

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>NORTHWEST SAVINGS BANK PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>02/01/1958</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>02/01/1958</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>02/01/1958</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>NORTHWEST SAVINGS BANK</u> <u>100 LIBERTY STREET, P.O. BOX 128</u> <u>WARREN, PA 16365-0128</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>25-0368460</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>814-726-2140</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522120</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>25-0368460</u>	2c Sponsor's telephone number <u>814-726-2140</u>	2d Business code (see instructions) <u>522120</u>	
2b Employer Identification Number (EIN) <u>25-0368460</u>					
2c Sponsor's telephone number <u>814-726-2140</u>					
2d Business code (see instructions) <u>522120</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/12/2011	JULIA MCTAVISH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") NORTHWEST SAVINGS BANK 100 LIBERTY STREET, P.O. BOX 128 WARREN, PA 16365-0128	3b Administrator's EIN 25-0368460 3c Administrator's telephone number 814-726-2140
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2536
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1791
b Retired or separated participants receiving benefits.....	6b	287
c Other retired or separated participants entitled to future benefits.....	6c	480
d Subtotal. Add lines 6a , 6b , and 6c	6d	2558
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	24
f Total. Add lines 6d and 6e	6f	2582
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	80

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☐ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>NORTHWEST SAVINGS BANK PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>NORTHWEST SAVINGS BANK</u>	D Employer Identification Number (EIN) <u>25-0368460</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>69792757</u>
b	Actuarial value 2b <u>68621389</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>273</u> <u>18800326</u>
b	For terminated vested participants 3b <u>458</u> <u>5818122</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>2129012</u>
(2)	Vested benefits 3c(2) <u>34371665</u>
(3)	Total active 3c(3) <u>1805</u> <u>36500677</u>
d	Total 3d <u>2536</u> <u>61119125</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.65</u> %
6	Target normal cost 6 <u>4428637</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>06/30/2011</u>
Signature of actuary	Date
<u>DON J. BOETGER</u>	<u>11-03998</u>
Type or print name of actuary	Most recent enrollment number
<u>BOETGER & ASSOCIATES, INC.</u>	<u>814-455-4550</u>
Firm name	Telephone number (including area code)
<u>1030 STATE STREET</u> <u>SUITE 2</u> <u>ERIE, PA 16501</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2010
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2904198	6020834
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	2904198	6020834
10	Interest on item 9 using prior year's actual return of <u>29.44</u> %	854996	1772534
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		1546207
b	Interest on (a) using prior year's effective rate of <u>6.56</u> %		101431
c	Total available at beginning of current plan year to add to prefunding balance		1647638
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	3759194	291104
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	7502264

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	100.00 %
15	Adjusted funding target attainment percentage.....	15	112.27 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	97.68 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
12/28/2010	6000000		
		Totals ▶	18(b) 6000000
		18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 5629850
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	4428637
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	4428637
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	2888337
36 Additional cash requirement (item 34 minus item 35).....	36	1540300
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	5629850
38 Interest-adjusted excess contributions for current year (see instructions).....	38	4089550
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan NORTHWEST SAVINGS BANK PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 NORTHWEST SAVINGS BANK	D Employer Identification Number (EIN) 25-0368460	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	73218	91343
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	30411429
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	69719539	50674118
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	69792757	81176890

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	69792757	81176890
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6000000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1295964	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1295964

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		5826266
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		13122230

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2066276	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2066276
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2066276

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11055954
l Transfers of assets:			
(1) To this plan.....	2l(1)		328179
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PARENTE BEARD LLC

(2) EIN: 25-1876423

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan NORTHWEST SAVINGS BANK PENSION PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 NORTHWEST SAVINGS BANK		D Employer Identification Number (EIN) 25-0368460
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 25-6402875		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 15
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 33% Investment-Grade Debt: 26% High-Yield Debt: 4% Real Estate: _____% Other: 37%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Independent Auditors' Report

Plan Administrator and participants
Northwest Savings Bank Pension Plan:

We were engaged to audit the accompanying statement of net assets available for benefits and of accumulated plan benefits of the Northwest Savings Bank Pension Plan (the "Plan") as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits and of changes in accumulated plan benefits for the year ended December 31, 2010 and the supplemental schedules of (1) Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year), and (2) Schedule H, Line 4(j) – Schedule of Reportable Transactions as of or for the year ended December 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 12, which was certified by Northwest Savings Bank Investment Management and Trust, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2010 and 2009, and for the year ended December 31, 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Pittsburgh, Pennsylvania
July 11, 2011

NORTHWEST SAVINGS BANK PENSION PLAN

Financial Statements

as of December 31, 2010 and 2009
and for the year ended December 31, 2010

&

Independent Auditors' Report

&

Supplemental Information

NORTHWEST SAVINGS BANK PENSION PLAN

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NORTHWEST SAVINGS BANK PENSION PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
Assets:		
Investments, at fair value		
Money market account	\$ 30,411,429	\$ 8,072,890
Equity mutual funds	26,670,846	43,369,982
Fixed income mutual funds	24,003,272	18,276,667
Total investments	<u>81,085,547</u>	<u>69,719,539</u>
Receivable,		
Accrued interest and dividends receivable	<u>91,343</u>	<u>73,218</u>
Total assets	<u>81,176,890</u>	<u>69,792,757</u>
Liabilities	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ 81,176,890</u>	<u>\$ 69,792,757</u>

See accompanying notes to financial statements.

NORTHWEST SAVINGS BANK PENSION PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2010

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 5,654,764
Dividends and interest	1,467,466
Net investment income	<u>7,122,230</u>

Employer contributions	<u>6,000,000</u>
------------------------	------------------

Total additions	13,122,230
-----------------	------------

Deductions from net assets attributed to,

Benefit payments to participants	<u>2,066,276</u>
Net increase prior to plan merger	11,055,954

Plan merger	<u>328,179</u>
Net increase	11,384,133

Net assets available for benefits:

Beginning of year	<u>69,792,757</u>
End of year	<u>\$ 81,176,890</u>

See accompanying notes to financial statements.

NORTHWEST SAVINGS BANK PENSION PLAN

Statements of Accumulated Plan Benefits

December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Retired members	\$ 19,372,113	\$ 16,757,974
Terminated members	5,562,888	4,613,641
Active members	<u>33,695,916</u>	<u>27,603,033</u>
Total vested	<u>58,630,917</u>	<u>48,974,648</u>
Non-vested benefits	<u>1,870,378</u>	<u>1,666,443</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 60,501,295</u></u>	<u><u>\$ 50,641,091</u></u>

See accompanying notes to financial statements.

NORTHWEST SAVINGS BANK PENSION PLAN

Statement of Changes in Accumulated Plan Benefits

For the Year Ended December 31, 2010

Actuarial present value of accumulated plan benefits at the beginning of the year	\$ 50,641,091
Increase/ (decrease) during the year attributable to:	
Net benefits accumulated and actuarial experience	4,050,902
Assumption changes	3,913,829
Interest due to the decrease in discount period	3,961,749
Benefits paid	<u>(2,066,276)</u>
Net increase	<u>9,860,204</u>
Actuarial present value of accumulated plan benefits at the end of the year	<u>\$ 60,501,295</u>

See accompanying notes to financial statements.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

(1) General Description of Pension Plan

The Northwest Savings Bank Pension Plan (the "Plan") is a defined benefit pension plan covering substantially all employees of Northwest Savings Bank, the plan sponsor. Northwest Savings Bank (the "Company" or "Employer") is a subsidiary of Northwest Bancshares, Inc. Northwest Bancshares, Inc. is a Maryland corporation that was incorporated in September 2009 to be the successor to Northwest Bancorp, Inc. upon completion of the mutual-to-stock conversion of Northwest Bancorp, MHC, its mutual holding company parent. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employees age twenty-one or older are eligible to participate after one year of service providing they have worked at least 1,000 hours during such Plan year.

The Plan evaluated subsequent events for recognition and disclosure as of July 11, 2011, the date the Plan's financial statements were available to be issued.

On October 23, 2009, Northwest Bancshares, Inc. acquired Keystone State Savings Bank ("Keystone"). As a result, the Pentegra Defined Contribution Plan for Financial Institutions (the "Pentegra Plan") was merged into the Plan effective June 25, 2010. As of the merger date, no significant changes to either Plan's design or benefits occurred. As a result of the Plan merger, assets of \$328,179 were transferred into the Plan and benefit obligations of \$145,891 were assumed by the Plan during 2010.

(2) Pension Benefits

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the plan agreement for complete information.

Participants are eligible to receive benefits under the normal retirement provisions of the Plan on the first of the month coinciding with or next following their 65th birthday provided they have 5 years of credited service.

For employees hired prior to January 1, 2008, normal retirement benefits are equal to 1.6% of average monthly compensation plus 0.60% of the average monthly compensation in excess of covered compensation, all multiplied by the participant's number of years of credited service, up to 25 years. For years of service in excess of 25 but less than 35, an additional 0.60% of average monthly compensation shall be provided. Average monthly compensation is the average for the highest five years of the last ten years of service. Covered compensation equals the thirty-five year average, ending in the year the participant attains social security retirement age, of the social security maximum taxable wage bases.

For employees hired or acquired on or after January 1, 2008, normal retirement benefits are equal to 1.0% of average monthly compensation multiplied by the participant's number of years of credited service, up to 35 years. Average monthly compensation is the average for the highest five years of the last ten years of service.

Benefits earned are fully vested after five years of credited service.

The Plan permits early retirement providing the participant has reached age 55 and has completed 5 years of credited service, or if the participant has completed 25 years of credited service if earlier.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

(3) Death and Disability Benefits

Participants may receive benefits in the form of life annuities, five, ten or fifteen-year certain life annuities, or 15-year certain life annuities, or joint and survivor annuities.

Upon the death of a married participant who qualifies for early retirement, the participant's spouse shall receive a monthly benefit for life based on the benefit payable under a joint and 50% survivor annuity which the participants' spouse would receive assuming the participant retire the day before his death.

The spouse of any married vested participant who was not eligible for early retirement is also eligible for a benefit if the participant should die prior to his normal retirement date. The monthly pension payable at the participant's earliest retirement date will be an amount equal to the survivor annuity that would have been paid had the participant separated service on the date of his death, survived to his earliest retirement age, selected a 50% qualified joint and survivor annuity, and died on the day after the day of attaining the earliest retirement age.

Death benefits for retired participants are subject to the form of retirement benefit elected.

The Plan does not provide for disability benefits.

(4) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

(b) Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation during the highest five consecutive years ending on the date as of which the benefit information is presented. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from plan assets are excluded from accumulated plan benefits.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary, Boetger & Associates, and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means decrements such as death, disability, withdrawals or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of December 31, 2010 and 2009, were (a) life expectancy of the participants (2010 Static Mortality Table), (b) retirement age assumptions (retirement will occur at the later of age 65 or 5 years of service), (c) investment return (7.5% at December 31, 2010 and 8% at December 31, 2009), (d) salary projection assumed to equal 3.0% at December 31, 2010 and 4.0% at December 31, 2009 per year, (e) withdrawal prior to retirement is assumed to occur in accordance with Crocker Sarason Straight Table T-5, (f) all plan participants have been included in the funding, (g) as required by Section 415 of the Internal Revenue Code, the determination of a participant's projected retirement benefit has been limited so that the amount does not exceed \$195,000 for the years ended December 31, 2010 and 2009, per year adjusted if necessary to recognize the participants assumed retirement age, cost of living adjustments on the valuation date, and optional forms of payment. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

(d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of management's estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results may differ from those estimates.

(e) Payment of Benefits

Benefit payments to participants are recorded upon distribution.

(f) Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2010-06 "Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements" ("ASU 2010-06"), which provides a greater level of disaggregated information and more robust disclosures about valuation techniques and inputs to fair value measurements, transfers in and out of Levels 1 and 2, and the separate presentation of information in Level 3 reconciliations on a gross basis rather than net. New disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, Level 3 disclosures are effective for fiscal years beginning after December 15, 2010. Adoption of ASU 2010-06 had no material impact on the Plan's financial statements but expanded disclosures about certain fair value measurements.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

(5) Method of Contribution

Contributions required to fund the Plan's benefits are determined according to the provisions of the Pension Protection Act. The Target Normal Cost is the present value of benefits earned during the plan year. The Funding Target is the present value of benefits earned as of the beginning of the plan year. The excess of the Funding Target over the actuarial value of assets represents the Funding Shortfall.

(6) Funding Policy

The Plan is non-contributory. The employer contributions are made on an annual basis and are determined from time to time by evaluating the maximum deductible and minimum required contribution for the plan year and the fiscal year of the employer and the Funding Shortfall described in Note 5. ERISA minimum funding requirements have been met for 2010 and 2009.

(7) Plan Termination

As provided by the plan document, the employer shall have the right to terminate the Plan by delivering to the trustee and administrator written notice of such termination. However, any termination (other than a partial termination or an involuntary termination pursuant to ERISA Section 4042) must satisfy the requirements and follow the procedures outlined in the plan and in ERISA Section 4041 for a standard termination or a distress termination. Upon termination (full or partial), all amounts shall be allocated as described below; and the accrued benefit, to the extent funded as of such date, of each affected participant shall become fully vested and shall not thereafter be subject to forfeiture.

- Annuity benefits that former employees or their beneficiaries have been receiving for the last three years, or that employees eligible to retire for that three year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect as any time during the five years preceding Plan termination.
- Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All non-vested benefits.

In the case of a distress termination, upon approval by the PBGC that the Plan is sufficient for "benefit liabilities" or for "guaranteed benefits", or in the case of a standard termination, a letter of noncompliance has not been issued with the sixty (60) day period (as extended) following the receipt by the PBGC of the follow-up notice, the administrator shall allocate the assets of the Plan among participants and beneficiaries pursuant to ERISA Section 4044(a). As soon as practicable thereafter, that assets of the trust shall be distributed to the participants and beneficiaries, in case or through the purchase of irrevocable commitments from an insurer, in a manner consistent with the distribution provisions of the Plan. However, if all liabilities with respect to participants and beneficiaries under the Plan have

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

been satisfied and there remains a balance in the trust due to erroneous actuarial computation, such balance, if any, shall be returned to the employer. In the case of a distress termination in which the PBGC is unable to determine that the Plan is sufficient for guaranteed benefits, the assets to the Plan shall only be distributed in accordance with proceedings instituted by the PBGC.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all benefits under Plan, and the amounts of guaranteed benefits are subject to plan limitations and statutory ceilings on individual monthly benefits.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

(8) Investments and Fair Value Measurements

The following schedule presents the fair values of investments:

	December 31, 2010		December 31, 2009
<hr/>			
Assets at fair value determined by quoted market price:			
Investments:			
Money market account:			
Federated Prime Cash Oblig Fund #851	\$ 30,411,429 *		\$ 8,072,890 *
Equity mutual funds:			
T Rowe Price Mid-Cap Growth #64	2,629,546		3,794,754 *
DFA Emerging Markets Core Equity Portfolio	2,887,131		1,639,107
DFA International Core Equity Portfolio	2,416,521		6,127,034 *
Legg Mason Partners Aggressive Growth I	1,391,669		3,771,719 *
Schwab Fundamental U.S. Large Co Index Instl	9,095,320 *		15,952,990 *
T Rowe Price Blue Chip Growth Fund	1,336,031		2,023,560
Primecap Odyssey Growth Fund	3,185,056		3,768,790 *
T Rowe Price Equity Income	-		2,467,694
Artisan Mid Cap Value Fund	1,266,771		1,698,031
Pennsylvania Mutual Fund Investment Class	2,462,801		2,126,303
Total equity mutual funds	<hr/> 26,670,846		<hr/> 43,369,982
Fixed income mutual funds:			
Federated Total Return Bond Fund #328	9,586,842 *		5,261,395 *
Vanguard Short-Term Invst Grade Adm #539	6,039,480 *		2,989,416
Vanguard GNMA Fund #36	-		1,388,849
Vanguard Intermediate-Term Corp Fd #71	1,189,538		1,935,289
Pimco Foreign Bond Fund Instl #103	931,664		1,504,954
Pimco High Yield Bond Fund #108	2,911,063		1,466,134
Asset Management Fund Ultra Short Mortgage Fund	-		1,502,163
Vanguard Short-Term Bond Index Fund	1,443,609		-
Vanguard Inflation Protected Securities Fund #119	1,901,076		2,228,467
Total fixed income mutual funds	<hr/> 24,003,272		<hr/> 18,276,667
Total investments	<hr/> \$ 81,085,547		<hr/> \$ 69,719,539

* Denotes investments which represent five percent or more of net assets available for benefits.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

During 2010, the Plan's mutual fund investments appreciated in value by \$5,654,764.

Fair Value Measurements

Financial assets and liabilities recognized or disclosed at fair value on a recurring basis and certain financial assets and liabilities on a non-recurring basis are accounted for using a three-level hierarchy of valuation technique based on whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to quoted prices with readily available independent data in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable market inputs (Level 3). When various inputs for measurement fall within different levels of the fair value hierarchy, the lowest level input that has a significant impact on fair value measurement is used.

Financial assets and liabilities are categorized based upon the following characteristics or inputs to the valuation techniques:

- Level 1 – Financial assets and liabilities for which inputs are observable and are obtained from reliable quoted prices for identical assets or liabilities in actively traded markets. This is the most reliable fair value measurement and includes, for example, active exchange-traded equity securities.
- Level 2 – Financial assets and liabilities for which values are based on quoted prices in markets that are not active or for which values are based on similar assets or liabilities that are actively traded. Level 2 also includes pricing models in which the inputs are corroborated by market data, for example, matrix pricing.
- Level 3 – Financial assets and liabilities for which values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Level 3 inputs include the following:
 - Quotes from brokers or other external sources that are not considered binding;
 - Quotes from brokers or other external sources where it can not be determined that market participants would in fact transact for the asset or liability at the quoted price;
 - Quotes and other information from brokers or other external sources where the inputs are not deemed observable.

The Plan is responsible for the valuation process and as part of this process may use data from outside sources in establishing fair value. The Plan performs due diligence to understand the inputs used or how the data was calculated or derived. The Plan corroborates the reasonableness of external inputs in the valuation process.

The Plan's investments as presented within the previous table are measured at fair value on a recurring basis and as such are classified within Level 1 of the fair value hierarchy. The fair value of these investments is valued based on quoted market prices in active markets. The Plan had no investments that were classified as Level 2 or Level 3 assets during 2010 or 2009. There have been no changes in the valuation methods used at December 31, 2010 and 2009.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

Mutual funds and money market fund: Shares of mutual funds and the money market fund are valued at the quoted net asset value of shares held by the Plan at year end.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of the Plan's financial instruments could result in a different fair value measurement at the reporting date.

(9) Tax Status of Plan

The Plan obtained its latest determination letter on June 6, 2003 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan's administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(10) Risk and Uncertainties

The Plan invests in various investments securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to the change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(11) Other Costs of Plan Administration

The plan sponsor absorbs all significant costs of the Plan's operation including, but not limited to, actuarial, plan document maintenance, legal, administration, and auditing costs.

(12) Information Prepared and Certified by Custodian

The Plan administrator has elected the method of compliance by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2010 and 2009. Accordingly, Northwest Savings Bank Investment Management and Trust, the custodian of the Plan, has certified to the completeness and accuracy of all investments reported in the accompanying statements of net assets available for benefits as of December 31, 2010 and 2009 and the supplemental schedule of assets (held at end of year) as of December 31, 2010 and the related investment activity reported in the statement of change in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule of reportable transactions for the year ended December 31, 2010.

NORTHWEST SAVINGS BANK PENSION PLAN

Notes to Financial Statements

For the Year Ended December 31, 2010

(13) Related Party Transactions

The Plan's custodian is Northwest Savings Bank Investment Management and Trust. Northwest Savings Bank performs investment management functions and serves as the plan sponsor and trustee for the Plan. Boetger & Associates, Inc., a subsidiary of Northwest Savings Bank, provides actuarial valuation services to the Plan. All fees paid to the Plan's trustee, custodian and actuary are paid by the plan sponsor and are therefore not included in the accompanying financial statements. Certain administrative functions of the Plan are performed by the Company for which no fees are charged.

SUPPLEMENTAL INFORMATION

NORTHWEST SAVINGS BANK PENSION PLAN

EIN: 25-0368460

Plan Number: 001

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2010

(a)	(b) Identity of Issuer, borrower, lessor, or similar party	(c)	(d)	(e)
		Description of Investments	Cost	Current value
	Federated Investors, Inc.	Federated Prime Cash Obligation Fund #851	\$ 30,411,429	\$ 30,411,429
	T Rowe Price	T Rowe Price Mid-Cap Growth #64	1,715,547	2,629,546
	The Vanguard Group	Vanguard Short-Term Bond Index Fund	1,458,662	1,443,609
	The Vanguard Group	Vanguard Intermediate-Term Corp Fund #71	1,121,125	1,189,538
	Pimco Advisors	Pimco Foreign Bond Fund Instl #103	901,545	931,664
	Federated Investors, Inc.	Federated Total Return Bond Fund #328	9,243,694	9,586,842
	The Vanguard Group	Vanguard Short-term Inv't Grade Adm #539	5,968,737	6,039,480
	Dimensional Fund Advisors	DFA Emerging Markets Core Equity Portfolio	2,410,830	2,887,131
	Dimensional Fund Advisors	DFA International Core Equity Portfolio	2,740,258	2,416,521
	Artisan Funds	Artisan Mid Cap Value Fund	882,640	1,266,771
	Legg Mason Partners	Legg Mason Partners Aggressive Growth 1	1,385,719	1,391,669
	Schwab Funds	Schwab Fundamental U.S. Large Co Index	8,719,624	9,095,320
	Pimco Advisors	Pimco High Yield Bond Fund #108	2,769,384	2,911,063
	The Vanguard Group	Vanguard Inflation Protection Securities Fund #119	1,790,664	1,901,076
	T Rowe Price	T Rowe Price Blue Chip Growth Fund	1,078,215	1,336,031
	PRIMECAP Odyssey Funds	Primecap Odyssey Growth Fund	2,208,704	3,185,056
	Royce Funds	Pennsylvania Mutual Fund Investment Class	2,020,815	2,462,801
		Total	\$ 76,827,592	\$ 81,085,547

NORTHWEST SAVINGS BANK PENSION PLAN

EIN: 25-0368460

Plan Number: 001

Schedule H, Line 4(j) – Schedule of Reportable Transactions For the year ended December 31, 2010

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset	Purchase price	Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Category (D). Series of transactions in excess of 5% of plan assets								
Federated Investors, Inc.	Purchase Federated Prime Cash Oblig Fund	\$32,536,951 *	N/A	N/A	N/A	\$32,536,951 *	\$32,536,951 *	N/A
Federated Investors, Inc.	Purchase Federated Total Return Bond Fund	\$ 6,808,685 **	N/A	N/A	N/A	\$ 6,808,685 **	\$ 6,808,685 **	N/A
The Vanguard Group	Purchase Vanguard Short-term Invt Grade Adm #539	\$ 4,639,291 **	N/A	N/A	N/A	\$ 4,639,291 **	\$ 4,639,291 **	N/A
Schwab Funds Dimensional	Sale Schwab Fundamental U.S. Large Co Index	N/A	\$8,762,594	N/A	N/A	\$ 9,304,144 ***	\$ 8,762,594 ***	\$ (541,550)
Fund Advisors	Sale DFA International Core Equity Portfolio	N/A	\$3,946,884	N/A	N/A	\$ 5,087,577 ****	\$ 3,946,884 ****	\$ (1,140,693)

* - consists of 64 purchases

** - consists of 3 purchases

*** - consists of 4 sales

**** - consists of 3 sales

NORTHWEST SAVINGS BANK PENSION PLAN
EIN: 25-0368460
PN: 001

SCHEDULE SB, Line 22 – Description of Weighted Average Retirement Age

Each participant is assumed to retire at age 65, the Normal Retirement Age of the Plan.

NORTHWEST SAVINGS BANK PENSION PLAN
EIN: 25-0368460
PN: 001

SCHEDULE SB, PART V
STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Method of Contribution

Contributions required to fund the plan benefits are determined according to the provisions of the Pension Protection Act. The Target Normal Cost is the present value of benefits earned during the plan year. The Funding Target is the present value of benefits earned as of the beginning of the plan year. The excess of the Funding Target over the actuarial value of assets represents the Funding Shortfall.

Method for Accrued Benefits

The actuarial present value of accumulated plan benefits is a measure of plan benefits which have been earned to date. This is not only a valuation of retirement benefits, but also of deferred vested, death, and disability benefits. Earnings and service for benefit purposes expected to be earned after the valuation date are excluded from this value.

The actuarial assumptions used to determine these values are identical to those used for the funding purposes with the exception of an interest rate of 8.0%.

Method of Asset Valuation

The asset valuation method is the “smoothed market value” method, using a smoothing period as described in Section 430(g)(3)(B) of the Internal Revenue Code. Under this method, the actuarial value of assets is equal to the average of the fair market value of assets on the valuation date and the adjusted fair market value of assets determined from the two immediately preceding valuation dates. The adjusted fair market value of assets is the fair market value of assets at the applicable valuation date adjusted with contributions, distributions and expected earnings to the current valuation date as specified by the Secretary of Treasury. Expected earnings will be determined using the expected long term rate of return assumption limited by the applicable third segment rate.

In general, the actuarial value of assets must fall between 90% and 110% of the market value of assets.

Data

The valuation results are based upon participant census and financial data provided by the plan sponsor. The data was tested for reasonableness and consistency with the prior valuation.

Actuarial Assumptions

The following actuarial assumptions were employed in the determination of the liabilities and annual contributions of the plan as developed in accordance with the funding methods described in this report.

1. The rates of mortality will be in accordance with the Static Mortality Table for males and females.
2. The interest rate used for the valuation of benefits is the 24 month average corporate bond segment rates for January 2010 as published by the IRS. The Effective Interest Rate is 6.65%
3. Salary projection assumed to equal 4.0% per year.
4. Withdrawal prior to retirement is assumed to occur in accordance with Crocker Sarason Straight Table T-5.
5. Retirement will occur at the later of age 65 or 5 years of service.
6. All plan participants have been included in the funding.
7. As required by Section 415 of the Internal Revenue Code, the determination of a participant's projected retirement benefit has been limited so that the amount does not exceed \$195,000 per year adjusted if necessary to recognize the participant's assumed retirement age, cost of living adjustments on the valuation date and optional forms of payment.

NORTHWEST SAVINGS BANK PENSION PLAN
EIN: 25-0368460
PN: 001

SCHEDULE SB, PART V
SUMMARY OF PLAN PROVISIONS

Effective Date

February 1, 1958; restated and amended in 2009.

Eligibility

All employees are eligible to participate on the first day of January or July after completing one (1) year of service and attaining age 21.

Normal Retirement Date and Benefits

A participant may retire under the Normal Retirement Provisions of the Plan on the first of the month coinciding with or next following their 65th birthday.

For employees hired before January 1, 2008, the monthly amount of the Normal Retirement Benefit shall equal 1.60% of the Participants Average Monthly Compensation plus .60% of the Participants Average Monthly Compensation in excess of covered compensation multiplied by the Participant's first 25 Years of Credited Service. For Years of Credited Service in excess of 25 but less than 35 an additional .60% of Average Monthly Compensation shall be provided.

For employees hired on or after January 1, 2008, the monthly amount of the Normal Retirement Benefit shall equal 1% of the Participant's Average Monthly Compensation multiplied by the Participant's Years of Credited Service up to a maximum of 35 years.

Average Monthly Compensation equals the highest five consecutive years of basic earnings out of the last ten completed years divided by sixty.

Covered Compensation equals the thirty-five (35) year average, ending in the year the participant attains Social Security Retirement Age, of the Social Security Maximum Taxable Wage Bases.

Credited Service equals the number of Plan Years during which a Participant completes at least 1,000 Hours of Service.

Early Retirement Benefits

A participant may retire under the Early Retirement Provisions of the Plan the first of any month providing they have attained age 55 and have completed 5 years of Credited Service or have completed 25 years of Credited Service if earlier.

The monthly amount of the Early Retirement Benefit shall equal the Normal Retirement Benefit reduced by 1/180th for each of the first 60 months Early Retirement Benefit Commencement Date precedes Normal Retirement Date and by 1/360th for each of the next 60 months.

Late Retirement Benefits

A Participant may continue employment beyond Normal Retirement. The amount of monthly pension benefit as of the Participant's Late Retirement Date shall be the Accrued Benefit calculated at Late Retirement using Average Monthly Compensation and Credited Service on such date.

Disability Benefits

In the event a participant became totally and permanently disabled prior to January 1, 2008 such disabled participant shall continue to earn credited service under the Plan until retirement.

Effective for individuals who become totally and permanently disabled on or after January 1, 2008, service shall be earned to date of disability.

Vested Termination

A member is fully vested after five (5) years of Credited Service.

Pre-Retirement Death Benefits

If death occurs prior to retirement a death benefit will be payable.

Upon the death of a married Member who qualifies for early retirement, the Member's spouse shall receive a monthly benefit for life based on the benefit payable under a Joint and 50% Survivor Annuity which the Member's spouse would receive assuming the Member retired on the day before his death. The benefit payable shall be paid in full for 120 months at the full participant retirement allowance.

The spouse of any married vested participant who was not eligible for early retirement is also eligible for a benefit if the participant should die prior to his normal retirement date. The monthly pension payable at the participant's earliest retirement date will be an amount equal to the survivor annuity that would have been paid had the Participant separated service on the date of death, survived to his earliest retirement age, selected a 50% Qualified Joint and Survivor Annuity, and died on the day after the day of attaining the earliest retirement age.

Employee Contributions

None required.

Payment Forms

Normal: Life Annuity, automatically payable as a 50% Joint and Survivor Annuity with 120 months guaranteed to married participants.

Optional: Optional forms of payment available to plan participants which are the actuarial equivalent of the Normal Form are as follows:

Life Annuity.

Life Annuity with 60 months guaranteed.

Life Annuity with 180 months guaranteed.

Joint and 66-2/3% to Survivor with 120 months guaranteed.

Joint and 75% to Survivor with 120 months guaranteed.

Joint and 100% to Survivor with 120 months guaranteed.

Northwest Savings Bank Pension Plan

EIN: 25-0368460

PN: 001

Schedule SB, line 26 - Schedule of Active Participant Data as of January 1, 2010

Years of credited service:

	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		89	20,073	6		0		0	
25 to 29	0		127	25,032	60	31,067	5		0	
30 to 34	0		69	27,242	62	30,031	36	32,015	1	
35 to 39	0		57	29,844	62	29,887	33	32,038	19	
40 to 44	0		69	33,896	57	37,766	45	41,643	18	
45 to 49	0		71	35,229	80	32,150	52	37,590	32	35,498
50 to 54	0		75	28,543	84	32,699	58	37,481	24	30,412
55 to 59	0		63	36,692	82	34,800	53	37,735	20	52,090
60 to 64	0		32	34,451	41	32,889	35	36,526	13	
65 to 69	0		12		5		8		3	
70 & up	0		8		4		4		0	

Years of credited service:

	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0	
25 to 29	0		0		0		0		0	
30 to 34	0		0		0		0		0	
35 to 39	0		0		0		0		0	
40 to 44	15		1		0		0		0	
45 to 49	19		8		3		0		0	
50 to 54	16		7		5		1		0	
55 to 59	15		9		2		2		1	
60 to 64	11		8		2		0		0	
65 to 69	1		1		1		0		0	
70 & up	2		0		0		0		0	

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

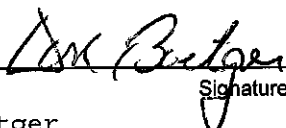
A Name of plan Northwest Savings Bank Pension Plan	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Northwest Savings Bank	D Employer Identification Number (EIN) 25-0368460
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2 Assets:		
a Market value.....	2a	69,792,757
b Actuarial value.....	2b	68,621,389
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 273	18,800,326
b For terminated vested participants.....	3b 458	5,818,122
c For active participants:		
(1) Non-vested benefits.....	3c(1)	2,129,012
(2) Vested benefits.....	3c(2)	34,371,665
(3) Total active.....	3c(3) 1,805	36,500,677
d Total.....	3d 2,536	61,119,125
4 If the plan is at-risk, check the box and complete items (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	6.65 %
6 Target normal cost.....	6	4,428,637

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>6/30/11</u>
	Signature of actuary	Date
Don J. Boetger	Type or print name of actuary	11-03998
Boetger & Associates, Inc.	Firm name	Most recent enrollment number
1030 State Street		(814) 455-4550
Suite 2		Telephone number (including area code)
Erie	PA 16501	
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2,904,198	6,020,834
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	2,904,198	6,020,834
10 Interest on item 9 using prior year's actual return of <u>29.44</u> %	854,996	1,772,534
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		1,546,207
b Interest on (a) using prior year's effective rate of <u>6.56</u> %		101,431
c Total available at beginning of current plan year to add to prefunding balance		1,647,638
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	3,759,194	291,104
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	7,502,264

Part III Funding percentages

14 Funding target attainment percentage.....	14	100.00 %
15 Adjusted funding target attainment percentage.....	15	112.27 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	97.68 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/28/2010	6,000,000				
Totals ▶			18(b)	6,000,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	5,629,850

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	4,428,637
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	4,428,637
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	2,888,337
36 Additional cash requirement (item 34 minus item 35)	36	1,540,300
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	5,629,850
38 Interest-adjusted excess contributions for current year (see instructions)	38	4,089,550
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Northwest Savings Bank Pension Plan

EIN: 25-0368460

PN: 001

Schedule SB, line 26 - Schedule of Active Participant Data as of January 1, 2010

Years of credited service:

	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		89	20,073	6		0		0	
25 to 29	0		127	25,032	60	31,067	5		0	
30 to 34	0		69	27,242	62	30,031	36	32,015	1	
35 to 39	0		57	29,844	62	29,887	33	32,038	19	
40 to 44	0		69	33,896	57	37,766	45	41,643	18	
45 to 49	0		71	35,229	80	32,150	52	37,590	32	35,498
50 to 54	0		75	28,543	84	32,699	58	37,481	24	30,412
55 to 59	0		63	36,692	82	34,800	53	37,735	20	52,090
60 to 64	0		32	34,451	41	32,889	35	36,526	13	
65 to 69	0		12		5		8		3	
70 & up	0		8		4		4		0	

Years of credited service:

	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0	
25 to 29	0		0		0		0		0	
30 to 34	0		0		0		0		0	
35 to 39	0		0		0		0		0	
40 to 44	15		1		0		0		0	
45 to 49	19		8		3		0		0	
50 to 54	16		7		5		1		0	
55 to 59	15		9		2		2		1	
60 to 64	11		8		2		0		0	
65 to 69	1		1		1		0		0	
70 & up	2		0		0		0		0	

NORTHWEST SAVINGS BANK PENSION PLAN

EIN: 25-0368460

PN: 001

SCHEDULE SB, Line 22 – Description of Weighted Average Retirement Age

Each participant is assumed to retire at age 65, the Normal Retirement Age of the Plan.

NORTHWEST SAVINGS BANK PENSION PLAN

EIN: 25-0368460

PN: 001

**SCHEDULE SB, PART V
SUMMARY OF PLAN PROVISIONS**

Effective Date

February 1, 1958; restated and amended in 2009.

Eligibility

All employees are eligible to participate on the first day of January or July after completing one (1) year of service and attaining age 21.

Normal Retirement Date and Benefits

A participant may retire under the Normal Retirement Provisions of the Plan on the first of the month coinciding with or next following their 65th birthday.

For employees hired before January 1, 2008, the monthly amount of the Normal Retirement Benefit shall equal 1.60% of the Participants Average Monthly Compensation plus .60% of the Participants Average Monthly Compensation in excess of covered compensation multiplied by the Participant's first 25 Years of Credited Service. For Years of Credited Service in excess of 25 but less than 35 an additional .60% of Average Monthly Compensation shall be provided.

For employees hired on or after January 1, 2008, the monthly amount of the Normal Retirement Benefit shall equal 1% of the Participant's Average Monthly Compensation multiplied by the Participant's Years of Credited Service up to a maximum of 35 years.

Average Monthly Compensation equals the highest five consecutive years of basic earnings out of the last ten completed years divided by sixty.

Covered Compensation equals the thirty-five (35) year average, ending in the year the participant attains Social Security Retirement Age, of the Social Security Maximum Taxable Wage Bases.

Credited Service equals the number of Plan Years during which a Participant completes at least 1,000 Hours of Service.

Early Retirement Benefits

A participant may retire under the Early Retirement Provisions of the Plan the first of any month providing they have attained age 55 and have completed 5 years of Credited Service or have completed 25 years of Credited Service if earlier.

The monthly amount of the Early Retirement Benefit shall equal the Normal Retirement Benefit reduced by 1/180th for each of the first 60 months Early Retirement Benefit Commencement Date precedes Normal Retirement Date and by 1/360th for each of the next 60 months.

Late Retirement Benefits

A Participant may continue employment beyond Normal Retirement. The amount of monthly pension benefit as of the Participant's Late Retirement Date shall be the Accrued Benefit calculated at Late Retirement using Average Monthly Compensation and Credited Service on such date.

Disability Benefits

In the event a participant became totally and permanently disabled prior to January 1, 2008 such disabled participant shall continue to earn credited service under the Plan until retirement.

Effective for individuals who become totally and permanently disabled on or after January 1, 2008, service shall be earned to date of disability.

Vested Termination

A member is fully vested after five (5) years of Credited Service.

Pre-Retirement Death Benefits

If death occurs prior to retirement a death benefit will be payable.

Upon the death of a married Member who qualifies for early retirement, the Member's spouse shall receive a monthly benefit for life based on the benefit payable under a Joint and 50% Survivor Annuity which the Member's spouse would receive assuming the Member retired on the day before his death. The benefit payable shall be paid in full for 120 months at the full participant retirement allowance.

The spouse of any married vested participant who was not eligible for early retirement is also eligible for a benefit if the participant should die prior to his normal retirement date. The monthly pension payable at the participant's earliest retirement date will be an amount equal to the survivor annuity that would have been paid had the Participant separated service on the date of death, survived to his earliest retirement age, selected a 50% Qualified Joint and Survivor Annuity, and died on the day after the day of attaining the earliest retirement age.

Employee Contributions

None required.

Payment Forms

Normal: Life Annuity, automatically payable as a 50% Joint and Survivor Annuity with 120 months guaranteed to married participants.

Optional: Optional forms of payment available to plan participants which are the actuarial equivalent of the Normal Form are as follows:

Life Annuity.

Life Annuity with 60 months guaranteed.

Life Annuity with 180 months guaranteed.

Joint and 66-2/3% to Survivor with 120 months guaranteed.

Joint and 75% to Survivor with 120 months guaranteed.

Joint and 100% to Survivor with 120 months guaranteed.

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**SCHEDULE SB, PART V
STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS**

Method of Contribution

Contributions required to fund the plan benefits are determined according to the provisions of the Pension Protection Act. The Target Normal Cost is the present value of benefits earned during the plan year. The Funding Target is the present value of benefits earned as of the beginning of the plan year. The excess of the Funding Target over the actuarial value of assets represents the Funding Shortfall.

Method for Accrued Benefits

The actuarial present value of accumulated plan benefits is a measure of plan benefits which have been earned to date. This is not only a valuation of retirement benefits, but also of deferred vested, death, and disability benefits. Earnings and service for benefit purposes expected to be earned after the valuation date are excluded from this value.

The actuarial assumptions used to determine these values are identical to those used for the funding purposes with the exception of an interest rate of 8.0%.

Method of Asset Valuation

The asset valuation method is the "smoothed market value" method, using a smoothing period as described in Section 430(g)(3)(B) of the Internal Revenue Code. Under this method, the actuarial value of assets is equal to the average of the fair market value of assets on the valuation date and the adjusted fair market value of assets determined from the two immediately preceding valuation dates. The adjusted fair market value of assets is the fair market value of assets at the applicable valuation date adjusted with contributions, distributions and expected earnings to the current valuation date as specified by the Secretary of Treasury. Expected earnings will be determined using the expected long term rate of return assumption limited by the applicable third segment rate.

In general, the actuarial value of assets must fall between 90% and 110% of the market value of assets.

Data

The valuation results are based upon participant census and financial data provided by the plan sponsor. The data was tested for reasonableness and consistency with the prior valuation.

Actuarial Assumptions

The following actuarial assumptions were employed in the determination of the liabilities and annual contributions of the plan as developed in accordance with the funding methods described in this report.

1. The rates of mortality will be in accordance with the Static Mortality Table for males and females.
2. The interest rate used for the valuation of benefits is the 24 month average corporate bond segment rates for January 2010 as published by the IRS. The Effective Interest Rate is 6.65%
3. Salary projection assumed to equal 4.0% per year.
4. Withdrawal prior to retirement is assumed to occur in accordance with Crocker Sarason Straight Table T-5.
5. Retirement will occur at the later of age 65 or 5 years of service.
6. All plan participants have been included in the funding.
7. As required by Section 415 of the Internal Revenue Code, the determination of a participant's projected retirement benefit has been limited so that the amount does not exceed \$195,000 per year adjusted if necessary to recognize the participant's assumed retirement age, cost of living adjustments on the valuation date and optional forms of payment.

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Schedule H, line 4i – Schedule of Assets (Held at End of Year)
& Schedule of Assets (Acquired and Disposed of Within Year)

Please reference the financial statements included in the Accountant's Opinion attachment for the Schedule of Assets (Held at End of Year) and the Schedule of Assets (Acquired and Disposed of Within Year).

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Schedule H, line 4j – Schedule of Reportable Transactions

Please reference the financial statements included in the Accountant's Opinion attachment for the Schedule of Reportable Transactions.