

BROOKFIELD ASSET MANAGEMENT INC.

Form F-X

February 18, 2010

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-X

Appointment of Agent For Service of Process

And Undertaking

A. Name of issuer or person filing (Filer): **BROOKFIELD ASSET MANAGEMENT INC.**

B. (1) This is [check one]:

☒ an original filing for the Filer

☐ an amended filing for the Filer

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T rule 101(b)(9) ☐

C. Identify the filing in conjunction with which this form is being filed:

Name of Registrant:

Brookfield Asset Management Inc.

Form type:

F-9

File Number (if known):

333-164969

Filed by:

Brookfield Asset Management Inc.

Date Filed (if filed concurrently, so indicate):

February 18, 2010 (filed concurrently)

D. Filer is incorporated or organized under the laws of **Ontario, Canada** and has its principal place of business at **Brookfield Place, 181 Bay Street, Suite 300, P.O. Box 762, Toronto, Ontario, M5J 2T3.**

E. Filer designates and appoints **Andrew J. Beck, Esq., c/o Torys LLP, 237 Park Avenue, New York, New York, 10017** as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns: (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form F-9 on February 18, 2010 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the issuer of the securities to which such forms and schedules relate has ceased reporting under the Exchange Act;

Each Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. Each person filing this form, other than a trustee filing in accordance with General Instruction I.(e) of this form, undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the forms, schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this

form, as applicable; the securities to which such forms, schedules and offering statements relate; and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereto duly authorized, in Toronto, Ontario, on February 18, 2010.

Filer:

**BROOKFIELD ASSET MANAGEMENT
INC.**

By: /s/ BRIAN D. LAWSON

Title: Chief Financial Officer

This statement has been signed by the following person in the capacity indicated and on February 18, 2010:

By: /s/ ANDREW J. BECK

Title: Agent

"> \$ \$ \$135,000 \$135,000 \$1,231,554 \$1,727,034 \$3,093,588

Construction to Permanent

Substandard

\$	\$	\$	\$	\$1,303,122	\$	\$1,303,122
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Total Construction to Permanent

\$	\$	\$	\$	\$1,303,122	\$	\$1,303,122
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Residential Real Estate

Substandard

\$	\$	\$3,592,759	\$3,592,759	\$	\$	\$3,592,759
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Total Residential Real Estate

\$	\$	\$3,592,759	\$3,592,759	\$	\$	\$3,592,759
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Consumer

Substandard

\$	\$	\$993,742	\$993,742	\$	\$	\$993,742
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Total Consumer

\$	\$	\$993,742	\$993,742	\$	\$	\$993,742
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Total

\$	\$	\$10,820,753	\$10,820,753	\$4,724,762	\$6,574,115	\$22,119,630
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The following table sets forth the detail, and delinquency status, of non-accrual loans and past due loans at December 31, 2011:

	Non-Accrual and Past Due Loans						Total Non-Accrual and Past Due Loans
	Non-Accrual Loans			Current	>90 Days Past Due and Accruing		
2011	31-60 Days Past Due	61-90 Days Past Due	Greater Than 90 Days			Total Past Due	
Commercial							
Special Mention	\$	\$	\$	\$	\$	\$ 44,296	\$ 44,296
Substandard			289,560	289,560		947,847	1,237,407
Total Commercial	\$	\$	\$ 289,560	\$ 289,560	\$	\$ 992,143	\$ 1,281,703
Commercial Real Estate							
Pass	\$	\$	\$	\$	\$	\$ 402,663	\$ 402,663
Special Mention						2,832,452	2,832,452
Substandard	\$	\$ 443,259	\$ 6,670,730	\$ 7,113,989	\$ 2,223,816	\$ 3,515,848	\$ 12,853,653
Total Commercial Real Estate	\$	\$ 443,259	\$ 6,670,730	\$ 7,113,989	\$ 2,223,816	\$ 6,750,963	\$ 16,088,768
Construction							
Substandard	\$	\$	\$ 135,000	\$ 135,000	\$ 1,243,579	\$ 1,717,999	\$ 3,096,578
Total Construction	\$	\$	\$ 135,000	\$ 135,000	\$ 1,243,579	\$ 1,717,999	\$ 3,096,578
Construction to Permanent							
Substandard	\$	\$	\$	\$	\$ 4,203,987	\$	\$ 4,203,987
Total Construction to Permanent	\$	\$	\$	\$	\$ 4,203,987	\$	\$ 4,203,987
Residential Real Estate							
Substandard	\$	\$	\$ 4,479,492	\$ 4,479,492	\$	\$	\$ 4,479,492
Total Residential Real Estate	\$	\$	\$ 4,479,492	\$ 4,479,492	\$	\$	\$ 4,479,492
Consumer							
Substandard	\$	\$	\$ 993,742	\$ 993,742	\$	\$	\$ 993,742
Total Consumer	\$	\$	\$ 993,742	\$ 993,742	\$	\$	\$ 993,742
Total	\$	\$ 443,259	\$ 12,568,524	\$ 13,011,783	\$ 7,671,382	\$ 9,461,105	\$ 30,144,270

These non-accrual and past due amounts included loans deemed to be impaired of \$15.5 million and \$20.7 million at March 31, 2012, and December 31, 2011, respectively. Loans past due and still accruing interest were \$6.6 million and \$9.5 million at March 31, 2012, and December 31, 2011 respectively, and consisted of ten loans at March 31, 2012. All of the loans are current as to payment but past maturity where payoff is pending or in the process of renewal.

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The following table sets forth the detail and delinquency status of loans receivable, by performing and non-performing loans at March 31, 2012.

2012	Performing (Accruing) Loans					Total Performing Loans	Total Non- Accrual and Past Due Loans	Total Loans
	31-60 Days Past Due	61-90 Days Past Due	Greater Than 90 Days	Total Past Due	Current			
Commercial								
Pass	\$	\$	\$	\$	\$ 26,073,393	\$ 26,073,393	\$ 96	\$ 26,073,489
Special Mention					609,696	609,696		609,696
Substandard					4,351,242	4,351,242	1,217,797	5,569,039
Total Commercial	\$	\$	\$	\$	\$ 31,034,331	\$ 31,034,331	\$ 1,217,893	\$ 32,252,224
Commercial Real Estate								
Pass	\$	\$	\$	\$	\$ 178,062,873	\$ 178,062,873	\$ 399,734	\$ 178,462,607
Special Mention	304,731			304,731	20,534,424	20,839,155		20,839,155
Substandard	1,909,100			1,909,100	17,899,679	19,808,779	11,518,792	31,327,571
Total Commercial Real Estate	\$ 2,213,831	\$	\$	\$ 2,213,831	\$ 216,496,976	\$ 218,710,807	\$ 11,918,526	\$ 230,629,333
Construction								
Pass	\$	\$	\$	\$	\$	\$	\$	\$
Special Mention					8,368,236	8,368,236		8,368,236
Substandard							3,093,588	3,093,588
Total Construction	\$	\$	\$	\$	\$ 8,368,236	\$ 8,368,236	\$ 3,093,588	\$ 11,461,824
Construction to Permanent								
Pass	\$	\$	\$	\$	\$ 2,090,301	\$ 2,090,301	\$	\$ 2,090,301
Special Mention								
Substandard					4,905,000	4,905,000	1,303,122	6,208,122
Total Construction to Permanent	\$	\$	\$	\$	\$ 6,995,301	\$ 6,995,301	\$ 1,303,122	\$ 8,298,423
Residential Real Estate								
Pass	\$	\$	\$	\$	\$ 118,242,660	\$ 118,242,660	\$	\$ 118,242,660
Special Mention					9,989,533	9,989,533		9,989,533
Substandard					8,713,461	8,713,461	3,592,759	12,306,220
Total Residential Real Estate	\$	\$	\$	\$	\$ 136,945,654	\$ 136,945,654	\$ 3,592,759	\$ 140,538,413
Consumer								
Pass	\$ 8,731	\$	\$	\$ 8,731	\$ 46,771,928	\$ 46,780,659	\$	\$ 46,780,659
Special Mention					2,810,564	2,810,564		2,810,564
Substandard					423,999	423,999	993,742	1,417,741
Total Consumer	\$ 8,731	\$	\$	\$ 8,731	\$ 50,006,491	\$ 50,015,222	\$ 993,742	\$ 51,008,964
Total	\$ 2,222,562	\$	\$	\$ 2,222,562	\$ 449,846,989	\$ 452,069,551	\$ 22,119,630	\$ 474,189,181

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The following table sets forth the detail and delinquency status of loans receivable, net, by performing and non-performing loans at December 31, 2011.

	Performing (Accruing) Loans				Total Performing Loans	Total Non- Accrual and Past Due Loans	Total Loans
	31-60 Days Past Due	Greater Than 60 Days	Total Past Due	Current			
2011							
Commercial							
Pass	\$ 10,971	\$	\$ 10,971	\$ 25,504,826	\$ 25,515,797	\$ 44,296	\$ 25,560,093
Special Mention				1,714,995	1,714,995		1,714,995
Substandard	233,781		233,781	3,064,459	3,298,240	1,237,407	4,535,647
Total Commercial	\$ 244,752	\$	\$ 244,752	\$ 30,284,280	\$ 30,529,032	\$ 1,281,703	\$ 31,810,735
Commercial Real Estate							
Pass	\$	\$	\$	\$ 162,670,173	\$ 162,670,173	\$ 402,663	\$ 163,072,836
Special Mention	1,915,504		1,915,504	22,263,802	24,179,306	2,832,452	27,011,758
Substandard				12,721,590	12,721,590	12,853,653	25,575,243
Total Commercial Real Estate	\$ 1,915,504	\$	\$ 1,915,504	\$ 197,655,565	\$ 199,571,069	\$ 16,088,768	\$ 215,659,837
Construction							
Pass	\$	\$	\$	\$	\$	\$	\$
Special Mention				9,210,344	9,210,344		9,210,344
Substandard						3,096,578	3,096,578
Total Construction	\$	\$	\$	\$ 9,210,344	\$ 9,210,344	\$ 3,096,578	\$ 12,306,922
Construction to Permanent							
Pass	\$	\$	\$	\$ 903,035	\$ 903,035	\$	\$ 903,035
Special Mention							
Substandard				4,905,000	4,905,000	4,203,987	9,108,987
Total Construction to Permanent	\$	\$	\$	\$ 5,808,035	\$ 5,808,035	\$ 4,203,987	\$ 10,012,022
Residential Real Estate							
Pass	\$ 42,181	\$	\$ 42,181	\$ 163,986,171	\$ 164,028,352	\$	\$ 164,028,352
Special Mention	4,800,000		4,800,000	2,916,201	7,716,201		7,716,201
Substandard		84,225	84,225	11,800,585	11,884,810	4,479,492	16,364,302
Total Residential Real Estate	\$ 4,842,181	\$ 84,225	\$ 4,926,406	\$ 178,702,957	\$ 183,629,363	\$ 4,479,492	\$ 188,108,855
Consumer							
Pass	\$ 1,459	\$	\$ 1,459	\$ 47,136,590	\$ 47,138,049	\$	\$ 47,138,049
Special Mention				3,303,727	3,303,727		3,303,727
Substandard				424,000	424,000	993,742	1,417,742
Total Consumer	\$ 1,459	\$	\$ 1,459	\$ 50,864,317	\$ 50,865,776	\$ 993,742	\$ 51,859,518
Total	\$ 7,003,896	\$ 84,225	\$ 7,088,121	\$ 472,525,498	\$ 479,613,619	\$ 30,144,270	\$ 509,757,889

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The following table summarizes impaired loans as of March 31, 2012:

	Recorded Investment	Unpaid Principal Balance	Related Allowance
2012			
With no related allowance recorded:			
Commercial	\$ 36,816	\$ 269,543	\$
Commercial Real Estate	7,964,198	8,771,196	
Construction	1,231,554	1,235,600	
Construction to Permanent	4,905,000	4,905,000	
Residential	13,392,843	13,392,843	
Consumer	993,742	993,742	
Total:	\$ 28,524,153	\$ 29,567,924	\$
With an allowance recorded:			
Commercial	\$ 233,134	\$ 424,178	\$ 97,256
Commercial Real Estate	1,499,474	1,598,159	137,441
Construction	135,000	286,625	31,520
Construction to Permanent	1,303,122	1,425,000	125,522
Residential	701,355	701,355	34,363
Consumer	424,000	424,000	151,500
Total:	\$ 4,296,085	\$ 4,859,317	\$ 577,602
Commercial	\$ 269,950	\$ 693,721	\$ 97,256
Commercial Real Estate	9,463,672	10,369,355	137,441
Construction	1,366,554	1,522,225	31,520
Construction to Permanent	6,208,122	6,330,000	125,522
Residential	14,094,198	14,094,198	34,363
Consumer	1,417,742	1,417,742	151,500
Total:	\$ 32,820,238	\$ 34,427,241	\$ 577,602

Impaired loans consist of non-accrual loans, TDRs and loans that were previously classified as TDRs that have been upgraded.

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The following table summarizes impaired loans as of December 31, 2011:

	Recorded Investment	Unpaid Principal Balance	Related Allowance
2011			
With no related allowance recorded:			
Commercial	\$ 210,091	\$ 581,974	\$
Commercial Real Estate	4,444,315	5,174,124	
Construction	1,243,579	1,247,627	
Construction to Permanent	6,614,333	6,614,333	
Residential	9,789,727	9,789,727	
Consumer	993,742	1,038,640	
Total:	\$ 23,295,787	\$ 24,446,425	\$
With an allowance recorded:			
Commercial	\$ 79,469	\$ 130,137	\$ 61,145
Commercial Real Estate	5,131,655	5,354,025	319,894
Construction	135,000	286,625	31,520
Construction to Permanent	2,494,654	2,634,000	498,254
Residential	5,196,516	5,196,516	197,478
Consumer	424,000	424,000	151,500
Total:	\$ 13,461,294	\$ 14,025,303	\$ 1,259,791
Commercial	\$ 289,560	\$ 712,111	\$ 61,145
Commercial Real Estate	9,575,970	10,528,149	319,894
Construction	1,378,579	1,534,252	31,520
Construction to Permanent	9,108,987	9,248,333	498,254
Residential	14,986,243	14,986,243	197,478
Consumer	1,417,742	1,462,640	151,500
Total:	\$ 36,757,081	\$ 38,471,728	\$ 1,259,791

The recorded investment of impaired loans at March 31, 2012 and December 31, 2011 was \$32.8 million and \$36.8 million, with related allowances of \$578,000 and \$1.3 million, respectively.

Included in the tables above at March 31, 2012 and December 31, 2011 are loans with carrying balances of \$28.5 million and \$23.3 million that required no specific reserves in our allowance for loan losses. Loans that did not require specific reserves at March 31, 2012 and December 31, 2011 have sufficient collateral values, less costs to sell, supporting the carrying balances of the loans. In some cases, there may be no specific reserves because the Company already charged-off the specific impairment. Once a borrower is in default, the Company is under no obligation to advance additional funds on unused commitments.

On a case-by-case basis, the Company may agree to modify the contractual terms of a borrower's loan to remain competitive and assist customers who may be experiencing financial difficulty, as well as preserve the Company's position in the loan. If the borrower is experiencing financial difficulties and a concession has been made at the time of such modification, the loan is classified as a troubled debt restructured loan.

As a result of the adoption of ASU 2011-02, the Company reassessed all restructurings occurred on or after January 1, 2011 for identification as TDRs and have concluded that there were no additional TDRs identified that have not been previously disclosed.

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The following table presents the total troubled debt restructured loans as of March 31, 2012:

	Accrual		Non-accrual		Total	
	# of Loans	Amount	# of Loans	Amount	# of Loans	Amount
Commercial Real Estate	1	\$ 235,284	2	\$ 4,345,087	3	\$ 4,580,371
Residential Real Estate	2	5,826,329			2	5,826,329
Construction			1	1,231,554	1	1,231,554
Construction to permanent	1	4,905,000	1	1,303,122	2	6,208,122
Consumer home equity	1	424,000			1	424,000
Total Troubled Debt Restructurings	5	\$ 11,390,613	4	\$ 6,879,763	9	\$ 18,270,376

The following table presents the total troubled debt restructured loans as of December 31, 2011:

	Accrual		Non-accrual		Total	
	# of Loans	Amount	# of Loans	Amount	# of Loans	Amount
Commercial Real Estate	1	\$ 238,165	3	\$ 5,666,882	4	\$ 5,905,047
Residential Real Estate	3	10,506,751			3	10,506,751
Construction			1	1,243,579	1	1,243,579
Construction to permanent	1	4,905,000	2	2,494,654	3	7,399,654
Consumer home equity	1	424,000			1	424,000
Total Troubled Debt Restructurings	6	\$ 16,073,916	6	\$ 9,405,115	12	\$ 25,479,031

No loans were modified in a troubled debt restructuring during the three months ended March 31, 2012.

Substantially all of our troubled debt restructured loan modifications involve lowering the monthly payments on such loans through either a reduction in interest rate below market rate, an extension of the term of the loan, or a combination of these two methods. These modifications rarely result in the forgiveness of principal or accrued interest. In addition, we frequently obtain additional collateral or guarantor support when modifying commercial loans. If the borrower had demonstrated performance under the previous terms and our underwriting process shows the borrower has the capacity to continue to perform under the restructured terms, the loan will continue to accrue interest. Non-accruing restructured loans may be returned to accrual status when there has been a sustained period of repayment performance (generally six consecutive months of payments) and both principal and interest are deemed collectible.

During the three months ended March 31, 2012, two of the troubled debt restructured loans were upgraded and are no longer classified as troubled debt restructurings as compared to December 31, 2011. One upgrade was a residential loan for \$4.7 million which is no longer classified as substandard due to increased liquidity of the borrower, and the other upgrade was a commercial construction loan for \$1.2 million where the bank received additional collateral. One troubled debt restructuring had a payment default on a commercial real estate loan of \$1.2 million and is currently in OREO.

All troubled debt restructurings are impaired loans, which are individually evaluated for impairment.

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The following table is a summary of the Company's deposits at:

	March 31, 2012	December 31, 2011
Non-interest bearing	\$ 59,049,656	\$ 65,613,374
Interest bearing		
NOW	28,823,777	24,396,210
Savings	61,518,552	59,396,310
Money market	48,557,712	52,889,642
Time certificates, less than \$100,000	196,536,154	198,207,998
Time certificates, \$100,000 or more	145,104,469	144,405,859
Total interest bearing	480,540,664	479,296,019
Total Deposits	\$ 539,590,320	\$ 544,909,393

Included in time certificates are certificates of deposit through the Certificate of Deposit Account Registry Service (CDARS) network of \$0 and \$1,361,544 at March 31, 2012 and December 31, 2011, respectively. These are considered brokered deposits. Pursuant to the Agreement discussed in Note 10, the Bank's participation in the CDARS program, as an issuer of deposits to customers of other banks in the CDARS program, may not exceed 10% of total deposits.

Note 5: Share-Based Compensation

The Company maintains the Patriot National Bancorp, Inc. 2012 Stock Plan to provide an incentive by the grant of options, restricted stock awards or phantom stock units to directors and employees of the Company. The Plan provides for the issuance of up to 3,000,000 shares of the Company's common stock subject to certain Plan limitations. 2,045,654 shares of stock remain available for issuance under the Plan as of March 31, 2012. The vesting of options and restricted stock awards may accelerate in accordance with terms of the plan. The Compensation Committee shall make terms and conditions applicable to the vesting of restricted stock awards and stock options. Restricted stock grants vest in quarterly installments over a four year period from the date of grant. The Compensation Committee accelerated the vesting of the initial grant of restricted stock, whereby the first year of the tranche vested immediately. Stock options were granted at an exercise price equal to \$2.20 based on a price determined by the Compensation Committee and all have an expiration period of 10 years. The fair value of stock options granted on January 24, 2012, was estimated utilizing the Black-Scholes option pricing model using the following assumptions: an expected life of 6.28 years utilizing the simplified method, risk-free rate of return of 1.28%, volatility of 61.29% and no dividend yield. The Company is expensing the grant date fair value of all share-based compensation over the requisite vesting periods on a straight-line basis.

During the three months ended March 31, 2012, the Company recorded \$79,631 of total stock-based compensation.

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The following table is a summary of the Company's non-vested stock options as of March 31, 2012, and changes therein during the period then ended:

	Number of Stock Options	Weighted Average Grant Date Fair Value	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Outstanding December 31, 2011		\$	\$	
Granted	850,000	0.90	2.20	10
Exercised				
Outstanding March 31, 2012	850,000	\$ 0.90	\$ 2.20	10
Exercisable March 31, 2012		\$	\$	

Expected future stock option expense related to the non-vested options outstanding as of March 31, 2012, is \$716,128 over an average period of 2.41 years.

The following is a summary of the status of the Company's restricted shares as of March 31, 2012, and changes therein during the period then ended.

	Number of Shares Awarded	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2011		\$
Granted	104,346	1.73
Vested	(19,190)	1.73
Forfeited		
Non-vested at March 31, 2012	85,156	\$ 1.73

Expected future stock award expense related to the non-vested restricted awards as of March 31, 2012, is \$146,894 over an average period of 3.34 years.

Note 6: Income Taxes

The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. A valuation allowance related to deferred tax assets is required when it is considered more likely than not that all or part of the benefit related to such assets will not be realized. Management has reviewed the deferred tax position of the Company at March 31, 2012. The deferred tax position has been affected by several significant transactions in recent years. These transactions include increased provision for loan losses, the levels of non-accrual loans and other-than-temporary impairment write-offs of certain investments, as well as a loss on the bulk sale of loans in 2011. As a result, the Company is in a cumulative net loss position at March 31, 2012, and under the applicable accounting guidance, has concluded that it is not more-likely-than-not that the Company will be able to realize its deferred tax assets and, accordingly, has established a full valuation allowance totaling \$14.1 million against its deferred tax asset at March 31, 2012. The valuation allowance is analyzed quarterly for changes affecting the deferred tax asset. If, in the future, the Company generates taxable income on a sustained basis, management's conclusion regarding the need for a deferred tax asset valuation allowance could change, resulting in the reversal of all or a portion of the deferred tax asset valuation allowance.

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An ownership change occurred with respect to the Company in 2010 for purposes of Section 382 of the Internal Revenue Code of 1986, as amended. Consequently, the Company's ability to claim net operating loss carryforwards attributable to periods prior to the ownership change and certain recognized built-in losses and deductions (pre-ownership change losses) against income in years subsequent to the ownership change is limited. The amount of pre-ownership change losses that may be applied against income in a tax year subsequent to the ownership change is generally limited to the product of (x) the Company's fair market value on the date of the ownership change and (y) the highest federal long-term tax-exempt rate in effect for any month in the three-month period ending with the calendar month in which the ownership change occurred, plus any unused capacity to claim pre-ownership change losses from prior years.

In 2011 the Company calculated the annual limitation on its use of pre-ownership change losses under Section 382 as a result of the 2010 ownership change as \$284,000. The Company also determined that the amount of its pre-ownership change losses was \$36.2 million. Based on that analysis and a 20-year carryforward period, the Company may utilize approximately \$5.7 million of the pre-ownership change losses. Accordingly, the Company wrote-off approximately \$10.4 million of deferred tax assets in 2011. The write-off of the deferred tax asset did not affect the consolidated financial statements as there is a full valuation allowance against the deferred tax assets.

Note 7: Income (loss) per share

The Company is required to present basic income (loss) per share and diluted income (loss) per share in its consolidated statements of operations. Basic income (loss) per share amounts are computed by dividing net income (loss) by the weighted average number of common shares outstanding. Diluted income (loss) per share reflects additional common shares that would have been outstanding if potentially dilutive common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate to outstanding stock options and are determined using the treasury stock method. The Company is also required to provide a reconciliation of the numerator and denominator used in the computation of both basic and diluted loss per share.

The stock options and non-vested restricted stock awards did not have an impact on the diluted earnings per share. The following is information about the computation of income (loss) per share for the three months ended March 31, 2012 and 2011:

Three months ended March 31, 2012		Weighted Average Common Shares O/S	Amount
Net Income			
Basic and Diluted Income Per Share Income attributable to common shareholders	\$ 545,530	38,372,271	\$ 0.01

Three months ended March 31, 2011		Weighted Average Common Shares O/S	Amount
Net Loss			
Basic and Diluted Loss Per Share Loss attributable to common shareholders	\$ (8,982,598)	38,362,727	\$ (0.23)

Note 8: Other Comprehensive Income

Other comprehensive income, which is comprised solely of the change in unrealized gains and losses on available-for-sale securities, is as follows:

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	Three Months Ended			Three Months Ended		
	March 31, 2012			March 31, 2011		
	Before Tax Amount	Tax Effect	Net of Tax Amount	Before Tax Amount	Tax Effect	Net of Tax Amount
Unrealized holding gains arising during the period	\$ 108,687	\$ (41,302)	\$ 67,385	\$ 5,202	\$ (1,977)	\$ 3,225
Reclassification adjustment for (losses) recognized in income	(8,042)	3,056	(4,986)			
Unrealized holding gains on available for sale securities, net of taxes	\$ 100,645	\$ (38,246)	\$ 62,399	\$ 5,202	\$ (1,977)	\$ 3,225

Note 9: Financial Instruments with Off-Balance Sheet Risk

In the normal course of business, the Company is a party to financial instruments with off-balance-sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit and involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the balance sheets. The contractual amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The contractual amount of commitments to extend credit and standby letters of credit represent the amount of potential accounting loss should: the contracts be fully drawn upon; the customers default; and the value of any existing collateral becomes worthless. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments and evaluates each customer's creditworthiness on a case-by-case basis. Management believes that the Company controls the credit risk of these financial instruments through credit approvals, credit limits, monitoring procedures and the receipt of collateral as deemed necessary.

Financial instruments whose contractual amounts represent credit risk at March 31, 2012 are as follows:

Commitments to extend credit:	
Future loan commitments	\$ 37,651,891
Home equity lines of credit	29,998,369
Unused lines of credit	32,890,740
Undisbursed construction loans	3,609,699
Financial standby letters of credit	507,000
	\$ 104,657,699

Standby letters of credit are written commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Guarantees that are not derivative contracts are recorded on the Company's consolidated balance sheet at their fair value at inception.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments to extend credit generally have fixed expiration dates, or other termination clauses, and may require payment of a fee by the borrower. Since these commitments could expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies, but may include residential and commercial property, deposits and securities. Based on the growth in the unfunded commitments, the bank has established a reserve of \$20,000 as of March 31, 2012.

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Note 10: Regulatory and Operational Matters

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). In addition, due to the Bank's asset profile and current economic conditions in its markets, the Bank's capital plan targets a minimum 9% Tier 1 leverage capital ratio.

In February 2009 the Bank entered into a formal written agreement (the "Agreement") with the Office of the Comptroller of the Currency. Under the terms of the Agreement, the Bank has appointed a Compliance Committee of outside directors and the Chief Executive Officer. The Committee must report quarterly to the Board of Directors and to the OCC on the Bank's progress in complying with the Agreement. The Agreement requires the Bank to review, adopt and implement a number of policies and programs related to credit and operational issues. The Agreement further provides for limitations on the acceptance of certain brokered deposits and the extension of credit to borrowers whose loans are criticized. The Bank may pay dividends during the term of the Agreement only with prior written permission from the OCC. The Agreement also requires that the Bank develop and implement a three-year capital plan. The Bank has taken or put into process many of the steps required by the Agreement, and does not anticipate that the restrictions included within the Agreement will impair its current business plan.

In June 2010 the company entered into a formal written agreement (the "Reserve Bank Agreement") with the Federal Reserve Bank of New York (the "Reserve Bank"). Under the terms of the Reserve Bank Agreement, the Board of Directors of the Company are required to take appropriate steps to fully utilize the Company's financial and managerial resources to serve as a source of strength to the Bank including taking steps to insure that the Bank complies with the Agreement with the OCC. The Reserve Bank Agreement requires the Company to submit, adopt and implement a capital plan that is acceptable to the Reserve Bank. The Company must also report to the Reserve Bank quarterly on the Company's progress in complying with the Reserve Bank Agreement. The Agreement further provides for certain restrictions on the payment or receipt of dividends, distributions of interest or principal on subordinate debentures or trust preferred securities and the Company's ability to incur debt or to purchase or redeem its stock without the prior written approval of the Reserve Bank. The Company has taken or put into process many of the steps required by the Reserve Bank Agreement, and does not anticipate that the restrictions included within the Reserve Bank Agreement will impair its current business plan.

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The Company's and the Bank's actual capital amounts and ratios at March 31, 2012 and December 31, 2011 were:

(dollars in thousands)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2012						
The Company:						
Total Capital (to Risk Weighted Assets)	\$ 64,054	16.00%	\$ 32,027	8.00%	N/A	N/A
Tier 1 Capital (to Risk Weighted Assets)	59,006	14.74%	16,012	4.00%	N/A	N/A
Tier 1 Capital (to Average Assets)	59,006	8.89%	26,549	4.00%	N/A	N/A
The Bank:						
Total Capital (to Risk Weighted Assets)	\$ 62,131	15.52%	\$ 32,026	8.00%	\$ 40,033	10.00%
Tier 1 Capital (to Risk Weighted Assets)	57,085	14.26%	16,013	4.00%	24,019	6.00%
Tier 1 Capital (to Average Assets)	57,085	8.60%	26,551	4.00%	33,189	5.00%
December 31, 2011						
The Company:						
Total Capital (to Risk Weighted Assets)	\$ 63,658	15.22%	\$ 33,469	8.00%	N/A	N/A
Tier 1 Capital (to Risk Weighted Assets)	58,377	13.95%	16,735	4.00%	N/A	N/A
Tier 1 Capital (to Average Assets)	58,377	9.01%	25,931	4.00%	N/A	N/A
The Bank:						
Total Capital (to Risk Weighted Assets)	\$ 61,616	14.75%	\$ 33,445	8.00%	\$ 41,806	10.00%
Tier 1 Capital (to Risk Weighted Assets)	56,339	13.48%	16,722	4.00%	25,084	6.00%
Tier 1 Capital (to Average Assets)	56,339	8.69%	25,929	4.00%	32,411	5.00%
<u>Restrictions on dividends, loans and advances</u>						

The Company's ability to pay dividends is dependent on the Bank's ability to pay dividends to the Company. Pursuant to the February 9, 2009 Agreement between the Bank and the OCC, the Bank can pay dividends to the Company only pursuant to a dividend policy requiring compliance with the Bank's OCC-approved capital program, in compliance with applicable law and with the prior written determination of no supervisory objection by the Assistant Deputy Comptroller. In addition to the Agreement, certain other restrictions exist regarding the ability of the Bank to transfer funds to the Company in the form of cash dividends, loans or advances. The approval of the OCC is required to pay dividends in excess of the Bank's earnings retained in the current year plus retained net earnings for the preceding two years. As of March 31, 2012, the Bank had an accumulated deficit; therefore, dividends may not be paid to the Company. The Bank is also prohibited from paying dividends that would reduce its capital ratios below minimum regulatory requirements.

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The Company's ability to pay dividends and incur debt is also restricted by the Reserve Bank Agreement. Under the terms of the Reserve Bank Agreement, the Company has agreed that it shall not declare or pay any dividends or incur, increase or guarantee any debt without the prior written approval of the Reserve Bank and the Director of the Division of Banking Supervision and Regulation (the "Director") of the Board of Governors.

Loans or advances to the Company from the Bank are limited to 10% of the Bank's capital stock and surplus on a secured basis.

Recent Legislative Developments

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Act") was signed into law on July 21, 2010. The Act is a significant piece of legislation that will continue to have a major impact on the financial services industry, including the organization, financial condition and operations of banks and bank holding companies. Management continues to evaluate the impact of the Act; however, uncertainty remains as to its operational impact, which could have a material adverse impact on the Company's business, results of operations and financial condition. Many of the provisions of the Act are aimed at financial institutions that are significantly larger than the Company and the Bank. Notwithstanding this, there are many other provisions that the Company and the Bank are subject to and will have to comply with, including any new rules applicable to the Company and the Bank promulgated by the Bureau of Consumer Financial Protection, a new regulatory body dedicated to consumer protection. As rules and regulations are promulgated by the agencies responsible for implementing and enforcing the Act, the Company and the Bank will have to address each to ensure compliance with applicable provisions of the Act and compliance costs are expected to increase.

The Dodd-Frank Act broadens the base for Federal Deposit Insurance Corporation insurance assessments. Under rules issued by the FDIC in February 2011, the base for insurance assessments changed from domestic deposits to consolidated assets less tangible equity. Assessment rates are calculated using formulas that take into account the risks of the institution being assessed. The rule was effective beginning April 1, 2011. This did not have a material impact on the Company.

On June 28, 2011, the Federal Reserve Board approved a final debit-card interchange rule. This primarily impacts larger banks and should not have a material impact on the Company.

It is difficult to predict at this time what specific impact the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on the Company. The financial reform legislation and any implementing rules that are ultimately issued could have adverse implications on the financial industry, the competitive environment, and our ability to conduct business. Management will have to apply resources to ensure compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase our costs of operations and adversely impact our earnings.

Note 11: Fair Value and Interest Rate Risk

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in certain instances, there are no quoted market prices for certain assets or liabilities. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the asset or liability.

Fair value measurements focus on exit prices in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment.

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The Company's fair value measurements are classified into a fair value hierarchy based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. The three categories within the hierarchy are as follows:

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

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

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

The fair value measurement level of an asset or liability within the fair value hierarchy is based on the lower level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

A description of the valuation methodologies used for assets and liabilities recorded at fair value, and for estimating fair value for financial and non-financial instruments not recorded at fair value, is set forth below.

Cash and due from banks, federal funds sold, short-term investments and accrued interest receivable and payable: The carrying amount is a reasonable estimate of fair value. These financial instruments are not recorded at fair value on a recurring basis.

Available-for-Sale Securities: These financial instruments are recorded at fair value in the financial statements. Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted prices are not available, then fair values are estimated by using pricing models (i.e., matrix pricing) or quoted prices of securities with similar characteristics and are classified within Level 2 of the valuation hierarchy. Examples of such instruments include U.S. government agency bonds and mortgage-backed securities, corporate bonds and money market preferred equity securities. The prices for these instruments are obtained through an independent pricing service or dealer market participants with whom the Company has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include prices derived from market quotations and matrix pricings. The fair value measurements considered observable data may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Management reviews the data and assumptions used in pricing the securities by its third party provider to ensure the highest level of significant inputs are derived from market observable data. Level 3 securities are instruments for which significant unobservable input are utilized. Available-for-sale securities are recorded at fair value on a recurring basis.

Loans: For variable rate loans, which reprice frequently and have no significant change in credit risk, carrying values are a reasonable estimate of fair values, adjusted for credit losses inherent in the portfolios. The fair value of fixed rate loans is estimated by discounting the future cash flows using the period end rates, estimated by using local market data, at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities, adjusted for credit losses inherent in the portfolios. The Company does not record loans at fair value on a recurring basis. However, from time to time, nonrecurring fair value adjustments to collateral-dependent impaired loans are recorded to reflect partial write-downs based on the observable market price or current appraised value of collateral. Fair values estimated in this manner do not fully incorporate an exit-price approach to fair value, but instead are based on a comparison to current market rates for comparable loans.

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Other Real Estate Owned: The fair values of the Company's other real estate owned (OREO) properties are based on the estimated current property valuations less estimated selling costs. When the fair value is based on current observable appraised values, OREO is classified within Level 2. The Company classifies OREO within Level 3 when unobservable adjustments are made to appraised values. The Company does not record other real estate owned at fair value on a recurring basis.

Deposits: The fair value of demand deposits, regular savings and certain money market deposits is the amount payable on demand at the reporting date. The fair value of certificates of deposit and other time deposits is estimated using a discounted cash flow calculation that applies interest rates currently being offered for deposits of similar remaining maturities, estimated using local market data, to a schedule of aggregated expected maturities on such deposits. The Company does not record deposits at fair value on a recurring basis.

Short-term borrowings: The carrying amounts of borrowings under short-term repurchase agreements and other short-term borrowings maturing within 90 days approximate their fair values. The Company does not record short-term borrowings at fair value on a recurring basis.

Junior Subordinated Debt: Junior subordinated debt reprices quarterly and as a result the carrying amount is considered a reasonable estimate of fair value. The Company does not record junior subordinated debt at fair value on a recurring basis.

Federal Home Loan Bank Borrowings: The fair value of the advances is estimated using a discounted cash flow calculation that applies current Federal Home Loan Bank interest rates for advances of similar maturity to a schedule of maturities of such advances. The Company does not record these borrowings at fair value on a recurring basis.

Other Borrowings: The fair values of longer term borrowings and fixed rate repurchase agreements are estimated using a discounted cash flow calculation that applies current interest rates for transactions of similar maturity to a schedule of maturities of such transactions. The Company does not record these borrowings at fair value on a recurring basis.

Off-balance sheet instruments: Fair values for the Company's off-balance-sheet instruments (lending commitments) are based on interest rate changes and fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The Company does not record its off-balance-sheet instruments at fair value on a recurring basis.

The following table details the financial assets measured at fair value on a recurring basis as of March 31, 2012 and December 31, 2011, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine fair value:

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	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of March 31, 2012
March 31, 2012				
U.S. Government agency mortgage-backed securities	\$	\$ 42,011,721	\$	\$ 42,011,721
U.S. Government bonds		5,025,780		5,025,780
Corporate bonds		11,554,353		11,554,353
Securities available for sale	\$	\$ 58,591,854	\$	\$ 58,591,854

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2011
December 31, 2011				
U.S. Government agency mortgage-backed securities	\$	\$ 50,049,429	\$	\$ 50,049,429
U.S. Government bonds		5,037,085		5,037,085
Corporate bonds		11,383,458		11,383,458
Securities available for sale	\$	\$ 66,469,972	\$	\$ 66,469,972

Certain financial assets and financial liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

The following tables reflect financial assets measured at fair value on a non-recurring basis as of March 31, 2012 and December 31, 2011, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance
March 31, 2012				
Impaired Loans ⁽¹⁾	\$	\$	\$ 4,296,086	\$ 4,296,086
Other real estate owned ⁽²⁾	\$	\$	\$ 288,144	\$ 288,144
December 31, 2011				
Impaired Loans ⁽¹⁾	\$	\$	\$ 13,498,177	\$ 13,498,177
Other real estate owned ⁽²⁾	\$	\$	\$ 2,762,640	\$ 2,762,640

⁽¹⁾ Represents carrying value for which adjustments are based on the appraised value of the collateral.

⁽²⁾ Represents carrying value for which adjustments are based on the appraised value of the property.

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The Company discloses fair value information about financial instruments, whether or not recognized in the consolidated balance sheet, for which it is practicable to estimate that value. Certain financial instruments are excluded from disclosure requirements and, accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The estimated fair value amounts have been measured as of March 31, 2012 and December 31, 2011 and have not been reevaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair value of these financial instruments subsequent to the respective reporting dates may be different than amounts reported on those dates.

The information presented should not be interpreted as an estimate of the fair value of the Company since a fair value calculation is only required for a limited portion of the Company's assets and liabilities. Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other bank holding companies may not be meaningful.

The following is a summary of the carrying amounts and estimated fair values of the Company's financial instruments not measured and not reported at fair value on the consolidated balance sheets at March 31, 2012 and December 31, 2011 (in thousands):

	Fair Value Hierarchy	March 31, 2012		December 31, 2011	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial Assets:					
Cash and noninterest bearing balances due from banks	Level 1	\$ 4,052	\$ 4,052	\$ 4,242	\$ 4,242
Interest-bearing deposits due from banks	Level 1	99,212	99,212	50,474	50,474
Short-term investments	Level 1	710	710	710	710
Other investments	Level 2	3,500	3,500	3,500	3,500
Federal Reserve Bank stock	Level 1	1,692	1,692	1,707	1,707
Federal Home Loan Bank stock	Level 1	4,344	4,344	4,508	4,508
Loans receivable, net	Level 3	466,265	483,159	501,477	511,648
Accrued interest receivable	Level 1	2,243	2,243	2,453	2,453
Financial Liabilities:					
Demand deposits	Level 1	\$ 59,050	\$ 59,050	\$ 65,613	\$ 65,613
Savings deposits	Level 1	61,519	61,519	59,396	59,396
Money market deposits	Level 1	48,558	48,558	52,890	52,890
NOW accounts	Level 1	28,824	28,824	24,396	24,396
Time deposits	Level 2	341,641	345,726	342,614	347,246
FHLB Borrowings	Level 2	60,000	62,767	50,000	52,645
Securities sold under repurchase agreements	Level 2	7,000	7,553	7,000	8,173
Subordinated debentures	Level 2	8,248	8,248	8,248	8,248
Accrued interest payable	Level 1	1,026	1,026	949	949

The following are the methods and assumptions that were used to estimate the fair value of other financial assets and liabilities in the table above:

Cash and due from banks and interest deposits with banks: The carrying amount is considered to be a reasonable estimate of fair value due to the short maturity of these items.

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Short term investments: The carrying amount is considered to be a reasonable estimate of fair value due to the short maturity of these items.

Other Investments: The redeemable carrying amount of this security, with limited marketability, approximates its fair value.

Federal Reserve Bank and Federal Home Loan Bank stock: The redeemable carrying amount of these securities, with limited marketability, approximates their fair value.

Loans: The fair values of loans are estimated by discounting the projected future cash flows using market discount rates, primarily based on the Bank's current offer rates on comparable products, which reflect credit and interest-rate risk inherent in the loan. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Fair values estimated in this manner do not fully incorporate an exit price approach to fair value, but instead are based on a comparison to current market rates for comparable loans.

Accrued interest receivable and payable: The carrying amounts of accrued interest approximate their fair value due to the short-term nature of these items.

Deposits: Current carrying amounts approximate estimated fair value of demand deposits, savings, money market and NOW accounts. The fair value of time deposits is based on the discounted value of contractual cash flows using the Bank's current offer rates on comparable products of similar remaining maturities.

FHLB borrowings and securities sold under repurchase agreements: The fair values of the borrowings are estimated by discounting the estimated future cash flows using current market discount rates of financial instruments with similar characteristics, terms and remaining maturities.

Junior Subordinated Debt: There is no active market for the trust preferred securities issued by the Company's capital trust. The carrying amount is considered to be a reasonable estimate of fair value because of the frequency they reprice to market rates.

The Company assumes interest rate risk (the risk that general interest rate levels will change) as a result of its normal operations. As a result, the fair values of the Company's financial instruments will change when interest rate levels change and that change may be either favorable or unfavorable to the Company. Management attempts to match maturities of assets and liabilities to the extent believed necessary to minimize interest rate risk. However, borrowers with fixed rate obligations are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are receiving fixed rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors rates and maturities of assets and liabilities and attempts to minimize interest rate risk by adjusting terms of new loans and deposits and by investing in securities with terms that mitigate the Company's overall interest rate risk.

Off-balance sheet instruments

Loan commitments on which the committed interest rate is less than the current market rate were insignificant at March 31, 2012 and December 31, 2011. The estimated fair value of fee income on letters of credit at March 31, 2012 and December 31, 2011 was insignificant.

Note 12. Restructuring Charges and Asset Disposals

The Company recorded restructuring charges of \$368,000 for the three months ended March 31, 2012. These costs are included in restructuring charge expense in the Consolidated Statements of Operations.

During 2011, the Company announced that it would be undertaking a series of initiatives that are designed to transform and enhance its operations. In order to strengthen the Company's competitive position and return it to its goal of restored health and profitability, it executed one initiative to consolidate four branch locations and vacate other office space, and a second plan to reduce workforce by approximately 10% of employees.

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On March 3, 2011, the Company announced that it would consolidate four branches, effective June 2011, to reduce operating expenses. All customer accounts in the affected branches were transferred to nearby Patriot branches to minimize any inconvenience to customers. The consolidation of these branches resulted in an earnings charge of \$1.8 million, which is comprised of lease termination expenses of \$1.2 million, lease liabilities charges of \$400,000, and severance payments of \$200,000 to affected employees. In addition, there was a \$600,000 write-off of leasehold improvements and other fixed assets for these branches that were closed.

In order to further reduce operating expenses, the Company announced on May 16, 2011 that it would be executing a workforce reduction plan with employees in the back office operational areas. There were a total of eighteen employees affected by this reduction. This initiative resulted in an earnings charge of \$600,000, which is comprised exclusively of severance payments to affected employees.

On September 23, 2011, the Company subleased vacant office space at 900 Bedford Street, Stamford, CT, effective October 1, 2011 for a term of two years.

On March 30, 2012, the Company announced that it would close the NYC branch, effective June 2012, and executed a workforce reduction of back office personnel to further reduce operating expenses. There were twelve employees in total affected by this announcement. For the three months ended March 31, 2012, a restructuring charge of \$368,000 was recorded, which was comprised of severance expenses for the back office personnel.

Restructuring reserves at March 31, 2012 for the restructuring activities taken in connection with these initiatives are comprised of the following:

	Balance at December 31, 2011	Expenses	Cash payments	Non-cash charges	Balance at March 31, 2012
Severance and benefit costs 2011	\$ 64,132	\$	\$ (17,666)	\$ (2,993)	\$ 43,473
Lease termination costs 2011	317,808			(36,202)	281,606
Severance and benefit costs 2012		368,477			368,477
Total	\$ 381,940	\$ 368,477	\$ (17,666)	\$ (39,195)	\$ 693,556

The restructuring reserves at March 31, 2012 are included in accrued expenses and other liabilities in the Consolidated Balance Sheet.

Note 13: Recent Accounting Pronouncements

Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurements (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, was issued as a result of the effort to develop common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards (IFRS). While ASU No. 2011-04 is largely consistent with existing fair value measurement principles in U.S. GAAP, it expands the existing disclosure requirements for fair value measurements and clarifies the existing guidance or wording changes to align with IFRS No. 13. Many of the requirements for the amendments in ASU No. 2011-04 do not result in a change in the application of the requirements in Topic 820. The Company adopted ASU No. 2011-04 on January 1, 2012 and it did not have a material impact on the consolidated financial statements.

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ASU No. 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income, requires an entity to present components of comprehensive income either in a single continuous statement of comprehensive income or in two separate consecutive statements. These amendments will make the financial statement presentation of other comprehensive income more prominent by eliminating the alternative to present comprehensive income within the statement of equity. As originally issued, ASU No. 2011-05 required entities to present reclassification adjustments out of accumulated other comprehensive income by component in the statement in which net income is presented and the statement in which other comprehensive income is presented (for both interim and annual financial statements). This requirement was deferred by *ASU No. 2011-12, Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards*. ASU No. 2011-05 is effective for all interim and annual periods beginning on or after December 15, 2011. The Company adopted this guidance in the first quarter of 2012 and elected to present comprehensive income in a separate consolidated statement of comprehensive income.

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

SAFE HARBOR STATEMENT UNDER PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain statements contained in Bancorp's public reports, including this report, and in particular in Management's Discussion and Analysis of Financial Condition and Results of Operations, may be forward looking and subject to a variety of risks and uncertainties. These factors include, but are not limited to; (1) changes in prevailing interest rates which would affect the interest earned on Bancorp's interest earning assets and the interest paid on its interest bearing liabilities; (2) the timing of repricing of Bancorp's interest earning assets and interest bearing liabilities; (3) the effect of changes in governmental monetary policy; (4) the effect of changes in regulations applicable to Bancorp and the Bank and the conduct of its business; (5) changes in competition among financial service companies, including possible further encroachment of non-banks on services traditionally provided by banks; (6) the ability of competitors that are larger than Bancorp to provide products and services which it is impracticable for Bancorp to provide; (7) the state of the economy and real estate values in Bancorp's market areas, and the consequent effect on the quality of Bancorp's loans, customers, vendors and communities; (8) recent governmental initiatives that are expected to have a profound effect on the financial services industry and could dramatically change the competitive environment of Bancorp; (9) other legislative or regulatory changes, including those related to residential mortgages, changes in accounting standards, and Federal Deposit Insurance Corporation (FDIC) premiums that may adversely affect Bancorp.

Although Bancorp believes that it offers the loan and deposit products and has the resources needed for continued success, future revenues and interest spreads and yields cannot be reliably predicted. These trends may cause Bancorp to adjust its operations in the future. Because of the foregoing and other factors, recent trends should not be considered reliable indicators of future financial results or stock prices.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and to disclose contingent assets and liabilities. Actual results could differ from those estimates. Management has identified the accounting for the allowance for loan losses, the analysis of its investment securities and the valuation of deferred income tax assets, as Bancorp's most critical accounting policies and estimates in that they are important to the portrayal of Bancorp's financial condition and results. They require management's most subjective and complex judgment as a result of the need to make an estimate about the effect of matters that are inherently uncertain. These accounting policies, including the nature of the estimates and types of assumptions used, are described throughout this Management's Discussion and Analysis.

Table of Contents**SUMMARY**

Bancorp realized net income of \$546,000 (\$0.01 basic and diluted income per share) for the quarter ended March 31, 2012, compared to a net loss of \$9.0 million (\$0.23 basic and diluted loss per share) for the quarter ended March 31, 2011. The primary reason for the increase in the quarterly comparison is the \$6.2 million loss on the bulk sale of non-performing assets recorded in the first quarter of 2011 and lower operating expenses of \$1.3 million. In addition, during the quarter ended March 31, 2012, Bancorp recorded \$264,000 in gains on sale of loans and \$368,000 in restructuring charges. Bancorp's net interest income for the quarter ended March 31, 2012 was \$5.2 million compared to \$4.9 million for the quarter ended March 31, 2011. Interest income and interest expense decreased by 2% and 17%, respectively, for the quarter ended March 31, 2012 compared to the quarter ended March 31, 2011. The decline in interest income is due primarily to lower average outstanding loan balances, and a high level of elevated liquidity. The significant decline in interest expense is primarily due to the reduction of total deposits and substantially lower interest rates paid on existing deposits.

Total assets increased \$5.3 million from \$665.8 million at December 31, 2011 to \$671.1 million at March 31, 2012. Cash and cash equivalents increased \$48.5 million from \$55.4 million at December 31, 2011 to \$104.0 million at March 31, 2012. Securities decreased \$8.1 million from \$76.2 million at December 31, 2011 to \$68.1 million March 31, 2012. The net loan portfolio decreased \$35.0 million from \$501.2 million at December 31, 2011 to \$466.3 million at March 31, 2012. This decrease is primarily a result of a \$65.8 million sale of residential loans, partially offset with new loan fundings of \$17.1 million. As a result of weak loan demand and currently high levels of balance sheet liquidity, the Bank continued to offer lower rates on deposit products. The overall cost of deposits decreased from 1.28% at December 31, 2011 to 1.26% at March 31, 2012. Deposits decreased \$5.3 million from \$544.9 million at December 31, 2011 to \$539.6 million at March 31, 2012. Borrowings increased \$10.0 million from \$57.0 million at December 31, 2011 and March 31, 2011 to \$67.0 million at March 31, 2012, due to an additional borrowing from the FHLB.

FINANCIAL CONDITION***Cash and Cash Equivalents***

Cash and cash equivalents increased \$48.5 million, or 88%, to \$104.0 million at March 31, 2012 compared to \$55.4 million at December 31, 2011. This increase is primarily the result of the proceeds from the residential loan sale on March 29, 2012, that was included in short-term investments, and lower outstanding loan balances.

Investments

The following table is a summary of Bancorp's available-for-sale securities portfolio, at fair value, at the dates shown:

	March 31, 2012	December 31 2011
U.S. Government agency mortgage-backed securities	\$ 42,011,721	\$ 50,049,429
U.S. Government bonds	5,025,780	5,037,085
Corporate bonds	11,554,353	11,383,458
Total Available-for-Sale Securities	\$ 58,591,854	\$ 66,469,972

Available-for-sale securities decreased \$7.9 million, or 12%, from \$66.5 million at December 31, 2011 to \$58.6 million at March 31, 2012. This decrease is primarily due to the sale of \$5.2 million of government agency mortgage-backed securities and principal pay downs of \$2.7 million on mortgage backed securities.

Table of Contents**Loans**

The following table is a summary of Bancorp's loan portfolio at the dates shown:

	March 31, 2012	December 31, 2011
Real Estate		
Commercial	\$ 230,629,333	\$ 215,659,837
Residential	140,538,413	188,108,855
Construction	11,461,824	12,306,922
Construction to permanent	8,298,423	10,012,022
Commercial	32,252,224	31,810,735
Consumer home equity	48,945,029	49,694,546
Consumer installment	2,063,935	2,164,972
Total Loans	474,189,181	509,757,889
Premiums on purchased loans	228,792	231,125
Net deferred costs	308,192	622,955
Allowance for loan losses	(8,460,943)	(9,384,672)
Loans receivable, net	\$ 466,265,222	\$ 501,227,297

Bancorp's net loan portfolio decreased \$35.0 million, or 7%, from \$501.2 million at December 31, 2011 to \$466.3 million at March 31, 2012. The decrease is primarily a result of the \$66.4 million residential loan sale, partially offset by new loan growth. Residential mortgages decreased by \$47.6 million; and construction-to-permanent and construction loans decreased \$1.7 million and \$845,000 respectively. Consumer home equity and consumer installment loans decreased \$750,000 and \$101,000 respectively. These were partially offset by an increase in commercial real estate loans of \$15.0 million. Commercial loans increased by \$441,000.

At March 31, 2012, the net loan to deposit ratio was 86% and the net loan to total assets ratio was 69%. At December 31, 2011, these ratios were 92% and 76%, respectively.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a quarterly basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan losses decreased \$924,000 from December 31, 2011 to March 31, 2012 primarily due to the significant reduction in loan balances and the improved quality of the loan portfolio which resulted in a release of excess reserves of \$845,000 after net charge-offs of \$78,000.

The accrual of interest on loans is discontinued at the time the loan is 90 days past due for payment unless the loan is well-secured and in process of collection. Consumer installment loans are typically charged off no later than 180 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not collected for loans that are placed on nonaccrual status or charged off is reversed against interest income. Any interest paid on these loans is accounted for on the cash-basis method until qualifying for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

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Management considers all non-accrual loans, troubled debt restructurings and loans that were previously classified as TDRs that have been upgraded, to be impaired. In most cases, loan payments that are past due less than 90 days, based on contractual terms, are considered collection delays and the related loans are not considered to be impaired. The Bank considers consumer installment loans to be pools of smaller balance homogeneous loans, which are collectively evaluated for impairment.

The changes in the allowance for loan losses for the periods shown are as follows:

<i>(Thousands of dollars)</i>	Three months ended	
	March 31, 2012	March 31, 2011
Balance at beginning of period	\$ 9,385	\$ 15,374
Charge-offs	(102)	(4,154)
Recoveries	24	21
Net Charge-offs	(78)	(4,133)
Transferred to loans held-for-sale		(6,014)
Provision charged to operations	(846)	6,981
Balance at end of period	\$ 8,461	\$ 12,208
Ratio of net charge-offs during the period to average loans outstanding during the period	0.01%	0.78%
Ratio of ALLL / Gross Loans	1.78%	2.55%

Based upon the overall assessment and evaluation of the loan portfolio, management believes the allowance for loan losses of \$8.5 million, at March 31, 2012, which represents 1.78% of gross loans outstanding, is adequate under prevailing economic conditions, to absorb existing losses in the loan portfolio. Bancorp has had ten consecutive quarters of decreases in non-accrual loans.

Non-Accrual, Past Due and Restructured Loans

The following table presents non-accruing loans and loans past due 90 days or more and still accruing:

<i>(Thousands of dollars)</i>	March 31, 2012	December 31, 2011
Loans past due over 90 days still accruing	\$ 6,574	\$ 9,461
Non accruing loans	15,546	20,683
Total	\$ 22,120	\$ 30,144
% of Total Loans	4.66%	5.91%
% of Total Assets	3.30%	4.53%

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Loans delinquent over 90 days and still accruing aggregating \$6.6 million are comprised of ten loans, all of which have matured and the borrowers continue to make payments. These loans are currently in the process of being renewed or paid off. Impaired loans, which are comprised of non-accruing loans, troubled debt restructured loans, and loans previously classified as TDRs that have been upgraded, decreased by \$4.0 million to \$32.8 million for the quarter ended March 31, 2012. Impaired loans are attributable to the lingering effects of the downturn in the economy, which has severely impacted the real estate market and placed unprecedented stress on credit markets. Residents of Fairfield County, Connecticut, many of whom are associated with the financial services industry, have been affected by the impact of the poor economy on employment and real estate values.

The \$15.5 million of non-accrual loans at March 31, 2012 is comprised of exposure to 21 borrowers, for which a specific reserve of \$426,000 has been established. In all cases, the Bank has obtained appraisal reports from independent licensed appraisal firms and discounted those values for estimated selling costs to determine estimated impairment. Of the \$15.5 million of non-accrual loans at March 31, 2012 borrowers of three loans with aggregate balances of \$4.7 million continue to make loan payments and these loans are current within one month as to payments.

Potential Problem Loans

In addition to the above, there are \$44.4 million of substandard accruing loans comprised of 37 loans and \$42.6 million of special mention loans comprised of 43 loans for which management has a concern as to the ability of the borrowers to comply with the present repayment terms. All but \$3.6 million of the substandard accruing loans and all of the special mention loans continue to make timely payments and are within 30 days at March 31, 2012.

Other Real Estate Owned

The following table is a summary of Bancorp's other real estate owned at the dates shown:

	March 31, 2012	December 31, 2011
Residential construction	\$ 1,173,503	\$ 1,140,560
Commercial		1,622,080
Residential	288,144	
Other real estate owned	\$ 1,461,647	\$ 2,762,640

The balance of other real estate owned at March 31, 2012 is comprised of two properties with an aggregate carrying value of \$1.5 million that were obtained through loan foreclosure proceedings. During the quarter, two OREO properties were sold with an aggregate carrying value of \$1.6 million.

Deferred Taxes

The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. A valuation allowance related to deferred tax assets is required when it is considered more likely than not that all or part of the benefit related to such assets will not be realized. Management has reviewed the deferred tax position of Bancorp at March 31, 2012. The deferred tax position has been affected by several significant transactions in the past several years. These transactions include the change in ownership, in addition to, the increased provision for loan losses, the levels of non-accrual loans and other-than-temporary impairment write-offs of certain investments. As a result, the Company is in a cumulative net loss position at March 31, 2012, and under the applicable accounting guidance, has concluded that it is not more-likely-than-not that the Company will be able to realize its deferred tax assets and accordingly has established a full valuation allowance totaling \$14.1 million against its deferred tax asset at March 31, 2012. The valuation allowance is analyzed quarterly for changes affecting the deferred tax asset. If, in the future, the Company generates taxable income on a sustained basis, management's conclusion regarding the need for a deferred tax asset valuation allowance could change, resulting in the reversal of all or a portion of the deferred tax asset valuation allowance.

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The following table is a summary of Bancorp's deposits at the dates shown:

	March 31, 2012	December 31, 2011
Non-interest bearing	\$ 59,049,656	\$ 65,613,374
Interest bearing		
NOW	28,823,777	24,396,210
Savings	61,518,552	59,396,310
Money market	48,557,712	52,889,642
Time certificates, less than \$100,000	196,536,154	198,207,998
Time certificates, \$100,000 or more	145,104,469	144,405,859
Total interest bearing	480,540,664	479,296,019
Total Deposits	\$ 539,590,320	\$ 544,909,393

Total deposits decreased \$5.3 million, or 1%, from \$544.9 million at December 31, 2011 to \$539.6 million at March 31, 2012. Demand deposits decreased \$6.6 million primarily as a result of decreases in commercial checking accounts of \$8.4 million and \$100,000 in official checks, partially offset by an increase in personal checking accounts and certified checks of \$1.4 million and \$556,000 respectively. Interest bearing accounts increased \$1.2 million. This was primarily due to increases in NOW accounts of \$4.4 million and savings accounts of \$2.1 million. These were partially offset by decreases in money market accounts of \$4.3 million due to improved economic conditions in the overall financial markets. Certificates of deposit (CDs) decreased by \$1.0 million.

Borrowings

At March 31, 2012, total borrowings increased \$10.0 million to \$75.2 million, due to a short-term advance from the Federal Home Loan Bank of Boston, compared to \$65.2 million at December 31, 2011. In addition to the outstanding borrowings disclosed in the consolidated balance sheet, the Bank has the ability to borrow approximately \$66.2 million in additional advances from the Federal Home Loan Bank of Boston, including a \$2.0 million overnight line of credit. The Bank has also established a line of credit at the Federal Reserve Bank.

The subordinated debentures of \$8,248,000 are unsecured obligations of the Company and are subordinate and junior in right of payment to all present and future senior indebtedness of the Company. The Company has entered into a guarantee, which together with its obligations under the subordinated debentures and the declaration of trust governing the Trust, provides a full and unconditional guarantee of amounts on the capital securities. The subordinated debentures, which bear interest at three-month LIBOR plus 3.15% (3.62365% at March 31, 2012), matures on March 26, 2033. Beginning in the second quarter of 2009, the Company began deferring interest payments on the subordinated debentures as permitted under the terms of the debentures. The deferral in the first quarter of 2012 represented the twelfth consecutive quarter of deferral. The Company continues to accrue and charge interest to operations. The Company may defer the payment of interest until March 2014, and all accrued interest must be paid prior to or at completion of the deferral period.

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Capital

Capital increased \$688,000 compared to December 31, 2011 primarily as a result of the net income earned of \$546,000 on continuing operations for the three months ended March 31, 2012.

Off-Balance Sheet Arrangements

Bancorp's off-balance sheet arrangements, which primarily consist of commitments to lend, decreased by \$35.7 million from \$140.4 million at December 31, 2011 to \$104.7 million at March 31, 2012, due to decreases of \$53.6 million in future loan commitments, partially offset by increases of \$15.0 million in unused lines of credit and \$1.8 million in undisbursed construction loans.

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The following tables present average balance sheets (daily averages), interest income, interest expense and the corresponding yields earned and rates paid for major balance sheet components:

	Three months ended March 31,					
	Average Balance	2012 Interest Income/ Expense	Average Rate	Average Balance	2011 Interest Income/ Expense	Average Rate
	<i>(dollars in thousands)</i>					
Interest earning assets:						
Loans	\$ 522,476	\$ 6,665	5.10%	\$ 532,985	\$ 6,957	5.22%
Investments	75,378	510	2.71%	49,005	344	2.81%
Interest bearing deposits in banks	38,816	11	0.11%	99,270	62	0.25%
Federal funds sold			0.00%	10,000	4	0.16%
Total interest earning assets	636,670	7,186	4.51%	691,260	7,367	4.26%
Cash and due from banks	4,993			20,101		
Premises and equipment, net	3,929			4,968		
Allowance for loan losses	(9,381)			(15,504)		
Other assets	28,376			45,888		
Total Assets	\$ 664,587			\$ 746,713		
Interest bearing liabilities:						
Deposits	\$ 479,761	\$ 1,517	1.26%	\$ 557,135	\$ 1,865	1.34%
FHLB advances	55,176	357	2.59%	50,000	419	3.35%
Subordinated debt	8,248	76	3.69%	8,248	70	3.39%
Other borrowings	7,000	77	4.40%	7,000	77	4.42%
Total interest bearing liabilities	550,185	2,027	1.47%	622,383	2,431	1.56%
Demand deposits	58,373			52,898		
Accrued expenses and other liabilities	5,371			5,995		
Shareholders' equity	50,658			65,437		
Total liabilities and equity	\$ 664,587			\$ 746,713		
Net interest income		\$ 5,159			\$ 4,936	
Interest margin			3.24%			2.86%
Interest spread			3.04%			2.70%

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The following rate volume analysis reflects the impact that changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities had on net interest income during the periods indicated. Information is provided in each category with respect to changes attributable to changes in volume (changes in volume multiplied by prior rate), changes attributable to changes in rates (changes in rates multiplied by prior volume) and the total net change. The change resulting from the combined impact of volume and rate is allocated proportionately to the change due to volume and the change due to rate.

	Three months ended March 31, 2012 vs 2011		
	Increase (decrease) in Interest Income/Expense		
	Due to change in:		
	Volume	Rate	Total
	<i>(dollars in thousands)</i>		
Interest earning assets:			
Loans	\$ (135)	\$ (157)	\$ (292)
Investments	179	(13)	166
Interest bearing deposits in banks	(27)	(24)	(51)
Federal funds sold	(2)	(2)	(4)
 Total interest earning assets	 15	 (196)	 (181)
 Interest bearing liabilities:			
Deposits	\$ (244)	\$ (104)	\$ (348)
FHLB advances	46	(108)	(62)
Subordinated debt		6	6
Other borrowings			
 Total interest bearing liabilities	 (198)	 (206)	 (404)
 Net interest income	 \$ 213	 \$ 10	 \$ 223

For the quarter ended March 31, 2012, average interest earning assets decreased \$54.6 million, or 8%, to \$636.7 million from \$691.3 million for the quarter ended March 31, 2011, resulting in interest income for Bancorp of \$7.2 million compared to \$7.4 million for the same period in 2011. Interest and fees on loans decreased \$292,000 or 4%, from \$7.0 million for the quarter ended March 31, 2011 to \$6.7 million for the quarter ended March 31, 2012. This decrease is primarily the result of a \$10.5 million decrease in the average balance of the loan portfolio. When compared to the same period last year, interest income on investments increased by 48% due to an increase of \$26.4 million in the average balance of investments outstanding, partially offset by a decrease in the yield on the investment portfolio. Income on interest-bearing deposits in banks decreased 82% for the quarter ended March 31, 2012 compared to the quarter ended March 31, 2011, which is reflective of the decrease in the average balances due to our excess funds used to purchase available for sale securities.

Total interest expense for the quarter ended March 31, 2012 of \$2.0 million represents a decrease of \$404,000, or 17%, compared to interest expense of \$2.4 million for the same period last year. This decrease in interest expense is the result of a decrease in both interest rates paid and in the average balances of interest-bearing liabilities. Average balances of deposit accounts decreased \$77.4 million, or 14%, which is comprised primarily of decreases in certificates of deposit and money market accounts of \$54.2 million and \$31.0 million respectively. These were partially offset by increases in NOW accounts of \$5.8 million and \$2.0 million in savings accounts. In addition, significantly lower interest rates primarily contributed to the overall decrease of \$348,000 in interest expense on deposits. Average FHLB advances increased by \$5.2 million, but lower interest rates resulted in a decrease of \$62,000 in interest expense. Interest expense on the junior subordinated debt and borrowed funds increased by \$6,000.

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As a result of the above, Bancorp's net interest income increased \$223,000, or 5%, to \$5.2 million for the three months ended March 31, 2012 compared to \$4.9 million for the same period last year. The net interest margin for the three months ended March 31, 2012 was 3.24% as compared to 2.86% for the three months ended March 31, 2011 as a result of the various reasons mentioned above.

Provision for Loan Losses

Based on management's most recent evaluation of the adequacy of the allowance for loan losses, the provision for loan losses released from operations for the three months ended March 31, 2012 was \$845,000 due to the significant reduction of the loan portfolio and improvement in credit quality. In the first quarter of 2011, a \$7.0 million charge was made to the provision primarily due to the \$6.0 million charge related to loans transferred to held-for-sale in connection with the bulk loan sale. The allowance for loan losses decreased by \$924,000 from December 31, 2011 to March 31, 2012 due primarily to \$845,000 release of excess reserves after net charge-offs of \$78,000.

An analysis of the changes in the allowance for loan losses is presented under Allowance for Loan Losses.

Non-interest income

Non-interest income increased \$167,000 from \$583,000 for the quarter ended March 31, 2011 to \$750,000 for the quarter ended March 31, 2012. This is primarily due to the gain on sale of loans of \$264,000 during the quarter ended March 31, 2012, partially offset by lower fees and service charges on deposit accounts of \$52,000 and a \$26,000 decrease in earnings on the cash surrender value of life insurance.

Non-interest expenses

Non-interest expenses decreased \$1.3 million or 17% from \$7.5 million to \$6.2 million for the quarter ended March 31, 2012 as compared to the quarter ended March 31, 2011. Other real estate operations expenses decreased by \$421,000, primarily due to \$201,000 in gains recognized on the sale of 2 properties during the quarter ended March 31, 2012 and lower operating expenses due to fewer OREO properties being managed. Salaries and benefits expenses and occupancy expenses decreased \$324,000 and \$231,000 respectively, for the quarter ended March 31, 2012 compared to the same period last year primarily due to the impact of the prior year's reduction-in-force and branch closings. Professional and other outside services, which are comprised primarily of audit and accounting fees, legal services and consulting fees, decreased \$267,000 from \$882,000 for the quarter ended March 31, 2011, to \$615,000 for the quarter ended March 31, 2012. Regulatory assessments decreased \$201,000 due to decreased FDIC premiums based on the lower assessment base. These were partially offset by restructurings charges of \$368,000 related to the reduction-in-force of back office personnel initiated in March 2012.

LIQUIDITY

Bancorp's liquidity ratio was 24% at March 31, 2012 compared to 28% at March 31, 2011. The liquidity ratio is defined as the percentage of liquid assets to total assets. The following categories of assets, as described in the accompanying consolidated balance sheets, are considered liquid assets: cash and due from banks, federal funds sold, short-term investments and available-for-sale securities. Liquidity is a measure of Bancorp's ability to generate adequate cash to meet financial obligations. The principal cash requirements of a financial institution are to cover downward fluctuations in deposit accounts and increases in its loan portfolio. Management believes Bancorp's short-term assets provide sufficient liquidity to cover loan demand, potential fluctuations in deposit accounts and to meet other anticipated cash operating requirements.

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The following table illustrates Bancorp's regulatory capital ratios at March 31, 2012 and December 31, 2011 respectively:

	March 31, 2012	December 31, 2011
Tier 1 Leverage Capital	8.89%	9.01%
Tier 1 Risk-based Capital	14.74%	13.95%
Total Risk-based Capital	16.00%	15.22%

The following table illustrates the Bank's regulatory capital ratios at March 31, 2012 and December 31, 2011 respectively:

	March 31, 2012	December 31, 2011
Tier 1 Leverage Capital	8.60%	8.69%
Tier 1 Risk-based Capital	14.26%	13.48%
Total Risk-based Capital	15.52%	14.75%

IMPACT OF INFLATION AND CHANGING PRICES

Bancorp's consolidated financial statements have been prepared in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the general levels of inflation. Interest rates do not necessarily move in the same direction or with the same magnitude as the prices of goods and services. Notwithstanding this, inflation can directly affect the value of loan collateral, in particular, real estate. Inflation, or disinflation, could significantly affect Bancorp's earnings in future periods.

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Item 3: Quantitative and Qualitative Disclosures about Market Risk

Market risk is defined as the sensitivity of income to fluctuations in interest rates, foreign exchange rates, equity prices, commodity prices and other market-driven rates or prices. Based upon the nature of Bancorp's business, the primary source of market risk is interest rate risk, which is the impact that changing interest rates have on current and future earnings. In addition, Bancorp's loan portfolio is primarily secured by real estate in the company's market area. As a result, the changes in valuation of real estate could also impact Bancorp's earnings.

Qualitative Aspects of Market Risk

Bancorp's goal is to maximize long term profitability while minimizing its exposure to interest rate fluctuations. The first priority is to structure and price Bancorp's assets and liabilities to maintain an acceptable interest rate spread while reducing the net effect of changes in interest rates. In order to accomplish this, the focus is on maintaining a proper balance between the timing and volume of assets and liabilities re-pricing within the balance sheet. One method of achieving this balance is to originate variable rate loans for the portfolio and purchase short-term investments to offset the increasing short term re-pricing of the liability side of the balance sheet. In fact, a number of the interest-bearing deposit products have no contractual maturity. Therefore, deposit balances may run off unexpectedly due to changing market conditions. Additionally, loans and investments with longer term rate adjustment frequencies are matched against longer term deposits and borrowings to lock in a desirable spread.

The exposure to interest rate risk is monitored by the Management Asset and Liability Committee consisting of senior management personnel. The Committee meets on a monthly basis, but may convene more frequently as conditions dictate. The Committee reviews the interrelationships within the balance sheet to maximize net interest income within acceptable levels of risk. This Committee reports to the Board of Directors on a monthly basis regarding its activities. In addition to the Management Asset and Liability Committee, there is a Board Asset and Liability Committee (ALCO), which meets quarterly. ALCO monitors the interest rate risk analyses, reviews investment transactions during the period and determines compliance with Bank policies.

Quantitative Aspects of Market Risk

In order to manage the risk associated with interest rate movements, management analyzes Bancorp's interest rate sensitivity position through the use of interest income simulation and GAP analysis. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are interest sensitive. An asset or liability is said to be interest sensitive within a specific time period if it will mature or reprice within that time period.

Management's goal is to manage asset and liability positions to moderate the effects of interest rate fluctuations on net interest income. Interest income simulations are completed quarterly and presented to ALCO. The simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions. Changes to these assumptions can significantly affect the results of the simulations. The simulation incorporates assumptions regarding the potential timing in the repricing of certain assets and liabilities when market rates change and the changes in spreads between different market rates.

Simulation analysis is only an estimate of Bancorp's interest rate risk exposure at a particular point in time. Management regularly reviews the potential effect changes in interest rates could have on the repayment of rate sensitive assets and funding requirements of rate sensitive liabilities.

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The table below sets forth examples of changes in estimated net interest income and the estimated net portfolio value based on projected scenarios of interest rate increases and decreases. The analyses indicate the rate risk embedded in Bancorp's portfolio at the dates indicated should all interest rates instantaneously rise or fall. The results of these changes are added to or subtracted from the base case; however, there are certain limitations to these types of analyses. Rate changes are rarely instantaneous and these analyses may also overstate the impact of short-term repricings. As a result of the historically low interest rate environment, the calculated effects of the 100 and 200 basis point downward shocks cannot absolutely reflect the risk to earnings and equity since the interest rates on certain balance sheet items have approached their minimums, and, therefore, it is not possible for the analyses to fully measure the entire impact of these downward shocks.

Net Interest Income and Economic Value

Summary Performance

Projected Interest Rate Scenario	March 31, 2012					
	Net Interest Income			Net Portfolio Value		
	Estimated Value	\$ Change from Base	% Change from Base	Estimated Value	\$ Change from Base	% Change from Base
+ 200	21,364	1,941	9.99%	52,706	(12,635)	-19.34%
+ 100	20,560	1,137	5.86%	58,808	(6,533)	-10.00%
BASE	19,423			65,341		
- 100	20,080	657	3.38%	72,461	7,120	10.89%
- 200	20,112	689	3.55%	87,918	22,577	34.55%

Projected Interest Rate Scenario	December 31, 2011					
	Net Interest Income			Net Portfolio Value		
	Estimated Value	\$ Change from Base	% Change from Base	Estimated Value	\$ Change from Base	% Change from Base
+ 200	20,987	1,169	5.90%	48,458	(9,194)	-15.95%
+ 100	20,547	729	3.68%	53,555	(4,097)	-7.11%
BASE	19,818			57,652		
- 100	20,504	686	3.46%	61,109	3,457	6.00%
- 200	20,604	786	3.97%	69,915	12,263	21.27%

Item 4: Controls and Procedures

Based on an evaluation of the effectiveness of Bancorp's disclosure controls and procedures performed by Bancorp's management, with the participation of Bancorp's Chief Executive Officer and its Chief Financial Officer as of the end of the period covered by this report, Bancorp's Chief Executive Officer and Chief Financial Officer concluded that Bancorp's disclosure controls and procedures have been effective.

As used herein, "disclosure controls and procedures" means controls and other procedures of Bancorp that are designed to ensure that information required to be disclosed by Bancorp in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by Bancorp in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to Bancorp's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in Bancorp's internal controls over financial reporting identified in connection with the evaluation described in the preceding paragraph that occurred during Bancorp's fiscal quarter ended March 31, 2012 that has materially affected, or is reasonably likely to materially affect, Bancorp's internal controls over financial reporting.

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PART II OTHER INFORMATION.

Item 1: Legal Proceedings

Neither Bancorp nor the Bank has any pending legal proceedings, other than ordinary routine litigation incidental to its business, to which Bancorp or the Bank is a party or any of its property is subject.

Item 1A: Risk Factors

During the three months ended March 31, 2012, there were no material changes to the risk factors relevant to Bancorp's operations, which are described in the Annual Report on Form 10-K for the year ended December 31, 2011.

Item 6: Exhibits

No.	Description
2	Agreement and Plan of Reorganization dated as of June 28, 1999 between Bancorp and the Bank (incorporated by reference to Exhibit 2 to Bancorp's Current Report on Form 8-K dated December 1, 1999 (Commission File No. 000-29599)).
2.1	Securities Purchase Agreement by and among Patriot National Bancorp, Inc., Patriot National Bank and PNBK Holdings LLC dated as of December 16, 2009 (incorporated by reference to Exhibit 10.1 to Bancorp's Current Report on Form 8-K dated December 17, 2009).
2.2	Amendment to Securities Purchase Agreement by and among Patriot National Bancorp, Inc., Patriot National Bank and PNBK Holdings LLC dated as of May 3, 2010 (incorporated by reference to Exhibit 10(a) to Bancorp's Current Report on Form 8-K dated May 4, 2010).
3(i)	Certificate of Incorporation of Bancorp, (incorporated by reference to Exhibit 3(i) to Bancorp's Current Report on Form 8-K dated December 1, 1999 (Commission File No. 000-29599)).
3(i)(A)	Certificate of Amendment of Certificate of Incorporation of Patriot National Bancorp, Inc. dated July 16, 2004 (incorporated by reference to Exhibit 3(i)(A) to Bancorp's Annual Report on Form 10-KSB for the year ended December 31, 2004 (Commission File No. 000-29599)).
3(i)(B)	Certificate of Amendment of Certificate of Incorporation of Patriot National Bancorp, Inc. dated June 15, 2006 (incorporated by reference to Exhibit 3(i)(B) to Bancorp's Quarterly Report of Form 10-Q for the quarter ended September 30, 2006 (commission File No. 000-29599)).
3(i)(C)	Certificate of Amendment of Certificate of Incorporation of Patriot National Bancorp, Inc. (incorporated by reference to Exhibit 3(i) to Bancorp's current report Form 8-K dated October 21, 2010.
3(ii)	Amended and Restated By-laws of Bancorp (incorporated by reference to Exhibit 3(ii) to Bancorp's Current Report on Form 8-K dated November 1, 2010 (Commission File No. 000-29599))
4	Intentionally deleted

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No.	Description
10(a)(1)	2001 Stock Appreciation Rights Plan of Bancorp (incorporated by reference to Exhibit 10(a)(1) to Bancorp's Annual Report on Form 10-KSB for the year ended December 31, 2001 (Commission File No. 000-29599)).
10(a)(2)	2012 Stock Plan of Bancorp (incorporated by reference from Annex A to the Proxy Statement on Form 14C filed November 1, 2011.
10(a)(3)	Intentionally deleted
10(a)(5)	Employment Agreement dated as of January 1, 2008 among Patriot National Bank, Bancorp and Robert F. O'Connell (incorporated by reference to Exhibit 10(a)(5) to Bancorp's Annual Report on Form 10-K for the year ended December 31, 2007 (Commission File No. 000-29599)).
10(a)(6)	Change of Control Agreement, dated as of January 1, 2007 among Robert F. O'Connell, Patriot National Bank and Bancorp (incorporated by reference to Exhibit 10(a)(6) to Bancorp's Annual Report on Form 10-K for the year ended December 31, 2006 (Commission File No. 000-29599)).
10(a)(9)	License agreement dated July 1, 2003 between Patriot National Bank and L. Morris Glucksman (incorporated by reference to Exhibit 10(a)(9) to Bancorp's Annual Report on Form 10-KSB for the year ended December 31, 2003 (Commission File No. 000-29599)).
10(a)(12)	2005 Director Stock Award Plan (incorporated by reference to Exhibit 10(a)(12) to Bancorp's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (Commission File No. 000-29599)).
10(a)(14)	Change of Control Agreement, dated as of January 1, 2007 among Philip W. Wolford, Patriot National Bank and Bancorp (incorporated by reference to Exhibit 10(a)(14) to Bancorp's Annual Report on Form 10-K for the year ended December 31, 2006 (Commission File No. 000-29599)).
10(a)(15)	Formal Written Agreement between Patriot National Bank and the Office of the Comptroller of the Currency (incorporated by reference to Exhibit 10(a)(15) to Bancorp's Current Report on Form 8-K dated February 9, 2009 (Commission File No. 000-29599)).
10(a)(16)	Formal Written Agreement between Patriot National Bank and the Federal Reserve Bank of New York.
10(a)(17)	Financial Services Agreement dated November 8, 2011 of Bancorp (incorporated by reference to Exhibit 10(a)(20) on the Quarterly Report on Form 10-Q dated November 10, 2011.
10(c)	1999 Stock Option Plan of the Bank (incorporated by reference to Exhibit 10(c) to Bancorp's Current Report on Form 8-K dated December 1, 1999 (Commission File No. 000-29599)).
14	Code of Conduct for Senior Financial Officers (incorporated by reference to Exhibit 14 to Bancorp's Annual Report on Form 10-KSB for the year ended December 31, 2004 (Commission File No. 000-29599)).

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No.	Description
21	Subsidiaries of Bancorp (incorporated by reference to Exhibit 21 to Bancorp's Annual Report on Form 10-KSB for the year ended December 31, 1999 (Commission File No. 000-29599)).
31(1)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31(2)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32	Section 1350 Certifications
101.INS#	XBRL Instance Document
101.SCH#	XBRL Schema Document
101.CAL#	XBRL Calculation Linkbase Document
101.LAB#	XBRL Labels Linkbase Document
101.PRE#	XBRL Presentation Linkbase Document
101.DEF#	XBRL Definition Linkbase Document

The exhibits marked with the section symbol (#) are interactive data files. Pursuant to Rule 406T of Regulations S-T, these interactive data files (i) are not deemed filed or part of a registration statement of prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, irrespective of any general incorporation language included in any such filings, and otherwise are not subject to liability under these sections; and (ii) are deemed to have complied with Rule 405 of Regulations S-T (Rule 405) and are not subject to liability under the anti-fraud provisions of the Section 17(a)(1) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 or under any other liability provision if we have made a good faith attempt to comply with Rule 405 and, after we become aware that the interactive data files fail to comply with Rule 405, we promptly amend the interactive data files.

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SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PATRIOT NATIONAL BANCORP, INC.
(Registrant)

By: /s/ Robert F. O Connell

Robert F. O Connell,
Senior Executive Vice President
Chief Financial Officer

(On behalf of the registrant and as
chief financial officer)

May 15, 2012