27	23.39	0.69	0.63	10.79	9.93	94.46
Diversified Strategy(1)	28.21	61,800	709.5	28.50	21.11	27.15	3.90	4.48	0.71	0.65	11.03	10.12	99.59
Companies Issuing Dividends(20)	23.05	25,183	188.6	24.04	15.66	22.46	2.35	22.39	0.85	0.75	11.08	9.86	119.71
Equity/Assets 6-12%(12)	24.20	35,368	263.3	25.30	16.19	23.66	2.23	23.37	0.87	0.49	10.95	10.55	65.09
Equity/Assets >12%(6)	21.07	7,721	60.5	21.88	14.74	20.41	2.56	20.71	0.73	0.65	11.99	10.44	122.85
Holding Company Structure(17)	22.41	23,928	163.6	23.44	14.98	21.82	2.37	23.31	1.03	0.96	10.58	9.78	97.42
Assets Over \$1 Billion(7)	26.38	59,715	447.6	27.08	17.31	25.56	3.11	24.40	0.73	0.65	10.58	10.44	122.85
Assets \$500 Million-\$1 Billion(3)	21.81	11,846	81.6	22.60	15.77	21.29	2.62	20.34	0.33	0.32	11.04	10.88	78.74
Assets \$250-\$500 Million(6)	23.71	3,115	28.3	25.23	14.99	23.00	2.59	27.33	0.61	0.50	10.37	9.15	106.47
Assets less than \$250 Million(4)	17.33	2,338	15.8	18.30	13.52	17.24	0.53	14.25	0.55	0.54	10.20	10.18	65.92
Goodwill Companies(11)	22.36	17,008	164.9	23.04	15.22	21.65	2.96	25.44	0.80	0.72	11.23	9.48	116.18
Non-Goodwill Companies(9)	23.82	34,266	214.8	25.15	16.14	23.36	1.67	19.34	0.61	0.57	10.82	10.82	81.15
MHC Institutions(20)	23.05	25,183	188.6	24.04	15.66	22.46	2.35	22.39	0.71	0.65	11.03	10.12	99.59

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 (4) Excludes intangibles (such as goodwill, value of core deposits, etc.).  
 (5) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month common earnings and average common equity and assets balances.  
 (6) Annualized, based on last regular quarterly cash dividend announcement.  
 (7) Indicated dividend as a percent of trailing twelve month earnings.  
 (8) Excluded from averages due to actual or rumored acquisition activities or unusual operating characteristics.  
 (9) For MHC institutions, market value reflects share price multiplied by public (non-MHC) shares.

\* All thrifts are SNIP insured unless otherwise noted with an asterisk. Parentheses following market averages indicate the number of institutions included in the respective averages. All figures have been adjusted for stock splits, stock dividends, and secondary offerings.  
 Sources: Corporate reports and offering circulars for publicly traded companies, and RP Financial, LC. calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.









Exhibit IV-1  
Weekly Thrift Market Line - Part Two  
Prices As Of May 30, 2003

Financial Institution	Key Financial Ratios				Asset Quality Ratios				Pricing Ratios				Dividend Data (\$)					
	Equity/ Assets (%)	Tang. Assets (%)	Reported Earnings ROA(12) (%)	Core Earnings ROA(15) (%)	NPAs Assets (%)	Revs/ NPA(1) (%)	Revs/ Loans (%)	Price/ Earnings (X)	Price/ Assets (%)	Price/ Tang. Assets (%)	Price/ Core Earnings (X)	Ind. Share (%)	Divid. Yield (%)	Payout Ratio(7) (%)				
SAIF-Insured Thrifts(180)	10.12	9.60	0.87	9.18	6.86	0.69	6.93	0.76	166.32	1.05	14.88	132.42	13.13	142.52	17.10	0.44	2.22	30.84
AMEX Traded Companies(12)	7.19	6.36	1.20	16.35	6.53	0.69	4.41	0.63	341.94	1.23	10.69	166.84	11.81	152.81	13.86	0.40	1.40	14.41
AMEX Traded Companies(14)	10.14	9.80	0.80	8.02	6.52	0.53	4.78	0.59	226.02	0.36	14.10	119.17	11.95	126.46	17.14	0.54	2.62	34.29
NASDAQ Listed OTC Companies(154)	10.36	9.85	0.95	8.82	6.84	0.70	6.71	0.72	162.45	1.04	15.34	130.72	13.25	139.75	17.30	0.43	2.25	32.08
California Companies(16)	8.26	8.01	0.57	14.46	6.34	0.82	10.78	0.84	492.05	0.79	16.52	160.19	12.32	166.95	11.96	0.20	0.74	40.42
Florida Companies(7)	8.23	7.72	0.53	11.24	6.33	0.76	10.05	0.61	375.75	0.79	16.52	169.08	14.17	176.47	18.58	0.25	1.17	20.08
Mid-Atlantic Companies(16)	8.88	8.21	0.88	10.28	6.57	0.76	8.32	0.87	313.46	1.12	15.72	144.63	13.34	158.86	17.40	0.48	2.57	35.56
Mid-West Companies(85)	10.37	10.53	0.79	7.60	6.72	0.60	5.33	1.03	123.52	1.20	12.56	121.62	13.04	128.62	16.21	0.72	2.62	32.43
New England Companies(7)	7.81	6.22	0.74	9.51	6.46	0.33	3.63	0.35	444.50	1.14	14.22	143.47	16.39	159.81	15.88	0.50	2.35	31.83
North-West Companies(8)	11.30	10.51	1.22	10.76	7.12	0.82	7.40	0.51	223.38	1.14	14.22	143.47	16.39	159.81	15.88	0.42	2.33	32.62
South-East Companies(14)	12.21	11.75	1.00	9.07	7.12	0.77	10.35	0.62	116.67	0.88	15.32	122.06	13.99	128.08	15.80	0.42	2.33	32.62
South-West Companies(4)	7.45	6.83	0.86	11.41	6.59	0.30	1.28	0.77	37.01	1.55	13.74	111.62	11.57	112.18	19.63	0.33	1.59	23.81
Western Companies (Excl. CA) (3)	10.45	10.34	0.36	2.32	6.76	0.77	10.35	0.77	37.01	1.55	13.74	111.62	11.57	112.18	19.63	0.44	2.26	31.88
Thrift Strategy(170)	10.30	9.81	0.87	8.95	6.76	0.69	6.85	0.77	165.49	1.05	15.15	131.87	13.32	140.69	17.23	0.44	2.26	31.88
Mortgage Banker Strategy(8)	6.91	5.69	0.87	12.38	8.11	0.54	7.95	0.66	201.16	1.18	10.75	142.57	10.04	180.31	14.82	0.29	1.27	10.98
Companies Issuing Dividends(160)	8.25	8.24	1.15	14.54	10.20	0.72	9.15	1.21	30.83	0.55	9.81	135.26	11.16	135.47	15.78	0.36	2.76	26.84
Companies Without Dividends(20)	10.24	9.71	0.91	9.44	6.94	0.72	7.23	0.74	169.85	1.00	14.88	132.26	13.27	142.42	17.29	0.48	2.45	33.99
Equity/Assets <6%(13)	8.91	8.55	0.52	6.71	6.11	0.40	4.03	0.97	125.18	1.50	14.94	133.95	11.84	143.51	14.06	0.00	0.00	0.00
Equity/Assets 6-12%(121)	5.20	4.71	0.62	11.48	6.91	0.25	3.76	0.86	96.78	1.30	13.90	141.17	7.32	154.90	15.92	0.26	1.29	20.10
Equity/Assets >12%(46)	8.69	8.12	0.92	10.45	7.45	0.70	8.01	0.78	170.97	1.07	13.64	138.37	12.13	150.50	16.17	0.46	2.22	28.72
Actively Traded Companies(13)	15.09	14.67	0.82	5.30	5.34	0.76	5.02	0.69	175.54	0.93	18.61	115.03	17.29	119.02	20.24	0.43	2.47	40.25
Market Value Below \$20 Million(21)	7.92	6.84	1.11	14.10	7.81	0.90	11.18	0.82	184.86	1.11	11.95	168.97	13.44	202.45	14.43	0.49	2.13	23.73
Assets Over \$1 Billion(54)	11.63	11.36	0.33	2.09	6.23	0.36	2.49	1.18	113.34	0.95	14.98	103.14	11.98	105.94	15.50	0.37	2.52	35.42
Holding Company Structure(178)	10.12	9.59	0.87	9.21	6.88	0.69	6.25	0.76	166.32	1.05	14.90	132.30	13.12	142.53	17.06	0.44	2.23	31.11
Assets \$500 Million-\$1 Billion(39)	8.25	7.48	1.08	13.11	7.42	0.78	9.25	0.59	202.83	1.28	13.64	161.76	13.60	180.75	15.90	0.40	1.79	22.81
Assets \$250-\$500 Million(40)	10.06	9.43	0.87	9.17	7.12	0.73	7.67	0.63	165.12	0.91	15.04	127.37	12.77	136.79	17.86	0.47	2.31	34.16
Assets less than \$250 Million(47)	10.06	9.43	0.87	9.17	7.12	0.73	7.67	0.63	165.12	0.91	15.04	127.37	12.77	136.79	17.86	0.47	2.31	34.16
Goodwill Companies(110)	12.38	12.19	0.61	4.87	5.97	0.54	4.25	0.99	107.44	0.94	16.11	110.51	13.54	112.27	17.57	0.42	2.50	35.46
Non-Goodwill Companies(69)	9.61	8.79	0.97	10.47	7.34	0.75	7.81	0.65	189.74	1.04	14.28	135.67	12.97	151.74	16.90	0.46	2.25	30.56
Acquirors of FSILIC Cases(6)	10.97	10.97	0.69	6.90	5.98	0.58	5.41	0.98	121.92	1.08	16.16	126.13	13.32	126.13	17.40	0.40	2.16	31.58
	8.60	8.24	0.89	10.62	6.19	0.68	7.54	1.54	61.15	1.04	11.15	149.25	12.88	158.17	16.93	0.43	1.84	14.36

(1) Average of high/low or bid/ask price per share.  
(2) Or since offering price if converted or first listed in 2001 or in the past 52 weeks. Percent change figures are actual year-to-date and are not annualized.  
(3) EPS (earnings per share) is based on actual trailing twelve month data and is not shown on a pro forma basis.  
(4) Excludes intangibles (such as goodwill, value of core deposits, etc.).  
(5) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month common earnings and average common equity and assets balances; ROI (return on investment) is current EPS divided by current price.  
(6) Annualized, based on last regular quarterly cash dividend announcement.  
(7) Indicated dividend as a percent of trailing twelve month earnings.  
(8) Excluded from averages due to actual or rumored acquisition activities or unusual operating characteristics.

\* All thrifts are SAIF insured unless otherwise noted with an asterisk. Parentheses following market averages indicate the number of institutions included in the respective averages. All figures have been adjusted for stock splits, stock dividends, and secondary offerings.

Source: Corporate reports and offering circulars for publicly traded companies, and RP Financial, L.C. calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.



RP FINANCIAL, LC.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2210  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit IV-1 (continued)  
Weekly Thrift Market Line - Part Two  
Prices As Of May 30, 2003

Financial Institution	Key Financial Ratios					Asset Quality Ratios				Pricing Ratios				Dividend Data (6)	
	Equity/ Assets (%)	Tang. Assets (%)	ROA(5) (%)	Reported Earnings ROE(5) (%)	Core Earnings ROA(5) (%)	NPAs Assets (%)	Revs/ Assets (%)	Revs/ Loans (%)	Price/ Earnings (X)	Price/ Book (X)	Price/ Tang. Book (X)	Price/ Core Earnings (X)	Ind. Div./ Share (\$)	Div. Yield (%)	Payout Ratio(7) (%)
<b>Market Averages. BIP-Insured Thrifts (no NHCs)</b>															
BIP-Insured Thrifts(31)	10.88	10.15	1.05	11.40	6.28	0.25	283.42	1.09	15.14	168.72	17.42	176.82	0.54	2.28	35.36
NYSE Traded Companies(4)	12.90	10.70	1.81	17.67	7.43	0.49	173.57	0.81	11.62	213.57	25.14	218.06	0.69	2.27	32.77
AMEX Traded Companies(4)	9.03	8.72	0.55	7.38	4.75	0.34	288.60	1.23	13.30	146.94	12.87	151.03	0.41	1.85	22.47
NASDAQ Listed OTC Companies(23)	10.85	10.31	1.01	11.00	6.35	0.20	314.43	1.11	15.82	164.53	16.84	175.89	0.54	2.37	37.08
Mid-Atlantic Companies(11)	10.89	9.42	1.44	15.67	7.12	1.01	10.74	0.91	14.34	203.60	20.53	216.37	0.59	2.21	32.17
New England Companies(16)	10.91	10.46	0.80	8.95	5.68	0.74	8.40	0.19	15.61	150.05	15.84	159.67	0.54	2.26	36.01
North-West Companies(3)	10.59	10.56	1.20	11.82	6.86	1.03	10.08	1.39	14.89	170.54	17.02	170.81	0.42	2.01	30.27
South-East Companies(2)	11.27	11.27	0.76	6.81	5.87	0.75	6.68	0.00	17.04	113.30	12.77	113.30	0.40	4.35	74.07
Thrift Strategy(28)	11.18	10.43	1.03	10.74	6.12	0.83	8.53	1.07	15.41	163.93	17.59	171.58	0.52	2.24	35.46
Mortgage Backed Strategy(1)	5.04	5.03	1.45	26.30	9.94	1.41	25.62	0.23	10.06	275.61	13.90	276.39	0.62	3.21	32.29
Diversified Strategy(2)	8.24	7.38	1.19	14.96	7.29	1.13	14.18	0.29	13.71	196.16	16.16	218.82	0.96	2.61	35.82
Companies Issuing Dividends(31)	10.88	10.15	1.05	11.40	6.28	0.86	9.29	280.52	13.09	168.72	17.42	176.82	0.54	2.28	35.36
Equity/Assets <6%(3)	5.60	5.26	1.07	17.00	7.98	0.90	15.34	1.21	13.09	209.84	11.56	218.82	0.48	2.19	27.55
Equity/Assets >12%(6)	20.49	19.82	1.02	6.06	4.31	0.84	9.54	1.46	14.51	172.35	15.30	181.05	0.63	2.13	34.41
Actively Traded Companies(6)	10.30	10.05	1.02	10.33	6.39	0.97	9.84	1.18	15.69	135.48	27.75	141.22	0.35	2.16	41.60
Holding Company Structure(28)	11.18	10.39	1.07	11.41	6.24	0.87	9.21	1.09	15.14	168.72	17.42	176.82	0.62	2.54	41.60
Assets Over \$1 Billion(15)	13.14	11.84	1.28	11.17	6.71	0.93	9.51	1.02	14.38	186.91	22.12	177.70	0.53	2.26	34.25
Assets \$500-\$1 Billion(6)	9.18	8.73	1.05	11.39	6.73	0.94	10.13	1.29	15.08	167.90	15.02	159.55	0.48	2.11	31.84
Assets \$250-\$500 Million(7)	8.19	8.05	0.79	10.04	6.55	0.71	8.98	1.13	15.93	147.12	11.72	149.55	0.48	2.04	33.11
Assets less than \$250 Million(3)	10.02	10.00	0.61	6.38	4.66	0.73	7.32	0.90	16.74	135.88	13.33	136.48	0.51	2.47	65.07
Goodwill Companies(23)	9.88	8.84	1.16	12.31	6.77	0.91	10.07	1.04	14.49	178.68	17.04	190.86	0.57	2.19	32.02
Non-Goodwill Companies(9)	13.85	13.85	0.82	7.69	5.04	0.76	7.34	1.19	16.97	143.98	18.99	143.98	0.45	2.40	43.02

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 (3) P/E (earnings per share) is based on actual trailing twelve month data and is not shown on a pro forma basis.  
 (4) Excludes intangibles (such as goodwill, value of core deposits, etc.).  
 (5) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month common earnings and average common equity and assets balances; ROI (return on investment) is current EPS divided by current price.  
 (6) Annualized, based on last regular quarterly cash dividend announcement.  
 (7) Indicated dividend as a percent of trailing twelve month earnings.  
 (8) Excluded from averages due to actual or rumored acquisition activities or unusual operating characteristics.

\* All thrifts are SAMP insured unless otherwise noted with an asterisk. Parentheses following market averages indicate the number of institutions included in the respective averages. All figures have been adjusted for stock splits, stock dividends, and secondary offerings.

Source: Corporate reports and offering circulars for publicly traded companies, and RP Financial, LC. calculations. The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

RP FINANCIAL, LC.  
Financial Services Industry Consultants  
1700 North Moore Street, Suite 2110  
Arlington, Virginia 22209  
(703) 528-1700

Exhibit IV-1 (continued)  
Weekly Thrift Market Line - Part Two  
Prices As Of May 30, 2003

Financial Institution	Key Financial Ratios				Asset Quality Ratios				Pricing Ratios				Dividend Data(6)		
	Equity/ Assets (%)	Tang. Assets (%)	ROA(5) (%)	ROE(5) (%)	ROA(5) (%)	ROE(5) (%)	NPAs/ Assets (%)	Revs/ Loans (%)	Price/ Earning (X)	Price/ Book (X)	Price/ Tang. Book (X)	Price/ Core Earnings (X)	Ind. Div./ Share (\$)	Divid. Yield (%)	Payout Ratio(7) (%)
Market Averages - MHC Institutions	13.10	12.31	0.72	6.11	2.96	0.67	5.59	1.16	24.63	206.04	26.58	229.25	0.53	2.42	47.93
SAIF-Insured Thrifts(15)	10.70	10.16	0.84	8.15	3.52	0.79	7.52	0.98	24.78	189.67	23.68	209.07	0.62	2.52	49.18
BIP-Insured Thrifts(5)	17.51	17.51	0.65	3.70	2.68	0.64	3.71	1.19	NM	138.20	23.96	138.20	0.23	1.88	44.44
AMEX Traded Companies(2)	11.88	10.98	0.76	7.00	3.15	0.70	6.38	1.10	24.68	210.43	26.04	235.58	0.59	2.51	48.88
NASDAQ Listed OTC Companies(18)	11.25	10.35	0.77	7.26	3.23	0.73	6.80	1.03	23.54	207.67	23.89	234.69	0.45	2.23	49.04
Mid-Atlantic Companies(13)	12.88	12.04	0.91	7.05	3.46	0.79	5.81	0.79	25.89	197.75	25.54	217.74	0.66	2.64	48.31
Mid-West Companies(4)	11.52	11.03	0.53	5.02	2.97	0.55	5.09	1.41	29.08	165.22	18.43	177.91	0.88	3.32	44.44
New England Companies(2)	27.30	27.30	0.28	1.05	0.45	0.22	0.83	2.74	NM	237.42	64.83	237.42	0.80	2.57	0.00
South-East Companies(1)	12.72	11.93	0.76	6.67	3.09	0.71	6.10	1.09	24.13	203.55	26.43	225.74	0.50	2.27	48.43
Thrift Strategy(19)	8.05	7.07	0.51	6.34	3.44	0.49	6.08	1.60	29.08	182.83	14.71	208.19	1.56	5.53	0.00
Diversified Strategy(1)	12.47	11.67	0.75	6.65	3.10	0.70	6.10	1.11	24.68	202.40	25.82	224.76	0.55	2.45	48.43
Companies Issuing Dividends(20)	9.31	8.29	0.77	8.06	3.58	0.68	7.11	1.01	24.07	211.63	21.02	243.54	0.59	2.43	45.02
Equity/Assets 6-12%(12)	17.90	17.47	0.72	4.23	2.30	0.73	4.37	1.29	29.54	187.90	34.04	195.26	0.49	2.43	45.02
Equity/Assets >12%(8)	11.81	11.10	0.79	7.04	3.23	0.72	6.33	0.94	23.35	203.52	24.34	225.31	0.49	2.31	49.24
Holding Company Structure(17)	9.88	8.62	0.94	9.57	3.99	0.90	9.06	0.94	25.58	207.46	22.43	245.03	0.65	2.42	41.06
Assets Over \$1 Billion(7)	16.54	16.39	0.43	3.37	1.82	0.40	3.13	1.50	NM	197.87	34.07	202.33	0.50	2.25	44.44
Assets \$500 Million-\$1 Billion(3)	10.09	8.93	0.62	5.96	2.82	0.51	4.81	1.29	21.10	226.53	23.64	259.05	0.41	1.85	56.80
Assets \$250-\$500 Million(6)	16.94	16.91	0.82	4.86	2.88	0.80	4.76	0.90	21.94	168.05	28.27	168.33	0.61	3.37	64.15
Assets less than \$250 Million(4)	10.43	8.91	0.77	7.42	3.60	0.71	6.65	1.09	25.18	199.28	20.78	239.54	0.59	2.63	46.76
Goodwill Companies(11)	14.74	14.74	0.73	5.80	2.55	0.69	5.49	1.14	23.68	206.30	31.42	206.30	0.51	2.24	50.94
Non-Goodwill Companies(9)	12.47	11.67	0.75	6.65	3.10	0.70	6.10	1.11	24.68	202.40	25.82	224.76	0.55	2.45	48.43

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(3) EPS (earnings per share) is based on actual trailing twelve month data and is not shown on a pro forma basis.  
(4) Excludes intangibles (such as goodwill, value of core deposits, etc.).  
(5) ROA (return on assets) and ROE (return on equity) are indicated ratios based on trailing twelve month common equity and average common equity and assets balances; ROI (return on investment) is current EPS divided by current price.  
(6) Annualized, based on last regular quarterly cash dividend announcement.  
(7) Indicated dividend as a percent of trailing twelve month earnings.  
(8) Excluded from averages due to actual or rumored acquisition activities or unusual operating characteristics.

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Source: Corporate reports and offering circulars for publicly traded companies, and RP Financial, LC. calculations.  
The information provided in this report has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.







Exhibit IV-1 (continued)  
Weekly Thrift Market Line - Part Two  
Prices As Of May 30, 2003

Financial Institution	Key Financial Ratios				Asset Quality Ratios				Pricing Ratios				Dividend Data(6)			
	Equity/ Assets (%)	Tang. Assets (%)	Reported Earnings ROA(5) (%)	ROE(5) (%)	Core Earnings ROA(5) (%)	ROE(5) (%)	NPAs Assets (%)	Resvs/ NPAs (%)	Resvs/ Loans (%)	Price/ Earning Book (x)	Price/ Assets Book (x)	Price/ Tang. Book (x)	Price/ Core Earnings Book (x)	Ind. Div. Share (\$)	Div. Yield (%)	Payout Ratio(7) (%)
NASDAQ Listed OTC Companies (continued)																
PULB Pulaaki Fin Co of St. Louis MO	7.85	7.85	1.29	16.44	8.70	3.03	0.76	99.39	1.34	11.50	189.37	14.86	189.37	0.36	1.52	17.48
QCEC Quaker City Bancorp, Inc of CA	8.60	8.57	1.52	17.80	9.38	1.44	0.25	297.97	0.91	10.66	182.08	15.65	182.68	0.00	0.00	0.00
RVRV River Valley Bancorp of IN	9.05	1.21	1.21	13.23	9.10	5.98	NA	NA	1.26	10.99	136.49	12.36	136.70	0.00	2.82	30.96
RWSB Riverway Bancorp, Inc. of WA	12.99	12.89	1.07	8.12	5.71	1.16	0.18	366.18	0.90	17.50	139.89	18.17	140.90	0.50	2.86	50.00
ROME Romsa Banc of NY (41.6)*	14.14	14.14	1.02	7.08	2.76	6.76	0.43	154.87	0.90	10.06	275.61	13.90	276.39	0.44	1.36	49.44
ROML Royal Bancorp, Inc. of NY*	5.04	1.45	26.30	9.94	1.41	25.62	0.23	176.62	1.35	12.81	152.34	22.41	171.90	0.62	3.21	32.29
SCFS Seacoast Fin Serv Corp of MA*	8.18	7.25	0.97	11.88	7.94	11.96	0.50	184.11	1.13	12.81	152.34	22.41	171.90	0.48	2.36	30.19
SFBI Security Financial Bcrp of IN(8)	18.32	18.32	-0.21	-1.11	-0.92	-0.03	0.86	80.50	1.48	9.70	204.03	18.79	205.53	0.00	0.00	0.00
SFVI Severn Bancorp Inc of MD	9.21	9.14	2.22	22.82	10.31	1.90	0.26	329.14	0.97	9.70	204.03	18.79	205.53	0.32	1.43	13.91
SEBO Skibo Fin Corp MHC of PA(39-8)	14.95	14.95	0.33	1.43	0.79	1.43	NA	NA	1.06	11.52	143.71	11.71	154.68	0.48	3.43	13.91
SOBI Sobieski Bancorp of S. Bend IN	7.31	7.31	-2.50	-32.46	NA	-2.10	0.06	508.39	0.56	21.53	132.57	23.88	148.00	0.34	2.62	13.91
SFFS Sound Fed Bancorp Inc of NY	18.01	11.27	1.11	6.16	4.64	1.11	0.06	508.39	0.56	17.04	113.30	12.77	113.30	0.20	1.50	32.26
SFFC South Street Fin. Corp. of NC*	11.27	7.79	0.76	6.81	5.87	0.75	0.14	452.93	0.79	10.56	112.85	10.06	129.22	0.40	4.35	74.07
SMBC Southern Missouri Bancorp of MO	8.92	7.57	1.03	13.09	8.68	10.87	0.30	204.25	1.16	11.52	143.71	11.71	154.68	0.56	2.29	24.14
STFR St. Francis Cap. Corp. of WI(8)	8.15	7.57	1.03	13.09	8.68	10.87	0.30	204.25	1.16	11.52	143.71	11.71	154.68	0.80	2.80	32.26
SFFC StateFed Financial Corp. of IA	14.12	14.12	0.19	1.35	1.28	0.16	1.08	NA	NA	11.52	143.71	11.71	154.68	0.80	2.80	32.26
STSA Sterling Financial Corp of WA	6.31	5.05	0.83	13.87	7.89	0.81	0.74	108.44	1.19	12.67	145.78	9.20	182.11	0.40	3.41	13.91
STBI Sturgis Bancorp of MI	9.54	7.77	0.98	10.40	9.16	3.94	1.77	39.13	0.98	10.91	112.51	10.73	138.08	0.00	0.00	0.00
SUPI Superior Financial Corp of AR(8)	7.61	4.39	0.91	12.35	8.26	0.88	0.46	169.06	1.30	12.11	146.33	11.14	253.51	0.36	3.20	34.95
THRD TF Fin. Corp. of Newtown PA	8.75	8.07	0.62	7.35	5.41	0.47	0.58	49.00	0.55	18.48	132.55	11.59	143.60	0.50	2.13	25.77
THTL Thistle Group Holdings of PA	9.42	8.48	0.60	6.17	5.98	5.70	0.30	105.67	0.83	16.73	104.10	9.81	115.65	0.60	1.97	36.36
TONE TierOne Corporation of NE	16.14	16.14	0.79	4.74	3.40	4.74	0.34	243.62	0.95	29.38	137.96	22.26	137.96	0.16	2.37	39.56
TBRK Timberland Bancorp, Inc. of WA	17.39	17.39	1.71	9.69	8.03	1.50	0.99	89.95	1.25	12.45	118.74	20.65	118.74	0.00	0.00	0.00
TRYP Troy Financial Corp. of Troy NY	12.59	10.05	1.13	8.53	5.35	1.11	0.23	519.28	1.87	18.69	163.55	20.59	204.84	0.48	2.27	28.24
TRST TrustCo Bank Corp of NY	8.57	8.55	1.94	22.68	6.20	1.64	19.17	NA	1.79	16.14	NA	31.39	NA	0.64	2.36	44.14
UCBS Union Community Bancorp of IN	13.36	12.35	1.02	7.37	7.26	1.02	1.08	34.78	0.50	13.78	102.73	13.73	111.15	0.60	5.24	48.78
UFBS Union Fin Bancshares Inc of SC	8.10	6.56	0.56	6.68	5.69	0.51	0.70	67.82	1.05	17.58	112.52	9.12	139.01	0.40	2.50	43.96
UCFC United Community Fin. of OH	13.55	11.63	1.09	8.06	6.89	0.80	0.90	87.33	1.04	14.51	116.43	15.78	135.61	0.30	3.28	47.62
UPFC United PanAm Fin. Corp of CA	7.81	7.81	1.50	16.17	8.99	1.52	16.36	0.07	NA	11.13	164.63	12.85	164.63	0.00	0.00	0.00
UTBI United Tenn. Bancshares of TN	14.39	13.63	1.64	11.66	10.00	1.61	0.40	186.00	1.07	10.00	111.39	16.02	117.50	0.00	0.00	0.00
WFSF WSFS Financial Corp. of DR(8)*	10.18	10.18	7.26	NA	47.74	42.21	0.41	274.71	1.89	2.09	145.42	14.80	145.42	0.30	2.34	23.10
WVFC WVS Financial Corp. of PA	8.18	8.18	0.93	12.09	7.62	11.92	1.14	63.98	2.43	13.12	158.80	12.89	158.80	0.31	0.55	11.14
WGBI Warwick Community Bancorp of NY*	9.32	9.02	1.16	11.50	6.58	1.15	1.15	186.72	1.16	15.20	180.56	16.83	186.72	0.64	3.46	45.35
WFSL Washington Federal, Inc. of WA	13.51	13.03	2.04	15.52	9.03	2.01	15.30	NA	0.52	11.08	163.42	22.13	171.59	0.64	1.99	30.30
WAYN Wayne Savings Bancorp of OH	12.30	12.30	0.86	5.01	4.07	0.56	4.56	NA	NA	24.57	123.08	15.13	123.08	0.84	3.59	39.62
WCFB Waypoint Financial Corp of PA	7.54	7.33	0.86	10.24	7.70	0.68	0.34	148.58	1.18	7.85	107.14	10.91	148.58	0.43	2.35	30.56
WCFB West City Fed MHC of IA (38.5)	21.23	21.11	1.37	6.33	3.33	6.33	0.23	149.19	0.52	12.99	144.70	19.77	188.40	0.80	4.49	15.69
WFPC West Penn. Corp. of Wells MN	11.43	11.43	1.49	13.30	12.75	6.65	0.57	71.20	0.67	17.15	330.54	44.62	348.96	0.80	3.42	26.85
WFBK West Essex Bp MHC of NJ (40.1) (8)	13.50	12.79	0.30	2.29	0.68	0.41	3.05	NA	1.07	17.15	330.54	44.62	348.96	0.56	1.60	13.91
WOPC Western Ohio Fin. Corp. of OH	12.34	12.34	0.72	5.87	5.83	4.60	0.48	110.75	0.67	24.67	141.74	21.58	142.90	1.00	4.08	69.93
WGBK Willow Grove Bancorp of PA	15.23	15.10	0.92	6.41	4.05	0.82	0.49	125.94	1.09	24.67	141.74	21.58	142.90	0.32	2.03	50.00

EXHIBIT IV-2  
Historical Stock Price Indices

Exhibit IV-2  
Historical Stock Price Indices(1)

<u>Year/Qtr. Ended</u>	<u>DJIA</u>	<u>S&amp;P 500</u>	<u>NASDAQ Composite</u>	<u>SNL Thrift Index</u>	<u>SNL Bank Index</u>
1995: Quarter 1	4157.7	500.7	817.2	278.4	152.1
Quarter 2	4556.1	544.8	933.5	313.5	171.7
Quarter 3	4789.1	584.4	1,043.5	362.3	195.3
Quarter 4	5117.1	615.9	1,052.1	376.5	207.6
1996: Quarter 1	5587.1	645.5	1,101.4	382.1	225.1
Quarter 2	5654.6	670.6	1,185.0	387.2	224.7
Quarter 3	5882.2	687.3	1,226.9	429.3	249.2
Quarter 4	6442.5	737.0	1,280.7	483.6	280.1
1997: Quarter 1	6583.5	757.1	1,221.7	527.7	292.5
Quarter 2	7672.8	885.1	1,442.1	624.5	333.3
Quarter 3	7945.3	947.3	1,685.7	737.5	381.7
Quarter 4	7908.3	970.4	1,570.4	814.1	414.9
1998: Quarter 1	8799.8	1101.8	1,835.7	869.3	456.1
Quarter 2	8952.0	1133.8	1,894.7	833.5	457.7
Quarter 3	7842.6	1017.0	1,693.8	651.3	363.5
Quarter 4	9181.4	1229.2	2,192.7	705.9	439.6
1999: Quarter 1	9786.2	1286.4	2,461.4	707.6	448.4
Quarter 2	10970.8	1372.7	2,686.1	695.6	479.3
Quarter 3	10337.0	1282.7	2,746.2	609.1	409.9
Quarter 4	11497.1	1469.3	4,069.3	562.4	416.7
2000: Quarter 1	10921.9	1498.6	4,572.8	545.6	421.2
Quarter 2	10447.9	1454.6	3,966.1	567.8	387.4
Quarter 3	10650.9	1436.5	3,672.8	718.3	464.6
Quarter 4	10786.9	1320.3	2,470.5	874.3	479.4
2001: Quarter 1	9878.8	1160.3	1,840.3	885.2	459.2
Quarter 2	10502.4	1224.4	2,160.5	964.5	493.7
Quarter 3	8847.6	1040.9	1,498.8	953.9	436.6
Quarter 4	10021.5	1148.1	1,950.4	918.2	473.7
2002: Quarter 1	10403.9	1147.4	1,845.4	1006.7	498.3
Quarter 2	9243.3	989.8	1,463.2	1121.4	468.9
Quarter 3	7591.9	815.3	1,172.1	984.3	396.8
Quarter 4	8341.6	879.8	1,335.5	1073.2	419.1
2003: Quarter 1	7992.1	848.2	1,341.2	1096.2	401.0
30-May-03	8850.3	963.6	1,595.9	1249.6	467.2

(1) End of period data.



EXHIBIT IV-3  
Historical Thrift Stock Indices

# THRIFTINVESTOR

## <Index Values>

	Index Values				Price Appreciation (%)		
	04/30/03	03/31/03	12/31/02	04/30/02	1 Month	YTD	LTM
All Pub. Traded Thrifts	1,193.6	1,096.2	1,073.2	1,117.8	8.89	11.22	6.78
MHC Index	1,891.0	1,740.7	1,625.2	1,538.1	8.63	16.35	22.94
<b>Insurance Indexes</b>							
SAIF Thrifts	1,151.9	1,076.2	1,053.9	1,080.8	7.03	9.30	6.58
BIF Thrifts	1,419.7	1,291.7	1,264.5	1,326.7	9.91	12.28	7.01
<b>Stock Exchange Indexes</b>							
AMEX Thrifts	386.2	357.5	350.1	318.8	8.04	10.31	21.12
NYSE Thrifts	779.2	706.0	698.1	745.9	10.36	11.62	4.46
OTC Thrifts	1,371.3	1,291.0	1,240.5	1,244.7	6.22	10.54	10.17
<b>Geographic Indexes</b>							
Mid-Atlantic Thrifts	2,703.3	2,484.6	2,438.7	2,529.5	8.80	10.85	6.87
Midwestern Thrifts	2,661.0	2,518.5	2,421.5	2,422.0	5.66	9.89	9.87
New England Thrifts	1,006.9	944.5	935.2	939.6	6.61	7.68	7.16
Southeastern Thrifts	1,102.9	1,013.6	983.7	1,081.5	8.81	12.12	1.98
Southwestern Thrifts	921.0	911.0	922.8	874.8	1.10	-0.20	5.29
Western Thrifts	1,149.4	1,044.9	1,024.0	1,078.4	10.00	12.25	6.58
<b>Asset Size Indexes</b>							
Less than \$250M	1,090.2	1,072.5	1,012.4	930.2	1.65	7.69	17.20
\$250M to \$500M	2,729.4	2,620.7	2,405.9	2,156.5	4.15	13.45	26.57
\$500M to \$1B	1,418.0	1,336.4	1,264.6	1,138.6	6.11	12.13	24.54
\$1B to \$5B	1,679.5	1,567.3	1,521.8	1,488.2	7.16	10.36	12.85
Over \$5B	718.2	654.7	645.1	689.2	9.70	11.33	4.21
<b>Pink Indexes</b>							
Pink Thrifts	302.3	294.5	268.4	251.0	2.64	12.61	20.43
Less than \$75M	343.1	341.6	319.6	272.4	0.43	7.38	25.95
Over \$75M	308.6	300.2	272.8	259.1	2.81	13.12	19.09
<b>Comparative Indexes</b>							
Dow Jones Industrials	8,480.1	7,992.1	8,341.6	9,946.2	6.11	1.66	-14.74
S&P 500	916.9	848.2	879.8	1,076.9	8.10	4.22	-14.86

All SNL indexes are market-value weighted; i.e., an institution's effect on an index is proportionate to that institution's market capitalization. All SNL thrift indexes, except for the SNL MHC Index, began at 100 on March 30, 1984. The SNL MHC Index began at 201.082 on Dec. 31, 1992, the level of the SNL Thrift Index on that date. On March 30, 1984, the S&P 500 closed at 159.2 and the Dow Jones Industrials stood at 1,164.9.

Mid-Atlantic: DE, DC, MD, NJ, NY, PA, PR; Midwest: IA, IL, IN, KS, KY, MI, MN, MO, ND, NE, OH, SD, WI;  
 New England: CT, MA, ME, NH, RI, VT; Southeast: AL, AR, FL, GA, MS, NC, SC, TN, VA, WV;  
 Southwest: CO, LA, NM, OK, TX, UT; West: AZ, AK, CA, HI, ID, MT, NV, OR, WA, WY

**EXHIBIT IV-4**  
**Market Area Acquisition Activity**

**Exhibit IV-4  
Pennsylvania Thrift Acquisitions 2001-Present**

Date Close	Date Announce	Buyer	Buyer State	Seller	Seller SI	Bank/Thrift	Seller Financial Data at Announcement										Deal Characteristics				
							Assets (\$000)	Equity/Assets (%)	TTM ROAA (%)	TTM ROAE (%)	NPAs/Assets (%)	Reserve Coverage (%)	Deal Value (\$M)	Price/Share (\$)	Form	Book In Book (%)	Price/In Book (%)	TTM EPS (x)	Price/Assets (%)	Tg Bk Premi/ Core Deps (%)	
03/12/2003	Pending	Northwest Bancorp Inc. (MHC)	PA	First Bell Bancorp, Inc.	PA	Thrift	892,885	8.25	0.98	11.88	0.20	51.22	120.0	26.25	Cash	161.54	161.54	13.00	13.44	8.94	
02/14/2003	Pending	Advance Bank	MD	Berean Bank	PA	Thrift	52,793	4.24	-0.49	-11.19	2.59	24.82	NA	NA	NA	NA	NA	NA	NA	NA	NA
12/20/2002	04/25/2003	Sun Bancorp Inc.	PA	Steelton Bancorp, Inc.	PA	Thrift	57,192	10.26	0.21	2.09	0.93	31.66	7.2	22.04	Cash	112.79	112.79	45.92	12.59	4.53	
09/12/2002	03/28/2003	Laurel Capital Group Inc.	PA	SFSB Holding Company	PA	Thrift	53,457	13.28	0.25	1.78	0.76	46.81	9.9	19.05	Cash	132.66	132.66	NM	18.55	7.20	
09/30/2002	01/17/2003	Royal Bank of Scotland Group	PA	Commonwealth Bancorp, Inc.	PA	Thrift	1,763,820	8.18	1.07	12.71	0.63	173.99	494.5	46.50	Cash	314.61	372.89	26.88	28.04	26.03	
03/11/2002	10/31/2002	Berkshire Financial Holdings	PA	USABancShares.com, Inc.	PA	Thrift	283,249	1.06	-2.31	-160.04	0.54	135.63	3.4	0.60	Cash	111.11	113.21	NM	1.21	0.31	
02/07/2002	09/13/2002	Northwest Financial Holdings	PA	Prestige Bancorp, Inc.	PA	Thrift	197,845	6.11	0.23	3.82	3.46	50.75	14.7	13.75	Cash	120.61	120.61	NM	7.43	2.30	
10/10/2001	02/22/2002	Northwest Bancorp Inc. (MHC)	PA	Camegie Financial Corporation	PA	Thrift	27,274	10.62	0.61	5.73	0.27	272.00	3.4	14.75	Mixed	114.52	114.52	26.82	12.52	3.07	
05/16/2001	10/01/2001	ESB Financial Corp.	PA	WSB Holding Company	PA	Thrift	40,965	12.15	0.27	2.25	0.76	49.84	5.1	17.10	Mixed	104.01	104.01	22.21	12.57	0.51	
						Average:	374,367	8.24	0.09	-14.55	1.13	92.97	82.3	19.11		146.46	154.03	26.97	13.29	6.61	
						Median:	57,192	8.25	0.25	2.25	0.76	50.75	8.6	17.10		117.57	117.57	36.40	12.58	3.80	

EXHIBIT IV-5  
Keystone Savings Bank  
Director and Senior Management Summary Resumes

Keystone Savings Bank  
 Director and Senior Management Summary Resumes

The following table sets forth certain information regarding KNBT Bancorp's current directors, all of whom are also trustees of Keystone. Ages are reflected as of March 31, 2003.

Name	Age	Principal Occupation During the Past Five Years	Year Term Expires
Jeffrey P. Feather	60	Chairman and Chief Executive Officer, SunGard Pentamation, Inc., Bethlehem, Pennsylvania; serves as Chairman of the Board of KNBT Bancorp and Keystone.	2006
Michael J. Gausling	45	President and Chief Executive Officer, OraSure Technologies, Inc. since 2002; previously, President and Chief Operating Officer since September 2002; and prior thereto, Chairman, President and Chief Executive Officer of STC Technologies, Inc.	2006
Donna D. Holton	57	President and Chief Operating Officer, Turn of the Century Solutions, Inc.	2006
John A. Mountain	75	Retired Chief Financial Officer, Air Products & Chemicals, Inc.	2005
R. Chadwick Paul, Jr.	49	Chief Executive Officer, Ben Franklin Technology Partners, Northeastern Pennsylvania since 2002; prior thereto, Vice President of Nextlink from 1997 to 2000.	2004
Robert R. Scholl	74	Financial Consultant, Prudential Financial, Inc.	2005
Kenneth R. Smith	63	Vice President, Lehigh University, Bethlehem, Pennsylvania; previously director of community and regional affairs.	2004
R. Charles Stehly	46	Director of Business Relations, Corporate Environments Group.	2004
Richard L. Strain	73	Retired President, Bethlehem Area Chamber of Commerce.	2005

Keystone Savings Bank  
 Director and Senior Management Summary Resumes(continued)

Upon consummation of the merger, Messrs. Fainor, Martin, Mulholland, Peischl and Stevens and Ms. Thulin will be appointed as directors of KNBT and of Keystone. Set forth in the table below is certain biographical information with respect to such persons. Ages are reflected as of March 31, 2003.

Name	Age	Principal Occupation During the Past Five Years	Year Term Expires
Scott V. Fainor	41	President and Chief Executive Officer of First Colonial and Nazareth National Bank since January 2002; previously served as Executive Vice President of First Union from 2001 until January 2002 and President of the Lehigh Valley/Northeastern Pennsylvania Region, First Union from 1997 to December 2000.	2004
Christian F. Martin	46	Chairman and Chief Executive Officer of C.F. Martin & Co., Inc., Nazareth Pennsylvania, a guitar manufacturer, since 1975.	2004
Daniel B. Mulholland	50	Consultant for and formerly President of Mallinckrodt Baker, Inc., Phillipsberg, New Jersey, a chemical manufacturer, since 1974.	2005
Charles J. Peischl	58	Partner in the law firm Peters, Moritz, Peischl, Zulick & Landers, Nazareth, Pennsylvania.	2005
Richard Stevens, III	70	Prior to his retirement, served as Division Manager of Marketing for Computer Aid, Inc., Allentown, Pennsylvania; currently serves as Chairman of the Board of First Colonial and Nazareth National Bank.	2006
Maria Zumas Thulin	49	Executive President of Arcadia Development Corporation, Bethlehem, Pennsylvania, a real estate development and management company.	2006

Keystone Savings Bank  
Director and Senior Management Summary Resumes(continued)

**Executive Officers Who Are Not Directors.** The following individual currently serves as KNBT Bancorp's executive officer and also serves as an executive officer of Keystone but does not serve on KNBT Bancorp's board of directors or the board of trustees of Keystone. Age is as of March 31, 2003.

Name	Age	Principal Occupation During the Past Five Years
Eugene T. Sobol	58	Senior Executive Vice President and Chief Operating Officer of KNBT Bancorp since 2003; Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer of Keystone since February 2003; prior thereto, Executive Vice President, Chief Financial Officer and Treasurer.

In connection with the consummation of the merger, Mr. Fainor, currently President of First Colonial and Nazareth National Bank, will be elected as KNBT Bancorp's President and Chief Executive Officer and Mr. Reid Heeren, currently Treasurer and Vice President of First Colonial, as Executive Vice President and Chief Financial Officer. In accordance with KNBT Bancorp's Bylaws, KNBT Bancorp's executive officers are elected annually and hold office until their respective successors have been elected and qualified or until death, resignation or removal by the board of directors.

**Management of Keystone after the Merger**

All of KNBT Bancorp's executive officers will also serve as executive officers of Keystone. In addition, in connection with the completion of the merger, Messrs. Scott V. Fainor and Reid L. Heeren, currently executive officers of First Colonial and Nazareth National Bank, will be appointed President and Chief Executive Officer and Executive Vice President-Chief Financial Officer, respectively, of Keystone. Set forth below is information with respect to Mr. Heeren's principal occupations during the past five years. For information regarding Mr. Fainor, see "- Management of KNBT Bancorp - Board of Directors."

*Reid L. Heeren.* Mr. Heeren, age 62 years (as of March 31, 2003), currently serves as Treasurer and Vice President of First Colonial, since January 1987 and April 1985, respectively. Mr. Heeren also has served as Executive Vice President and Chief Financial Officer of Nazareth National Bank, since August 1997.

Source: Keystone Savings' prospectus.



EXHIBIT IV-6  
Keystone Savings Bank  
Pro Forma Regulatory Capital Ratios

**EXHIBIT IV-6**  
**Pro Forma Regulatory Capital Ratios**

Pro Forma at March 31, 2003 Based on

	KNBT Bancorp and Keystone Historical at March 31, 2003		First Colonial and Nazareth National Bank Historical at March 31, 2003		Pro Forma Combined Historical at March 31, 2003		Shares Sold at \$10.00 Per Share		Shares Sold at \$10.00 Per Share		Shares Sold at \$10.00 Per Share					
	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)				
	(Dollars in Thousands)															
<b>Capital at Holding Company Level:</b>																
GAAP capital	\$	—%	\$	40,488	\$	201,215	\$	312,447	\$	333,078	\$	353,709	\$	371,434	\$	20,04%
Tier 1 leverage capital:																
Actual	\$	—%	\$	52,230	\$	103,803	\$	215,035	\$	235,666	\$	256,297	\$	280,022	\$	15,58%
Requirement	\$	—%	\$	24,350	\$	64,864	\$	69,313	\$	70,138	\$	70,964	\$	71,913	\$	4,00%
Excess	\$	—%	\$	27,880	\$	38,939	\$	145,721	\$	165,528	\$	185,333	\$	208,109	\$	11,58%
Tier 1 risk-based capital:																
Actual	\$	—%	\$	52,230	\$	103,803	\$	215,035	\$	235,666	\$	256,297	\$	280,022	\$	29,96%
Requirement	\$	—%	\$	12,293	\$	35,977	\$	36,867	\$	37,032	\$	37,197	\$	37,387	\$	4,00%
Excess	\$	—%	\$	39,937	\$	67,826	\$	178,167	\$	198,634	\$	219,099	\$	242,635	\$	25,96%
Total risk-based capital:																
Actual	\$	—%	\$	57,284	\$	110,604	\$	221,836	\$	242,467	\$	263,098	\$	286,823	\$	30,69%
Requirement	\$	—%	\$	24,585	\$	71,955	\$	73,734	\$	74,064	\$	74,395	\$	74,774	\$	8,00%
Excess	\$	—%	\$	32,699	\$	38,649	\$	148,101	\$	168,403	\$	188,703	\$	212,049	\$	22,69%
Capital at Bank Level:																
GAAP capital	\$	11,0%	\$	40,488	\$	205,367	\$	265,050	\$	276,402	\$	287,752	\$	300,805	\$	16,73%
Tier 1 leverage capital:																
Actual	\$	10,8%	\$	43,214	\$	103,803	\$	163,486	\$	174,838	\$	186,188	\$	199,241	\$	11,64%
Requirement	\$	4,0%	\$	24,142	\$	64,656	\$	67,043	\$	67,498	\$	67,952	\$	68,474	\$	4,00%
Excess	\$	6,8%	\$	19,072	\$	39,147	\$	96,443	\$	107,340	\$	118,237	\$	130,768	\$	7,64%
Tier 1 risk-based capital:																
Actual	\$	18,4%	\$	43,214	\$	103,803	\$	163,486	\$	174,838	\$	186,188	\$	199,241	\$	21,81%
Requirement	\$	4,0%	\$	12,112	\$	35,776	\$	36,254	\$	36,344	\$	36,435	\$	36,540	\$	4,00%
Excess	\$	14,4%	\$	31,102	\$	68,027	\$	127,233	\$	138,493	\$	149,753	\$	162,702	\$	17,81%
Total risk-based capital:																
Actual	\$	18,9%	\$	47,326	\$	110,604	\$	170,287	\$	181,639	\$	192,989	\$	206,042	\$	22,56%
Requirement	\$	8,0%	\$	24,233	\$	71,552	\$	72,507	\$	72,689	\$	72,870	\$	73,079	\$	8,00%
Excess	\$	10,9%	\$	23,103	\$	39,052	\$	97,780	\$	108,950	\$	120,119	\$	132,963	\$	14,56%

(1) Adjusted total or adjusted risk-weighted assets, as appropriate.

Source: Keystone Savings' prospectus.

EXHIBIT IV-7  
Keystone Savings Bank  
Pro Forma Analysis Sheet

EXHIBIT IV-7  
PRO FORMA ANALYSIS SHEET  
Keystone Savings Bank  
Prices as of May 30, 2003

Price Multiple	Symbol	Subject (1)	Peer Group		Pennsylvania Companies		All Publicly-Traded	
			Mean	Median	Mean	Median	Mean	Median
Price-earnings ratio	P/E	15.42 x	17.72	16.73	16.83	16.49	15.38	14.29
Price-core earnings ratio	P/Core	18.34 x	21.33	20.17	18.65	18.12	17.33	16.24
Price-book ratio	= P/B	74.41%	123.01	123.94	132.92	134.39	143.34	132.73
Price-tangible book ratio	= P/TB	87.07%	128.76	126.50	148.15	143.60	154.09	140.90
Price-assets ratio	= P/A	13.45%	13.98	14.10	10.98	10.54	14.84	13.13

Valuation Parameters

Pre-Conversion Earnings (Y)	\$14,116,000	ESOP Stock Purchases (E)	8.00% (6)
Pre-Conversion Book Value (B)(2)	\$197,612,000	Cost of ESOP Borrowings (S)	0.00% (5)
Pre-Conv. Tang. Book Val. (B)(2)	\$149,169,000	ESOP Amortization (T)	15.00 years(6)
Pre-Conversion Assets (A)(2)	\$1,706,911,000	RRP Amount (M)	4.00%
Reinvestment Rate (3)(R)	4.09%	RRP Vesting (N)	5.00 years (6)
Est. Conversion Expenses (4)(X)	2.28%	Shares Issued to FTCC	8,287,486
Tax rate (TAX)	37.00%	Percent of Total Shares (A)	33.44%
		Foundation (F)	8.00%
		Tax Benefit (Z)	4,521,400
		Percentage Sold (PCT)	100.00%

Calculation of Pro Forma Value After Conversion

$$1. V = \frac{P/E * (Y)}{1 - P/E * PCT * ((1-X-E-M-F-A)*R*(1-TAX) - (1-TAX)*E/T - (1-TAX)*M/N)} \quad V = \$247,844,860$$

$$2. V = \frac{P/B * (B+Z)}{1 - P/B * PCT * (1-X-E-M-F-A)} \quad V = \$247,844,860$$

$$3. V = \frac{P/A * (A+Z)}{1 - P/A * PCT * (1-X-E-M-F-A)} \quad V = \$247,844,860$$

Conclusion	Shares Sold to		Price Per Share	Gross Offering Proceeds	Shares Issued To		Total Shares Issued	Aggregate Market Value of Stock Issued
	Public	Share			Foundation	FTCC		
Supermaximum	20,201,188	10.00	\$202,011,880	1,616,095	8,287,486	30,104,769	\$ 301,047,690	
Maximum	17,566,250	10.00	175,662,500	1,405,300	8,287,486	27,259,036	272,590,360	
Midpoint	15,275,000	10.00	152,750,000	1,222,000	8,287,486	24,784,486	247,844,860	
Minimum	12,983,750	10.00	129,837,500	1,038,700	8,287,486	22,309,936	223,099,360	

- (1) Pricing ratios shown reflect the midpoint value.
- (2) Includes deduction of \$3.6 million of non-recurring merger expenses, net of taxes.
- (3) Net return reflects a reinvestment rate of 4.09% and a tax rate of 37.00%.
- (4) Offering expenses shown at estimated midpoint value.
- (5) No cost is applicable since holding company will fund the ESOP loan.
- (6) It has been assumed that the ESOP amortizes over 15 years, but no final determination has been made. The RRP amortizes over 5 years. Both the ESOP and RRP expenses are taxed effected at a 37.00% tax rate.

EXHIBIT IV-8  
Keystone Savings Bank  
Pro Forma Effect of Conversion Proceeds

Exhibit IV-8  
PRO FORMA EFFECT OF CONVERSION PROCEEDS  
Keystone Savings Bank  
At the Minimum

1.	Offering Proceeds	\$129,837,500
	Less: Estimated Offering Expenses	<u>3,264,505</u>
	Net Conversion Proceeds	\$126,572,995

2. Estimated Additional Income from Conversion Proceeds

Net Conversion Proceeds		\$126,572,995
Less: Non-recurring merger expenses		5,073,000
Less: Non-Cash Stock Purchases (1)		<u>15,580,500</u>
Net Proceeds Reinvested		\$105,919,495
Estimated net incremental rate of return		2.58%
Earnings Increase		\$2,729,228
Less: Estimated cost of ESOP borrowings (2)		0
Less: Amortization of ESOP borrowings (3)		436,254
Less: Recognition Plan Vesting (4)		<u>654,381</u>
Net Earnings Increase		\$1,638,593

3. Pro Forma Earnings	<u>Before Conversion</u>	<u>Net Earnings Increase</u>	<u>After Conversion</u>
12 Months ended March 31, 2003 (reported)	\$14,116,000	\$1,638,593	\$15,754,593
12 Months ended March 31, 2003 (core)	\$11,556,000	\$1,638,593	\$13,194,593

4. Pro Forma Net Worth	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
March 31, 2003	\$197,612,000	\$110,992,495	\$3,843,190	\$312,447,685
March 31, 2003(Tangible)	\$149,169,000	\$110,992,495	\$3,843,190	\$264,004,685

5. Pro Forma Assets	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
March 31, 2003	\$1,706,911,000	\$110,992,495	\$3,843,190	\$1,821,746,685

(1) Includes ESOP and RRP stock purchases equal to 8.0% and 4.0% of the offering, respectively.

(2) ESOP stock purchases are internally financed by a loan from the holding company.

(3) It has been assumed, but no final determination has been made, that ESOP borrowings are amortized over 15 years, and the amortization expense is tax-effected at a 37.00% rate.

(4) RRP is amortized over 5 years, and the amortization expense is tax effected at 37.00%.

(5) Reflects tax benefit of the contribution to the Foundation.

Exhibit IV-8  
PRO FORMA EFFECT OF CONVERSION PROCEEDS  
Keystone Savings Bank  
At the Midpoint

1. Offering Proceeds	\$152,750,000
Less: Estimated Offering Expenses	<u>3,475,300</u>
Net Conversion Proceeds	\$149,274,700

2. Estimated Additional Income from Conversion Proceeds

Net Conversion Proceeds	\$149,274,700
Less: Non-recurring merger expenses	5,073,000
Less: Non-Cash Stock Purchases (1)	<u>18,330,000</u>
Net Proceeds Reinvested	\$125,871,700
Estimated net incremental rate of return	<u>2.58%</u>
Earnings Increase	\$3,243,336
Less: Estimated cost of ESOP borrowings (2)	0
Less: Amortization of ESOP borrowings (3)	513,240
Less: Recognition Plan Vesting (4)	<u>769,860</u>
Net Earnings Increase	\$1,960,236

3. Pro Forma Earnings	<u>Before Conversion</u>	<u>Net Earnings Increase</u>	<u>After Conversion</u>
12 Months ended March 31, 2003 (reported)	\$14,116,000	\$1,960,236	\$16,076,236
12 Months ended March 31, 2003 (core)	\$11,556,000	\$1,960,236	\$13,516,236

4. Pro Forma Net Worth	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
March 31, 2003	\$197,612,000	\$130,944,700	\$4,521,400	\$333,078,100
March 31, 2003(Tangible)	\$149,169,000	\$130,944,700	\$4,521,400	\$284,635,100

5. Pro Forma Assets	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
March 31, 2003	\$1,706,911,000	\$130,944,700	\$4,521,400	\$1,842,377,100

(1) Includes ESOP and RRP stock purchases equal to 8.0% and 4.0% of the offering, respectively.

(2) ESOP stock purchases are internally financed by a loan from the holding company.

(3) It has been assumed, but no final determination has been made, that ESOP borrowings are amortized over 15 years, and the amortization expense is tax-effected at a 37.00% rate.

(4) RRP is amortized over 5 years, and the amortization expense is tax effected at 37.00%.

(5) Reflects tax benefit of the contribution to the Foundation.

Exhibit IV-8  
PRO FORMA EFFECT OF CONVERSION PROCEEDS  
Keystone Savings Bank  
At the Maximum

1.	Offering Proceeds	\$175,662,500
	Less: Estimated Offering Expenses	<u>3,686,095</u>
	Net Conversion Proceeds	\$171,976,405
2.	Estimated Additional Income from Conversion Proceeds	
	Net Conversion Proceeds	\$171,976,405
	Less: Non-recurring merger expenses	5,073,000
	Less: Non-Cash Stock Purchases (1)	<u>21,079,500</u>
	Net Proceeds Reinvested	\$145,823,905
	Estimated net incremental rate of return	<u>2.58%</u>
	Earnings Increase	\$3,757,445
	Less: Estimated cost of ESOP borrowings (2)	0
	Less: Amortization of ESOP borrowings (3)	590,226
	Less: Recognition Plan Vesting (4)	<u>885,339</u>
	Net Earnings Increase	\$2,281,880

3.	Pro Forma Earnings	<u>Before Conversion</u>	<u>Net Earnings Increase</u>	<u>After Conversion</u>
	12 Months ended March 31, 2003 (reported)	\$14,116,000	\$2,281,880	\$16,397,880
	12 Months ended March 31, 2003 (core)	\$11,556,000	\$2,281,880	\$13,837,880

4.	Pro Forma Net Worth	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
	March 31, 2003	\$197,612,000	\$150,896,905	\$5,199,610	\$353,708,515
	March 31, 2003(Tangible)	\$149,169,000	\$150,896,905	\$5,199,610	\$305,265,515

5.	Pro Forma Assets	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
	March 31, 2003	\$1,706,911,000	\$150,896,905	\$5,199,610	\$1,863,007,515

- (1) Includes ESOP and RRP stock purchases equal to 8.0% and 4.0% of the offering, respectively.  
(2) ESOP stock purchases are internally financed by a loan from the holding company.  
(3) It has been assumed, but no final determination has been made, that ESOP borrowings are amortized over 15 years, and the amortization expense is tax-effected at a 37.00% rate.  
(4) RRP is amortized over 5 years, and the amortization expense is tax effected at 37.00%.  
(5) Reflects tax benefit of the contribution to the Foundation.



Exhibit IV-8  
PRO FORMA EFFECT OF CONVERSION PROCEEDS  
Keystone Savings Bank  
At the Supermaximum Value

1.	Offering Proceeds	\$202,011,880
	Less: Estimated Offering Expenses	<u>3,928,509</u>
	Net Conversion Proceeds	\$198,083,371

2. Estimated Additional Income from Conversion Proceeds		
	Net Conversion Proceeds	\$198,083,371
	Less: Non-recurring merger expenses	5,073,000
	Less: Non-Cash Stock Purchases (1)	<u>24,241,426</u>
	Net Proceeds Reinvested	\$168,768,945
	Estimated net incremental rate of return	<u>2.58%</u>
	Earnings Increase	\$4,348,669
	Less: Estimated cost of ESOP borrowings (2)	0
	Less: Amortization of ESOP borrowings (3)	678,760
	Less: Recognition Plan Vesting (4)	<u>1,018,140</u>
	Net Earnings Increase	\$2,651,770

	<u>Before Conversion</u>	<u>Net Earnings Increase</u>	<u>After Conversion</u>
3. Pro Forma Earnings			
12 Months ended March 31, 2003 (reported)	\$14,116,000	\$2,651,770	\$16,767,770
12 Months ended March 31, 2003 (core)	\$11,556,000	\$2,651,770	\$14,207,770

	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
4. Pro Forma Net Worth				
March 31, 2003	\$197,612,000	\$173,841,945	\$5,979,552	\$377,433,497
March 31, 2003(Tangible)	\$149,169,000	\$173,841,945	\$5,979,552	\$328,990,497

	<u>Before Conversion</u>	<u>Net Cash Proceeds</u>	<u>Tax Benefit (5) Of Contribution</u>	<u>After Conversion</u>
5. Pro Forma Assets				
March 31, 2003	\$1,706,911,000	\$173,841,945	\$5,979,552	\$1,886,732,497

- (1) Includes ESOP and RRP stock purchases equal to 8.0% and 4.0% of the offering, respectively.  
(2) ESOP stock purchases are internally financed by a loan from the holding company.  
(3) It has been assumed, but no final determination has been made, that ESOP borrowings are amortized over 15 years, and the amortization expense is tax-effected at a 37.00% rate.  
(4) RRP is amortized over 5 years, and the amortization expense is tax effected at 37.00%.  
(5) Reflects tax benefit of the contribution to the Foundation.

EXHIBIT IV-9  
Peer Group Core Earnings Analysis

RP FINANCIAL, LC.  
 Financial Services Industry Consultants  
 1700 North Moore Street, Suite 2210  
 Arlington, Virginia 22209  
 (703) 528-1700

Core Earnings Analysis  
 Comparable Institution Analysis  
 For the Twelve Months Ended March 31, 2003

	Net Income to Common (\$000)	Less: Net Gains(Loss) (\$000)	Tax Effect @ 34% (\$000)	Less: Ext'd Items (\$000)	Estimated Core Income to Common (\$000)	Shares (\$000)	Estimated Core EPS (\$)
<b>Comparable Group</b>							
CITZ	6,295	1,032	-351	0	6,976	12,267	0.57
CTZN	12,385	-2,942	1,340	0	9,783	8,480	1.15
RFC	6,167	-200	68	0	6,035	4,599	1.31
FFFC	14,982	-10,974	3,731	0	7,739	13,313	0.58
GAF	7,007	-1,157	393	0	6,243	4,984	1.25
GMF	4,688	-4,492	1,527	0	1,723	4,343	0.40
HMNF	9,109	-685	233	0	8,657	4,539	1.91
MASF	8,662	-1,711	582	0	7,533	5,276	1.43
THRD	4,505	-1,696	577	0	3,386	2,738	1.24
THTL	4,810	-589	200	0	4,421	5,269	0.84
UCFC	21,542	-8,857	3,011	0	15,696	34,415	0.46
WGBC	7,286	-1,179	401	0	6,508	11,336	0.57
WRO	5,128	-1,907	648	0	3,869	3,620	1.07

Source: Audited and unaudited financial statements, corporate reports and offering circulars, and RP Financial, LC. calculations. The information provided in this table has been obtained from sources we believe are reliable, but we cannot guarantee the accuracy or completeness of such information.

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EXHIBIT V-1  
RP Financial, LC.  
Firm Qualifications Statement

RP Financial provides financial and management consulting and valuation services to the financial services industry nationwide. RP Financial establishes long-term client relationships through its wide array of services, emphasis on quality and timeliness, hands-on involvement by our principals and senior consulting staff, careful structuring of strategic plans and transactions and providing sophisticated valuation analyses consistent with accepted valuation practices. RP Financial's staff draws from backgrounds in consulting, regulatory agencies and investment banking.

***STRATEGIC AND CAPITAL PLANNING***

RP Financial's strategic and capital planning services are designed to provide effective workable plans with quantifiable results. In this regard, RP Financial analyzes strategic options to enhance shareholder value or other established objectives. Our planning services involve conducting situation analyses; establishing mission statements, strategic goals and objectives; and identifying strategies for enhancement of franchise value, capital management and planning, earnings improvement and operational issues. Strategy development typically includes the following areas: capital formation and management, asset/liability targets, profitability, return on equity and market value of stock. Our proprietary financial simulation model provides the basis for evaluating the financial impact of alternative strategies and assessing the feasibility/compatibility of such strategies with regulations and/or other guidelines.

***MERGER AND ACQUISITION SERVICES***

RP Financial's merger and acquisition (M&A) services include targeting candidates and potential acquirors, assessing acquisition merit, conducting detailed due diligence, negotiating and structuring transactions, preparing merger business plans and financial simulations, rendering fairness opinions and assisting in implementing post-acquisition strategies. Through our financial simulations, comprehensive in-house data bases, valuation expertise and regulatory knowledge, RP Financial's M&A consulting focuses on structuring transactions to enhance shareholder returns.

***VALUATION SERVICES***

RP Financial's extensive valuation practice includes valuations for a variety of purposes including mergers and acquisitions, thrift mutual-to-stock conversions, insurance company demutualizations, ESOPs, subsidiary companies, mark-to-market transactions and various other corporation valuation requirements. Our principals and staff are highly experienced in performing valuation appraisals which conform with regulatory guidelines and appraisal industry standards. RP Financial is the nation's leading valuation firm for mutual-to-stock conversions of thrift institutions.

***OTHER CONSULTING SERVICES AND DATA BASES***

RP Financial offers other services including branching and diversification strategies, feasibility studies and special research studies. RP Financial assists banks and thrifts prepare CRA plans and applications for Community Development Entity ("CDE") certification and New Markets Tax Credit ("NMTC") allocation. RP Financial's consulting services are aided by its in-house data bases resources and proprietary valuation and financial simulation models.

**RP Financial's Key Personnel (Years of Relevant Experience)**

- Ronald S. Riggins, Managing Director (22)
- William E. Pommerening, Managing Director (18)
- Gregory E. Dunn, Senior Vice President (20)
- James P. Hennessey, Senior Vice President (17)
- James J. Oren, Senior Vice President (15)