

INDEPENDENT BANK CORP
Form 10-Q
August 05, 2010

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2010**

Commission File Number: 1-9047

Independent Bank Corp.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

04-2870273
(I.R.S. Employer
Identification No.)

Office Address: 2036 Washington Street, Hanover Massachusetts 02339

Mailing Address: 288 Union Street, Rockland, Massachusetts 02370

(Address of principal executive offices, including zip code)

(781) 878-6100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller Reporting
Company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 1, 2010, there were 21,203,268 shares of the issuer's common stock outstanding, par value \$0.01 per share

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PART 1. FINANCIAL INFORMATION**Item 1. Financial Statements****INDEPENDENT BANK CORP.
CONSOLIDATED BALANCE SHEETS**

(Unaudited Dollars in Thousands, Except Share and Per Share Amounts)

| | June 30, 2010 | December 31, 2009 |
|--|--------------------------|------------------------------|
| ASSETS | | |
| CASH AND DUE FROM BANKS | \$ 69,246 | \$ 66,723 |
| INTEREST EARNING DEPOSITS WITH BANKS | 268,162 | 55,182 |
| FED FUNDS SOLD AND SHORT TERM INVESTMENTS SECURITIES | 781 | |
| Trading Assets | 7,163 | 6,171 |
| Securities Available for Sale | 482,989 | 508,650 |
| Securities Held to Maturity (fair value \$106,510 and \$93,438 at June 30, 2010 and December 31, 2009, respectively) | 103,463 | 93,410 |
| TOTAL SECURITIES | 593,615 | 608,231 |
| LOANS HELD FOR SALE | 16,365 | 13,466 |
| LOANS | | |
| Commercial and Industrial | 427,398 | 373,531 |
| Commercial Real Estate | 1,646,204 | 1,614,474 |
| Commercial Construction | 158,036 | 175,312 |
| Small Business | 80,965 | 82,569 |
| Residential Real Estate | 525,062 | 555,306 |
| Residential Construction | 4,594 | 10,736 |
| Home Equity | 498,789 | 471,862 |
| Consumer Auto | 58,294 | 79,273 |
| Consumer Other | 29,570 | 32,452 |
| TOTAL LOANS | 3,428,912 | 3,395,515 |
| Less: Allowance for Loan Losses | (45,291) | (42,361) |
| NET LOANS | 3,383,621 | 3,353,154 |
| FEDERAL HOME LOAN BANK STOCK | 35,854 | 35,854 |
| BANK PREMISES AND EQUIPMENT, NET | 45,089 | 44,235 |
| GOODWILL | 129,617 | 129,348 |
| IDENTIFIABLE INTANGIBLE ASSETS | 13,271 | 14,382 |
| MORTGAGE SERVICING RIGHTS | 2,056 | 2,195 |
| BANK OWNED LIFE INSURANCE | 80,805 | 79,252 |
| OTHER REAL ESTATE OWNED | 7,357 | 3,994 |
| OTHER ASSETS | 95,136 | 76,005 |
| TOTAL ASSETS | \$4,740,975 | \$4,482,021 |

LIABILITIES AND STOCKHOLDERS EQUITY

DEPOSITS

| | | |
|---|------------|------------|
| Demand Deposits | \$ 789,019 | \$ 721,792 |
| Savings and Interest Checking Accounts | 1,305,515 | 1,073,990 |
| Money Market | 760,471 | 661,731 |
| Time Certificates of Deposit Over \$100,000 | 265,466 | 304,621 |
| Other Time Certificates of Deposits | 559,402 | 613,160 |

| | | |
|----------------|-----------|-----------|
| TOTAL DEPOSITS | 3,679,873 | 3,375,294 |
|----------------|-----------|-----------|

BORROWINGS

| | | |
|--|---------|---------|
| Federal Home Loan Bank Borrowings | 302,677 | 362,936 |
| Federal Funds Purchased and Assets Sold Under Repurchase Agreements | 178,476 | 190,452 |
| Junior Subordinated Debentures | 61,857 | 61,857 |
| Subordinated Debentures | 30,000 | 30,000 |
| Other Borrowings | 3,136 | 2,152 |

| | | |
|------------------|---------|---------|
| TOTAL BORROWINGS | 576,146 | 647,397 |
|------------------|---------|---------|

| | | |
|-------------------|-----------|-----------|
| OTHER LIABILITIES | 62,894 | 46,681 |
| TOTAL LIABILITIES | 4,318,913 | 4,069,372 |

COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS EQUITY

| | | |
|--|-------------|-------------|
| Common Stock, \$.01 par value. Authorized: 75,000,000 Issued and Outstanding : 21,201,634 Shares at June 30, 2010 and 21,072,196 Shares at December 31, 2009 (Includes 221,615 and 136,775 share of unvested restricted stock awards, respectively) | 210 | 209 |
| Shares Held in Rabbi Trust at Cost 173,382 Shares in June 30, 2010 and 176,507 Shares at December 31, 2009 | (2,611) | (2,482) |
| Deferred Compensation Obligation | 2,611 | 2,482 |
| Additional Paid in Capital | 225,792 | 225,088 |
| Retained Earnings | 194,587 | 184,599 |
| Accumulated Other Comprehensive Income, Net of Tax | 1,473 | 2,753 |
| TOTAL STOCKHOLDERS EQUITY | 422,062 | 412,649 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | \$4,740,975 | \$4,482,021 |

The accompanying notes are an integral part of these consolidated financial statements.

INDEPENDENT BANK CORP.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited Dollars in Thousands, Except Share and Per Share Data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|---------------|--------------------------------------|---------------|
| | 2010 | 2009 | 2010 | 2009 |
| INTEREST INCOME | | | | |
| Interest on Loans | \$ 44,785 | \$ 44,938 | \$ 88,832 | \$ 80,718 |
| Interest on Loans Held for Sale | 110 | 162 | 216 | 328 |
| Taxable Interest and Dividends on Securities | 6,129 | 7,414 | 12,598 | 14,376 |
| Non-taxable Interest and Dividends on Securities | 187 | 222 | 389 | 526 |
| Interest on Federal Funds Sold and Short-Term Investments | 108 | 70 | 132 | 268 |
| TOTAL INTEREST AND DIVIDEND INCOME | 51,319 | 52,806 | 102,167 | 96,216 |
| INTEREST EXPENSE | | | | |
| Interest on Deposits | 5,485 | 8,441 | 11,424 | 16,848 |
| Interest on Borrowings | 4,667 | 5,265 | 9,366 | 10,280 |
| TOTAL INTEREST EXPENSE | 10,152 | 13,706 | 20,790 | 27,128 |
| NET INTEREST INCOME | 41,167 | 39,100 | 81,377 | 69,088 |
| PROVISION FOR LOAN LOSSES | 6,931 | 4,468 | 11,580 | 8,468 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 34,236 | 34,632 | 69,797 | 60,620 |
| NON-INTEREST INCOME | | | | |
| Service Charges on Deposit Accounts | 4,515 | 4,258 | 8,736 | 7,905 |
| Wealth Management | 3,189 | 2,710 | 5,918 | 5,040 |
| Mortgage Banking Income, Net | 622 | 1,996 | 1,622 | 3,153 |
| Bank Owned Life Insurance Income | 731 | 683 | 1,452 | 1,413 |
| Net Gain/(Loss) on Sales of Securities Available for Sale | 481 | (25) | 481 | 1,354 |
| Gain Resulting From Early Termination of Hedging Relationship | | 3,778 | | 3,778 |
| Gross Gain/(Loss) on Write-Down of Certain Investments to Fair Value | (63) | (2,174) | 118 | (2,276) |
| Add/(Less): Non-Credit Related Other-Than-Temporary Impairment | (21) | 521 | (380) | 623 |
| | (84) | (1,653) | (262) | (1,653) |

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| | | | | |
|---|-------------------|-------------------|-------------------|-------------------|
| Net Loss on Write-Down of certain Investments to Fair Value | | | | |
| Other Non-Interest Income | 1,484 | 1,476 | 3,041 | 2,707 |
| TOTAL NON-INTEREST INCOME | 10,938 | 13,223 | 20,988 | 23,697 |
| NON-INTEREST EXPENSE | | | | |
| Salaries and Employee Benefits | 18,406 | 17,134 | 36,869 | 31,993 |
| Occupancy and Equipment Expenses | 4,094 | 4,136 | 8,229 | 7,841 |
| Data Processing and Facilities | | | | |
| Management | 1,497 | 1,604 | 2,791 | 3,020 |
| FDIC Assessment | 1,271 | 3,852 | 2,592 | 4,388 |
| Legal | 1,052 | 728 | 1,855 | 1,204 |
| Advertising Expense | 789 | 741 | 1,230 | 1,195 |
| Fair Value Mark on a Terminated Hedging Relationship | 554 | | 792 | |
| Telephone | 532 | 572 | 1,078 | 1,040 |
| Consulting Expense | 483 | 496 | 797 | 943 |
| Merger & Acquisition Expenses | | 10,844 | | 12,382 |
| Other Non-Interest Expense | 6,251 | 6,449 | 12,285 | 10,858 |
| TOTAL NON-INTEREST EXPENSE | 34,929 | 46,556 | 68,518 | 74,864 |
| INCOME BEFORE INCOME TAXES | 10,245 | 1,299 | 22,267 | 9,453 |
| PROVISION FOR INCOME TAXES | 2,215 | 639 | 5,010 | 2,406 |
| NET INCOME | \$ 8,030 | \$ 660 | \$ 17,257 | \$ 7,047 |
| PREFERRED STOCK DIVIDEND | \$ | \$ 4,525 | \$ | \$ 5,698 |
| NET INCOME/(LOSS) AVAILABLE TO COMMON SHAREHOLDERS | \$ 8,030 | \$ (3,865) | \$ 17,257 | \$ 1,349 |
| BASIC EARNINGS/(LOSS) PER SHARE | \$ 0.38 | \$ (0.19) | \$ 0.82 | \$ 0.07 |
| DILUTED EARNINGS/(LOSS) PER SHARE | \$ 0.38 | \$ (0.19) | \$ 0.82 | \$ 0.07 |
| WEIGHTED AVERAGE COMMON SHARES (BASIC) | 20,964,706 | 20,360,046 | 20,951,264 | 18,345,457 |
| Common Share Equivalents | 90,939 | 25,563 | 83,289 | 21,341 |
| WEIGHTED AVERAGE COMMON SHARES (DILUTED) | 21,055,645 | 20,385,609 | 21,034,553 | 18,366,798 |

The accompanying condensed notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY*(Unaudited Dollars in Thousands, Except Per Share Data)*

| | Preferred Stock | Common Shares Outstanding | Common Stock | Value of Shares Held in Trust | Deferred Compensation Obligation | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive (Loss)/Income | TOTAL |
|---|--------------------|---------------------------------|-----------------|---|--|----------------------------------|----------------------|--|------------|
| BALANCE DECEMBER 31, 2009 | \$ | 21,072,196 | \$ 209 | \$ (2,482) | \$ 2,482 | \$ 225,088 | \$ 184,599 | \$ 2,753 | \$ 412,649 |
| COMPREHENSIVE INCOME: | | | | | | | | | |
| Net Income | | | | | | | 17,257 | | 17,257 |
| Change in Unrealized Gain on Securities Available For Sale, Net of Tax and Realized Gains/(Losses) | | | | | | | | 4,458 | |
| Change in Fair Value of Cash Flow Hedges, Net of Tax and Realized Gains/(Losses) | | | | | | | | (5,784) | |
| Amortization of Prior Service Cost, net of tax | | | | | | | | 46 | |
| Other Comprehensive Loss | | | | | | | | (1,280) | (1,280) |
| TOTAL COMPREHENSIVE INCOME | | | | | | | | | 15,977 |
| COMMON DIVIDEND DECLARED (\$0.36 PER SHARE) | | | | | | | (7,628) | | (7,628) |
| PROCEEDS FROM EXERCISE OF STOCK OPTIONS | | 25,595 | 1 | | | | 359 | | 360 |
| TAX EXPENSE RELATED TO EQUITY AWARD ACTIVITY | | | | | | 70 | | | 70 |

| | | | | | | | | | |
|--|-----------|------------|--------|------------|----------|------------|------------|------------|------------|
| COMMON DECLARED (\$0.18 PER SHARE) PREFERRED DECLARED (2) | | | | | | (5,698) | | (5,698) | |
| COMMON STOCK ISSUED FOR ACQUISITION | 4,624,948 | 46 | | | 84,452 | | | 84,498 | |
| PROCEEDS FROM EXERCISE OF STOCK OPTIONS TAX EXPENSE RELATED TO EQUITY AWARD ACTIVITY | 5,800 | | | | | 76 | | 76 | |
| EQUITY BASED COMPENSATION RESTRICTED STOCK AWARDS GRANTED | 122,600 | | | | (9) | | | (9) | |
| DEFERRED COMPENSATION OBLIGATION | | | (129) | 129 | 283 | | | 283 | |
| ISSUANCE OF PREFERRED STOCK AND STOCK WARRANTS | 73,578 | | | | 4,580 | | | 78,158 | |
| REDEMPTION OF PREFERRED STOCK AND STOCK WARRANTS | (73,578) | | | | (2,200) | | | (75,778) | |
| BALANCE JUNE 30, 2009 | \$ | 21,054,753 | \$ 209 | \$ (2,396) | \$ 2,396 | \$ 224,594 | \$ 176,012 | \$ (3,255) | \$ 397,560 |

(1) Represents reclassification of the non-credit related component of previously recorded Other-Than-Temporary impairment, pursuant to the provisions of the Investments-Debt and Equity Securities Topic of FASB ASC.

(2)

Excludes \$586 of cumulative preferred dividends not declared as of the quarter ended June 30, 2009 and \$196 of accretion of discount on preferred stock issuance, relating to the U.S. Treasury's Capital Purchase Program.

The accompanying notes are an integral part of these unaudited consolidated financial statements.

INDEPENDENT BANK CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited Dollars In Thousands)

| | Six Months Ended | |
|--|-------------------------|---------------|
| | June 30, | |
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net Income | \$ 17,257 | \$ 7,047 |
| ADJUSTMENTS TO RECONCILE NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES: | | |
| Depreciation and Amortization | 2,916 | 2,668 |
| Provision for Loan Losses | 11,580 | 8,468 |
| Deferred Income Tax Provision | 3 | 1,106 |
| Net Gain on Sale of Investments | (481) | (1,354) |
| Loss on Write-Down of Investments in Securities Available for Sale | 262 | 1,653 |
| Loss on Sale of Fixed Assets | 280 | 138 |
| (Gain)/Loss on Sale of Other Real Estate Owned | (62) | 446 |
| Gain Resulting from Early Termination of Hedging Relationship | | (3,778) |
| Realized Gain on Sale Leaseback Transaction | (517) | (517) |
| Stock Based Compensation | 743 | 283 |
| Increase in Cash Surrender Value of Bank Owned Life Insurance | (1,452) | (1,446) |
| Proceeds from Bank Owned Life Insurance | | 336 |
| Net Change In: | | |
| Trading Assets | (992) | (20,225) |
| Loans Held for Sale | (2,899) | (16,515) |
| Other Assets | (20,313) | 38,583 |
| Other Liabilities | 9,581 | (2,230) |
| TOTAL ADJUSTMENTS | (1,351) | 7,616 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 15,906 | 14,663 |
| CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES: | | |
| Proceeds from Sales of Securities Available For Sale | 7,346 | 168,545 |
| Proceeds from Maturities and Principal Repayments of Securities Available For Sale | 72,235 | 84,723 |
| Purchase of Securities Available For Sale | (46,837) | (92,942) |
| Proceeds from Maturities and Principal Repayments of Securities Held to Maturity | 9,671 | 3,445 |
| Purchase of Securities Held to Maturity | (19,834) | (40,907) |
| Purchase of Bank Owned Life Insurance | (101) | (101) |
| Net Increase in Loans | (48,649) | (19,467) |
| Cash (Used In)/Provided By Business Combinations | (269) | 97,658 |
| Purchase of Bank Premises and Equipment | (3,636) | (2,450) |
| Proceeds from the Sale of Bank Premises and Equipment | 37 | |
| Proceeds Resulting from Early Termination of Hedging Relationship | | 6,099 |

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| | | |
|---|------------------|------------------|
| Proceeds from the Sale of Other Real Estate Owned | 4,110 | 472 |
| NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES | (25,927) | 205,075 |
| CASH FLOWS PROVIDED BY (USED IN) FINANCING ACTIVITIES: | | |
| Net Decrease in Time Deposits | (92,913) | (117,577) |
| Net Increase in Other Deposits | 397,492 | 162,033 |
| Net (Decrease)/Increase in Federal Funds Purchased and Assets Sold Under Repurchase Agreements | (11,976) | 8,437 |
| Net Decrease in Short Term Federal Home Loan Bank Advances | (60,000) | (180,627) |
| Net Decrease in Long Term Federal Home Loan Bank Advances | | (51,749) |
| Net Increase in Treasury Tax & Loan Notes | 984 | 826 |
| Proceeds from Issuance of Preferred Stock and Stock Warrants | | 78,158 |
| Redemption of Preferred Stock | | (78,158) |
| Redemption of Warrants | | (2,200) |
| Proceeds from Exercise of Stock Options | 360 | 76 |
| Tax Expense (Benefit) from Stock Option Exercises | 70 | (9) |
| Restricted Shares Issued | (109) | |
| Dividends Paid: | | |
| Common Dividends | (7,603) | (5,873) |
| Preferred Dividends | | (1,118) |
| NET CASH PROVIDED/(USED IN) BY FINANCING ACTIVITIES | 226,305 | (187,781) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 216,284 | 31,957 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | 121,905 | 50,107 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$338,189 | \$ 82,064 |
| SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES: | | |
| Transfer of Loans to Foreclosed Assets | \$ 7,411 | \$ 5,212 |
| In conjunction with the purchase acquisition in 2009, assets were acquired and liabilities were assumed as follows: | | |
| Common Stock Issued for acquisition | \$ | \$ 84,498 |
| Fair value of assets acquired, net of cash acquired | | 1,006,448 |
| Fair value of liabilities assumed | | 921,945 |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 BASIS OF PRESENTATION

Independent Bank Corp. (the Company) is a state chartered, federally registered bank holding company, incorporated in 1985. The Company is the sole stockholder of Rockland Trust Company (Rockland Trust or the Bank), a Massachusetts trust company chartered in 1907.

During the first quarter of 2010, Rockland Trust established Bright Rock Capital Management LLC (Bright Rock), a Massachusetts limited liability company, as a wholly-owned subsidiary and registered Bright Rock with the United States Securities and Exchange Commission to act as a registered investment advisor under the Investment Advisors Act of 1940. There have been no other changes to the entity structure of the Company subsequent to the year ended December 31, 2009.

All material intercompany balances and transactions have been eliminated in consolidation. Certain previously reported amounts may have been reclassified to conform to the current year's presentation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial statements, primarily consisting of normal recurring adjustments, have been included. Operating results for the quarter ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010 or any other interim period.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission.

NOTE 2 RECENT ACCOUNTING STANDARDS

FASB ASC Topic No. 310, Receivables Update 2010-20, provides amendments to Topic 310 to improve the disclosures that an entity provides about the credit quality of its loan portfolio and its allowance for loan losses. The amendments enhance a Company's disclosure on the nature of credit risk inherent in the entity's loan portfolio, how the Company analyzes and assesses that risk in their allowance for loan losses, any changes that are made to the allowance for loan losses and the reasoning behind those changes. In addition a Company must now also disclose credit quality indicators, past due loan information and modifications of loans that are included in the Company's loan portfolio. The amendments also require

enhancements to existing disclosures that will now allow for a greater level of disaggregated information. The disclosures as of the end of the reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on and after December 15, 2010. The adoption of this standard will not have a material impact on the Company's consolidated financial position or results of operations however the Company will need to comply with the required disclosures upon adoption.

FASB ASC Topic No. 310, Receivables Update 2010-18, provides amendments to Subtopic No. 310-30 Loans and Debt securities Acquired with Deteriorated Credit Quality which clarifies that modifications to loans, which are accounted for within a pool of loans under this subtopic, are not removed from the pool even though they would otherwise be considered a trouble debt restructuring. When loans are accounted for as a pool, the purchase discount is not allocated to individual loans, thus all loans in the pool accrete at a single pool rate. The Company would be required to consider whether the pool of assets in which the loan is included is impaired if expected cash flows from the pool change. The amendment does not affect the accounting for loans under the scope of Subtopic 310-30 which are not accounted for within a pool. This statement shall be effective for the first interim reporting period ending after July 15, 2010, with early application permitted. The adoption of this standard will not have a material impact on the Company's consolidated financial position or results of operations.

NOTE 3 SECURITIES

The following table presents a summary of the cost and fair value of the Company's investment securities. The amortized cost, gross unrealized holding gains and losses, other-than-temporary impairment recorded in other comprehensive income, and fair value of securities held to maturity for the periods below were as follows:

| | June 30, 2010 | | | | December 31, 2009 | | | |
|--|-------------------|------------------------|--|-------------------|-------------------|------------------------|--|------------------|
| | Amortized Cost | Gross Unrealized Gains | Other-Than-Temporary Impairment Losses | Fair Value | Amortized Cost | Gross Unrealized Gains | Other-Than-Temporary Impairment Losses | Fair Value |
| Agency Mortgage-Backed Securities | \$ 51,599 | \$ 2,086 | \$ | \$ 53,685 | \$ 54,064 | \$ 503 | \$ (283) | \$ 54,284 |
| Agency Collateralized Mortgage Obligations | 32,843 | 914 | | 33,757 | 14,321 | 85 | | 14,406 |
| State, County, and Municipal Securities | 12,362 | 298 | | 12,660 | 15,252 | 384 | | 15,636 |
| Single Issuer Trust Preferred Securities Issued by Banks | 6,659 | 8 | (259) | 6,408 | 9,773 | (661) | | 9,112 |
| TOTAL | \$ 103,463 | \$ 3,306 | \$ (259) | \$ 106,510 | \$ 93,410 | \$ 972 | \$ (944) | \$ 93,438 |

The amortized cost, gross unrealized holding gains and losses, other-than-temporary impairment recorded in other comprehensive income, and fair value of securities available for sale for the periods below were as follows:

June 30, 2010

December 31, 2009

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| | Gross Unrealized Losses | | | | Gross Unrealized Losses | | | | | |
|---|-------------------------------|------------------------|---------------------------------|------------------|-------------------------------|------------------------|---------------------------------|------------------|------------------|------------------|
| | Amortized Cost | Gross Unrealized Gains | Other-Than-Temporary Impairment | Fair Value | Amortized Cost | Gross Unrealized Gains | Other-Than-Temporary Impairment | Fair Value | | |
| | <i>(Dollars In Thousands)</i> | | | | <i>(Dollars In Thousands)</i> | | | | | |
| U.S. Treasury Securities | \$ 729 | \$ 4 | \$ | \$ 733 | \$ 744 | \$ | \$ | \$ 744 | | |
| Agency Mortgage-Backed Securities | 365,625 | 22,330 | | 387,955 | 435,929 | 16,450 | (470) | 451,909 | | |
| Agency Collateralized Mortgage Obligations | 71,285 | 905 | (483) | 71,707 | 31,323 | 774 | (75) | 32,022 | | |
| Private Mortgage-Backed Securities (1) | 13,170 | | (490) | 12,680 | 15,640 | | (681) | (670) | 14,289 | |
| State, County, and Municipal Securities | 4,000 | 27 | | 4,027 | 4,000 | 81 | | | 4,081 | |
| Single Issuer Trust Preferred Securities Issued by Banks | 5,000 | | (1,899) | 3,101 | 5,000 | | (1,990) | | 3,010 | |
| Pooled Trust Preferred Securities Issued by Banks and Insurers(1) | 8,572 | | (2,257) | (3,529) | 2,786 | 8,705 | (2,382) | (3,728) | 2,595 | |
| TOTAL | \$468,381 | \$23,266 | \$(4,639) | \$(4,019) | \$482,989 | \$501,341 | \$17,305 | \$(5,598) | \$(4,398) | \$508,650 |

(1) During the six months ended June 30, 2010 and the year ended December 31, 2009, the Company recorded credit related OTTI of \$262,000 and \$9.0 million, respectively, included in these amounts were \$380,000 and \$1.6 million,

respectively,
which the
Company had
previously
recorded in
OCI, as it was
considered to be
non-credit
related.

During the quarter ended June 30, 2010 the Company purchased primarily floating rate agency mortgage-backed securities, partially offset by a small amount of sales of fixed rate securities. The Company recorded gross gains of \$481,000 for the three and six months ended June 30, 2010 on the sale of available for sale securities. The Company recorded a gross loss on the sale of securities, of \$25,000 for the three months ended June 30, 2009. For the six months ended June 30, 2009, the Company recorded gross gains of \$1.4 million offset

by the gross loss of \$25,000 on the sale of securities. When securities are sold, the amortized cost of the specific security sold is used to compute the gain or loss on the sale.

A schedule of the contractual maturities of securities held to maturity and securities available for sale is presented below:

| | June 30, 2010 | | | |
|---------------------------------|-------------------------|-------------------|---------------------------|-------------------|
| | Held to Maturity | | Available for Sale | |
| | Amortized | Fair | Amortized | Fair |
| | Cost | Value | Cost | Value |
| | (Dollars in Thousands) | | (Dollars in Thousands) | |
| Due in One Year or Less | \$ 575 | \$ 581 | \$ 4,000 | \$ 4,027 |
| Due from One Year to Five Years | 6,732 | 6,916 | 30,982 | 31,874 |
| Due from Five to Ten Years | 6,021 | 6,284 | 103,377 | 109,325 |
| Due after Ten Years | 90,135 | 92,729 | 330,022 | 337,763 |
| TOTAL | \$ 103,463 | \$ 106,510 | \$ 468,381 | \$ 482,989 |

The actual maturities of agency mortgage-backed securities, collateralized mortgage obligations, private mortgage-backed securities, and corporate debt securities will differ from the contractual maturities, due to the ability of the issuers to prepay underlying obligations. At June 30, 2010, the Bank had \$25.5 million of callable securities in its investment portfolio.

At June 30, 2010 and December 31, 2009 investment securities carried at \$383.8 million and \$297.2 million, respectively, were pledged to secure public deposits, assets sold under repurchase agreements, treasury tax and loan notes, letters of credit, and for other purposes as required by law.

At June 30, 2010 and December 31, 2009, the Company had no investments in obligations of individual states, counties, or municipalities, which exceed 10% of stockholders' equity.

Other-Than-Temporary Impairment

The Company continually reviews investment securities for the existence of other-than-temporary impairment (OTTI), taking into consideration current market conditions, the extent and nature of changes in fair value, issuer rating changes and trends, the credit worthiness of the obligor of the security, volatility of earnings, current analysts evaluations, the Company's intent to sell the security or whether it is more likely than not that the Company will be required to sell the debt security before its anticipated recovery, as well as other qualitative factors. The term other-than-temporary is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment.

Management prepares an estimate of the expected cash flows for investment securities that potentially may be deemed to have OTTI. This estimate begins with the contractual cash flows of the security. This amount is then reduced by an estimate of probable credit losses associated with the security. When estimating the extent of probable losses on the securities, management considers the strength of the underlying issuers. Indicators of diminished credit quality of the issuers includes defaults, interest deferrals, or payments in kind. Management

also considers those factors listed in the Investments Debt and Equity Securities topic of the FASB ASC when estimating the ultimate realizability of the cash flows for each individual security. The resulting estimate of cash flows after considering credit is then subject to a present value computation using a discount rate equal to the current yield used to accrete the beneficial interest or the effective interest rate implicit in the security at the date of acquisition. If the present value of the estimated cash flows is less than the current amortized cost basis, an OTTI is considered to have occurred and the security is written down to the fair value indicated by the cash flows analysis. As part of the analysis, management considers whether it intends to sell the security or whether it is more than likely that it would be required to sell the security before the recovery of its amortized cost basis.

In determining which portion of the OTTI charge is related to credit, and what portion is related to other factors, management considers the reductions in the cash flows due to credit and ascribes that portion of the OTTI charge to credit. Simply, to the extent the estimated cash flows do not support the amortized cost, that amount is considered credit loss and the remainder of the OTTI charge is considered due to other factors, such as liquidity or interest rates, and thus is not recognized in earnings, but rather through other comprehensive income (OCI).

The following tables show the gross unrealized losses and fair value of the Company's investments in an unrealized loss position, which the Company has not deemed to be OTTI, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position:

| Description of Securities | # of holdings | June 30, 2010 | | | | | |
|---|---------------|---------------------|-------------------|---------------------|-------------------|-----------------|-------------------|
| | | Less than 12 months | | 12 months or longer | | Total | |
| | | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| Agency Mortgage-Backed Securities | | \$ | \$ | \$ | \$ | \$ | \$ |
| Agency Collateralized Mortgage Obligations | 12 | 48,214 | (482) | 91 | (1) | 48,305 | (483) |
| Private Mortgage-Backed Securities | | | | | | | |
| Single Issuer Trust Preferred Securities Issued by Banks and Insurers | 2 | | | 7,963 | (2,158) | 7,963 | (2,158) |
| Pooled Trust Preferred Securities Issued by Banks and Insurers | 2 | | | 2,438 | (2,257) | 2,438 | (2,257) |
| TOTAL TEMPORARILY IMPAIRED SECURITIES | 16 | \$48,214 | \$(482) | \$10,492 | \$(4,416) | \$58,706 | \$(4,898) |

| Description of Securities | # of holdings | December 31, 2009 | | | | | |
|-----------------------------------|---------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | | Less than 12 months | | 12 months or longer | | Total | |
| | | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| Agency Mortgage-Backed Securities | 8 | \$62,716 | \$(753) | \$ | \$ | \$62,716 | \$(753) |
| | 5 | 3,557 | (75) | | | 3,557 | (75) |

| | | | | | | | |
|--|-----------|-----------------|----------------|-----------------|------------------|-----------------|------------------|
| Agency Collateralized Mortgage Obligations Private Mortgage-Backed Securities | 1 | | | 8,653 | (681) | 8,653 | (681) |
| Single Issuer Trust Preferred Securities Issued by Banks and Insurers | 4 | | | 12,122 | (2,651) | 12,122 | (2,651) |
| Pooled Trust Preferred Securities Issued by Banks and Insurers | 2 | | | 2,334 | (2,382) | 2,334 | (2,382) |
| TOTAL TEMPORARILY IMPAIRED SECURITIES | 20 | \$66,273 | \$(828) | \$23,109 | \$(5,714) | \$89,382 | \$(6,542) |

The Company does not intend to sell these investments and has determined based upon available evidence that it is more likely than not that the Company will not be required to sell the security before the recovery of its amortized cost basis. As a result, the Company does not consider these investments to be OTTI. The Company was able to determine this by reviewing various qualitative and quantitative factors regarding each investment category, such as current market conditions, extent and nature of changes in fair value, issuer rating changes and trends, volatility of earnings, and current analysts' evaluations.

As a result of the Company's review of these qualitative and quantitative factors, the causes of the impairments listed in the table above by category are as follows:

Agency Mortgage-Backed Securities and Agency Collateralized Mortgage Obligations: The unrealized loss on the Company's investment in these securities is attributable to changes in interest rates and not due to credit deterioration, as these securities are implicitly guaranteed by the federal government of the United States or a federal agency.

Private Mortgage-Backed Security: The unrealized loss on this security, which is below investment grade, was attributable to the increase in late stage delinquencies and foreclosures in the housing market and its potential impact on securitized mortgage loans. Management evaluates various factors, including current and expected performance of underlying collateral, to determine collectability of amounts due.

Single Issuer Trust Preferred Securities: The unrealized loss on these securities is attributable to the illiquid nature of the trust preferred market in the current economic environment. Management evaluates various financial metrics for each of the issuers, including capital ratios.

Pooled Trust Preferred Securities: This portfolio consists of both investment grade and below investment grade securities. The unrealized loss on these securities is attributable to the illiquid nature of the trust preferred market and the significant risk premiums required in the current economic environment. Management evaluates collateral credit and instrument structure, including current and expected deferral and default rates and timing. In addition, discount rates are determined by evaluating comparable spreads observed currently in the market for similar instruments.

Management monitors the following issuances closely for impairment due to the history of OTTI recorded within these classes of securities. Management has determined that these securities possess characteristics which in this economic environment could lead to further OTTI charges. The following tables summarize pertinent information that was considered by management in determining if OTTI existed.

June 30, 2010

| Class | Amortized Cost | Gross Unrealized Gain/(Loss) | Non-Credit Related Other-Than-Temporary Impairment | Fair Value | Lowest credit Ratings to date | Total Cumulative Other-Than-Temporary impairment to date |
|--|----------------|------------------------------|--|------------|-------------------------------|--|
| | | | | | | (Dollars in Thousands) |
| Pooled Trust Preferred Securities | | | | | | |
| Pooled Trust Preferred Security A | C1 | \$ 1,283 | \$ (1,192) | \$ 91 | CC (Fitch); Ca (Moody's) | \$ (4,868) |
| Pooled Trust Preferred Security B | D | | | | C (Fitch) | (3,481) |
| Pooled Trust Preferred Security C | C1 | 513 | (454) | 59 | C (Fitch); C (Moody's) | (929) |
| Pooled Trust Preferred Security D | D | | | | C (Fitch) | (990) |
| Pooled Trust Preferred Security E | C1 | 2,081 | (1,883) | 198 | C (Fitch); C (Moody's) | (3,250) |

| | | | | | | | |
|--|----|-----------------|------------------|-------------------|-----------------|---|--------------------|
| Pooled Trust Preferred Security F | B | 1,888 | (1,268) | | 620 | CCC+ (S&P); A- (Fitch); A3 (Moody s) | |
| Pooled Trust Preferred Security G | A1 | 2,807 | (989) | | 1,818 | B- (Fitch); Caa3 (Moody s) | |
| TOTAL POOLED TRUST PREFERRED SECURITIES | | \$ 8,572 | \$(2,257) | \$ (3,529) | \$ 2,786 | | \$ (13,518) |

Private Mortgage-Backed Securities

| | | | | | | | |
|---|-----|-----------------|-----------|-----------------|-----------------|-----------------|-----------------|
| Private Mortgage-Backed Securities One | 2A1 | \$ 5,436 | \$ | \$ (275) | \$ 5,161 | C (Fitch) | \$ (708) |
| Private Mortgage-Backed Securities Two | A19 | 7,734 | | (215) | 7,519 | B3 (Moody s) | (249) |
| TOTAL PRIVATE MORTGAGE-BACKED SECURITIES | | \$13,170 | \$ | \$ (490) | \$12,680 | | \$ (957) |

| | Number of Performing Banks and Insurance Cos. in Issuances (Unique) | Current Deferrals/Defaults/Losses (As a % of Original Collateral) | Total Projected Defaults/Losses (as a % of Performing Collateral) | Excess Subordination (After Taking into Account Best Estimate of Future Deferrals/Defaults/Losses) (1) |
|---|--|--|--|---|
| Pooled Trust Preferred Securities | | | | |
| Trust Preferred Security A | 63 | 33.30% | 22.67% | 0.00% |
| Trust Preferred Security B | 63 | 33.30% | 22.67% | 0.00% |
| Trust Preferred Security C | 53 | 30.96% | 23.73% | 0.00% |
| Trust Preferred Security D | 53 | 30.96% | 23.73% | 0.00% |
| Trust Preferred Security E | 52 | 28.88% | 19.32% | 0.00% |
| Trust Preferred Security F | 35 | 25.54% | 23.84% | 21.97% |
| Trust Preferred Security G | 35 | 25.54% | 23.84% | 44.69% |
| Private Mortgage-Backed Securities | | | | |
| | N/A | 0.00% | 10.71% | 0.00% |

Private Mortgage-Backed Securities

One

Private Mortgage-Backed Securities

| | | | | |
|-----|-----|-------|-------|-------|
| Two | N/A | 0.91% | 5.47% | 0.00% |
|-----|-----|-------|-------|-------|

(1) Excess subordination represents the additional default/losses in excess of both current and projected defaults/losses that the security can absorb before the security experiences any credit impairment.

Per review of the factors outlined above it was determined that seven of the securities shown in the table above were deemed to be OTTI. The remaining securities were not deemed to be OTTI as the Company does not intend to sell these investments and has

determined, based upon available evidence that it is more likely than not that the Company will not be required to sell the security before the recovery of its amortized cost basis.

The Company recorded credit related OTTI of \$84,000 and \$262,000 through earnings for the quarter and year to date periods ended June 30, 2010, respectively. The Company recorded credit related OTTI of \$1.7 million through earnings for quarter and year to date periods ended June 30, 2009. The following table shows the cumulative credit related component of OTTI.

For the Six Months Ended June 30, 2010

| | Credit Related Component of Other-Than- Temporary Impairment (Dollars in Thousands) |
|---|--|
| Balance at Beginning of Period | \$ (10,194) |
| Add: | |
| Incurred on Securities not Previously Impaired | (34) |
| Incurred on Securities Previously Impaired | (228) |
| Less: | |
| Realized Gain/Loss on Sale of Securities | |
| Reclassification Due to Changes in Company's Intent | |
| Increases in Cash Flow Expected to be Collected | |
| BALANCE AT END OF PERIOD | \$ (10,456) |

NOTE 4 EARNINGS PER SHARE

Basic earnings per share (EPS) are calculated by dividing net income available to the common shareholder by the weighted average number of common shares (excluding shares of unvested restricted stock) outstanding before any dilution during the period. Diluted earnings per share have been calculated in a manner similar to that of basic earnings per share except that the weighted average number of common shares outstanding is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares (such as those resulting from the exercise of stock options and unvested restricted stock awards) were issued during the period, computed using the treasury stock method.

Earnings per share consisted of the following components for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|------------------|--------------------------------------|----------------|
| | 2010 | 2009 | 2010 | 2009 |
| | (Dollars in Thousands) | | (Dollars in Thousands) | |
| NET INCOME | \$8,030 | \$ 660 | \$17,257 | \$7,047 |
| Less: Preferred Stock Dividends | | 4,525 | | 5,698 |
| NET INCOME AVAILABLE TO COMMON SHAREHOLDERS | \$8,030 | \$(3,865) | \$17,257 | \$1,349 |

| | Weighted Average Shares | | Weighted Average Shares | |
|-------------------------------|--------------------------------|-------------------|--------------------------------|-------------------|
| | 2010 | 2009 | 2010 | 2009 |
| BASIC EPS | 20,964,706 | 20,360,046 | 20,951,264 | 18,345,457 |
| Effect of Dilutive Securities | 90,939 | 25,563 | 83,289 | 21,341 |
| DILUTIVE EPS | 21,055,645 | 20,385,609 | 21,034,553 | 18,366,798 |

| | Net Income Available to Common Shareholders per Share | | Net Income Available to Common Shareholders per Share | |
|-------------------------------|--|------------------|--|----------------|
| | 2010 | 2009 | 2010 | 2009 |
| BASIC EPS | \$ 0.38 | \$ (0.19) | \$ 0.82 | \$ 0.07 |
| Effect of Dilutive Securities | | | | |
| DILUTIVE EPS | \$ 0.38 | \$ (0.19) | \$ 0.82 | \$ 0.07 |

The following table illustrates options to purchase common stock and shares of restricted stock that were excluded from the calculation of diluted earnings per share because they were anti-dilutive:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|------------------|--|-------------|--------------------------------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Stock Options | 745,581 | 1,111,295 | 744,221 | 1,023,163 |
| Restricted Stock | | 9,704 | | 29,699 |

NOTE 5 STOCK BASED COMPENSATION

On May 25, 2010 the Company granted restricted stock awards to acquire 16,800 shares of the Company's common stock from the 2010 Non-Employee Director Stock Plan to certain directors of the Company and/or Bank. The holders of these awards participate fully in the rewards of stock ownership of the Company, including voting and dividend rights. The restricted stock awards have been determined to have a fair value of \$23.07 per share, based on the average of the high price and low price at which the Company's common stock traded on the date of grant. The restricted stock awards vest at the end of a three year period.

On May 25, 2010 the Company awarded options to purchase 15,000 shares of common stock from the 2010 Non-Employee Director Stock Plan to three directors of the Company and/or the Bank. The expected volatility, expected life, expected dividend yield, and expected risk free interest rate for this grant used to determine their fair value were determined on May 25, 2010 and were 39%, 5 years, 3.18%, and 2.01%, respectively. The options have been determined to have a fair value of \$6.31 per share. The options vest over a three year period and have a

contractual life of ten years from date of grant.

On February 25, 2010 the Company granted 54,500 restricted stock awards to certain executive officers of the Company and/or Bank, from the 2005 Employee Stock Plan. On February 11, 2010 the Company granted 37,000 restricted stock awards to certain non-executive officers of the Company and/or Bank, from the 2005 Employee Stock Plan. The restricted stock awards have been determined to have a fair value per share of \$25.12 and

\$23.39, respectively, based on the average of the high price and low price at which the Company's common stock traded on the date of grant. The holders of these awards participate fully in the rewards of stock ownership of the Company, including voting and dividend rights. The restricted stock awards vest over a three year period.

NOTE 6 DERIVATIVES AND HEDGING ACTIVITIES

The Company manages economic risks, including interest rate and liquidity risk, primarily by managing the amount, sources, and duration of its debt, funding, and the use of derivative financial instruments. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally to manage the Company's interest rate risk. Additionally, the Company enters into interest rate derivatives and foreign exchange contracts to accommodate the business requirements of its customers (customer related positions). The Company minimizes the market and liquidity risks of customer-related positions by entering into similar offsetting positions with broker-dealers.

Derivative instruments are carried at fair value in the Company's financial statements. The accounting for changes in the fair value of a derivative instrument is dependent upon whether or not it has been designated and qualifies as part of a hedging relationship, and further, by the type of hedging relationship. As of June 30, 2010, the Company has entered into interest rate swap contracts as part of the Company's interest rate risk management program, which are designated and qualify as cash flow hedges. In addition, the Company has entered into interest rate swap contracts and foreign exchange contracts with commercial customers, which are not designated as hedging instruments.

Asset Liability Management

The Bank currently utilizes interest rate swap agreements as hedging instruments against interest rate risk associated with the Company's borrowings. An interest rate swap is an agreement whereby one party agrees to pay a floating rate of interest on a notional principal amount in exchange for receiving a fixed rate of interest on the same notional amount, for a predetermined period of time, from a second party. The amounts relating to the notional principal amount are not actually exchanged. The maximum length of time over which the Company is currently hedging its exposure to the variability in future cash flows for forecasted transactions related to the payment of variable interest on existing financial instruments is nine years. At June 30, 2010 and December 31, 2009, the Company had \$175.0 million and \$235.0 million, respectively, of interest rate swaps.

The following table reflects the Company's derivative positions for the periods indicated below for those derivatives designated as hedging:

| | | |
|-------|-----------|-----------|
| TOTAL | \$235,000 | (\$3,003) |
|-------|-----------|-----------|

- (1) Represents a forward starting swap which the Company intends to hedge a replacement of an existing variable rate FHLB advance, set to mature in December 2010.

For derivative instruments that are designated and qualify as hedging instruments, the effective portion of the gains or losses are reported as a component of OCI, and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The Company expects approximately \$3.8 million to be reclassified to earnings from OCI, as an increase in interest expense, related to the Company's cash flow hedges, in the next twelve months.

The ineffective portion of the cash flow hedge is recognized directly in earnings. The Company recognized an immaterial ineffective portion during the three and six months ended June 30, 2010 and June 30, 2009.

During the first quarter of 2010, one of the Company's \$25.0 million interest rate swaps failed to qualify for hedge accounting. The Company ceased hedge accounting on January 6, 2010, which was the last date the interest rate swap qualified for hedge accounting. As a result the Company recognized a loss of \$238,000 directly in earnings as part of non-interest expense and reclassified \$107,000 from interest expense to non-interest expense during the first quarter of 2010. Additionally, a gain of \$191,000 which was previously deferred in OCI was immediately recognized in income during the first quarter, based on the Company's anticipation of the hedge forecasted transaction no longer being probable to occur. During the second quarter of 2010, the Company continued to mark the interest rate swap to fair value through earnings and recognized a decrease in fair value of \$554,000 and \$792,000 for the three and six months ended June 30, 2010. The Company terminated the swap in June 2010, as a result of management's decision to paydown the underlying borrowing.

The Company recognized \$64,000 and \$100,000 of net amortization in interest income for the three and six months ended June 30, 2010 and \$144,000 and \$299,000 of net amortization in interest expense for the three and six months ended June 30, 2009, related to previously terminated swaps.

Customer Related Positions

Interest rate derivatives, primarily interest-rate swaps, offered to commercial borrowers through the Bank's derivative program are not designated as hedging instruments. However, the Bank believes that its exposure to commercial customer derivatives is limited because these contracts are simultaneously matched at inception with an offsetting dealer transaction. The commercial customer derivative program allows the Bank to retain variable-rate commercial loans while allowing the customer to synthetically fix the loan rate by entering into a variable-to-fixed interest rate swap. It is anticipated that over time, customer interest rate derivatives will reduce the interest rate risk inherent in the longer-term, fixed-rate commercial business and real estate loans. At June 30, 2010 and December 31, 2009 the Company has entered into forty-eight and twenty-seven customer-related positions and offsetting dealer transactions with dealer banks, respectively. At June 30, 2010 and December 31, 2009 the Bank had a total notional amount of \$194.4 million and \$122.1 million, respectively, of interest rate swap agreements with commercial borrowers and an equal notional amount of dealer transactions.

Foreign exchange contracts offered to commercial borrowers through the Bank's derivative program are not designated as hedging instruments. The Company acts as a seller and buyer of foreign exchange contracts to accommodate its customers. To mitigate the market and liquidity risk associated with these derivatives, the Company enters into similar offsetting positions. At June 30, 2010 and December 31, 2009 the Company had thirty-one and four foreign exchange contracts and offsetting dealer transactions, respectively. As of June 30, 2010 and December 31, 2009 the Bank had a total notional amount of \$58.9 million and \$8.4 million of foreign exchange contracts with commercial borrowers and an equal notional amount of dealer transactions.

The Company does not enter into proprietary trading positions for any derivatives.

The following table reflects the Company's derivative positions for the periods indicated below for those derivatives not designated as hedging:

| | June 30, 2010 | | | | | Total | Fair Value |
|---|--------------------------|---------------------------------|-------------|-------------|-------------------|--------------|------------------------|
| | 2010 | Notional Amount Maturing | | | | | |
| | | 2011 | 2012 | 2013 | Thereafter | | |
| | | | | | | | (Dollars in Thousands) |
| Customer Related Positions | | | | | | | |
| LOAN LEVEL SWAPS | | | | | | | |
| Receive fixed, pay variable | \$ | \$ | \$ | \$ | \$ 194,431 | \$ 194,431 | \$(9,104) |
| Pay fixed, receive variable | \$ | \$ | \$ | \$ | \$ 194,431 | \$ 194,431 | \$ 9,063 |
| FOREIGN EXCHANGE CONTRACTS | | | | | | | |
| Buys foreign exchange sells U.S. currency | \$ 58,949 | \$ | \$ | \$ | \$ | \$ 58,949 | \$(4,221) |
| Buys US currency sells foreign exchange | \$ 58,949 | \$ | \$ | \$ | \$ | \$ 58,949 | \$ 4,254 |
| | December 31, 2009 | | | | | Total | Fair Value |
| | 2010 | Notional Amount Maturing | | | | | |
| | | 2011 | 2012 | 2013 | Thereafter | | |
| | | | | | | | (Dollars in Thousands) |

**Customer Related
Positions**

LOAN LEVEL

SWAPS

| | | | | | | | |
|--------------------------------|----|----|----|----|-----------|-----------|-----------|
| Receive fixed, pay variable | \$ | \$ | \$ | \$ | \$122,125 | \$122,125 | \$(1,273) |
| Pay fixed, receive variable | \$ | \$ | \$ | \$ | \$122,125 | \$122,125 | \$ 1,404 |

FOREIGN

EXCHANGE

CONTRACTS

| | | | | | | | |
|---|----------|----|----|----|----|----------|--------|
| Buy foreign exchange sells U.S. currency | \$ 8,424 | \$ | \$ | \$ | \$ | \$ 8,424 | \$ (5) |
| Buy US currency sells foreign exchange | \$ 8,424 | \$ | \$ | \$ | \$ | \$ 8,424 | \$ 12 |

Changes in the fair value of customer related positions are recorded directly in earnings as they are not afforded hedge accounting treatment. The Company recorded a net decrease in fair value of \$86,000 and \$146,000 for the three and six months ended June 30, 2010, respectively, and a net decrease in fair value of \$16,000 for the three months ended June 30, 2009 and an net increase in fair value of \$134,000 for the six months ended June 30, 2009.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Balance Sheet at the periods indicated:

| | | Asset Derivatives | | Liability Derivatives | | |
|--|------------------------|------------------------|-------------|------------------------|-------------|------------|
| | | December | | December | | |
| | | June 30, 2010 | 31, 2009 | June 30, 2010 | 31, 2009 | |
| (Dollars in Thousands) | | (Dollars in Thousands) | | | | |
| | Balance Sheet Location | Fair Value | Fair Value | Balance Sheet Location | Fair Value | Fair Value |
| Derivatives designated as hedges: | | | | | | |
| Interest rate swaps | Other Assets | \$ | \$ 2,519 | Other Liabilities | \$ 12,725 | \$ 5,522 |
| TOTAL | | \$ | \$ 2,519 | | \$ 12,725 | \$ 5,522 |
| Derivatives not designated as hedges: | | | | | | |
| Customer related positions | Other Assets | 9,063 | 2,224 | Other Liabilities | 9,104 | 2,093 |
| Foreign exchange contracts | Other Assets | 4,254 | 15 | Other Liabilities | 4,221 | 8 |
| TOTAL | | \$ 13,317 | \$ 2,239 | | \$ 13,325 | \$ 2,101 |

The table below presents the effect of the Company's derivative financial instruments on Other Comprehensive Income and the Income Statement:

| Derivatives Designated as | Six Months Ended June 30, | | | | |
|---------------------------|---------------------------------|-------------------|---------------------------------|---|---|
| | Gain in OCI on Derivative | Location of Gain | From Accumulated OCI | Location of Gain Recognized in Income on Derivative (Ineffective Portion and Amount | on Derivative (Ineffective Portion and Amount |
| | (Effective Portion), Net of Tax | Reclassified from | Into Income (Effective Portion) | Amount | Excluded from |
| | | | | | |

| Hedges: | 2010 | 2009 | Accumulated | 2010 | 2009 | Excluded | Effectiveness | |
|---------------------|---------|---------|------------------------|---------|---------|---------------|---------------|------|
| | | | OCI into | | | from | Testing | |
| | | | Income | | | Effectiveness | | |
| | | | (Effective | | | Testing) | 2010 | 2009 |
| | | | Portion) | | | | | |
| | | | (Dollars in Thousands) | | | | | |
| | | | Interest | | | Interest | | |
| | | | income | | | income | | |
| Interest rate swaps | \$6,943 | \$6,615 | | \$1,978 | \$2,015 | | \$ | \$ |
| TOTAL | \$6,943 | \$6,615 | | \$1,978 | \$2,015 | | \$ | \$ |

Derivative contracts involve the risk of dealing with derivative counterparties and their ability to meet contractual terms. Institutional counterparties must have an investment grade credit rating and be approved by the Company's Board of Directors. The Company's credit exposure on interest rate swaps is limited to the net positive fair value and accrued interest of all swaps with each counterparty. The Company had no such exposure at June 30, 2010. Credit exposure may be reduced by the amount of collateral pledged by the counterparty. Additionally, the Company currently holds derivative instruments that contain credit-risk related contingent features that are in a net liability position. The notional amount of these instruments as of June 30, 2010 and December 31, 2009 were \$219.8 million and \$209.2 million, respectively. The aggregate fair value of these instruments at June 30, 2010 and December 31, 2009 were \$15.0 million and \$7.3 million, respectively. The Company has collateral assigned to these derivative instruments amounting to \$20.7 million and \$17.1 million, respectively. Collateral legally required to be maintained at dealer banks by the Company is

monitored and adjusted as necessary. Per a review completed by management of these instruments at June 30, 2010 it was determined that no additional collateral would have to be posted to immediately settle these instruments.

The Company's credit exposure relating to interest rate swaps with bank customers was approximately \$9.1 million at June 30, 2010. The credit exposure is partly mitigated as transactions with customers are secured by the collateral, if any, securing the underlying transaction being hedged.

The Company does not offset fair value amounts recognized for derivative instruments. The Company does net the amount recognized for the right to reclaim cash collateral against the obligation to return cash collateral arising from derivative instruments executed with the same counterparty under a master netting arrangement.

Certain derivative instruments, primarily forward sales of mortgage loans, are utilized by the Company in its efforts to manage risk of loss associated with its mortgage loan commitments and mortgage loans held for sale. Prior to closing and funding certain single-family residential mortgage loans, an interest rate locked commitment is generally extended to the borrower. During the period from commitment date to closing date, the Company is subject to the risk that market rates of interest may change. If market rates rise, investors generally will pay less to purchase such loans resulting in a reduction in the gain on sale of the loans or, possibly, a loss. In an effort to mitigate such risk, forward delivery sales commitments are executed, under which the Company agrees to deliver whole mortgage loans to various investors. The interest rate locked commitments and forward sales commitments are recorded at fair value, with changes in fair value recorded in current period earnings. Loans held for sales are carried at the lower of aggregate cost or fair value.

The table below summarizes the fair value of residential mortgage loans commitments and forward sales agreements:

| | June 30, 2010 | December 31, 2009 |
|---------------------------------------|---|----------------------------------|
| | Fair Value | |
| | (Dollars in Thousands) | |
| Residential Mortgage Loan Commitments | \$ 527 | \$ (523) |
| Forward Sales Agreements | \$ (747) | \$ 767 |
| | Change in Fair Value for the Six Months Ended June 30, | |
| | 2010 | 2009 |
| | (Dollars in Thousands) | |
| Residential Mortgage Loan Commitments | \$ 1,050 | \$ 14 |
| Forward Sales Agreements | (1,514) | 399 |
| TOTAL CHANGE IN FAIR VALUE (1) | \$ (464) | \$ 413 |

(1) Changes in these fair values are recorded as a component of mortgage banking income.

NOTE 7 FAIR VALUE

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. If there has been a significant decrease in the volume and level of activity for the asset or liability, regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The Company uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from one level to another.

The Fair Value Measurements and Disclosures Topic of the FASB ASC defines fair value and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the Fair Value Measurements and Disclosures Topic of the FASB ASC are described below:

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

Level 2 Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation Techniques

There have been no changes in the valuation techniques used during the current period.

Trading Securities

These equity and fixed income securities are valued based on market quoted prices. These securities are categorized in Level 1 as they are actively traded and no valuation adjustments have been applied.

U.S. Treasury and Government Sponsored Enterprises

Fair value is estimated using either multi-dimensional spread tables or benchmarks. The inputs used include benchmark yields, reported trades, and broker/dealer quotes. These securities are classified as Level 2 within the fair value hierarchy.

Agency Mortgage-Backed Securities

Fair value is estimated using either a matrix or benchmarks. The inputs used include benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. These securities are categorized as Level 2.

Agency Collateralized Mortgage Obligations and Private Mortgage-Backed Securities

The valuation model for these securities is volatility-driven and ratings based, and uses multi-dimensional spread tables. The inputs used include benchmark yields, recent reported trades, new issue data, broker and dealer quotes, and collateral performance. If there is at least one significant model assumption or input that is not observable, these securities are categorized as Level 3 within the fair value hierarchy; otherwise, they are classified as Level 2.

State, County, and Municipal Securities

The fair value is estimated using a valuation matrix with inputs including bond interest rate tables, recent transactions, and yield relationships. These securities are categorized as Level 2 within the fair value hierarchy.

Single/Pooled Issuer Trust Preferred Securities

The fair value of trust preferred securities, including pooled and single issued preferred securities, is estimated using external pricing models, discounted cash flow methodologies or

similar techniques. The inputs used in these valuations include benchmark yields, recent reported trades, new issue data, broker and dealer quotes and collateral performance. Accordingly, these trust preferred securities are categorized as Level 3 within the fair value hierarchy.

Derivative Instruments

Derivatives

The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings. Although the Company has determined that the majority of the inputs used to value its interest rate derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. However, as of June 30, 2010, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Residential Mortgage Loan Commitments and Forward Sales Agreements

The fair value of the commitments and agreements are estimated using the anticipated market price based on pricing indications provided from syndicate banks. These commitments and agreements are categorized as Level 2.

Impaired Loans

Loans that are deemed to be impaired are valued based upon the lower of cost or fair value of the underlying collateral or discounted cash flow analyses. The inputs used in the appraisals of the collateral are not always observable, and therefore the loans may be categorized as Level 3 within the fair value hierarchy; otherwise, they are classified as Level 2. The inputs used in performing discounted cash flow analyses are not observable and therefore such loans are classified as Level 3.

Loans Held for Sale

Loans held for sale are carried at the lower of cost or market value. Fair value is measured on a non-recurring basis using quoted market prices when available. If quoted market prices are not available, comparable market values or discounted cash flow analysis may be utilized. These assets are typically categorized as Level 2.

Other Real Estate Owned

The fair values are estimated based upon recent appraisal values of the property less costs to sell the property. Certain inputs used in appraisals are not always observable, and therefore Other Real Estate Owned may be categorized as Level 3 within the fair value hierarchy. When inputs in appraisals are observable, they are classified as Level 2 within the fair value hierarchy.

Mortgage Servicing Asset

The mortgage servicing asset is carried at cost and is subject to impairment testing. A valuation model, which utilizes a discounted cash flow analysis encompassing interest rates and prepayment speed assumptions currently quoted for comparable instruments, is used for impairment analysis. If the valuation model reflects a value less than the carrying value, loan servicing rights are adjusted to fair value through a valuation allowance as determined by the model. As such, the Company classifies the mortgage servicing asset as Level 3.

Goodwill and Other Intangible Assets

Goodwill and identified intangible assets are subject to impairment testing. The Company conducts an annual impairment test of goodwill in the third quarter of each year and more frequently if necessary. To estimate the fair value of goodwill and other intangible assets the Company utilizes both a comparable analysis of relevant price multiples in recent market transactions and discounted cash flow analysis. Both valuation models require a significant degree of management judgment. In the event the fair value as determined by the valuation model is less than the carrying value, the intangibles may be impaired. If the impairment testing resulted in impairment, the Company would classify goodwill and other intangible assets subjected to non-recurring fair value adjustments as Level 3.

Assets and Liabilities Measured at Fair Value on a Recurring Basis are as follows:

| Description | Balance | Fair Value Measurements at Reporting Date Using | | |
|---|----------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| June 30, 2010 (Dollars in Thousands) | | | | |
| ASSETS | | | | |
| Trading Securities | \$ 7,163 | \$7,163 | \$ | \$ |
| Securities Available for Sale: | | | | |
| U.S. Treasury and Government Sponsored Enterprise | 733 | | 733 | |
| Agency Mortgage-Backed Securities | 387,955 | | 387,955 | |
| Agency Collateralized Mortgage Obligations | 71,707 | | 71,707 | |
| Private Mortgage-Backed Securities | 12,680 | | | 12,680 |
| State, County, and Municipal Securities | 4,027 | | 4,027 | |
| Single Issuer Trust Preferred Securities Issued by Banks and Insurers | 3,101 | | | 3,101 |
| Pooled Trust Preferred Securities Issued by Banks and Insurers | 2,786 | | | 2,786 |
| Derivative Instruments | 13,317 | | 13,317 | |
| LIABILITIES | | | | |
| Derivative Instruments | 26,270 | | 26,270 | |
| December 31, 2009 (Dollars in Thousands) | | | | |
| ASSETS | | | | |
| Trading Securities | \$ 6,171 | \$6,171 | \$ | \$ |
| Securities Available for Sale: | | | | |
| U.S. Treasury and Government Sponsored Enterprise | 744 | | 744 | |
| Agency Mortgage-Backed Securities | 451,909 | | 451,909 | |
| Agency Collateralized Mortgage Obligations | 32,022 | | 32,022 | |
| Private Mortgage-Backed Securities | 14,289 | | | 14,289 |
| State, County, and Municipal Securities | 4,081 | | 4,081 | |
| Single Issuer Trust Preferred Securities Issued by Banks and Insurers | 3,010 | | | 3,010 |
| Pooled Trust Preferred Securities Issued by Banks and Insurers | 2,595 | | | 2,595 |
| Derivative Instruments | 5,525 | | 5,525 | |
| LIABILITIES | | | | |
| Derivative Instruments | 8,146 | | 8,146 | |

There were no transfers between levels of the fair value hierarchy during the three and six months ended June 30, 2010.

The table below presents a reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three and six months ended June 30, 2010 and year ended December 31, 2009. These instruments were valued using pricing models and discounted cash flow methodologies.

| | Pooled Trust Preferred Securities | Securities Available for Sale | | Total |
|--|--|---|--|--------------|
| | | Single Trust Preferred Securities (Dollars in Thousands) | Private Mortgage- Backed Securities | |
| BALANCE AT MARCH 31, 2010 | \$ 2,679 | \$ 3,027 | \$13,063 | \$18,769 |
| Gains and Losses (realized/unrealized) | | | | |
| Included in earnings | | | (84) | (84) |
| Included in Other Comprehensive Income | 117 | 74 | 727 | 918 |
| Purchases, issuances and settlements | (10) | | (1,026) | (1,036) |
| Transfers in to Level 3 | | | | |
| BALANCE AT JUNE 30, 2010 | \$ 2,786 | \$ 3,101 | \$12,680 | \$18,567 |
| BALANCE AT JANUARY 1, 2009 | \$ 5,193 | \$ | \$ | \$ 5,193 |
| Gains and Losses (realized/unrealized) | | | | |
| Included in earnings | (8,641) | | (317) | (8,958) |
| Included in Other Comprehensive Income | 6,138 | 808 | 5,170 | 12,116 |
| Purchases, issuances and settlements | (95) | | (6,078) | (6,173) |
| Transfers in to Level 3 | | 2,202 | 15,514 | 17,716 |
| BALANCE AT DECEMBER 31, 2009 | \$ 2,595 | \$ 3,010 | \$14,289 | \$19,894 |
| Included in earnings | (112) | | (150) | (262) |
| Included in Other Comprehensive Income | 325 | 91 | 861 | 1,277 |
| Purchases, issuances and settlements | (22) | | (2,320) | (2,342) |
| Transfers in to Level 3 | | | | |
| BALANCE AT JUNE 30, 2010 | \$ 2,786 | \$ 3,101 | \$12,680 | \$18,567 |

Assets and liabilities measured at fair value on a non-recurring basis are as follows:

| Description | Balance | Fair Value Measurements at Reporting Date Using | | | Total Gains (Losses) |
|--------------------------|-----------|--|---|---|----------------------|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| | | June 30, 2010 | | | |
| | | (Dollars in Thousands) | | | |
| Impaired Loans | \$ 16,523 | \$ | \$ | \$ 16,523 | \$(2,558) |
| Loans Held For Sale | 16,919 | | 16,919 | | |
| Other Real Estate Owned | 7,357 | | 4,446 | 2,911 | |
| Mortgage Servicing Asset | 2,056 | | | 2,056 | |

| Description | Balance | Fair Value Measurements at Reporting Date Using | | | Total Gains (Losses) |
|--------------------------|-----------|--|---|---|----------------------|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| | | December 31, 2009 | | | |
| | | (Dollars in Thousands) | | | |
| Impaired Loans | \$ 16,680 | \$ | \$ | \$ 16,680 | \$ (449) |
| Loans Held For Sale | 13,527 | | 13,527 | | |
| Other Real Estate Owned | 3,994 | | 1,134 | 2,860 | |
| Mortgage Servicing Asset | 2,195 | | | 2,195 | |

As required by the FASB ASC Topic No. 825, "Fair Value Measurements and Disclosures", the estimated fair values and related carrying amounts of the Company's financial instruments are listed below. As further required by the guidance certain financial instruments have been excluded from this listing such as post retirement plans, lease contracts, investments accounted for under the equity method, equity investments in consolidated subsidiaries, and all non-financial instruments. Accordingly, the aggregate fair value amounts presented herein may not necessarily represent the underlying fair value of the Company. The estimated fair values and related carrying amounts of the Company's financial instruments are as follows:

| | June 30, 2010 | | December 31, 2009 | |
|--|------------------------|-------------------|--------------------------|-------------------|
| | Book Value | Fair Value | Book Value | Fair Value |
| | (Dollars In Thousands) | | (Dollars In Thousands) | |
| FINANCIAL ASSETS | | | | |
| Securities Held To Maturity (1) | \$ 103,463 | \$ 106,510 | \$ 93,410 | \$ 93,438 |
| Loans, Net of Allowance for Loan Losses (2)(5) | 3,383,621 | 3,422,247 | 3,353,154 | 3,316,117 |
| FINANCIAL LIABILITIES | | | | |
| Time Certificates of Deposits (3) | \$ 824,868 | \$ 823,829 | \$ 917,781 | \$ 907,499 |
| Federal Home Loan Bank Advances (3) | 302,677 | 298,945 | 362,936 | 350,503 |
| Federal Funds Purchased, Assets Sold Under Repurchase Agreements, and other borrowings (3) | 181,612 | 177,681 | 190,452 | 193,943 |
| Subordinated Debentures (3) | 30,000 | 24,648 | 30,000 | 27,529 |
| Junior Subordinated Debentures (4) | 61,857 | 52,578 | 61,857 | 52,888 |

(1) The fair value values presented are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments and/or discounted cash flow analyses.

(2) Fair value is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for

the same
remaining
maturities or
cash flows.

(3) Fair value was determined by discounting anticipated future cash payments using rates currently available for instruments with similar remaining maturities.

(4) Fair value was determined based upon market prices of securities with similar terms and maturities.

(5) The book value of net loans excludes loans held for sale.

This summary excludes financial assets and liabilities for which the carrying value approximates fair value. For financial assets, these include cash and due from banks, federal funds sold, short-term investments, Federal Home Loan Bank of Boston stock, and Bank Owned Life Insurance. For financial liabilities, these include demand, savings, and money market deposits. The estimated fair value of demand, savings and money market deposits is the amount payable at the reporting date. The Financial Instruments topic of the FASB ASC requires the use of carrying value because the accounts have no stated maturity date and the customer has the ability to withdraw funds immediately. Also excluded from the summary are financial instruments measured at fair value on a recurring and non-recurring basis, as previously described.

NOTE 8 COMPREHENSIVE INCOME/(LOSS)

Information on the Company's comprehensive income/(loss), presented net of taxes, is set forth below for the three and six months ended June 30, 2010 and 2009:

| | Three Months Ended June 30, 2010 | | | Six Months Ended June 30, 2010 | | |
|---|---|--|-------------------------|---------------------------------------|--|-------------------------|
| | Pre Tax Amount | Tax (Expense) Benefit (Dollars in Thousands) | After Tax Amount | Pre Tax Amount | Tax (Expense) Benefit (Dollars in Thousands) | After Tax Amount |
| Change in Fair Value of Securities Available for Sale | \$ 5,207 | \$ 2,014 | \$ 3,193 | \$ 7,530 | \$ 2,918 | \$ 4,612 |
| Net Security(Gains)/Losses Reclassified into Earnings (1) | (397) | (138) | (259) | (219) | (65) | (154) |
| Net Change in Fair Value of Securities Available for Sale | 4,810 | 1,876 | 2,934 | 7,311 | 2,853 | 4,458 |
| Change in Fair Value of Cash Flow Hedges | (7,968) | (3,255) | (4,713) | (11,738) | (4,795) | (6,943) |
| Net Cash Flow Hedge Gains Reclassified into Earnings (2) | 1,101 | 450 | 651 | 1,978 | 819 | 1,159 |
| Net Change in Fair Value of Cash Flow Hedges | (6,867) | (2,805) | (4,062) | (9,760) | (3,976) | (5,784) |
| Amortization of Certain Costs Included in Net Periodic Retirement Costs | 39 | 16 | 23 | 78 | 32 | 46 |
| TOTAL OTHER COMPREHENSIVE LOSS | \$(2,018) | \$ (913) | \$(1,105) | \$ (2,371) | \$ (1,091) | \$(1,280) |
| | | | | | | |
| | Three Months Ended June 30, 2009 | | | Six Months Ended June 30, 2009 | | |
| | Pre Tax Amount | Tax (Expense) Benefit (Dollars in Thousands) | After Tax Amount | Pre Tax Amount | Tax (Expense) Benefit (Dollars in Thousands) | After Tax Amount |
| Change in Fair Value of Securities Available for Sale | \$ (4,174) | \$ (1,689) | \$(2,485) | \$ 5,683 | \$ 1,907 | \$ 3,776 |
| | 1,678 | 686 | 992 | 299 | 122 | 177 |

Net Security Losses
Reclassified into Earnings
(1)

| | | | | | | |
|---|----------|----------|----------|----------|----------|----------|
| Net Change in Fair Value of Securities Available for Sale | (2,496) | (1,003) | (1,493) | 5,982 | 2,029 | 3,953 |
| Change in Fair Value of Cash Flow Hedges | 10,803 | 4,413 | 6,390 | 13,289 | 5,428 | 7,861 |
| Net Cash Flow Hedge Losses Reclassified into Earnings (2) | (2,269) | (927) | (1,342) | (2,114) | (868) | (1,246) |
| Net Change in Fair Value of Cash Flow Hedges | 8,534 | 3,486 | 5,048 | 11,175 | 4,560 | 6,615 |
| Amortization of Certain Costs Included in Net Periodic Retirement Costs | (110) | (45) | (65) | (220) | (90) | (130) |
| Total Other Comprehensive Income | \$ 5,928 | \$ 2,438 | \$ 3,490 | \$16,937 | \$ 6,499 | \$10,438 |
| Cumulative Effect Accounting Adjustment (3) | | | | (5,974) | (2,151) | (3,823) |
| TOTAL OTHER COMPREHENSIVE INCOME AS ADJUSTED | \$ 5,928 | \$ 2,438 | \$ 3,490 | \$10,963 | \$ 4,348 | \$ 6,615 |

(1) For the three months ended June 30, 2010 and June 30, 2009, net security losses represent pre-tax OTTI credit related losses of \$84,000 and \$1.7M and gains/(losses) on sales of securities of \$481,000 and (\$25,000), respectively. For the six months ended June 30,

2010 and June 30, 2009, net security losses represent pre-tax OTTI credit related losses of \$262,000 and \$1.7M and gains on sales of securities of \$481,000 and \$1.4M, respectively.

- (2) Includes the \$1.2 and \$1.4 million of realized but unrecognized gain, net of tax, from the sale of interest rate swaps in June 2009, at June 30, 2010 and June 30, 2009, respectively. The gain is being recognized in earnings through December 2018, the original maturity date of the swap. This figure also includes the remaining balance of \$197,000 at June 30, 2009 of realized but unrecognized loss from the termination of an interest rate swap in March 2008, which was recognized in earnings through January 2010,

the original
maturity date of
the interest rate
sw ap.

- (3) Represents reclassifications of non credit related components of previously recorded OTTI pursuant to the adoption of the Investments Debt and Equity Securities topic of the FASB ASC.

Accumulated Other Comprehensive Income (Loss), net of tax, is comprised of the following components:

| | 2010 | June 30, 2009 |
|---|-----------------|------------------|
| Unrealized gain(loss) on available for sale securities | \$ 8,851 | \$(1,242) |
| Unrealized loss on cash flow hedge | (7,432) | (1,062) |
| Deferred gain on hedge accounting transactions | 1,220 | (197) |
| Net actuarial loss and prior service cost for pension and other post retirement benefit plans | (1,166) | (754) |
| TOTAL | \$ 1,473 | \$(3,255) |

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

The following discussion should be read in conjunction with the consolidated financial statements, notes and tables included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission.

Cautionary Statement Regarding Forward-Looking Statements

A number of the presentations and disclosures in this Form 10-Q, including, without limitation, statements regarding the level of allowance for loan losses, the rate of delinquencies and amounts of charge-offs, and the rates of loan growth, and any statements preceded by, followed by, or which include the words may, could, should, will, would, hope, might, believe, expect, anticipate, estimate, intend, plan, assume or similar expressions are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements, implicitly and explicitly, include the assumptions underlying the statements and other information with respect to the beliefs, plans, objectives, goals, expectations, anticipations, estimates, intentions, financial condition, results of operations, future performance and business, of the Company including the Company's expectations and estimates with respect to the Company's revenues, expenses, earnings, return on average equity, return on average assets, efficiency ratio, asset quality and other financial data and capital and performance ratios.

Although the Company believes that the expectations reflected in the Company's forward-looking statements are reasonable, these statements involve risks and uncertainties that are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, among others, could cause the Company's financial performance to differ materially from the Company's goals, plans, objectives, intentions, expectations and other forward-looking statements:

- a weakening in the strength of the United States economy in general and the strength of the regional and local economies within the New England region and Massachusetts which could result in a deterioration of credit quality, a change in the allowance for loan losses or a reduced demand for the Company's credit or fee-based products and services;

- adverse changes in the local real estate market, could result in a deterioration of credit quality and an increase in the allowance for loan loss, as most of the Company's loans are concentrated in eastern Massachusetts and Cape Cod, and to a lesser extent, Rhode Island, and a substantial portion of these loans have real estate as collateral;

- the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System, could affect the Company's business environment or affect the Company's operations;

- the effects of, any changes in, and any failure by the Company to comply with tax laws generally and requirements of the federal New Markets Tax Credit program in particular could adversely affect the Company's tax provision and its financial results;

- inflation, interest rate, market and monetary fluctuations could reduce net interest income and could increase credit losses;

adverse changes in asset quality could result in increasing credit risk-related losses and expenses;

changes in the deferred tax asset valuation allowance in future periods may result in adversely affecting financial results;

competitive pressures could intensify and affect the Company's profitability, including as a result of continued industry consolidation, the increased financial services provided by non-banks and banking reform;

a deterioration in the conditions of the securities markets could adversely affect the value or credit quality of the Company's assets, the availability and terms of funding necessary to meet the Company's liquidity needs and the Company's ability to originate loans;

the potential to adapt to changes in information technology could adversely impact the Company's operations and require increased capital spending;

changes in consumer spending and savings habits could negatively impact the Company's financial results;

acquisitions may not produce results at levels or within time frames originally anticipated and may result in unforeseen integration issues or impairment of goodwill and/or other intangibles;

adverse conditions in the securities markets could lead to impairment in the value of securities in the Company's investment portfolios and consequently have an adverse effect on the Company's earnings;

new laws and regulations regarding the financial services industry including but not limited to, the Dodd-Frank Wall Street Reform & Consumer Protection Act, and current or future changes to financial industry laws and regulation may have significant effects on the financial services industry, in general and/or the Company in particular, the exact nature and extent of which is uncertain;

changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) generally applicable to the Company's business could adversely affect the Company's operations; and

changes in accounting policies, practices and standards, as may be adopted by the regulatory agencies as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters could negatively impact the Company's financial results.

If one or more of the factors affecting the Company's forward-looking information and statements proves incorrect, then the Company's actual results, performance or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements contained in this Form 10-Q. Therefore, the Company cautions you not to place undue reliance on the Company's forward-looking information and statements.

The Company does not intend to update the Company's forward-looking information and statements, whether written or oral, to reflect change. All forward-looking statements attributable to the Company are expressly qualified by these cautionary statements.

Executive Level Overview

The Company's results of operations are largely dependent on net interest income, which is the difference between the interest earned on loans and securities and the interest paid on deposits and borrowings. The results of operations are also affected by the level of income/fees from loans, deposits, mortgage banking, and wealth management activities, as well as operating expenses, the provision for loan losses, the impact of federal and state income taxes, and the relative levels of interest rates and economic activity. As of June 30, 2010, the Company's business lines continued to perform well. The Company continued to generate solid growth in the commercial and industrial portfolio mainly due to taking advantage of opportunities brought about by market disruption. The Company attained this growth by capitalizing on its competitive strengths to attract new customers and expand existing relationships within the geographies that the Company operates. Additionally, the Company has experienced strong growth in both commercial deposits and municipal deposits due to the Company's strategy of focusing on lower cost core deposits. While the Company has experienced higher charge-offs due to timing, the Company's asset quality trends have improved with significant reductions in nonperforming assets and decreases in delinquency levels.

The net interest margin grew from 3.89% for the six months ending June 30, 2009 to 3.96% in 2010.

The Company reported diluted earnings per share of \$0.38 and \$0.82 for the three and six months ending June 30, 2010, compared to diluted loss per share of \$0.19 and diluted earnings per share of \$0.07 for the three and six months ending June 30, 2009. Additionally, the Company's return on average assets and return on average equity were 0.70% and 7.60%, respectively, for the quarter ended June 30, 2010 as compared to (0.35%) and (3.97%), respectively, for the quarter ended June 30, 2009. The Company's return on average assets and return on average equity were 0.77% and 8.26%, respectively, for the six months ended June 30, 2010 as compared to 0.07% and 0.69%, respectively, for the six months ended June 30, 2009. The significant increases from the year ago period are driven largely by merger and acquisition expenses incurred in the first half of 2009 and the Company's exit from the Capital Purchase Program in the first half of 2009.

Total loans increased \$33.4 million, or 1.0% from December 31, 2009. The Company continued to generate solid growth during the quarter in the commercial and industrial category, however, this growth was somewhat mitigated by reduction in other loan categories. The Company has a strong pipeline in the commercial real estate category but overall outstanding loans were flat due to loan payoffs and targeted exposure reduction through loan workout activity. The home equity portfolio continued to grow and remains an emphasis for the

Company. Residential real estate loans continued to decline modestly as individual loans refinance into longer term, fixed rate loans, which are not commonly held in portfolio by the Company.

Total deposits of \$3.7 billion at June 30, 2010 increased \$304.6 million, or 9.0%, compared to December 31, 2009, primarily as a result of strong growth in commercial deposits and management's strategy to grow the municipal banking business. Time deposits decreased by \$92.9 million due to the Company's strategy to focus on lower-cost core deposits. In the current interest rate environment, management is focused on cultivating a strong deposit base with rational pricing for customer retention as well as core deposit growth. At June 30, 2010 core deposits were 77.6% of total deposits, an increase of 16.2% from December 31, 2009.

Net charge-offs increased to \$6.9 million, or 0.81% annualized of average loans for the second quarter compared to \$1.7 million or 0.21% for the quarter ending March 31, 2010. Second quarter net charge-offs included a write down taken on the sale of a nonperforming loan subsequent to the end of the quarter. The provision for loan losses was \$6.9 million and \$4.7 million for the quarters ended June 30, 2010 and March 31, 2010, respectively, an increase of \$2.2 million. The table below shows net charge-offs for the periods indicated:

Nonperforming loans decreased significantly to \$23.7 million or 0.69% of total loans at June 30, 2010, from \$41.8 million, or 1.23% of total loans at March 31, 2010. As a result, the allowance for loan losses as a percentage of nonperforming loans improved from 108.22% in the prior quarter to 191.28% in the second quarter. The table below shows nonperforming loans for the periods indicated:

The Company's focus on the timely resolution of problem loans coupled with an experienced loan workout team has proven effective in resolving nonperforming loans expediently as show in the table below:

| | For the Three Months Ending June 30, 2010 | For the Six Months Ending June 30, 2010 |
|---|--|--|
| (Dollars in Thousands) | | |
| Nonperforming Loans Reconciliation | | |
| Nonperforming Loans Beginning Balance | \$ 41,840 | \$ 36,183 |
| New to Nonperforming | 7,154 | 23,887 |
| Loans Charged-Off | (7,294) | (9,318) |
| Loans Paid-Off | (11,109) | (13,946) |
| Loans Transferred to Other Real Estate Owned/Other Assets | (4,849) | (7,465) |
| Loans Restored to Accrual Status | (2,064) | (5,507) |
| Other | | (156) |
| NONPERFORMING LOANS ENDING BALANCE | \$ 23,678 | \$ 23,678 |

Delinquency levels have also shown significant improvement with delinquencies as a percent of loans at 1.32% at June 30, 2010 compared to 1.83% at March 31, 2010. The Company's allowance for loan losses as a percentage of total loans remains consistent at 1.32%. The table below shows delinquencies for the periods indicated:

The following graph displays the Company's levels of loan loss reserves for the periods indicated:

* Loans obtained in connection with the Ben Franklin acquisition during April of 2009, were recorded at fair value in accordance with the Business Combinations Topic of the FASB ASC, which prohibits the carry-over of the allowance for credit losses.

The Company continues to generate capital due to core earnings and the Company's capital position is sound. The Company's tangible common equity ratio is 6.5%, pro forma to include the tax deductibility of goodwill. Regulatory capital levels exceed prescribed

thresholds, and the Company maintained a common stock dividend of \$0.18 per share for the quarter ended June 30, 2010.

Net income for the three and six months ended June 30, 2010 were \$8.0 million and \$17.3 million, an increase of \$7.4 million and \$10.2 million as compared to the same periods in 2009. Excluding certain non-core items mentioned below, net operating earnings were up 19.5% and 43.3% from the same periods in the prior year.

The following table summarizes the impact of non-core items recorded for the time periods indicated below and reconciles them to the most comparable amounts calculated in accordance with GAAP:

| | Three Months Ended June 30, | | | |
|---|---|---------------|---------------------------|-------------|
| | Net Income | | Diluted | |
| | Available to Common Shareholders | | Earnings Per Share | |
| | 2010 | 2009 | 2010 | 2009 |
| | (Dollars in Thousands) | | | |
| AS REPORTED (GAAP) | | | | |
| Net Income | \$8,030 | \$ 660 | \$ 0.38 | \$ 0.03 |
| Preferred Stock Dividend | | (4,525) | | (0.22) |
| Net Income available to Common Shareholders (GAAP) | \$8,030 | \$ (3,865) | \$ 0.38 | \$(0.19) |
| Non-GAAP Measures: | | | | |
| Non-Interest Income Components | | | | |
| Net Gain/Loss on Sale of Securities, net of tax | (285) | 16 | (0.01) | |
| Gain Resulting from Early Termination of Hedging Relationship, net of tax | | (2,455) | | (0.12) |
| Non-Interest Expense Components | | | | |
| Merger & Acquisition Expenses, net of tax | | 8,676 | | 0.42 |
| Fair Value Mark on a Terminated Hedging Relationship, net of tax | 328 | | 0.01 | |
| Deemed Preferred Stock Dividend | | 4,384 | | 0.22 |
| TOTAL IMPACT OF NON-CORE ITEMS | 43 | 10,621 | 0.00 | 0.52 |
| AS ADJUSTED (NON-GAAP) | \$8,073 | \$ 6,756 | \$ 0.38 | 0.33 |

| | Six Months Ended June 30, | | | |
|--------------------------|---|-------------|---------------------------|-------------|
| | Net Income | | Diluted | |
| | Available to Common Shareholders | | Earnings Per Share | |
| | 2010 | 2009 | 2010 | 2009 |
| | (Dollars in Thousands) | | | |
| AS REPORTED (GAAP) | | | | |
| Net Income | \$17,257 | \$ 7,047 | \$ 0.82 | \$ 0.38 |
| Preferred Stock Dividend | | (5,698) | | (0.31) |
| | \$17,257 | \$ 1,349 | \$ 0.82 | 0.07 |

Net Income available to Common Shareholders
(GAAP)

Non-GAAP Measures:

Non-Interest Income Components

| | | | | |
|---|-------|-------|--------|--------|
| Net Gain/Loss on Sale of Securities, net of tax | (285) | (880) | (0.01) | (0.05) |
|---|-------|-------|--------|--------|

| | | | | |
|---|--|---------|--|--------|
| Gain Resulting from Early Termination of Hedging Relationship, net of tax | | (2,455) | | (0.13) |
|---|--|---------|--|--------|

Non-Interest Expense Components

| | | | | |
|---|--|-------|--|------|
| Merger & Acquisition Expenses, net of tax | | 9,675 | | 0.53 |
|---|--|-------|--|------|

| | | | | |
|--|-----|--|------|--|
| Fair Value Mark on a Terminated Hedging Relationship, net of tax | 328 | | 0.01 | |
|--|-----|--|------|--|

| | | | | |
|---------------------------------|--|-------|--|------|
| Deemed Preferred Stock Dividend | | 4,384 | | 0.24 |
|---------------------------------|--|-------|--|------|

| | | | | |
|--------------------------------|----|--------|------|------|
| TOTAL IMPACT OF NON-CORE ITEMS | 43 | 10,724 | 0.00 | 0.59 |
|--------------------------------|----|--------|------|------|

| | | | | |
|------------------------|----------|----------|---------|---------|
| AS ADJUSTED (NON-GAAP) | \$17,300 | \$12,073 | \$ 0.82 | \$ 0.66 |
|------------------------|----------|----------|---------|---------|

When management assesses the Company's financial performance for purposes of making day-to-day and strategic decisions it does so based upon the performance of its core banking business, which is primarily derived from the combination of net interest income and non-interest or fee income, reduced by operating expenses, the provision for loan losses, and the impact of income taxes. The

Company's financial performance is determined in accordance with Generally Accepted Accounting Principles (GAAP) which sometimes includes gain or loss due to items that management does not believe are related to its core banking business, such as gains or losses on the sales of securities, merger and acquisition expenses, and other items. Management, therefore, also computes the Company's non-GAAP operating earnings, which excludes these items, to measure the strength of the Company's core banking business and to identify trends that may to some extent be obscured by gains or losses which management deems not to be core to the Company's operations. Management believes that the financial impact of the items excluded when computing non-GAAP operating earnings will disappear or become immaterial within a near-term finite period.

Management's computation of the Company's non-GAAP operating earnings are set forth above because management believes it may be useful for investors to have access to the same analytical tool used by management to evaluate the Company's core operational performance so that investors may assess the Company's overall financial health and identify business and performance trends that may be more difficult to identify and evaluate when non-core items are included. Management also believes that the computation of non-GAAP operating earnings may facilitate the comparison of the Company to other companies in the financial services industry.

Non-GAAP operating earnings should not be considered a substitute for GAAP operating results. An item which management deems to be non-core and excludes when computing non-GAAP operating earnings can be of substantial importance to the Company's results for any particular quarter or year. The Company's non-GAAP operating earnings set forth above are not necessarily comparable to non-GAAP information which may be presented by other companies.

Non-interest income decreased by 17.3% and 11.4% for the three and six months ended June 30, 2010 compared to the same quarters in the prior year. The table below reconciles non-interest income adjusted for certain items:

| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|--|-----------------------------|-----------------|----------------|---------------|---------------------------|-----------------|----------------|---------------|
| | 2010 | 2009 | \$ Variance | % Variance | 2010 | 2009 | \$ Variance | % Variance |
| | (Dollars in Thousands) | | | | (Dollars in Thousands) | | | |
| Non-Interest Income GAAP | \$10,938 | \$13,223 | (\$2,285) | -17.3% | \$20,988 | \$23,697 | (\$2,709) | -11.4% |
| Less/Add Net Gain/Loss on Sale of Securities | (481) | 25 | (506) | -2024.0% | (481) | (1,354) | 873 | -64.5% |
| Less Gain Resulting From Early Termination of Hedging Relationship | | (3,778) | 3,778 | -100.0% | | (3,778) | 3,778 | -100.0% |
| Add Loss on Write-Down of Investments to Fair Value | 84 | 1,653 | (1,569) | -94.9% | 262 | 1,653 | (1,391) | -84.2% |
| NON-INTEREST INCOME AS ADJUSTED (NON-GAAP) | \$10,541 | \$11,123 | (\$582) | -5.2% | \$20,769 | \$20,218 | \$ 551 | 2.7% |

The remaining decrease in non-interest income is mainly due to decreases in mortgage banking income primarily offset by increases in investment management income and service charges.

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Non-interest expense has decreased by 25.0% and 8.5% for the three and six months ended June 30, 2010, as compared to the prior year period. The table below reconciles non-interest expense adjusted for certain items:

| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|---|-----------------------------|------------------|-----------------|---------------|---------------------------|------------------|-----------------|---------------|
| | 2010 | 2009 | \$ Variance | % Variance | 2010 | 2009 | \$ Variance | % Variance |
| | (Dollars in Thousands) | | | | (Dollars in Thousands) | | | |
| Non-Interest Expense GAAP | \$34,929 | \$ 46,556 | -\$11,627 | -25.0% | \$68,518 | \$ 74,864 | -\$6,346 | -8.5% |
| Less Merger & Acquisition Expenses | | (10,844) | 10,844 | -100.0% | | (12,382) | 12,382 | -100.0% |
| Less Fair Value Mark on a Terminated Hedging Relationship | (554) | | (554) | n/a | (554) | | (554) | n/a |
| NON-INTEREST EXPENSE AS ADJUSTED (NON-GAAP) | \$34,375 | \$ 35,712 | -\$1,337 | -3.7% | \$67,964 | \$ 62,482 | \$ 5,482 | 8.8% |

The remaining decrease in expenses is primarily attributable to merger and acquisition expenses associated with the Benjamin Franklin Bank Corp. (Ben Franklin) merger which closed in the second quarter of 2009, in addition to deposit insurance assessment fees that the FDIC imposed in the second quarter of 2009.

Critical Accounting Policies

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. The Company believes that the Company's most critical accounting policies are those which the Company's financial condition depends upon, and which involve the most complex or subjective decisions or assessments.

There have been no material changes in critical accounting policies during the second quarter of 2010. Please refer to the 2009 Form 10-K for a complete listing of critical accounting policies.

FINANCIAL POSITION

Loan Portfolio Total loans increased by \$33.4 million, or 1.0%, for the period ended June 30, 2010 as compared to the amount of total loans at December 31, 2009. Loan growth achieved was concentrated in the commercial real estate, commercial and industrial, and home equity categories. This was offset by a continued decline in the residential real estate and other consumer lending categories. Total commercial loans (including small business loans) now represent 67.4% of the total loan portfolio.

The Bank's commercial real estate portfolio, the Bank's largest portfolio, is diversified with loans secured by a variety of property types, such as owner-occupied and non-owner-occupied commercial, retail, office, industrial, and warehouse facilities as well as other special purpose properties, such as hotels, motels, restaurants, golf courses, and healthcare-related properties. Commercial real estate also includes loans secured by certain residential-related property types including multi-family apartment buildings, residential development tracts and, to a lesser extent, condominiums. The following pie chart shows the diversification of the commercial real estate portfolio as of June 30, 2010:

The Bank considers a concentration of credit to a particular industry to exist when the aggregate credit exposure to a borrower, an affiliated group of borrowers or a non-affiliated group of borrowers engaged in one industry exceeds 10% of the Bank's loan portfolio which includes direct, indirect or contingent obligations. As of June 30, 2010, loans made by the Company to the industry concentration of lessors of non-residential buildings constituted 13.6% of the Company's total loan portfolio.

The Bank does not originate sub-prime real-estate loans as a line of business.

Asset Quality The Bank actively manages all delinquent loans in accordance with formally documented policies and established procedures. In addition, the Company's Board of Directors reviews delinquency statistics, by loan type, on a monthly basis.

Troubled Debt Restructurings In the course of resolving nonperforming loans, the Bank may choose to restructure the contractual terms of certain loans. The Bank attempts to work out an alternative payment schedule with the borrower in order to avoid foreclosure actions. Any loans that are modified are reviewed by the Bank to identify if a troubled debt restructuring (TDR) has occurred, which is when for economic or legal reasons related to a borrower's financial difficulties, the Bank grants a concession to the borrower that it would not otherwise consider. Terms may be modified to fit the ability of the borrower to repay in line with its current financial status and the restructuring of the loan may include the transfer of assets from the borrower to satisfy the debt, a modification of loan terms, or a combination of the two. If such efforts by the Bank do not result in a satisfactory arrangement, the loan is referred to legal counsel, at which time foreclosure proceedings are initiated. At any time prior to a sale of the property at foreclosure, the Bank may and will terminate foreclosure proceedings if the borrower is able to work out a satisfactory payment plan.

Loans that are considered to be TDRs are reported as a TDR by the Company within the calendar year that the loan is modified. In subsequent calendar years, the loan is reviewed to determine if the borrower is performing under modified terms and if the restructuring agreement specifies an interest rate equal to or greater than the rate the Bank was willing to of the restructuring for a comparable new loan. The Company individually reviews accept at the time all material loans to determine if a loan meets both of these criteria before removing the loan from TDR status. Smaller balance loans are removed from TDR status in a year subsequent to its initial restructure after a performance period of six months has been demonstrated.

It is the Bank's policy to have any restructured loans which are on nonaccrual status prior to being modified remain on nonaccrual status for approximately six months, subsequent to being modified, before management considers its return to accrual status. If the restructured loan is not on nonaccrual status prior to being modified, it is reviewed to determine if the modified loan should remain on accrual status.

The following table shows the TDR loans on accrual and nonaccrual status as of the dates indicated:

Table 1 Troubled Debt Restructured Loans**June 30, 2010**

| | TDRs on Accrual Status | | TDRs on Nonaccrual Status | | Total TDRs | |
|---------------------------|------------------------|------------------|---------------------------|------------------|------------------------|------------------|
| | Number of Loans | Balance of Loans | Number of Loans | Balance of Loans | Number of Loans | Balance of Loans |
| | (Dollars in Thousands) | | (Dollars in Thousands) | | (Dollars in Thousands) | |
| Commercial and Industrial | 2 | \$ 2,338 | | \$ | 2 | \$ 2,338 |
| Commercial Real Estate | 9 | 8,237 | | | 9 | 8,237 |
| Small Business | 34 | 1,388 | 1 | 27 | 35 | 1,415 |
| Residential Real Estate | 22 | 8,130 | | | 22 | 8,130 |
| Home Equity | 3 | 223 | 1 | 121 | 4 | 344 |
| Consumer Auto | 70 | 764 | 1 | 12 | 71 | 776 |
| Consumer Other | 31 | 786 | | | 31 | 786 |
| TOTAL TDRs | 171 | \$21,866 | 3 | \$ 160 | 174 | \$22,026 |

December 31, 2009

| | TDRs on Accrual Status | | TDRs on Nonaccrual Status | | Total TDRs | |
|-------------------------|------------------------|------------------|---------------------------|------------------|------------------------|------------------|
| | Number of Loans | Balance of Loans | Number of Loans | Balance of Loans | Number of Loans | Balance of Loans |
| | (Dollars in Thousands) | | (Dollars in Thousands) | | (Dollars in Thousands) | |
| Commercial Real Estate | 4 | \$ 3,414 | | \$ | 4 | \$ 3,414 |
| Small Business | 9 | 690 | | | 9 | 690 |
| Residential Real Estate | 16 | 5,009 | 10 | 3,376 | 26 | 8,385 |
| Home Equity | 1 | 48 | 1 | 122 | 2 | 170 |
| Consumer Auto | 43 | 536 | | | 43 | 536 |
| Consumer Other | 24 | 787 | | | 24 | 787 |
| TOTAL TDRs | 97 | \$10,484 | 11 | \$ 3,498 | 108 | \$13,982 |

The amount of additional commitments to lend funds to borrowers who have been a party to a TDR was \$458,000 at June 30, 2010 and the amount of specific reserve on TDR loans is \$1.0 million.

Delinquency The Bank's philosophy toward managing its loan portfolios is predicated upon careful monitoring, which stresses early detection and response to delinquent and default situations. The Bank seeks to make arrangements to resolve any delinquent or default situations over the shortest possible time frame. Generally, the Bank requires that delinquency notices be mailed to borrowers upon expiration of a grace period (typically no longer than 15 days beyond the due date). Reminder notices and telephone calls may be issued prior to the expiration of the grace period. If the delinquent status is not resolved within a reasonable time frame following the mailing of delinquent notices, the Bank's personnel charged with managing its loan portfolios, contacts the borrowers to ascertain the reasons for delinquency and the prospects for payment. Any subsequent actions taken to resolve the delinquency will depend upon the nature of the loan and the length of time that the loan has been delinquent. The borrower's needs are considered as much as reasonably possible without jeopardizing the Bank's position. A late charge is usually assessed on loans upon expiration of the grace period.

The following table sets forth a summary of certain delinquency information as of the dates indicated:

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Table 2 Summary of Delinquency Information

| | At June 30, 2010 | | | | | | At December 31, 2009 | | | | | |
|---------------------------|------------------|-------------------|-----------------|-------------------|-----------------|-------------------|----------------------|-------------------|-----------------|-------------------|-----------------|-------------------|
| | 30-59 days | | 60-89 days | | 90 days or more | | 30-59 days | | 60-89 days | | 90 days or more | |
| | Number of Loans | Principal Balance | Number of Loans | Principal Balance | Number of Loans | Principal Balance | Number of Loans | Principal Balance | Number of Loans | Principal Balance | Number of Loans | Principal Balance |
| Commercial and Industrial | 8 | \$ 1,771 | 10 | \$ 1,376 | 20 | \$ 3,998 | 22 | \$ 3,519 | 8 | \$ 2,182 | 18 | \$ 3,972 |
| Commercial Real Estate | 10 | 3,331 | 10 | 9,304 | 34 | 6,102 | 22 | 5,803 | 8 | 6,163 | 43 | 16,875 |
| Commercial Construction | 3 | 2,507 | | | 3 | 1,075 | | | | | | |
| Small Business | 20 | 1,014 | 8 | 181 | 18 | 410 | 34 | 945 | 13 | 163 | 21 | 419 |
| Residential Real Estate | 13 | 1,859 | 3 | 622 | 23 | 5,235 | 11 | 2,815 | 12 | 2,431 | 22 | 5,130 |
| Residential Construction | | | | | | | | | | | | |
| Home Equity | 21 | 1,699 | 6 | 255 | 9 | 861 | 26 | 1,956 | 7 | 303 | 14 | 876 |
| Consumer Auto | 275 | 2,187 | 46 | 339 | 36 | 289 | 371 | 3,041 | 26 | 522 | 16 | 248 |
| Consumer Other | 69 | 560 | 36 | 153 | 32 | 166 | 109 | 858 | 20 | 237 | 31 | 261 |
| TOTAL | 419 | \$ 14,928 | 119 | \$ 12,230 | 175 | \$ 18,136 | 595 | \$ 18,937 | 94 | \$ 12,001 | 165 | \$ 27,781 |

Nonaccrual Loans As permitted by banking regulations, certain consumer loans which are 90 days or more past due continue to accrue interest. In addition, certain commercial and real estate loans that are more than 90 days past due may be kept on an accruing status if the loan is well secured and in the process of collection. As a general rule, commercial and real estate categories, as well as home equity loans, more than 90 days past due with respect to principal or interest, are classified as a nonaccrual loan. Income accruals are suspended on all nonaccrual loans and all previously accrued and uncollected interest is reversed against current income. A loan remains on nonaccrual status until it becomes current with respect to principal and interest (and in certain instances remains current for up to three months), when the loan is liquidated, or when the loan is determined to be uncollectible and it is charged-off against the allowance for loan losses.

Nonperforming Assets Nonperforming assets are comprised of nonperforming loans, nonperforming securities, Other Real Estate Owned (OREO) and other assets. Nonperforming loans consist of nonaccrual loans and certain loans that are more than 90 days past due but still accruing interest and nonaccrual loans. Nonperforming securities consist of securities that are on nonaccrual status. OREO includes properties held by the Bank as a result of foreclosure or by acceptance of a deed in lieu of foreclosure. As of June 30, 2010, nonperforming assets totaled \$32.1 million, a decrease of \$9.2 million from December 31, 2009. The decrease in nonperforming assets is attributable mainly to decreases in nonperforming loans in the commercial real estate category. Nonperforming assets represented 0.68% of total assets at June 30, 2010, as compared to 0.92% at December 31, 2009. The Bank had twenty and nineteen properties totaling \$7.4 million and \$4.0 million held as OREO as of June 30, 2010 and December 31, 2009, respectively.

Repossessed automobile loan balances continue to be classified as nonperforming loans and not as other assets, because the borrower has the potential to satisfy the obligation within twenty days from the date of repossession (before the Bank can schedule disposal of the collateral). The borrower can redeem the property by payment in full at any time prior to the property's disposal by the Bank. Repossessed automobile loan balances amounted to \$274,000 as of June 30, 2010, \$198,000 at December 31, 2009 and \$395,000 at June 30, 2009.

The following table sets forth information regarding nonperforming assets held by the Company at the dates indicated:

Table 3 Nonperforming Assets / Loans

| | June 30, 2010 | December 31, 2009 | June 30, 2009 |
|--|--------------------------|----------------------------------|--------------------------|
| | (Dollars in Thousands) | | |
| Loans past due 90 days or more but still accruing | | | |
| Consumer Auto | \$ 153 | \$ 44 | \$ 323 |
| Consumer Other | 53 | 248 | 75 |
| Total | \$ 206 | \$ 292 | \$ 398 |
| Loans accounted for on a nonaccrual basis (1) | | | |
| Commercial and Industrial | \$ 5,083 | \$ 4,205 | \$ 4,808 |
| Small Business | 728 | 793 | 1,743 |
| Commercial Real Estate | 8,007 | 18,525 | 12,505 |
| Residential Real Estate | 8,012 | 10,829 | 9,865 |
| Consumer Home Equity | 1,218 | 1,166 | 1,695 |
| Consumer Auto | 285 | 198 | 395 |
| Consumer Other | 139 | 175 | 82 |
| Total | \$23,472 | \$ 35,891 | \$31,093 |
| TOTAL NONPERFORMING LOANS | \$23,678 | \$ 36,183 | \$31,491 |
| Nonaccrual Securities | \$ 969 | \$ 920 | \$ 3,120 |
| Other Assets in Possession | 79 | 148 | 270 |
| Other Real Estate Owned | 7,357 | 3,994 | 6,102 |
| TOTAL NONPERFORMING ASSETS | \$32,083 | \$ 41,245 | \$40,983 |
| Nonperforming Loans as a Percent of Gross Loans | 0.69% | 1.07% | 0.94% |
| Nonperforming Assets as a Percent of Total Assets | 0.68% | 0.92% | 0.92% |
| Restructured Accruing Loans | \$21,866 | \$ 10,484 | \$ 3,477 |

(1) There were \$160,000, \$3.4 million, and \$1.2 million of restructured,

nonaccruing
loans at June 30,
2010,
December 31,
2009, and
June 30, 2009,
respectively.

Potential problem commercial loans are those which are not included in nonaccrual or nonperforming loans and which are not considered a TDR, but where known information about possible credit problems of the borrowers causes management to have concerns as to the ability of such borrowers to comply with present loan repayment terms. The table below shows the potential problem commercial loans at the time periods indicated:

Table 4 Potential Problem Commercial Loans

| | June 30, 2010 | December 31, 2009 |
|-------------------------------|--------------------------|------------------------------|
| | (Dollars in Thousands) | |
| Number of Loan Relationships | 90 | 102 |
| Aggregate Outstanding Balance | \$102,881 | \$122,140 |

At June 30, 2010 and December 31, 2009, these potential problem loans continued to perform with respect to payments. Management actively monitors these loans and strives to minimize any possible adverse impact to the Bank.

See the table below for interest income that was recognized or collected on the nonaccrual loans as of the dates indicated:

Table 5 Interest Income Recognized/Collected on Nonaccrual / Troubled Debt Restructured Loans

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|-------------|--------------------------------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| | (Dollars in Thousands) | | (Dollars in Thousands) | |
| Interest Income that Would Have Been Recognized, if Nonaccruing Loans at Their Respective Dates Had Been Performing | \$589 | \$599 | \$1,522 | \$1,745 |
| Interest Income Recognized on Troubled Debt Restructured Accruing Loans at Their Respective Dates | 276 | 40 | 545 | 70 |
| Interest Collected on These Nonaccrual and Restructured Loans and Included in Interest Income | \$518 | \$255 | \$ 805 | \$ 330 |

A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a loan by loan basis for commercial, commercial real estate, and construction categories by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

For impaired loans deemed collateral dependent, where impairment is measured using the fair value of the collateral, the Bank will either order a new appraisal or use another available source of collateral assessment such as a broker's opinion of value to determine a reasonable estimate of the fair value of the collateral.

At June 30, 2010, impaired loans included all commercial real estate loans and commercial and industrial loans on nonaccrual status, troubled debt restructures, and other loans that have been categorized as impaired. Total impaired loans at June 30, 2010 and December 31, 2009 were \$34.6 million and \$39.2 million, respectively.

Real estate acquired by the Bank through foreclosure proceedings or the acceptance of a deed in lieu of foreclosure is classified as OREO. When property is acquired, it is recorded at the lesser of the loan's remaining principal balance or the estimated fair value of the property acquired, less estimated costs to sell. Any loan balance in excess of the estimated fair value less estimated cost to sell on the date of transfer is charged to the allowance for loan losses on that date. All costs incurred thereafter in maintaining the property, as well as subsequent declines in fair value are charged to non-interest expense.

The Company holds six collateralized debt obligation securities (CDOs) comprised of pools of trust preferred securities issued by banks and insurance companies, which are currently deferring interest payments on certain tranches within the bonds' structure, including the tranches held by the Company. The bonds are anticipated to continue to defer interest until cash flows are sufficient to satisfy certain collateralization levels designed to protect the more senior tranches. As a result, the Company has placed these securities on nonaccrual status and has reversed any previously accrued income related to these securities.

Allowance For Loan Losses The allowance for loan losses is maintained at a level that management considers adequate to provide for probable loan losses based upon evaluation of known and inherent risks in the loan portfolio. The allowance is increased by provisions for loan losses and by recoveries of loans previously charged-off and is reduced by loans charged-off.

While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on increases in nonperforming loans, changes in economic conditions, or for other reasons. Additionally, various regulatory agencies, as an integral part of the Bank's examination process, periodically assess the adequacy of the allowance for loan losses.

As of June 30, 2010, the allowance for loan losses totaled \$45.3 million, or 1.32% of total loans as compared to \$42.4 million, or 1.25% of total loans, at December 31, 2009. The increase in allowance was due to a combination of factors including changes in asset quality and organic loan growth.

The following table summarizes changes in the allowance for loan losses and other selected statistics for the periods presented:

Table 6 Summary of Changes in the Allowance for Loan Losses

| | Three Months Ended | | | | |
|---|--------------------|-------------------|----------------------|--------------------------|------------------|
| | June 30, 2010 | March 31, 2010 | December 31, 2009 | September 30, 2009 | June 30, 2009 |
| AVERAGE LOANS | \$3,422,101 | \$3,403,909 | \$3,389,219 | \$3,375,581 | \$3,284,764 |
| Allowance for Loan Losses, Beginning of Period | \$ 45,278 | \$ 42,361 | \$ 41,357 | \$ 40,068 | \$ 37,488 |
| Charged-Off Loans: | | | | | |
| Commercial and Industrial | 1,837 | 531 | 614 | 1,243 | 31 |
| Small Business | 858 | 331 | 388 | 821 | 532 |
| Commercial Real Estate | 1,804 | 199 | 518 | | 72 |
| Residential Real Estate | 321 | 139 | 149 | 379 | 207 |
| Commercial Construction | 1,716 | | 621 | | |
| Residential Construction | | | | | |
| Consumer Home Equity | 289 | 242 | 632 | 301 | 611 |
| Consumer Auto | 220 | 246 | 356 | 431 | 353 |
| Consumer Other | 249 | 336 | 420 | 299 | 386 |
| Total Charged-Off Loans | 7,294 | 2,024 | 3,698 | 3,474 | 2,192 |
| Recoveries on Loans | | | | | |
| Previously Charged-Off: | | | | | |
| Commercial and Industrial | 21 | 4 | 18 | 2 | 5 |
| Small Business | 57 | 80 | 61 | 59 | 57 |
| Commercial Real Estate | | 1 | | | |
| Residential Real Estate | 28 | 4 | | | |
| Commercial Construction | | | | | |
| Residential Construction | | | | | |
| Consumer Home Equity | 55 | 8 | 33 | 3 | 3 |
| Consumer Auto | 142 | 114 | 133 | 203 | 196 |
| Consumer Other | 73 | 80 | 33 | 53 | 43 |
| Total Recoveries | 376 | 291 | 278 | 320 | 304 |
| Net Loans Charged-Off: | | | | | |
| Commercial and Industrial | 1,816 | 527 | 596 | 1,241 | 26 |
| Small Business | 801 | 251 | 327 | 762 | 475 |
| Commercial Real Estate | 1,804 | 198 | 518 | | 72 |
| Residential Real Estate | 293 | 135 | 149 | 379 | 207 |
| Commercial Construction | 1,716 | | 621 | | |
| Residential Construction | | | | | |
| Consumer Home Equity | 234 | 234 | 599 | 298 | 608 |
| Consumer Auto | 78 | 132 | 223 | 228 | 157 |
| Consumer Other | 176 | 256 | 387 | 246 | 343 |

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| | | | | | |
|--|-----------|-----------|-----------|-----------|-----------|
| Total Net Loans Charged-Off | 6,918 | 1,733 | 3,420 | 3,154 | 1,888 |
| Provision for Loan Losses | 6,931 | 4,650 | 4,424 | 4,443 | 4,468 |
| TOTAL ALLOWANCES FOR LOAN LOSSES, END OF PERIOD | \$ 45,291 | \$ 45,278 | \$ 42,361 | \$ 41,357 | \$ 40,068 |
| Net Loans Charged-off as a Percent of Average Total Loans (Annualized) | 0.81% | 0.21% | 0.40% | 0.37% | 0.23% |
| Total Allowance for Loan Losses as a Percent of Total Loans | 1.32% | 1.33% | 1.25% | 1.22% | 1.19% |
| Total Allowance for Loan Losses as a Percent of Nonperforming Loans | 191.28% | 108.22% | 117.07% | 111.97% | 127.24% |
| Net Loans Charged-Off as a Percent of Allowance for Loan Losses (Annualized) | 61.27% | 15.5% | 32.03% | 30.26% | 18.90% |
| Recoveries as a Percent of Charge-Offs (Annualized) | 5.15% | 14.38% | 7.52% | 9.21% | 13.87% |

The allowance for loan losses is allocated to various loan categories as part of the Bank's process of evaluating the adequacy of the allowance for loan losses. During the second quarter, allocated allowance amounts remained flat at \$45.3 million at June 30, 2010.

The allocation of the allowance for loan losses is made to each loan category using the analytical techniques and estimation methods described herein. While these amounts represent management's best estimate of the distribution of expected losses at the evaluation

dates, they are not necessarily indicative of either the categories in which actual losses may occur or the extent of such actual losses that may be recognized within each category. The total allowance is available to absorb losses from any segment of the loan portfolio. The following table sets forth the allocation of the allowance for loan losses by loan category at the dates indicated:

Table 7 Summary of Allocation of the Allowance for Loan Losses

| | June 30, 2010 | | December 31, 2009 | |
|--|-----------------|---------------------------------------|-------------------|---------------------------------------|
| | Allowance | Percent of Loans In Category To Total | Allowance | Percent of Loans In Category To Total |
| Allocated Allowances: | Amount | Loans | Amount | Loans |
| | | (Dollars in Thousands) | | |
| Commercial and Industrial | \$ 9,379 | 12.5% | \$ 7,545 | 11.0% |
| Commercial Real Estate | 4,096 | 48.0% | 19,451 | 47.5% |
| Small Business | 20,782 | 2.4% | 3,372 | 2.4% |
| Residential Real Estate | 2,591 | 15.3% | 2,840 | 16.4% |
| Real Estate Construction | 2,874 | 4.7% | 2,457 | 5.5% |
| Home Equity | 3,611 | 14.5% | 3,945 | 13.9% |
| Consumer Auto | 805 | 1.7% | 1,422 | 2.3% |
| Consumer Other | 1,153 | 0.9% | 1,329 | 1.0% |
| TOTAL ALLOWANCE FOR LOAN LOSSES | \$45,291 | 100.0% | \$42,361 | 100.0% |

The allowance for loan losses is allocated to loan types using both a formula-based approach applied to groups of loans and an analysis of certain individual loans for impairment. The formula-based approach emphasizes loss factors derived from actual historical portfolio loss rates, which are combined with an assessment of certain qualitative factors to determine the allowance amounts allocated to the various loan categories.

Management has identified certain qualitative risk factors which impact the inherent risk of loss within the portfolio represented by historic measures. These include: (a) market risk factors, such as the effects of economic variability on the entire portfolio, and (b) unique portfolio risk factors that are inherent characteristics of the Bank's loan portfolio. Market risk factors consist of changes to general economic and business conditions that impact the Bank's loan portfolio customer base in terms of ability to repay and that may result in changes in value of underlying collateral. Unique portfolio risk factors may include industry concentration or covariant industry concentrations, geographic concentrations or trends that impact the inherent risk of loss in the loan portfolio resulting from economic events which the Bank may not be able to fully diversify out of its portfolios. These qualitative risk factors capture the element of loan loss associated with current market and portfolio conditions that may not be adequately reflected in the loss factors derived from historic experience.

The formula-based approach evaluates groups of loans with common characteristics, which consist of similar loan types with similar terms and conditions, to determine the allocation appropriate within each portfolio section. This approach incorporates qualitative adjustments based upon management's assessment of various market and portfolio specific risk factors into its formula-based estimate.

The allowance for loan loss also includes a component as an addition to the amount of allowance determined to be required using the formula-based estimation techniques described herein. This component is maintained as a margin for imprecision to account for the inherent subjectivity and imprecise nature of the analytical processes employed. Due to the imprecise nature of the loan loss estimation process and ever changing conditions, the qualitative risk attributes may not adequately capture amounts of incurred loss in the formula-based loan loss components used to determine allocations in the Bank's analysis of the adequacy of the allowance for loan losses. As noted above, this component is allocated to the various loan types.

It is management's objective to strive to minimize the amount of allowance attributable to the margin for imprecision, as the quantitative and qualitative factors, together with the results of its analysis of individual impaired loans, are the primary drivers in estimating the required allowance and the testing of its adequacy.

Amounts of allowance may also be assigned to individual loans on the basis of loan impairment. Certain loans are evaluated individually and are judged to be impaired when management believes it is probable that the Bank will not collect all of the contractual interest and principal payments as scheduled in the loan agreement. Under this method, loans are selected for evaluation based upon a change in internal risk rating, occurrence of delinquency, loan classification, loan modifications meeting the definition of a troubled debt restructure, or nonaccrual status. A specific allowance amount is allocated to an individual loan when such loan has been deemed impaired and when the amount of a probable loss is able to be estimated. Estimates of loss may be determined by: (a) the present value of anticipated future cash flows or on the loan's observable fair market value, or (b) the fair value of collateral, if the loan is collateral dependent. However, for collateral dependent loans, the amount of the recorded investment in a loan that exceeds the fair value of the collateral is charged off against the allowance for loan losses in lieu of an allocation of a specific allowance amount when such an amount has been identified definitively as uncollectable. For Loans evaluated individually for impairment and the amount of specific allowance assigned to such loans totaled \$34.6 million and \$2.6 million, respectively, at June 30, 2010 and \$39.2 million and \$1.8 million respectively, at December 31, 2009.

The Bank has also established and maintains a reserve for unfunded commitments that is reported as an other liability on the company's balance sheet. The reserve for unfunded commitments is maintained at a level that, in management's judgment, is sufficient to absorb losses inherent in unfunded commitments as of the balance sheet date. Additions to the reserve for unfunded lending commitments are made by changes to the provision for unfunded lending commitments.

The amount of required reserve is determined using a methodology similar to that utilized in calculating the allowance for loans losses where general loss factors derived from historical experience are assigned to pooled loan commitments for each respective loan category. These amounts are adjusted for the probabilities of the funding of draws upon these existing commitments to determine an appropriate reserve amount. These probability factors are subjectively determined and are based upon management's judgment pertaining to changes in expected commitment utilization.

At June 30, 2010, the reserve for unfunded commitments was \$433,000, compared to \$414,000 at December 31, 2009.

Goodwill and Identifiable Intangible Assets Goodwill and Identifiable Intangible Assets were \$142.9 million and \$143.7 million at June 30, 2010 and December 31, 2009, respectively.

Securities Trading assets increased by \$992,000 at June 30, 2010 to \$7.2 million, as compared to December 31, 2009, due to funding by the Company for the Rabbi Trusts related to the Company's executive retirement plans in the amount of \$1.1 million. Available for sale and held to maturity securities decreased by \$15.6 million, or 2.6%, at June 30, 2010 as compared to December 31, 2009. The ratio of securities to total assets as of June 30, 2010 was 12.5%, compared to 13.6% at December 31, 2009. The Company purchased primarily floating rate agency mortgage-backed securities, offset by the sale of fixed rate securities during the second quarter of 2010.

The Company continually reviews investment securities for the presence of OTTI. Further analysis of the Company's OTTI can be found in Note 3 Securities within the *Condensed Notes to the Unaudited Consolidated Financial Statements*.

Federal Home Loan Bank Stock The Company held an investment in Federal Home Loan Bank of Boston (FHLBB) of \$35.9 million at both June 30, 2010 and December 31, 2009. The FHLBB is a cooperative that provides services to its member banking institutions. The primary reason for joining the FHLBB was to obtain funding from the FHLBB. The purchase of stock in the FHLBB is a requirement for a member to gain access to funding. The Company purchases FHLBB stock proportional to the volume of funding received and views the purchases as a necessary long-term investment for the purposes of balance sheet liquidity and not for investment return.

The FHLBB has not declared any dividends since the fourth quarter of 2008, and the FHLBB's board of directors has announced that it does not expect to declare any dividends until the FHLBB demonstrates a consistent pattern of positive net income as the FHLBB continues to focus on building retained earnings. The FHLBB also continued the moratorium on excess stock repurchases that was put into effect during 2008. The Company reviewed recent public filings and rating agencies analysis which showed acceptable ratings, a capital position which exceeds all required capital levels, and other factors, which were considered by the Company's management when determining if an OTTI exists with respect to the Company's investment in FHLBB. The FHLBB reported net income for the second quarter of 2010 of \$18.7 million, a \$22.9 million increase from a net loss of \$4.2 million in the second quarter of 2009. The increase was primarily due to a \$40.1 million decrease in the credit-related other-than-temporary impairment charges recorded by the FHLBB in the prior year. As a result of the Company's review for OTTI, management deemed the investment in the FHLBB stock not to be OTTI as of June 30, 2010 and management will continue to monitor it closely. There can be no assurance as to the outcome of management's future evaluation of the Company's investment in the FHLBB.

Bank Owned Life Insurance Bank Owned Life Insurance (BOLI) increased by \$1.6 million, or 2.0% to \$80.8 million at June 30, 2010, compared to \$79.3 million at December 31, 2009. Revenue recognized related to these policies was \$731,000 and \$1.5 million for the

three and six month periods ended June 30, 2010, a slight increase, compared to the year ago period. The Company uses these tax exempt insurance contracts as a vehicle to defray the cost of employee benefits. The Company performs pre-purchase and ongoing risk assessments as part of its BOLI program and presents such an assessment to the Board of Directors no less than annually.

Deposits Total deposits of \$3.7 billion increased 9.0% at June 30, 2010 compared to \$3.4 billion at December 31, 2009 as a result of strong growth in commercial deposits and management's strategy to grow the municipal banking business. The Company continued its focus on core deposits, which increased \$397.5 million, or 16.2%, since December 31, 2009, representing 77.6% of total deposits at June 30, 2010. Management is focused on improving deposit mix and in controlling the cost of deposits as reflected in the 32 basis point decrease of the cost of funds to 0.67% at the six months ended June 31, 2010 compared to 0.99% at the twelve months ended December 31, 2009.

Borrowings Total borrowings decreased \$71.3 million, or 11.0%, from December 31, 2009 to \$576.2 million at June 30, 2010, primarily due to deposit growth.

Stockholders Equity Stockholders' equity as of June 30, 2010 totaled \$422.1 million, as compared to \$412.6 million at December 31, 2009.

RESULTS OF OPERATIONS

Summary of Results of Operations The Company's results of operations are largely dependent on net interest income, which is the difference between the interest earned on loans, short term investments, and securities and the interest paid on deposits and borrowings. The results of operations are also affected by the level of income/fees from loans, deposits, mortgage banking, and wealth management activities, as well as operating expenses, the provision for loan losses, the impact of federal and state income taxes, and the relative levels of interest rates and economic activity.

The Company reported net income available to the common shareholders of \$8.0 million, an increase of \$11.9 million, for the three months ended June 30, 2010 as compared to the same period in 2009. Net loss available to the common shareholder, which includes the effect of preferred stock dividends, was \$3.9 million, for the three months ended June 30, 2009. On a diluted earnings per share basis the Company reported earnings of \$0.38 for the three months ended June 30, 2010, compared to a loss of \$0.19 for the three months ended June 30, 2009. Net income available to the common shareholder, was \$17.3 million, for the three months ended June 30, 2010 as compared to \$1.3 million for the six months ended June 30, 2009. On a diluted earnings per share basis the Company reported earnings of \$0.82 for the six months ended June 30, 2010, compared to earnings per share of \$0.07 for the six months ended June 30, 2009. There were no preferred stock dividends in 2010.

The fluctuations in the Company's results comparing the quarters ending June 30, 2010 and 2009, were due to the following:

The acquisition of Ben Franklin and associated merger and acquisition costs during the second quarter of 2009 which were absent in the second quarter of 2010 since Ben Franklin had been fully integrated into the Company as of June 30, 2010.

The higher level of provision for loan losses, consistent with current economic conditions and anticipated higher levels of loan losses.

A special assessment of \$2.1 million imposed to replenish the Deposit Insurance Fund during the second quarter of 2009.

The 2009 issuance of preferred stock related to the Company's participation in the United States Treasury Department's Capital Purchase program, which decreased the net income available to common shareholders by the preferred dividends declared of \$4.5 million and \$5.7 million in the three and six months ended June 30, 2009. There were no preferred stock dividends in 2010 as the Company subsequently exited this program during the second quarter of 2009.

Net Interest Income The amount of net interest income is affected by changes in interest rates and by the volume and mix of interest earning assets and interest bearing liabilities.

On a fully tax equivalent basis, net interest income for the second quarter of 2010 increased \$2.1 million, or 5.3%, to \$41.4 million, as compared to the first quarter of 2010. The Company's net interest margin was 3.96% for the quarter ended June 30, 2010 as compared to 3.89% for the quarter ended June 30, 2009. The Company's interest rate spread (the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities) was 3.72% and 3.59% for the second quarter of 2010 and 2009, respectively.

The yield on earning assets was 4.93% for the quarter ending June 30, 2010, compared with 5.25% in the same quarter ending in 2009. Run-off and repricing of higher rate loans and securities coupled with loan growth at current market rates have resulted in the decreased yield.

For the three months ending June 30, 2010, the cost of funds decreased 40 basis points to 0.98% as compared to the same period in 2009 and the average balance of interest-bearing liabilities increased by \$64.2 million, or 1.9%. The average cost of these interest bearing liabilities decreased to 1.20% for the quarter ending June 30, 2010 as compared to 1.65% in the same period in 2009. The primary reason for this decrease is the active management of deposit costs and the shift in the Company's deposit mix.

The following tables present the Company's daily average balances, net interest income, interest rate spread, and net interest margin for the three and six months ending June 30, 2010 and June 30, 2009. For purposes of the table and the following discussion, income from interest-earning assets and net interest income are presented on a fully-taxable equivalent basis by adjusting income and yields earned on tax-exempt interest received on

securities and loans, to make them equivalent to income and yields on fully-taxable earning assets. The fully-taxable equivalent was calculated using the statutory tax rate:

50

Table 8 Average Balance, Interest Earned/Paid & Average Yields

| | Three Months Ended June 30, | | | | | |
|--|-----------------------------|-------------------------------------|----------------|--------------------|-------------------------------------|----------------|
| | Average Balance | 2010 Interest Earned/ Paid | Yield/ Rate | Average Balance | 2009 Interest Earned/ Paid | Yield/ Rate |
| (Dollar in Thousands) | | | | | | |
| INTEREST-EARNING ASSETS | | | | | | |
| Interest Earning Deposits with Banks, Federal Funds Sold, and Short Term Investments | \$ 188,976 | \$ 108 | 0.23% | \$ 86,883 | \$ 70 | 0.32% |
| SECURITIES | | | | | | |
| Trading Assets | 7,367 | 62 | 3.38% | 13,965 | 44 | 1.26% |
| Taxable Investment Securities | 557,554 | 6,067 | 4.36% | 632,587 | 7,370 | 4.67% |
| Non-taxable Investment Securities (1) | 17,718 | 316 | 7.15% | 20,950 | 342 | 6.55% |
| TOTAL SECURITIES | 582,639 | 6,445 | 4.44% | 667,502 | 7,756 | 4.66% |
| LOANS HELD FOR SALE | 7,656 | 110 | 5.76% | 15,406 | 162 | 4.22% |
| LOANS | | | | | | |
| Commercial and Industrial | 401,430 | 4,874 | 4.87% | 337,292 | 3,974 | 4.73% |
| Commercial Real Estate | 1,645,452 | 23,691 | 5.77% | 1,444,091 | 22,079 | 6.13% |
| Commercial Construction | 166,040 | 2,098 | 5.07% | 203,171 | 2,661 | 5.25% |
| Small Business | 81,319 | 1,202 | 5.93% | 87,200 | 1,299 | 5.98% |
| TOTAL COMMERCIAL | 2,294,241 | 31,865 | 5.57% | 2,071,754 | 30,013 | 5.81% |
| Residential Real Estate | 537,475 | 6,485 | 4.84% | 600,238 | 7,674 | 5.13% |
| Residential Construction | 7,507 | 95 | 5.08% | 12,841 | 234 | 7.31% |
| Consumer Home Equity | 490,197 | 4,704 | 3.85% | 452,257 | 4,426 | 3.93% |
| TOTAL CONSUMER | 1,035,179 | 11,284 | 4.37% | 1,065,336 | 12,334 | 4.64% |
| REAL ESTATE | 1,035,179 | 11,284 | 4.37% | 1,065,336 | 12,334 | 4.64% |
| Consumer Auto | 62,932 | 1,112 | 7.09% | 111,108 | 1,922 | 6.94% |
| Consumer Other | 29,749 | 672 | 9.06% | 36,565 | 798 | 8.75% |
| TOTAL OTHER CONSUMER | 92,681 | 1,784 | 7.72% | 147,673 | 2,720 | 7.39% |
| TOTAL LOANS | 3,422,101 | 44,933 | 5.27% | 3,284,763 | 45,067 | 5.50% |
| TOTAL INTEREST EARNING ASSETS | \$4,201,372 | \$51,596 | 4.93% | \$4,054,554 | \$53,055 | 5.25% |
| | 71,322 | | | 77,263 | | |

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| | | | | | | |
|--|-------------|----------|-------|-------------|----------|-------|
| CASH AND DUE FROM BANKS | | | | | | |
| FEDERAL HOME LOAN BANK STOCK | | | | | | |
| | 35,854 | | | 35,065 | | |
| OTHER ASSETS | | | | | | |
| | 305,041 | | | 299,108 | | |
| TOTAL ASSETS | \$4,613,589 | | | \$4,465,990 | | |
| INTEREST-BEARING LIABILITIES | | | | | | |
| DEPOSITS | | | | | | |
| Savings and Interest | | | | | | |
| Checking Accounts | \$1,182,343 | \$ 1,297 | 0.44% | \$ 964,929 | \$ 1,326 | 0.55% |
| Money Market | 760,240 | 1,320 | 0.70% | 666,232 | 1,713 | 1.03% |
| Time Deposits | 842,539 | 2,868 | 1.37% | 974,449 | 5,402 | 2.22% |
| TOTAL INTEREST-BEARING DEPOSITS | \$2,785,122 | \$ 5,485 | 0.79% | \$2,605,610 | \$ 8,441 | 1.30% |
| BORROWINGS | | | | | | |
| Federal Home Loan Bank Borrowings | \$ 324,168 | \$ 2,392 | 2.96% | \$ 449,311 | \$ 2,972 | 2.65% |
| Federal Funds Purchased and Assets Sold Under Repurchase Agreement | 182,810 | 821 | 1.80% | 173,992 | 812 | 1.87% |
| Junior Subordinated Debentures | 61,857 | 913 | 5.92% | 61,857 | 940 | 6.10% |
| Subordinated Debentures | 30,000 | 541 | 7.23% | 30,000 | 541 | 7.23% |
| Other Borrowings | 3,148 | | 0.00% | 2,105 | | 0.00% |
| TOTAL BORROWINGS | 601,983 | 4,667 | 3.11% | 717,265 | 5,265 | 2.94% |
| TOTAL INTEREST-BEARING LIABILITIES | \$3,387,105 | \$10,152 | 1.20% | \$3,322,875 | \$13,706 | 1.65% |
| DEMAND DEPOSITS | 752,622 | | | 673,448 | | |
| OTHER LIABILITIES | 49,870 | | | 61,582 | | |
| TOTAL LIABILITIES | \$4,189,597 | | | \$4,057,905 | | |
| STOCKHOLDERS EQUITY | 423,992 | | | 408,085 | | |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | \$4,613,589 | | | \$4,465,990 | | |
| NET INTEREST INCOME | | \$41,444 | | | \$39,349 | |

| | | | | | | |
|-----------------------------|--|--|-------|--|--|-------|
| INTEREST RATE SPREAD (2) | | | 3.72% | | | 3.59% |
|-----------------------------|--|--|-------|--|--|-------|

| | | | | | | |
|----------------------------|--|--|-------|--|--|-------|
| NET INTEREST MARGIN (3) | | | 3.96% | | | 3.89% |
|----------------------------|--|--|-------|--|--|-------|

Supplemental Information:

| | | | | | | |
|---|-------------|----------|-------|-------------|----------|-------|
| Total Deposits, including Demand Deposits | \$3,537,744 | \$ 5,485 | | \$3,279,058 | \$ 8,441 | |
| Cost of Total Deposits | | | 0.62% | | | 1.03% |
| Total Funding Liabilities, including Demand Deposits | \$4,139,727 | \$10,152 | | \$3,996,323 | \$13,706 | |
| Cost of Total Funding Liabilities | | | 0.98% | | | 1.38% |

(1) The total amount of adjustment to present interest income and yield on a fully tax-equivalent basis is \$277 and \$249 for the quarter ended June 30, 2010 and June 30, 2009, respectively.

(2) Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.

(3) Net interest margin represents annualized net interest income as a percentage

of average
interest-earning
assets.

Certain amounts in prior year financial statement have been reclassified to conform to the current year's presentation.

Table 9 Average Balance, Interest Earned/Paid & Average Yields

| | Six Months Ended June 30, | | | | | |
|--|---------------------------|-------------------------------------|----------------|--------------------|-------------------------------------|----------------|
| | Average Balance | 2010 Interest Earned/ Paid | Yield/ Rate | Average Balance | 2009 Interest Earned/ Paid | Yield/ Rate |
| (Dollars in Thousands) | | | | | | |
| INTEREST-EARNING ASSETS | | | | | | |
| Interest Earning Deposits with Banks, Federal Funds Sold, and Short Term Investments | \$ 106,509 | \$ 132 | 0.25% | \$ 104,043 | \$ 268 | 0.52% |
| SECURITIES | | | | | | |
| Trading Assets | 7,085 | 122 | 3.47% | 8,367 | 69 | 1.66% |
| Taxable Investment Securities | 563,021 | 12,476 | 4.47% | 599,376 | 14,307 | 4.81% |
| Non-taxable Investment Securities (1) | 18,411 | 658 | 7.21% | 25,530 | 809 | 6.39% |
| TOTAL SECURITIES | 588,517 | 13,256 | 4.54% | 633,273 | 15,185 | 4.84% |
| LOANS HELD FOR SALE | 7,392 | 216 | 5.89% | 15,260 | 328 | 4.33% |
| LOANS | | | | | | |
| Commercial and Industrial | 389,708 | 9,291 | 4.81% | 306,060 | 7,276 | 4.79% |
| Commercial Real Estate | 1,638,238 | 46,780 | 5.76% | 1,287,427 | 39,147 | 6.13% |
| Commercial Construction | 168,773 | 4,174 | 4.99% | 188,918 | 4,577 | 4.89% |
| Small Business | 81,894 | 2,419 | 5.96% | 87,191 | 2,588 | 5.99% |
| TOTAL COMMERCIAL | 2,278,613 | 62,664 | 5.55% | 1,869,596 | 53,588 | 5.78% |
| Residential Real Estate | 542,974 | 13,250 | 4.92% | 504,774 | 12,970 | 5.18% |
| Residential Construction | 8,300 | 213 | 5.18% | 11,888 | 406 | 6.89% |
| Consumer Home Equity | 484,293 | 9,226 | 3.84% | 430,181 | 8,436 | 3.95% |
| TOTAL CONSUMER | 1,035,567 | 22,689 | 4.42% | 946,843 | 21,812 | 4.65% |
| REAL ESTATE | 1,035,567 | 22,689 | 4.42% | 946,843 | 21,812 | 4.65% |
| Consumer Auto | 68,264 | 2,390 | 7.06% | 116,647 | 3,966 | 6.86% |
| Consumer Other | 30,611 | 1,406 | 9.26% | 37,024 | 1,600 | 8.71% |
| TOTAL OTHER CONSUMER | 98,875 | 3,796 | 7.74% | 153,671 | 5,566 | 7.30% |
| TOTAL LOANS | 3,413,055 | 89,149 | 5.27% | 2,970,110 | 80,966 | 5.50% |
| TOTAL INTEREST EARNING ASSETS | \$4,115,473 | \$102,753 | 5.03% | \$3,722,686 | \$96,747 | 5.24% |
| | 68,887 | | | 68,718 | | |

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| | | | | | | |
|--|-------------|-----------|-------|-------------|----------|-------|
| CASH AND DUE FROM BANKS | | | | | | |
| FEDERAL HOME LOAN BANK STOCK | | | | | | |
| | 35,854 | | | 29,863 | | |
| OTHER ASSETS | | | | | | |
| | 304,622 | | | 275,340 | | |
| TOTAL ASSETS | | | | | | |
| | \$4,524,836 | | | \$4,096,607 | | |
| INTEREST-BEARING LIABILITIES | | | | | | |
| DEPOSITS | | | | | | |
| Savings and Interest | | | | | | |
| Checking Accounts | \$1,119,598 | \$ 2,481 | 0.45% | \$ 853,096 | \$ 2,322 | 0.55% |
| Money Market | 731,475 | 2,641 | 0.73% | 592,743 | 3,409 | 1.16% |
| Time Deposits | 865,864 | 6,302 | 1.47% | 903,218 | 11,117 | 2.48% |
| TOTAL INTEREST-BEARING DEPOSITS | | | | | | |
| | \$2,716,937 | \$ 11,424 | 0.85% | \$2,349,057 | \$16,848 | 1.45% |
| BORROWINGS | | | | | | |
| Federal Home Loan Bank Borrowings | | | | | | |
| | \$ 332,190 | \$ 4,823 | 2.93% | \$ 429,827 | \$ 5,647 | 2.65% |
| Federal Funds Purchased and Assets Sold Under Repurchase Agreement | | | | | | |
| | 183,712 | 1,651 | 1.81% | 173,441 | 1,668 | 1.94% |
| Junior Subordinated Debentures | | | | | | |
| | 61,857 | 1,815 | 5.92% | 61,857 | 1,887 | 6.15% |
| Subordinated Debentures | | | | | | |
| | 30,000 | 1,077 | 7.24% | 30,000 | 1,078 | 7.25% |
| Other Borrowings | | | | | | |
| | 2,756 | | 0.00% | 1,939 | | 0.00% |
| TOTAL BORROWINGS | | | | | | |
| | 610,515 | 9,366 | 3.09% | 697,064 | 10,280 | 2.97% |
| TOTAL INTEREST-BEARING LIABILITIES | | | | | | |
| | \$3,327,452 | \$ 20,790 | 1.26% | \$3,046,121 | \$27,128 | 1.80% |
| DEMAND DEPOSITS | | | | | | |
| | 727,865 | | | 602,331 | | |
| OTHER LIABILITIES | | | | | | |
| | 48,453 | | | 52,048 | | |
| TOTAL LIABILITIES | | | | | | |
| | \$4,103,770 | | | \$3,700,500 | | |
| STOCKHOLDERS EQUITY | | | | | | |
| | 421,066 | | | 396,107 | | |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | | | | | | |
| | \$4,524,836 | | | \$4,096,607 | | |
| Net Interest Income | | | | | | |
| | | \$ 81,963 | | | \$69,619 | |

| | | | | | | |
|--------------------------|--|--|-------|--|--|-------|
| Interest Rate Spread (2) | | | 3.77% | | | 3.44% |
| Net Interest Margin (3) | | | 4.02% | | | 3.77% |

**Supplemental
Information:**

| | | | | | | |
|---|-------------|-----------|-------|-------------|----------|-------|
| Total Deposits, including Demand Deposits | \$3,444,802 | \$ 11,424 | | \$2,951,388 | \$16,848 | |
| Cost of Total Deposits | | | 0.67% | | | 1.15% |
| Total Funding Liabilities, including Demand Deposits | \$4,055,317 | \$ 20,790 | | \$3,648,452 | \$27,128 | |
| Cost of Total Funding Liabilities | | | 1.03% | | | 1.50% |

(1) The total amount of adjustment to present interest income and yield on a fully tax-equivalent basis is \$586 and \$531 for the six months ended June 30, 2010 and June 30, 2009, respectively.

(2) Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.

(3) Net interest margin represents annualized net interest income as a percentage of average

interest-earning
assets.

Certain amounts in prior year financial statement have been reclassified to conform to the current year's presentation.

The following table presents certain information on a fully tax-equivalent basis regarding changes in the Company's interest income and interest expense for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to: (1) changes in rate (change in rate multiplied by old volume), (2) changes in volume (change in volume multiplied by old rate), and (3) changes in volume/rate (change in volume multiplied by change in rate) which is allocated to the change due to rate column:

Table 10 Volume Rate Analysis

| | Three Months Ended June 30, 2010 Compared to 2009 | | | Six Months Ended June 30, 2010 Compared to 2009 | | |
|---|--|----------------------------|-----------------|--|----------------------------|-----------------|
| | Change Due to Rate (1) | Change Due to Volume | Total Change | Change Due to Rate | Change Due to Volume | Total Change |
| (Dollars in Thousands) | | | | | | |
| INCOME ON INTEREST-EARNING ASSETS: | | | | | | |
| INTEREST EARNING DEPOSITIS WITH BANKS, FEDERAL FUNDS SOLD AND SHORT TERM INVERSTMENTS | | | | | | |
| | \$ (44) | \$ 82 | \$ 38 | \$ (142) | \$ 6 | \$ (136) |
| SECURITIIS: | | | | | | |
| Taxable Securities | (429) | (874) | (1,303) | (963) | (868) | (1,831) |
| Non-Taxable Securities (2) | 27 | (53) | (26) | 75 | (226) | (151) |
| Trading Assets | 39 | (21) | 18 | 64 | (11) | 53 |
| TOTAL SECURITIES | (363) | (948) | (1,311) | (824) | (1,105) | (1,929) |
| LOANS HELD FOR SALE | 29 | (81) | (52) | 57 | (169) | (112) |
| LOANS (2)(3) | (2,018) | 1,884 | (134) | (3,892) | 12,075 | 8,183 |
| TOTAL | \$ (2,396) | \$ 937 | \$ (1,459) | \$ (4,801) | \$ 10,807 | \$ 6,006 |
| EXPENSE OF INTEREST-BEARING LIABILITIES: | | | | | | |
| DEPOSITS: | | | | | | |
| Savings and Interest | | | | | | |
| Checking Accounts | \$ (328) | \$ 299 | \$ (29) | \$ (566) | \$ 725 | \$ 159 |
| Money Market | (635) | 242 | (393) | (1,566) | 798 | (768) |
| Time Deposits | (1,803) | (731) | (2,534) | (4,355) | (460) | (4,815) |
| TOTAL INTEREST-BEARING DEPOSITS | (2,766) | (190) | (2,956) | (6,487) | 1,063 | (5,424) |
| BORROWINGS: | \$ 248 | \$ (828) | \$ (580) | \$ 459 | \$ (1,283) | \$ (824) |

| | | | | | | |
|---|------------------|-----------------|------------------|------------------|-----------------|------------------|
| Federal Home Loan Bank Borrowings | | | | | | |
| Federal Funds Purchased and Assets Sold Under Repurchase Agreements | (32) | 41 | 9 | (116) | 99 | (17) |
| Junior Subordinated Debentures | (27) | | (27) | (72) | | (72) |
| Subordinated Debentures | | | | (1) | | (1) |
| Other Borrowings | | | | | | |
| TOTAL BORROWINGIS | 189 | (787) | (598) | 270 | (1,184) | (914) |
| TOTAL | \$(2,577) | \$ (977) | \$(3,554) | \$(6,217) | \$ (121) | \$(6,338) |
| CHANGE IN NET INTEREST INCOME | \$ 181 | \$1,914 | \$ 2,095 | \$ 1,416 | \$10,928 | \$12,344 |

(1) The changes for each category of interest income and expense are divided between the portion of change attributable to the variance in volume and the portion of the change attributable to the variances in rate for that category. The unallocated change in rate or volume variance has been allocated to the rate variances.

(2) The total amount of the adjustment to present income and yield on a fully tax-equivalent basis is \$277 and \$249 for the three months

ended June 30, 2010 and 2009, respectively, and \$586 and \$531 for the six months ended June 30, 2010 and 2009, respectively.

- (3) Loans include portfolio loans, and nonperforming loans; however unpaid interest on nonaccrual loans has not been included for purposes of determining interest income.

Provision For Loan Losses The provision for loan losses represents the charge to expense that is required to maintain an adequate level of allowance for loan losses. The provision for loan losses totaled \$6.9 million and \$11.6 million for the three and six months ending June 30, 2010, respectively, compared with \$4.5 million and \$8.5 million for the comparable year-ago periods, respectively. The Company's allowance for loan losses, as a percentage of total loans, was 1.32% at June 30, 2010, as compared to 1.25% at December 31, 2009 and 1.19% at June 30, 2009. For the three and six months ended June 30, 2010, net loan charge-offs totaled \$6.9 million and \$8.7 million, respectively, an increase of \$5.0 million and \$3.2 million from the three and six months ended June 30, 2009.

The increase in the amount of the provision for loan losses is the result of a combination of factors including: shifting growth rates among various components of the Bank's loan

portfolio with differing facets of risk; continued challenges with respect to the economic environment, increases in specific allocations for impaired loans, and the level of loan delinquencies and nonperforming loans. While the total loan portfolio increased by 2.3% for the quarter ended June 30, 2010, as compared to the quarter ended June 30, 2009, growth among the commercial components of the loan portfolio outpaced growth among those consumer components, which exhibit different credit risk characteristics.

Regional and local general economic conditions continued to show some signs of improvement during the second quarter of 2010, as measured in terms of employment levels, statewide economic activity, and other regional economic indicators. Additionally, improving market fundamentals were observed in residential real estate markets in terms of both sales data and home prices. Certain regional commercial real estate markets, however, continued to struggle, characterized by higher vacancy rates and declining rents. Despite some of the positive economic indicators, improvement is expected to be gradual and the economic environment should remain challenging for the remainder of 2010.

Management's periodic evaluation of the adequacy of the allowance for loan losses considers past loan loss experience, known and inherent risks in the loan portfolio, adverse situations which may affect the borrowers' ability to repay, the estimated value of the underlying collateral, if any, and current and prospective economic conditions. Substantial portions of the Bank's loans are secured by real estate in Massachusetts. Accordingly, the ultimate collectability of a substantial portion of the Bank's loan portfolio is susceptible to changes in property values within the state.

Non-Interest Income The following table sets forth information regarding non-interest income for the periods shown:

Table 11 Non-Interest Income

| | Three Months Ended | | Six Months Ended | |
|--|---------------------------|------------------|-------------------------|------------------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| | (Dollars In Thousands) | | | |
| Service Charges on Deposit Accounts | \$ 4,515 | \$ 4,258 | \$ 8,736 | \$ 7,905 |
| Wealth Management | 3,189 | 2,710 | 5,918 | 5,040 |
| Mortgage Banking | 622 | 1,996 | 1,622 | 3,153 |
| Bank Owned Life Insurance | 731 | 683 | 1,452 | 1,413 |
| Net Gain/(Loss) on Sales of Securities | 481 | (25) | 481 | 1,354 |
| Gain Resulting from Early Termination of Hedging Relationship | | 3,778 | | 3,778 |
| Gross Gain/(Loss) on Write-Down of Certain Investments to Fair Value | (63) | (2,174) | 118 | (2,276) |
| Less: Non-Credit Related Other-Than-Temporary Impairment | (21) | 521 | (380) | 623 |
| Net Loss on Write-Down of Certain Investments to Fair Value | (84) | (1,653) | (262) | (1,653) |
| Other Non-Interest Income | 1,484 | 1,476 | 3,041 | 2,707 |
| TOTAL | \$ 10,938 | \$ 13,223 | \$ 20,988 | \$ 23,697 |

Non-interest income decreased by \$2.3 million, or 17.3%, and by \$2.7 million, or 11.4% during the three and six months ended June 30, 2010, as compared to the same period in the prior year. The change in non-interest income is attributable to the following:

Service charges on deposit accounts increased by \$257,000, or 6.0%, and \$831,000, or 10.5%, during the three and six months ended June 30, 2010, primarily due to increases in the service charges on debit cards and overdraft fees on free checking accounts.

Wealth management revenue increased by \$479,000, or 17.7%, and \$878,000, or 17.4% for the three and six months ended June 30, 2010, this increase is mainly due to increases in assets under management. Assets under management at June 30, 2010 were \$1.3 billion, an increase of \$176.6 million, or 15.4%, as compared to the same period a year ago. The increase is due to the general increases in the stock market in these comparable periods and new client asset flows.

Mortgage banking income decreased by \$1.4 million, or 68.8%, and \$1.5 million, or 48.6%, during the three and six months ended June 30, 2010 as compared to the prior period, primarily due to decreases in the fair value adjustments on mortgage derivatives and a decrease in mortgage originations. The balance of the loans serviced amounted to \$327.8 million as of June 30, 2010, as compared to a \$380.9 million at June 30, 2009. Mortgage servicing assets are amortized into non-interest income in proportion to, and over the period of, the estimated future servicing of the underlying financial assets. Changes in the mortgage servicing asset were as follows:

Table 12 Mortgage Servicing Asset

| | Three Months Ended June 30, | |
|--|--|---------|
| | 2010 | 2009 |
| | (Dollars in Thousands) | |
| Balance at the beginning of the period | \$2,233 | \$1,497 |
| Additions | | 1,293 |
| Amortization | (158) | (203) |
| Change in Valuation Allowance | (19) | 85 |
| Balance at the end of the period | \$2,056 | \$2,672 |

| | Six Months Ended June 30, | |
|--|--------------------------------------|---------|
| | 2010 | 2009 |
| Balance at the beginning of the period | \$2,195 | \$1,498 |
| Additions | | 1,308 |
| Amortization | (312) | (346) |
| Change in Valuation Allowance | 173 | 212 |
| Balance at the end of the period | \$2,056 | \$2,672 |

The Company recorded a gain on the sale of securities of \$481,000 for both the three and six months ended June 30, 2010. The Company recorded a loss of \$25,000 and a gain of \$1.4 million on the sale of securities, during the three and six months ended June 30, 2009.

The Company recorded a \$3.8 million gain resulting from the termination of an interest rate swap, during the quarter ended June 30, 2009, mainly due to the repayment of certain borrowings and their associated hedge positions as a result of strong balance sheet liquidity. There were no gains resulting from the termination of interest rate swaps during the period ended June 30, 2010.

The Company has deemed certain securities OTTI. The Company recorded a total credit related impairment charge of \$84,000 and \$262,000 for the three and six months ended June 30, 2010, as compared to \$1.7 million for both the three and six months ended June 30, 2009.

Other non-interest income increased by \$8,000, or 0.5%, and \$334,000, or 12.3%, for the three and six months ended June 30, 2010, as compared to the same period in 2009, the increases are primarily due to the Ben Franklin merger that took place in the second quarter of 2009.

Non-Interest Expense The following table sets forth information regarding non-interest expense for the periods shown:

Table 13- Non-Interest Expense

| | Three Months Ended | | Six Months Ended | |
|--|------------------------|-----------------|------------------|-----------------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| | (Dollars in Thousands) | | | |
| Salaries and Employee Benefits | \$18,406 | \$17,134 | \$36,869 | \$31,993 |
| Occupancy and Equipment Expenses | 4,094 | 4,136 | 8,229 | 7,841 |
| Data Processing and Facilities Management | 1,497 | 1,604 | 2,791 | 3,020 |
| FDIC Assessment | 1,271 | 3,852 | 2,592 | 4,388 |
| Legal Fees | 1,052 | 728 | 1,855 | 1,204 |
| Advertising | 789 | 741 | 1,230 | 1,195 |
| Fair Value Mark on a Terminated Hedging Relationship | 554 | | 792 | |
| Telephone | 532 | 572 | 1,078 | 1,040 |
| Consulting | 483 | 496 | 797 | 943 |
| Merger and Acquisition Expense | | 10,844 | | 12,382 |
| Other Non-Interest Expense | 6,251 | 6,449 | 12,285 | 10,858 |
| TOTAL | \$34,929 | \$46,556 | \$68,518 | \$74,864 |

Non-interest expense decreased by \$11.6 million, or 25.0%, and \$6.3 million, or 8.5% for the three and six months ended June 30, 2010, as compared to the same period in 2009. The change in non-interest expense is attributable to the following:

Salaries and employee benefits increased by \$1.3 million, or 7.4%, and \$4.9 million, or 15.2% for the three and six months ended June 30, 2010, as compared to the same period in 2009. The increase in salaries and benefits is attributable to the addition of employees as a result of Ben Franklin acquisition in April 2009, annual merit increases, incentive programs, increases in medical plan insurance and pension expense.

Occupancy and equipment expense decreased by \$42,000, or 1.0%, and increased by \$388,000, or 5.0% for the three and six months ended June 30, 2010. The increase in the six month comparative is mainly due to an increase in rent and maintenance expense due to the acquisition of additional space and equipment in connection with the Ben Franklin acquisition that occurred in the second quarter of 2009.

Data processing and facilities management expense decreased by \$107,000, or 6.7%, and by \$229,000, or 7.6% for the three and six months ended June 30, 2010, primarily due to a rebate received in the first quarter of 2010.

The FDIC deposit insurance assessment decreased by \$2.6 million and by \$1.8 million, for the three and six months ended June 30, 2010, primarily due to the special assessment of

\$2.1 million imposed to replenish the Deposit Insurance Fund during the second quarter of 2009.

In the second quarter of 2009 there were merger and acquisition expenses due to the Ben Franklin acquisition of \$10.8 million and \$12.4 million for the three and six months ended June 30, 2009.

During the three and six months ended June 30, 2010, the Company recorded the change in fair value of an interest rate swap that was previously hedging borrowings in the amount of \$554,000 and \$792,000. The Company terminated the swap during the second quarter as a result of management's decision to pay down the underlying borrowings.

All other non-interest expense increased by \$121,000, or 1.4%, and \$2.0 million, or 13.2% for the three and six months ended June 30, 2010 as compared to the same periods in 2009. The increases are primarily attributable to increases in credit related loan workout and collection activities, appraisals, and examinations and audit fees.

Income Taxes For the quarter ending June 30, 2010 the Company recorded combined federal and state income tax provisions of \$2.2 million. The effective tax rate for the quarter ending June 30, 2010 was 21.6%, and is positively impacted by the Company's New Market Tax Credit allocation. A schedule showing the past and expected tax credit recognition by year is shown in the table below:

Table 14 New Markets Tax Credit Recognition Schedule

| Investment | 2004 - | | | | | | | | | | Total Credits |
|--------------|------------------------|------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|------------------|
| | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2016 | |
| | (Dollars in Thousands) | | | | | | | | | | |
| 2004 | \$ 15 M | \$ 4,050 | \$ 900 | \$ 900 | \$ | \$ | \$ | \$ | \$ | \$ | \$ 5,850 |
| 2005 | 15 M | 3,150 | 900 | 900 | 900 | | | | | | 5,850 |
| 2007 | 38.2 M | 3,820 | 1,910 | 2,292 | 2,292 | 2,292 | 2,292 | | | | 14,898 |
| 2008 | 6.8 M | 340 | 340 | 340 | 408 | 408 | 408 | 408 | | | 2,652 |
| 2009 | 10 M | | 500 | 500 | 500 | 600 | 600 | 600 | 600 | | 3,900 |
| 2010 | 10 M | | | 500 | 500 | 500 | 600 | 600 | 600 | 600 | 3,900 |
| 2010* | 30 M | | | 1,500 | 1,500 | 1,500 | 1,800 | 1,800 | 1,800 | 1,800 | 11,700 |
| TOTAL | \$ 125 M | \$ 11,360 | \$ 4,550 | \$ 6,932 | \$ 6,100 | \$ 5,300 | \$ 5,700 | \$ 3,408 | \$ 3,000 | \$ 2,400 | \$ 48,750 |

* As of June 30, 2010 the Company has \$30.0 million related to these awards which has yet to be invested into a subsidiary. The Company anticipates investing the remaining \$30.0 million throughout the remainder of 2010 and accordingly, it has been

included in the
Company's
calculation of its
effective tax
rate.

To date the Company has been awarded a total of \$125.0 million in tax credit allocation authority under the Federal New Markets Tax Credit Program. Tax credits are eligible to be recognized over a seven year period totaling 39% of the total award, as capital is invested into a subsidiary which will lend to qualifying businesses in low income communities. Accordingly, the Company will be eligible to receive tax credits totaling \$48.8 million. The tax effect of all income and expense transactions are recognized by the Company in each year's consolidated statements of income, regardless of the year in which the transactions are reported for income purposes.

Return on Average Assets and Equity The annualized consolidated returns on average common equity and average assets for the three and six months ended June 30, 2010 and 2009 were as follows:

Table 15 Return on Average Equity and Assets

| | Three Months Ended | | Six Months Ended | |
|-----------------------------------|--------------------|--------|------------------|-------|
| | June 30, | | June 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| Return on Average Equity | 7.60% | -3.97% | 8.26% | 0.69% |
| Return on Average Assets | 0.70% | -0.35% | 0.77% | 0.07% |
| Asset/Liability Management | | | | |

The Bank's asset/liability management process monitors and manages, among other things, the interest rate sensitivity of the balance sheet, the composition of the securities portfolio, funding needs and sources, and the liquidity position of the Company. All of these factors, as well as projected asset growth, current and potential pricing actions, competitive influences, national monetary and fiscal policy, and the regional economic environment are considered in the asset/liability management process.

The Asset/Liability Management Committee (ALCO), whose members are comprised of the Bank's senior management, develops procedures consistent with policies established by the Board of Directors, which monitor and coordinate the Bank's interest rate sensitivity and the sources, uses, and pricing of funds. Interest rate sensitivity refers to the Bank's exposure to fluctuations in interest rates and its effect on earnings. If assets and liabilities do not re-price simultaneously and in equal volume, the potential for interest rate exposure exists. It is management's objective to maintain stability in the growth of net interest income through the maintenance of an appropriate mix of interest-earning assets and interest-bearing liabilities and, when necessary, within prudent limits, through the use of off-balance sheet hedging instruments such as interest rate swaps, floors and caps. The Committee employs simulation analyses in an attempt to quantify, evaluate, and manage the impact of changes in interest rates on the Bank's net interest income. In addition, the Bank engages an independent consultant to render advice with respect to asset and liability management strategy.

The Bank is careful to increase deposits without adversely impacting the weighted average cost of those funds. Accordingly, management has implemented funding strategies that include FHLBB advances and repurchase agreement lines. These non-deposit funds are also viewed as a contingent source of liquidity and, when profitable lending and investment opportunities exist, access to such funds provides a means to leverage the balance sheet.

The Bank may choose to utilize interest rate swap agreements and interest rates caps and floors to mitigate interest rate risk. An interest rate swap is an agreement whereby one party agrees to pay a floating rate of interest on a notional principal amount in exchange for receiving a fixed rate of interest on the same notional amount for a predetermined period of time from a second party. Interest rate caps and floors are agreements whereby one party agrees to pay a floating rate of interest on a notional principal amount for a predetermined period of time to a second party if certain market interest rate thresholds are realized. The amounts relating to the notional principal amount are not actually exchanged. For additional information regarding the Company's *Derivatives Instruments*, see Note 6 in Item 1 hereof.

Market Risk Market risk is the sensitivity of income to changes in interest rates, foreign exchange rates, commodity prices and other market-driven rates or prices. The Company has no trading operations, with the exception of accounts managed by the Company's investment management group within a trust to fund non-qualified executive retirement obligations and the Company has a \$3.2 million equities portfolio at June 30, 2010, of which \$1.2 million was acquired as part of the Slades transaction and \$2.0 was acquired as part of the Ben Franklin transaction. The equity positions are comprised of a fund whose objective is to invest in geographically specific private placement debt securities designed to support underlying economic activities such as community development and affordable housing.

Interest-rate risk is the most significant non-credit risk to which the Company is exposed. Interest-rate risk is the sensitivity of income to changes in interest rates. Changes in interest rates, as well as fluctuations in the level and duration of assets and liabilities, affect net interest income, the Company's primary source of revenue. Interest-rate risk arises directly from the Company's core banking activities. In addition to directly impacting net interest income, changes in the level of interest rates can also affect the amount of loans originated, the timing of cash flows on loans and securities and the fair value of securities and derivatives as well as other affects.

The primary goal of interest-rate risk management is to manage this risk within limits approved by the Board. These limits reflect the Company's tolerance for interest-rate risk over both short-term and long-term horizons. The Company attempts to mitigate interest-rate risk by identifying, quantifying and, where appropriate, hedging its exposure. The Company manages its interest-rate exposure using a combination of on and off-balance sheet instruments, primarily fixed rate portfolio securities, and interest rate swaps.

The Company quantifies its interest-rate exposures using net interest income simulation models, as well as simpler gap analysis, and Economic Value of Equity analysis. Key assumptions in these simulation analyses relate to behavior of interest rates and behavior of the Company's deposit and loan customers. The most material assumptions relate to the prepayment of mortgage assets (including mortgage loans and mortgage-backed securities) and the life and sensitivity of non-maturity deposits (e.g. DDA, NOW, savings and money market). The risk of prepayment tends to increase when interest rates fall. Since future prepayment behavior of loan customers is uncertain, the resulting interest rate sensitivity of loan assets cannot be determined exactly.

To mitigate these uncertainties, the Company gives careful attention to its assumptions. In the case of prepayment of mortgage assets, assumptions are derived from published dealer median prepayment estimates for comparable mortgage loans.

The Company manages the interest-rate risk inherent in its mortgage banking operations by entering into forward sales contracts. An increase in market interest rates between the time the Company commits to terms on a loan and the time the Company ultimately sells the loan in the secondary market will have the effect of reducing the gain (or increasing the loss) the Company records on the sale. The Company attempts to mitigate this risk by entering into forward sales commitments in amounts sufficient to cover all closed loans and a majority of rate-locked loan commitments.

The Company's policy on interest-rate risk simulation specifies that if interest rates were to shift gradually up or down 200 basis points, estimated net interest income for the subsequent 12 months should decline by less than 6.0%. Given the unusually low rate environment at June 30, 2010 the Company assumed a 100 basis point decline in interest rates, for certain points of the yield curve, in addition to the normal 200 basis point increase in rates. The Company was well within policy limits at June 30, 2010 and 2009.

The following table sets forth the estimated effects on the Company's net interest income over a 12-month period following the indicated dates in the event of the indicated increases or decreases in market interest rates:

Table 16 Interest Rate Sensitivity

| | June 30, | |
|-------------------------------|-----------------|-------------|
| | 2010 | 2009 |
| 200 Basis Point Rate Increase | 0.6% | (3.0%) |
| 100 Basis Point Rate Decrease | 0.4% | 0.3% |

The results implied in the table above indicate estimated changes in simulated net interest income for the subsequent 12 months assuming a gradual shift up in market rates of 200 basis points or down in market rates of 100 basis points across the entire yield curve. It should be emphasized, however, that the results are dependent on material assumptions such as those discussed above. For instance, asymmetrical rate behavior can have a material impact on the simulation results. If competition for deposits forced the Company to raise rates on those liabilities quicker than is assumed in the simulation analysis without a corresponding increase in asset yields, net interest income may be negatively impacted. Alternatively, if the Company is able to lag increases in deposit rates as loans re-price upward net interest income would be positively impacted.

The most significant factors affecting market risk exposure of the Company's net interest income during the second quarter of 2010 were (i) the shape of the U.S. Government securities and interest rate swap yield curve, (ii) the level of U.S. prime interest rate and LIBOR rates, and (iii) the level of rates paid on deposit accounts.

The Company's earnings are not directly and materially impacted by movements in foreign currency rates or commodity prices. Movements in equity prices may have an indirect but modest impact on earnings by affecting the volume of activity or the amount of fees from investment-related business lines, and directly by affecting the value at the Company's trading portfolio. Also, declines in the value of certain debt securities may have an impact on earnings if the decline is determined to be other-than-temporary and the security is considered impaired.

Liquidity Liquidity, as it pertains to the Company, is the ability to generate adequate amounts of cash in the most economical way for the institution to meet its ongoing obligations to pay deposit withdrawals and to fund loan commitments. The Company's primary sources of funds are deposits, unused borrowing capacity, and the amortization, prepayment and maturities of loans and securities.

The Bank utilizes its extensive branch network to access retail customers who provide a stable base of in-market core deposits. These funds are principally comprised of demand deposits, interest checking accounts, savings accounts, and money market accounts. Deposit levels are greatly influenced by interest rates, economic conditions, and competitive factors. The Bank has also established repurchase agreements with major brokerage firms as potential sources of liquidity.

The parent of the Company, as a separately incorporated bank holding company, has no significant operations other than serving as the sole stockholder of the Bank. Its commitments and debt service requirement at June 30, 2010 consisted of \$61.9 million in junior subordinated debentures, including accrued interest.

The Company actively manages its liquidity position under the direction of the Asset/Liability Management Committee. Periodic review under prescribed policies and procedures is intended to ensure that the Company will maintain adequate levels of available funds. At June 30, 2010, the Company's liquidity position was above policy guidelines. Management believes that the Bank has adequate liquidity available to respond to current and anticipated liquidity demands.

Capital Resources and Dividends The Federal Reserve Board, the Federal Deposit Insurance Corporation, and other regulatory agencies have established capital guidelines for banks and bank holding companies. Risk-based capital guidelines issued by the federal regulatory agencies require banks to meet a minimum Tier 1 risk-based capital ratio of 4.0% and a total risk-based capital ratio of 8.0%. A minimum requirement of 4.0% Tier 1 leverage capital is also mandated.

The Company's and the Bank's actual capital amounts and ratios are also presented in the following table:

Table 17 Company and Bank's Capital Amounts and Ratios**June 30, 2010**

| | Actual | | For Capital Adequacy Purposes | | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|--|---------------|--------------|--------------------------------------|--------------|---------------|---|---------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio | |
| <i>(Dollars in Thousands)</i> | | | | | | | |
| Company: (Consolidated) | | | | | | | |
| Total capital (to risk weighted assets) | \$425,424 | 12.11% | 280,996 | ≥ | 8.0% | N/A | N/A |
| Tier 1 capital (to risk weighted assets) | 351,496 | 10.01 | 140,498 | ≥ | 4.0 | N/A | N/A |
| Tier 1 capital (to average assets) | 351,496 | 7.86 | 178,870 | ≥ | 4.0 | N/A | N/A |
| Bank: | | | | | | | |
| Total capital (to risk weighted assets) | \$410,554 | 11.65% | \$282,034 | ≥ | 8.0% | \$352,543 | ≥ 10.0% |
| Tier 1 capital (to risk weighted assets) | 336,466 | 9.54 | \$141,017 | ≥ | 4.0 | \$211,526 | ≥ 6.0 |
| Tier 1 capital (to average assets) | 336,466 | 7.52 | 179,040 | ≥ | 4.0 | 223,800 | ≥ 5.0 |

December 31, 2009

| | | | | | | | |
|--|-----------|--------|-----------|---|------|-----------|---------|
| Company: (Consolidated) | | | | | | | |
| Total capital (to risk weighted assets) | \$412,674 | 11.92% | \$277,029 | ≥ | 8.0% | N/A | N/A |
| Tier 1 capital (to risk weighted assets) | 340,313 | 9.83 | 138,515 | ≥ | 4.0 | N/A | N/A |
| Tier 1 capital (to average assets) | 340,313 | 7.87 | 172,897 | ≥ | 4.0 | N/A | N/A |
| Bank: | | | | | | | |
| Total capital (to risk weighted assets) | \$398,890 | 11.49% | \$277,699 | ≥ | 8.0% | \$347,124 | ≥ 10.0% |
| Tier 1 capital (to risk weighted assets) | 326,529 | 9.41 | 138,850 | ≥ | 4.0 | 208,275 | ≥ 6.0 |
| Tier 1 capital (to average assets) | 326,529 | 7.55 | 173,022 | ≥ | 4.0 | 216,278 | ≥ 5.0 |

On June 17, 2010 the Company's Board of Directors declared a cash dividend of \$0.18 per share, to stockholders of record as of the close of business on June 28, 2010. This dividend was paid on July 9, 2010. On an annualized basis, the dividend payout ratio amounted to 46.1%, based on net income available to the common shareholder of the trailing four quarters' earnings.

Off-Balance Sheet Arrangements There have been no material changes in off-balance sheet financial instruments during the first half of 2010. Please refer to the 2009 Form 10-K for a complete table of contractual obligations, commitments, contingencies and off-balance sheet financial instruments.

Contractual Obligations, Commitments, and Contingencies There have been no material changes in contractual obligations, commitments, or contingencies during the first half of 2010. Please refer to the 2009 Form 10-K for a complete table of contractual obligations, commitments, contingencies, and off-balance sheet financial instruments.

Regulatory Update Congress recently enacted the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). This new law will significantly change the current bank regulatory structure and affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and

consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

Effective one year after the date of enactment is a provision of the Dodd-Frank Act that eliminates the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest bearing checking accounts. Depending on competitive responses, this significant change to existing law could have an adverse impact on the Company's interest expense.

The Dodd-Frank Act also broadens the base for Federal Deposit Insurance Corporation insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution. The Dodd-Frank Act also permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor, retroactive to January 1, 2009, and non-interest bearing transaction accounts have unlimited deposit insurance through December 31, 2013.

The Dodd-Frank Act will require publicly traded companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments, and by authorizing the Securities and Exchange Commission to promulgate rules that would allow stockholders to nominate their own candidates using a company's proxy materials. The legislation also directs the Federal Reserve Board to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded or not.

The Dodd-Frank Act creates a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. Banks and savings institutions with \$10 billion or less in assets will continue to be examined for compliance with the consumer laws by their primary bank regulators.

Our management is actively reviewing the provisions of the Dodd-Frank Act and assessing its probable impact on our business, financial condition, and results of operations. However, the ultimate effect of the Dodd-Frank Act on the financial services industry in general, and on us in particular, is uncertain at this time.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information required by this Item 3 is included in Item 2 of Part I of this Form 10-Q, entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures. The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer along with the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act. Based upon that evaluation, the Company's Chief Executive Officer along with the Company's Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

Changes in Internal Controls over Financial Reporting. There were no changes in our internal control over financial reporting that occurred during the first half of 2010 that have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting.

Item 4T. Controls and Procedures N/A

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not involved in any legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Management believes that those routine legal proceedings involve, in the aggregate, amounts that are immaterial to the Company's financial condition and results of operations.

Item 1A. Risk Factors

As of the date of this report, there have been no material changes with regard to the Risk Factors disclosed in Item 1A of our 2009 Annual Report on Form 10-K, which are incorporated herein by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) (c) Not applicable.

Item 3. Defaults Upon Senior Securities None

Item 5. Other Information None

Item 6. Exhibits

Exhibits Index

No. Exhibit

- 3.(i) Restated Articles of Organization, as amended as of February 10, 2005, incorporated by reference to Form 8-K filed on May 24, 2010.
- 3.(ii) Amended and Restated Bylaws of the Company, incorporated by reference to Form 8-K filed on May 24, 2010.
- 4.1 Specimen Common Stock Certificate, incorporated by reference to Form 10-K for the year ended December 31, 1992.
- 4.2 Specimen preferred Stock Purchase Rights Certificate, incorporated by reference to Form 8-A Registration Statement filed on November 5, 2001.
- 4.3 Indenture of Registrant relating the Junior Subordinated Debt Securities issued to Independent Capital Trust V is incorporated by reference to Form 10-K for the year ended December 31, 2006 filed on February 28, 2007.
- 4.4 Form of Certificate of Junior Subordinated Debt Security for Independent Capital Trust V (included as Exhibit A to Exhibit 4.9)
- 4.5 Amended and Restated Declaration of Trust for Independent Capital Trust V is incorporated by reference to Form 10-K for the year ended December 31, 2006 filed on February 28, 2007.
- 4.6 Form of Capital Security Certificate for Independent Capital Trust V (included as Exhibit A-1 to Exhibit 4.9).
- 4.7 Guarantee Agreement relating to Independent Capital Trust V is incorporated by reference to Form 10-K for the year ended December 31, 2006 filed on February 28, 2007.
- 4.8 Forms of Capital Securities Purchase Agreements for Independent Capital Trust V is incorporated by reference to Form 10-K for the year ended December 31, 2006 filed on February 28, 2007.
- 4.9 Subordinated Debt Purchase Agreement between USB Capital Resources and Rockland Trust Company dated as of August 27, 2008 is incorporated by reference to Form 8-K filed on September 2, 2008.
- 4.10 Rockland Trust Company Employee Savings, Profit Sharing and Stock Ownership Plan incorporated by reference to Form S-8 filed on April 16, 2010.
- 10.1 Independent Bank Corp. 1996 Non-Employee Directors Stock Option Plan incorporated by reference to Definitive Proxy Statement for the 1996 Annual Meeting of Stockholders filed on March 19, 1996.
- 10.2 Independent Bank Corp. 1997 Employee Stock Option Plan incorporated by

- | No. | Exhibit |
|------------|---|
| | reference to the Definitive Proxy Statement for the 1997 Annual Meeting of Stockholders filed on March 20, 1997. |
| 10.3 | Independent Bank Corp. 2005 Employee Stock Plan incorporated by reference to Form S-8 filed on July 28, 2005. |
| 10.4 | Renewal Rights Agreement dated as of September 14, 2000 by and between the Company and Rockland Trust, as Rights Agent, is incorporated by reference to Form 8-K filed on October 23, 2000. |
| 10.5 | Independent Bank Corp. Deferred Compensation Program for Directors (restated as amended as of December 1, 2000) is incorporated by reference to Form 10-K for the year ended December 31, 2000. |
| 10.6 | Master Securities Repurchase Agreement, incorporated by reference to Form S-1 Registration Statement filed on September 18, 1992. |
| 10.7 | Revised employment agreements between Christopher Oddleifson, Raymond G. Fuerschbach, Edward F. Jankowski, Jane L. Lundquist, Gerard F. Nadeau, Edward H. Seksay, and Denis K. Sheahan and the Company and/or Rockland Trust and a Rockland Trust Company amended and restated Supplemental Executive Retirement Plan dated November 20, 2008 are incorporated by reference to Form 8-K filed on November 21, 2008. |
| 10.8 | Specimen forms of stock option agreements for the Company's Chief Executive and other executive officers are incorporated by reference to Form 8-K filed on December 20, 2005. |
| 10.9 | On-Site Outsourcing Agreement by and between Fidelity Information Services, Inc. and Independent Bank Corp., effective as of November 1, 2004 is incorporated by reference to Form 10-K for the year ended December 31, 2004 filed on March 4, 2005. Amendment to On-Site Outsourcing Agreement incorporated by reference to Form 8-K filed on May 7, 2008. |
| 10.10 | New Markets Tax Credit program Allocation Agreement between the Community Development Financial Institutions Fund of the United States Department of the Treasury and Rockland Community Development with an Allocation Effective Date of September 22, 2004 is incorporated by reference to Form 8-K filed on October 14, 2004. |
| 10.11 | Independent Bank Corp. 2006 Non-Employee Director Stock Plan incorporated by reference to Form S-8 filed on April 17, 2006. |
| 10.12 | Independent Bank Corp. 2006 Stock Option Agreement for Non-Employee Director is incorporated by reference to Form 10-Q filed on May 9, 2006. |
| 10.13 | Independent Bank Corp. 2006 Restricted Stock Agreement for Non-Employee Director is incorporated by reference to Form 10-Q filed on May 9, 2006. |
| 10.14 | New Markets Tax Credit program Allocation Agreement between the Community Development Financial Institutions Fund of the United States Department of the Treasury and Rockland Community Development with an Allocation Effective Date of January 9, 2007 is incorporated by reference to Form 10-K for the year ended December 31, 2006 filed on February 28, 2007. |

No. Exhibit

- 10.15 Agreement and Plan of Merger dated November 8, 2008 with Benjamin Franklin Bancorp, Inc. is incorporated by reference to Form 8-K filed on November 10, 2008.
- 10.16 New Markets Tax Credit program Allocation Agreement between the Community Development Financial Institutions Fund of the United States Department of the Treasury and Rockland Community Development with an Allocation Effective Date of June 18, 2009 is incorporated by reference to the third quarter 2009 Form 10-Q.
- 10.17 Item Processing and Other Services Agreement dated and effective as of July 1, 2010 by and between Fidelity Information Services, Inc. and Independent Bank Corp. (PLEASE NOTE: As previously disclosed in the Form 8-K filed July 8, 2010, portions of this contract have been omitted from this exhibit pursuant to a request for confidential treatment originally sent on July 8, 2010 to the Securities and Exchange Commission. Based upon the initial response of the Commission to that request the Company has modified its confidential treatment application and the attached exhibit therefore discloses portions of the contract which were not originally disclosed in the redacted version of the contract attached as Exhibit 99.1 to the July 8, 2010 Form 8-K. The locations where material has been omitted from this exhibit are indicated by the following notation: {****} . The entire contract, in unredacted form, has been filed separately with the Commission with the modified confidential treatment application.)
- 10.18 Independent Bank Corp. 2010 Non-employee Director Stock Plan, incorporated by reference to Form 8-K filed May 24, 2010.
- 10.19 Independent Bank Corp. 2010 Stock Option Agreement for Non-Employee Director, incorporated by reference to Form 8-K filed May 24, 2010.
- 10.20 Independent Bank Corp. 2010 Restricted Stock Agreement for Non-Employee Director, incorporated by reference to Form 8-K filed May 24, 2010.
- 31.1 Section 302 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.*
- 31.2 Section 302 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.*
- 32.1 Section 906 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.+
- 32.2 Section 906 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.+

* Filed herewith

+ Furnished
herewith

SIGNATURES

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

INDEPENDENT BANK CORP.

(registrant)

Date: August 4, 2010

/s/ Christopher Oddleifson
Christopher Oddleifson
President and
Chief Executive Officer
(Principal Executive Officer)

Date: August 4, 2010

/s/ Denis K. Sheahan
Denis K. Sheahan
Chief Financial Officer
(Principal Financial Officer)

INDEPENDENT BANK CORP.

(registrant)

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