HSBC HOLDINGS PLC
Form 6-K
September 12, 2016

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of

the Securities Exchange Act of 1934

For the month of September

HSBC Holdings plc

42nd Floor, 8 Canada Square, London E14 5HQ, England

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F X Form 40-F ......

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes....... No X

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-..............).

HSBC BOARD APPOINTMENT

HSBC Holdings plc has today announced the appointment of Jackson (Jack) Tai (66) as an independent non-executive Director. The appointment will take effect from 12 September 2016. Jack will also be appointed as a member of the Group Risk Committee and the Financial System Vulnerabilities Committee.

Jack Tai is an experienced banker and international non-executive director who brings experience in senior operating and governance roles across Asia and in China, as well as investment banking knowledge and capabilities. Jack spent the first 25 years of his career as an investment banker at J.P. Morgan & Co., both in the United States and in Asia, latterly as Chairman of the Asia-Pacific region. Between 1999 and 2007, Jack held senior positions at DBS Group, the leading regional banking group based in Singapore. Jack joined DBS as Chief Financial Officer, moving quickly to become President and Chief Operating Officer and, from 2002, Vice Chairman and Chief Executive. Jack led the regional expansion of DBS during his tenure, building and adding businesses in Hong Kong, mainland China, India and Indonesia.

Jack also brings governance experience as a public and private company non-executive director in a variety of sectors, but with a focus on corporate finance and the capital markets with Asian linkages. Jack will continue to serve as a non-executive director of Eli Lilly and Company, MasterCard Incorporated, and Royal Philips N.V., as well as a member of the Canada Pension Plan Investment Board. Jack's previous non-executive roles include The Bank of China, Singapore Airlines, NYSE Euronext, ING Group N.V., CapitaLand Ltd, SingTel Ltd and Jones Lang LaSalle Inc. In the not-for-profit sector, Jack is a director of Metropolitan Opera and a trustee for Rensselaer Polytechnic Institute.

Commenting on the appointment, HSBC Group Chairman, Douglas Flint, said: "It is rare to find the combination of hands-on banking expertise, top level governance experience and the deep knowledge of Asia and China that Jack has accumulated throughout his career. I would like to welcome Jack to the Board."

Jack Tai's appointment will be for an initial three-year term which, subject to election by shareholders in 2017, will expire at the conclusion of the 2020 Annual General Meeting.

The Directors have determined that Jack Tai is independent. In making that determination, the Directors have concluded that there are no other relationships or circumstances which are likely to affect his judgement and that any relationships or circumstances which could appear to do so were not considered to be material.

For and on behalf of
HSBC Holdings plc
B J S Mathews
Group Company Secretary

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Supplementary information:

Jack Tai is currently a non-executive director of Eli Lilly and Company, MasterCard Incorporated, and Royal Philips N.V. He is also a member of the Canada Pension Plan Investment Board.

As non-executive Director, Jack Tai will not have a service contract with HSBC Holdings plc and will be paid a Director's fee of £95,000 per annum, pursuant to the non-executive Directors' remuneration policy approved by shareholders at the 2016 Annual General Meeting.

Jack Tai's appointment as a Director of HSBC Holdings plc is subject to election by shareholders at the 2017 Annual General Meeting and re-election annually thereafter.

Jack Tai has an interest in 25,400 shares of HSBC Holdings plc within the meaning of Part XV of the Securities and Futures Ordinance.

There are no matters relating to the appointments of Jack Tai that need to be disclosed pursuant to Listing Rule 9.6.13(2) to (6) of the Listing Rules of the Financial Conduct Authority. Save as disclosed above there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of the Hong Kong Limited.

Notes to editors:

1. Professional Qualifications of Jack Tai
MBA, Harvard University
BSc, Rensselaer Polytechnic Institute

2. The Board of Directors of HSBC Holdings plc as at the date of this announcement is:
D J Flint, S T Gulliver, P Ameen†, K L Casey†, L M L Cha†, H R M A de la Croix de Castries †, Lord Evans of Weardale†, J Faber†, W S H Laidlaw†, I Lee†, J P Lipsky†, J R Lomax†, I J Mackay, H Miller†, M M Moses, D Nish†, J Symonds†, P Va der Meer Mohr† and P S Walsh†.

† Independent non-executive Director

3. The HSBC Group
HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. The Group serves customers worldwide from around 4,400 offices in 71 countries and territories in Europe, Asia, North and Latin America, and the Middle East and North Africa. With assets of US$2,608bn at 30 June 2016, HSBC is one of the world's largest banking and financial services organisations.

ends/all

SIGNATURE

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.

HSBC Holdings plc

By:

Name: Ben J S Mathews

Title: Group Company Secretary

Date: 12 September 2016

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Year Ended December 31,

(Dollars in thousands)

2012

2011

2010

Average daily amount of short-term borrowings outstanding during the period

$

53

$

642

$

137

Weighted average interest rate on average daily short-term borrowings

0.42%

0.44%

0.38%

Maximum short-term borrowings outstanding at any month-end

$

1,500

$

5,500

$

10,000

Short-term borrowings outstanding at period end

$

-

$

-

$

10,000

Weighted average interest rate on short-term borrowings at period end

- %

- %

0.38%

Junior Subordinated Debentures.   On June 28, 2007, we raised $12.5 million in capital through the issuance of junior subordinated debentures to a non-consolidated statutory trust subsidiary. The subsidiary in turn issued $12.5 million in variable rate capital trust pass through securities to investors in a private placement. The interest rate is based on the three-month LIBOR plus 144 basis points and adjusts quarterly. The rate at December 31, 2012 was 1.75%. The capital securities are redeemable by us during the first five years at a redemption price of 103.5% of par for the first year and thereafter on a sliding scale down to 100% of par on or after September 15, 2012 in whole or in part or earlier if the regulatory capital or tax treatment of the securities is substantially changed. These trust preferred securities must be redeemed upon final maturity on September 15, 2037. The proceeds of

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these trust preferred securities, which have been contributed to the Bank, are included in the Bank's capital ratio calculations and treated as Tier I capital.

In accordance with FASB ASC 810, Consolidation, our wholly owned subsidiary, Sussex Capital Trust II, is not included in our consolidated financial statements. For regulatory reporting purposes, the Federal Reserve allows trust preferred securities to continue to qualify as Tier I capital subject to specified limitations.

Equity. Stockholders' equity inclusive of accumulated other comprehensive income, net of income taxes, was $40.4 million at December 31, 2012, an increase of $470 thousand, from the $39.9 million at year-end 2011. The increase in stockholders' equity was due to $735 thousand in net income recorded in 2012, which was partially offset by a $363 thousand decrease in unrealized gains on securities available for sale, net of tax.

COMPARISON OF OPERATING RESULTS FOR YEAR-END DECEMBER 31, 2012 AND 2011

Results of Operations. Our net income is impacted by five major components and each of them is reviewed in more detail in the following discussion:

- net interest income, or the difference between interest income earned on loans and investments and interest expense paid on deposits and borrowed funds;
- provision for loan losses, or the amount added to the allowance for loan losses to provide reserves for inherent losses on loans;
- non-interest income, which is made up primarily of certain loan and deposit fees, insurance commissions and gains and losses from sales of securities or other transactions;
- non-interest expense, which consists primarily of salaries, employee benefits, credit collection and write-off costs and other operating expenses; and
- income taxes.

Our net income decreased 70.2% to $735 thousand, or $0.22 per diluted share, for the year ended December 31, 2012 over the same period in 2011. We attribute the decrease in net income to an increase in expenses and write-downs related to foreclosed real estate, greater provision for loan losses, higher operating costs resulting from growth initiatives of the Company and a decline in the net interest margin. These increases in expenses were partly offset by increases in gains on the sale of securities and higher Tri-State Insurance Agency, Inc. net income for the year ended December 31, 2012 as compared to the same period last year.

Net Interest Income. Net interest income is the most significant component of our income from operations. Net interest income is the difference between interest earned on total interest-earning assets (primarily loans and investment securities), on a fully taxable equivalent basis, where appropriate, and interest paid on total interest-bearing liabilities (primarily deposits and borrowed funds). Fully taxable equivalent basis represents income on total interest-earning assets that is either tax-exempt or taxed at a reduced rate, adjusted to give effect to the prevailing incremental federal tax rate, and adjusted for nondeductible carrying costs and state income taxes, where applicable. Yield calculations, where appropriate, include these adjustments. Net interest income depends on the volume and interest rate earned on interest-earning assets and the volume and interest rate paid on interest-bearing liabilities.

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Comparative Average Balance and Average Interest Rates. The following table presents, on a fully taxable equivalent basis, a summary of our interest-earning assets and their average yields, and interest-bearing liabilities and their average costs for each of the years ended December 31, 2012 and 2011. The average balances of loans include non-accrual loans, and associated yields include loan fees, which are considered adjustment to yields.

	Twelve Months December 31,					
(Dollars in thousands)	2012			2011		
Earning Assets:	Average Balance	Interest (1)	Average Rate (2)	Average Balance	Interest (1)	Average Rate (2)
Securities:						
Tax exempt (3)	$ 31,397	$ 1,724	5.49%	$ 29,692	$ 1,770	5.96%
Taxable	86,456	1,148	1.33%	54,425	1,314	2.41%
Total securities	117,853	2,872	2.44%	84,117	3,084	3.67%
Total loans receivable (4)	339,927	17,646	5.19%	339,770	18,798	5.53%
Other interest-earning assets	18,154	35	0.19%	28,547	60	0.21%
Total earning assets	475,934	20,553	4.32%	452,434	21,942	4.85%
Non-interest earning assets	41,795			38,507		
Allowance for loan losses	(7,164)			(7,314)		
Total Assets	$ 510,565			$ 483,627		
Sources of Funds:						
Interest bearing deposits:						
NOW	$ 96,432	$ 164	0.17%	$ 81,374	$ 386	0.47%
Money market	16,110	54	0.34%	15,505	83	0.54%
Savings	162,052	606	0.37%	168,233	1,122	0.67%
Time	106,372	1,670	1.57%	98,673	1,550	1.57%
Total interest bearing deposits	380,966	2,494	0.65%	363,785	3,141	0.86%
Borrowed funds	26,053	1,065	4.09%	26,642	1,064	3.99%
Junior subordinated debentures	12,887	241	1.87%	12,887	222	1.72%
Total interest bearing liabilities	419,906	3,800	0.90%	403,314	4,427	1.10%
Non-interest bearing liabilities:						
Demand deposits	47,180			39,596		
Other liabilities	2,759			2,348		
Total non-interest bearing liabilities	49,939			41,944		
Stockholders' equity	40,720			38,369		
Total Liabilities and Stockholders' Equity	$ 510,565			$ 483,627		
Net Interest Income and Margin (5)		16,753	3.52%		17,515	3.87%
		(426) (586)			(602)	

Tax-equivalent basis adjustment		
Net Interest Income	$ 16,167	$ 16,913

(1) Includes loan fee income
(2) Average rates on securities are calculated on amortized costs
(3) Full taxable equivalent basis, using a 39% effective tax rate and adjusted for TEFRA (Tax and Equity Fiscal Responsibility Act) interest expense disallowance
(4) Loans outstanding include non-accrual loans
(5) Represents the difference between interest earned and interest paid, divided by average total interest-earning assets

Net interest income, on a fully tax equivalent basis, decreased $762 thousand, or 4.4%, to $16.8 million for the year ended December 31, 2012, as compared to $17.5 million for same period in 2011. Our net interest margin declined 35 basis points to 3.52% for the year ended December 31, 2012, compared to 3.87% for the same period last year. The decline was mostly attributed to a 34 basis point decline in the average rate earned on loans to 5.19%, which was partly offset by a 20 basis point decrease in the average rate paid on interest bearing liabilities to 0.90% for the year ended December 31, 2012, as compared to the same period last year and a $23.5 million, or 5.2%, increase in average interest earning assets, principally securities.

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Interest Income. Total interest income, on a fully taxable equivalent basis, decreased $1.4 million, or 6.3%, to $20.6 million for the year ended December 31, 2012 compared to $21.9 million for the year ended December 31, 2011. The decline in interest income was largely due to decreases in average rates earned on total earning assets, which decreased 53 basis points to 4.32% in 2012 from 4.85% for 2011. The average rates for both the securities and loan portfolio's declined by 123 basis points and 34 basis points, respectively, for the year ended December 31, 2012 as compared to the same period in 2011.

Interest income from securities, on a fully taxable equivalent basis, decreased $212 thousand, or 6.9%, for the year ended December 31, 2012 compared to the same period in 2011. The average rate decreased 123 basis points to 2.44% for 2012 from 3.67% for 2011. The decline was largely attributed to 28.9% of the security portfolio either maturing, being called or principal repayments, which were mostly reinvested in a lower interest rate environment.

Interest income from the loan portfolio decreased by $1.2 million, or 6.1%, to $17.6 million for 2012 from $18.8 million for 2011. The decline was due to lower average rates earned on loans, which decreased 34 basis points to 5.19% for the year ended December 31, 2012 from 5.53% for the same period in 2011.

Interest Expense. Total interest expense decreased $627 thousand, or 14.2%, to $3.8 million for the year ended December 31, 2012 from $4.4 million for the same period in 2011. The decrease was principally due to a decline in the average rates paid on interest-bearing liabilities of 20 basis points to 0.90% in 2012 compared to 1.10% in 2011. The decline in average rates paid on interest-bearing liabilities was largely due to a decrease in rates paid on savings deposits and NOW accounts of 30 basis points for 2012 compared to 2011. The benefit derived from a decline in average rates more than offset the increase in interest expense associated with the growth of average interest-bearing liabilities of $16.6 million for 2012 compared to the prior year. The growth in average interest-bearing liabilities occurred primarily in NOW accounts, which increased $15.0 million.

The following table reflects the impact on net interest income from changes in the volume of earning assets and interest bearing liabilities and changes in rates earned and paid by us on such assets and liabilities. For purposes of this table, nonaccrual loans have been included in the average loan balance. Changes due to both volume and rate have been allocated in proportion to the relationship of the dollar amount change in each.

	December 31, 2012 v. 2011 Increase (decrease) Due to changes in:			December 31, 2011 v. 2010 Increase (decrease) Due to changes in:		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Securities:						
Tax exempt	$ 99	$ (145)	$ (46)	$ 48	$ 60	$ 108
Taxable	576	(742)	(166)	54	(536)	(482)
Total securities (1)	675	(887)	(212)	102	(476)	(374)
Total loans receivable (2)	9	(1,161)	(1,152)	471	(730)	(259)
Other interest-earning assets	(20)	(5)	(25)	(8)	3	(5)
Total net change in income on interest-earning assets	664	(2,053)	(1,389)	565	(1,203)	(638)
Interest bearing deposits:						
NOW	61	(283)	(222)	89	(215)	(126)
Money market	3	(32)	(29)	15	(24)	(9)
Savings	(40)	(476)	(516)	(57)	(530)	(587)
Time	121	(1)	120	(44)	(88)	(132)
Total interest bearing deposits	145	(792)	(647)	3	(857)	(854)

Borrowed funds	(24)	25	1	(242)	(87)	(329)
Junior subordinated debentures	-	19	19	-	(3)	(3)
Total net change in expense on interest-bearing liabilities	121	(748)	(627)	(239)	(947)	(1,186)
Change in net interest income	$ 543	$ (1,305)	$ (762)	$ 804	$ (256)	$ 548

(1) Fully taxable equivalent basis, using 39% effective tax rate and adjusted for TEFRA (Tax and Equity Fiscal Responsibility Act) interest expense disallowance
(2) Includes loan fee income

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Provision for Loan Losses. Provision for loan losses increased $1.0 million to $4.3 million for the year ended December 31, 2012, as compared to $3.3 million for the same period last year. The increases in the provision for loan losses for the year-ended December 31, 2012 were largely attributed to an increase in charge-offs related to the resolution of problem loans. The provision for loan losses reflects management review, analysis and judgment of the credit quality of the loan portfolio for 2012 and the effects of current economic environment and lower real estate collateral values from the time the loans were originated. Our non-accrual loans decreased $6.4 million, or 26.4%, to $17.9 million at December 31, 2012 from $24.3 million at December 31, 2011. We believe these loans are adequately provided for in our loan loss provision or are sufficiently collateralized at December 31, 2012. The provision for loan losses reflects management's judgment concerning the risks inherent in our existing loan portfolio and the size of the allowance necessary to absorb the risks, as well as the activity in the allowance during the periods. Management reviews the adequacy of its allowance on an ongoing basis and will provide additional provisions, as deemed necessary. Also see Note 6 to our consolidated financial statements and "Allowance for Loan Losses and Credit Quality of Financing Receivables" herein for further discussion.

Non-Interest Income. Non-interest income consists of all income other than interest and dividend income and is principally derived from: service charges on deposits; insurance commission income; commissions on sales of annuities and mutual funds; ATM and debit card income; BOLI income and net gains on sale of securities and loans. We recognize the importance of supplementing net interest income with other sources of income as it continues to explore new opportunities to generate non-interest income.

Non-interest income increased $1.8 million, or 33.3%, to $7.0 million for the year ended December 31, 2012, as compared to the same period last year. The increase in non-interest income was largely due to increases in gains on sale of securities, insurance commissions and fees and other income, which increased $1.2 million, $214 thousand and $135 thousand, respectively. Additionally, there was a $231 thousand impairment write-down on equity securities that occurred in the same period last year that did not recur in 2012.

Non-Interest Expense. Total non-interest expense increased $2.7 million, or 17.0%, to $18.5 million for the year ended December 31, 2012, as compared to the same period last year. The increase during 2012 compared to 2011 was largely due to increases in expenses and write-downs related to foreclosed real estate and salaries and benefits of $1.7 million and $459 thousand, respectively. The increase in expenses and write-downs related to foreclosed real estate was principally due to the prospective sales of foreclosed real estate properties. The increase in salaries and employee benefits was mostly attributed to costs related to the hiring of additional commercial lenders and support staff, higher medical benefit costs and severance costs of $110 thousand for a former executive during the first quarter of 2012.

Income Taxes. The (benefit) or provision for income taxes was $(329) thousand and $637 thousand for 2012 and 2011, respectively. The Company's effective tax rate was (81.0)% and 20.5% for 2012 and 2011, respectively. See Notes 1 and 16 to our consolidated financial statements for further discussion on income taxes.

Operational Risk

We are exposed to a variety of operational risks that can affect each of its business activities, particularly those involving processing and servicing of loans. Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people or systems from external events. The risk of loss also includes losses that may arise from potential legal actions that could result from operational deficiencies or noncompliance with contracts, laws or regulations. We monitor and evaluate operational risk on an ongoing basis through systems of internal control, formal corporate-wide policies and procedures, and an internal audit function.

Liquidity, Capital Resources and Off-Balance Sheet Arrangements

Liquidity. A fundamental component of our business strategy is to manage liquidity to ensure the availability of sufficient resources to meet all financial obligations and to finance prospective business opportunities. Liquidity management is critical to our stability. Our liquidity position over any given period of time is a product of our operating, financing and investing activities. The extent of such activities is often shaped by such external factors as competition for deposits and loan demand.

Traditionally, financing for our loans and investments is derived primarily from deposits, along with interest and principal payments on loans and investments. At December 31, 2012, total deposits amounted to $432.4 million, an increase of $7.1 million, or 1.7%, over the prior comparable year. At December 31, 2012, advances from the FHLBNY and subordinated debentures totaled $38.9 million and represented 7.6% of total assets as compared to $38.9 million and 7.7% of total assets, at December 31, 2011.

Loan production continued to be our principal investing activity. Net loans at December 31, 2012 amounted to $342.8 million, an increase of $10.3 million, or 3.1%, compared to the same period in 2011.

Our most liquid assets are cash and due from banks and federal funds sold. At December 31, 2012, the total of such assets amounted to $11.7 million, or 2.3%, of total assets, compared to $37.5 million, or 7.4%, of total assets at year-end 2011. Another significant liquidity source is our available for sale securities. At December 31, 2012, available for sale securities amounted to $118.9 million compared to $96.3 million at year-end 2011.

In addition to the aforementioned sources of liquidity, we have available various other sources of liquidity, including federal funds purchased from other banks and the Federal Reserve discount window. The Bank also has the capacity to borrow an additional $30.0 million through its membership in the FHLBNY and $4 million at Atlantic Central Bankers Bank at December 31, 2012. Management believes that our sources of funds are sufficient to meet our present funding requirements.

Capital Resources. The Bank’s regulators have classified and defined bank capital as consisting of Tier I capital, which includes tangible stockholders’ equity for common stock and certain preferred stock and other hybrid instruments, and Tier II capital, which includes a portion of the allowance for loan losses, certain qualifying long-term debt and preferred stock which does not qualify for Tier I capital.

The Bank’s regulators have implemented risk-based guidelines which require banks to maintain certain minimum capital as a percent of such assets and certain off-balance sheet items adjusted for predefined credit risk factors (risk-adjusted assets). Banks are required to maintain Tier I capital as a percent of risk-adjusted assets of 4.0% and Tier II capital as of risk-adjusted assets of 8.0% at a minimum. At December 31, 2012, the Bank’s Tier I and Tier II capital ratios were 12.88% and 14.13%, respectively. We also maintained $980 thousand in cash and cash equivalents, which could be contributed to the Bank as capital.

In addition to the risk-based guidelines discussed above, the Bank’s regulators require that banks, which meet the regulators’ highest performance and operational standards, maintain a minimum leverage ratio (Tier I capital as a percent of tangible assets) of 4.0%. For those banks with higher levels of risk or that are experiencing or anticipating growth, the minimum will be proportionately increased. Minimum leverage ratios for each bank and bank holding company are established and updated through the ongoing regulatory examination process. As of December 31, 2012, the Bank had a leverage ratio of 9.27%.

Off-Balance Sheet Arrangements. Our consolidated financial statements do not reflect off-balance sheet arrangements that are made in the normal course of business. These off-balance sheet arrangements consist of unfunded loans and letters of credit made under the same standards as on-balance sheet instruments. These unused commitments at December 31, 2012 totaled $68.5 million, which consisted of $34.5 million in commitments to grant commercial and residential loans, $32.3 million in unfunded commitments under lines of credit and $1.8 million in outstanding letters of credit. These instruments have fixed maturity dates, and because many of them will expire without being drawn upon, they do not generally present any significant liquidity risk to us. Management believes that any amounts actually drawn upon can be funded in the normal course of operations.

Market Risk

Market risk is generally described as the sensitivity of income to adverse changes in interest rates, foreign currency exchange rates, commodity prices, and other relevant market rates or prices. Market rate sensitive instruments include: financial instruments such as investments, loans, mortgage-backed securities, deposits, borrowings and other debt obligations; derivative financial instruments, such as futures, forwards, swaps and options; and derivative commodity instruments, such as commodity futures, forwards, swaps and options that are permitted to be settled in cash or another financial instrument.

We do not have any material exposure to foreign currency exchange rate risk or commodity price risk. We did not enter into any market rate sensitive instruments for trading purposes nor did we engage in any trading or hedging transactions utilizing derivative financial instruments during 2012. Our real estate loan portfolio, concentrated largely in northern New Jersey, is subject to risks associated with the local and regional economies. Our primary source of market risk exposure arises from changes in market interest rates (“interest rate risk”).

Interest Rate Risk

Interest rate risk is generally described as the exposure to potentially adverse changes in current and future net interest income resulting from: fluctuations in interest rates, product spreads, and imbalances in the repricing opportunities of interest-rate-sensitive assets and liabilities. Therefore, managing our interest rate sensitivity is a primary objective of our senior management. Our Asset/Liability Committee ("ALCO") is responsible for managing the exposure to changes in market interest rates.

We manage interest rate risk exposure with the assistance of an independent third party who provides financial modeling and simulation modeling, analysis and reporting. The reports provided by the third party are used to determine our exposure to market rate changes on net interest income and future economic value of equity. Our objective is to maximize net interest income within acceptable levels of risk established by policy. The techniques utilized for managing exposure to market rate changes involve a variety of interest rate, pricing and volume assumptions. These assumptions include projections on growth, prepayment and withdrawal levels as well as other embedded options inherently found in financial instruments. We review and validate these assumptions at least annually or more frequently if economic or other conditions change. At December 31, 2012, we simulated the effects on net interest income given an instantaneous and parallel shift in the yield curve of up to a 200 basis point rising interest rate environment and an 200 basis point declining interest rate environment. Based on the simulation, it was estimated that net interest income, over a twelve-month horizon, would not decrease by more than 5.0%. Our interest rate risk management policies provide that net interest income should not decrease by more than 5.0% if interest rates increase from current rates given an instantaneous and parallel shift in the yield curve of a 200 basis point rise in rates or 200 basis point decline in rates, respectively. Policy exceptions, if any, are reported to the Board of Directors. At December 31, 2012, we were within policy limits established for changes in net interest income and future economic value of equity. Economic value of equity is defined as the market value of its assets less the market value of its liabilities plus (or minus) the market value of any off-balance sheet positions.

The following table sets forth our interest rate risk profile at December 31, 2012 and 2011. The interest rate sensitivity of our assets and liabilities and the impact on net interest income illustrated in the following table would vary substantially if different assumptions were used or if actual experience differs from that indicated by the assumptions. Down 200 basis points was not presented for December 31, 2012 and 2011 due to the extremely low rate environment.

	Net Portfolio Value(2)		Net interest Income	
(Dollars in thousands)		Estimated Increase	Estimated	Estimated Increase
Change in Interest	Estimated	(Decrease)	Net Interest	(Decrease)

Rates (basis points)[1]	NPV		Amount		Percent	Income [3]		Amount		Percent
December 31, 2012										
+200bp	$	40,735	$	(7,800)	(11.1)%	$	17,726	$	899	5.3%
0bp	$	48,535	-		-	$	16,827	-		-
December 31, 2011										
+200bp	$	32,453	$	(7,862)	(14.8)%	$	17,670	$	721	4.3%
0bp	$	40,315	-		-	$	16,949	-		-

(1) Assumes an instantaneous and parallel shift in interest rates at all maturities.
(2) NPV, also referred to as economic value of equity, is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts.
(3) Assumes a gradual change in interest rates over a one year period at all maturities.

The simulation described above does not represent forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions, including the nature and timing of interest rate levels including yield curve shape, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of asset and liability cash flows, and others. While assumptions are developed based upon current economic and local market conditions, we cannot make any assurances as to the predictive nature of these assumptions including how customer preferences or competitor influences might change.

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Further, as market conditions vary from those assumed in the simulation, actual results will also differ due to prepayment/refinancing levels deviating from those assumed, the varying impact of interest rate changes on caps or floors on adjustable rate assets, the potential effect of changing debt service levels on customers with adjustable rate loans, depositor early withdrawals and product preference changes, and other internal/external variables. Furthermore, the simulation does not reflect actions that ALCO might take in response to anticipated changes in interest rates or competitive conditions in the market place.

Impact of Inflation and Changing Prices

Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, the level of interest rates has a more significant impact on a financial institution's performance than general levels of inflation. Interest rates do not necessarily move in the same direction or change with the same magnitude as the price of goods and services, which are affected by inflation. Accordingly, the liquidity, interest rate sensitivity and maturity characteristics of our assets and liabilities are more indicative of its ability to maintain acceptable performance levels. Management monitors and seeks to mitigate the impact of interest rate changes by attempting to match the maturities of assets and liabilities, thus seeking to minimize the potential effect of inflation.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements and related notes thereto may be found on pages F-1 through F-35 of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management, including our President and Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act (i) is recorded, processed, summarized and reported as and when required and (ii) accumulated and communicated to our management including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely discussion regarding required disclosure.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during our last fiscal quarter that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13A-15 (f) and 15d-15 (f) of the Securities and Exchange Act of 1934. Our internal control system was designed to provide reasonable assurance to our management and Board of Directors as to the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements, errors or fraud. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal controls over financial reporting as of December 31, 2012. In making this assessment, management used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, management concluded that as of December 31, 2012, our internal control over financial reporting is operating as designed and is effective based on the COSO criteria.

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information included in our Definitive Proxy Statement for the 2013 Annual Meeting of Shareholders (the "Proxy Statement") under the following captions is incorporated herein by reference: "Election of Directors," "Information About the Board of Directors," "Information About Our Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance," "Information About the Board of Directors and Corporate Governance – Code of Ethics and Corporate Governance Guidelines"

ITEM 11. EXECUTIVE COMPENSATION

The information included in the Proxy Statement under the following captions is incorporated herein by reference: "Executive Compensation" and "Director Compensation."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information included in the Proxy Statement under the following captions is incorporated herein by reference: "Security Ownership of Certain Beneficial Owners and Management" and "Equity Awards Outstanding and Available."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information included in the Proxy Statement under the following captions is incorporated herein by reference: "Transactions with Related Persons" and "Information About the Board of Directors and Corporate Governance – Board of Directors Independence."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information included in the Proxy Statement under the following caption is incorporated herein by reference: "Independent Registered Public Accounting Firm Fees and Services."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

Reference is made to the consolidated financial statements and the notes thereto included in Item 8 of Part II hereof.

(a)(2) Financial Statement Schedules

Consolidated financial statement schedules have been omitted because the required information is not present, or not present in amounts sufficient to require submission of the schedules, or because the required information is provided in the consolidated financial statements or notes thereto.

(a)(3) Exhibits

The exhibits required to be filed as part of this Annual Report on Form 10-K are listed in the Exhibit Index attached hereto and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

SUSSEX BANCORP

/s/ Anthony Labozzetta

Anthony Labozzetta

President and Chief Executive Officer

Dated: March 14, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on March 14, 2013.

Name	Title
/s/ Anthony Labozzetta Anthony Labozzetta	President and Chief Executive Officer (Principal Executive Officer)
/s/ Steven M. Fusco Steven M. Fusco	Senior Vice President (Principal Financial and Accounting Officer)
/s/ Anthony S. Abbate Anthony S. Abbate	Director
/s/ Patrick Brady Patrick Brady	Director
/s/ Richard Branca Richard Branca	Director
/s/ Katherine H. Caristia Katherine H. Caristia	Director

/s/ Mark J. Hontz Mark J. Hontz	Director
/s/ Donald L. Kovach Donald L. Kovach	Director
/s/ Edward J. Leppert Edward J. Leppert	Director
/s/ Timothy Marvil Timothy Marvil	Director
/s/ Robert McNerney Robert McNerney	Director
/s/ Richard W. Scott Richard W. Scott	Director
/s/ John E. Ursin John E. Ursin	Director

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Sussex Bancorp

We have audited the accompanying consolidated balance sheets of Sussex Bancorp and its subsidiary (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of income and comprehensive income, stockholders' equity and cash flows for each of the years then ended. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Sussex Bancorp and its subsidiary as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ ParenteBeard LLC

New York, New York
March 14, 2013

SUSSEX BANCORP
CONSOLIDATED BALANCE SHEETS

(Dollars In Thousands)	December 31, 2012	December 31, 2011
ASSETS		
Cash and due from banks	$ 6,268	$ 3,903
Interest-bearing deposits with other banks	5,400	33,597
Cash and cash equivalents	11,668	37,500
Interest bearing time deposits with other banks	100	100
Securities available for sale, at estimated fair value	118,881	96,324
Securities held to maturity, at cost (estimated fair value of $5,472 at December 31, 2012 and $4,345 at December 31, 2011)	5,221	4,220
Federal Home Loan Bank Stock, at cost	1,980	1,874
Loans receivable, net of unearned income	347,736	339,705
Less: allowance for loan losses	4,976	7,210
Net loans receivable	342,760	332,495
Foreclosed real estate	5,066	5,509
Premises and equipment, net	6,476	6,778
Accrued interest receivable	1,741	1,735
Goodwill	2,820	2,820
Bank-owned life insurance	11,536	11,142
Other assets	6,485	6,456
Total Assets	$ 514,734	$ 506,953
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Non-interest bearing	$ 48,375	$ 44,762
Interest bearing	384,061	380,614
Total Deposits	432,436	425,376
Long-term borrowings	26,000	26,000
Accrued interest payable and other liabilities	3,039	2,788

Junior subordinated debentures	12,887	12,887
Total Liabilities	474,362	467,051
Stockholders' Equity:		
Preferred stock, no par value, 1,000,000 shares authorized; none issued	-	-
Common stock, no par value, 10,000,000 shares authorized; issued shares 3,409,056 in 2012 and 3,373,793 in 2011; outstanding shares 3,397,873 in 2012 and 3,372,949 in 2011	28,117	27,964
Treasury stock, at cost; 11,183 shares in 2012 and 844 shares in 2011	(59)	(4)
Retained earnings	11,958	11,223
Accumulated other comprehensive income	356	719
Total Stockholders' Equity	40,372	39,902
Total Liabilities and Stockholders' Equity	$ 514,734	$ 506,953

See Notes to Consolidated Financial Statements

SUSSEX BANCORP
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Year Ended December 31,	
(Dollars in thousands except per share data)	2012	2011
INTEREST INCOME		
Loans receivable, including fees	$ 17,646	$ 18,798
Securities:		
Taxable	1,148	1,314
Tax-exempt	1,138	1,168
Federal funds sold	-	4
Interest bearing deposits	35	56
Total Interest Income	19,967	21,340
INTEREST EXPENSE		
Deposits	2,494	3,141
Borrowings	1,065	1,064
Junior subordinated debentures	241	222
Total Interest Expense	3,800	4,427
Net Interest Income	16,167	16,913
PROVISION FOR LOAN LOSSES	4,330	3,306
Net Interest Income after Provision for Loan Losses	11,837	13,607
OTHER INCOME		
Service fees on deposit accounts	1,141	1,290
ATM and debit card fees	627	545
Bank-owned life insurance	394	419
Insurance commissions and fees	2,484	2,270

Investment brokerage fees	145	145
Net gain on sale of loans held for sale	47	-
Net gain on securities transactions	1,799	645
Net loss on sale of premises and equipment	(9)	-
Net gain (loss) on sale of foreclosed real estate	39	(38)
Impairment write-downs on equity securities	-	(231)
Other	373	238
Total Other Income	7,040	5,283
OTHER EXPENSES		
Salaries and employee benefits	8,987	8,528
Occupancy, net	1,450	1,412
Furniture, equipment and data processing	1,327	1,177
Advertising and promotion	285	172
Professional fees	677	661
Director fees	321	176
FDIC assessment	681	700
Insurance	240	216
Stationary and supplies	176	184
Loan collection costs	713	824
Expenses and write-downs related to foreclosed real estate	2,124	414
Amortization of intangible assets	5	10
Other	1,485	1,309
Total Other Expenses	18,471	15,783
Income before Income Taxes	406	3,107
(BENEFIT) PROVISION FOR INCOME TAXES	(329)	637
Net Income	735	2,470
OTHER COMPREHENSIVE (LOSS) INCOME:		
Unrealized gains on available for sale securities arising during the period	1,193	1,534
Reclassification adjustment for gain on securities transactions included in net income	(1,799)	(414)
Income tax expense (benefit) related to items of other comprehensive (loss) income	243	(448)
Other comprehensive (loss) income, net of income taxes	(363)	672
Comprehensive income	$ 372	$ 3,142
EARNINGS PER SHARE		
Basic	$ 0.23	$ 0.76
Diluted	$ 0.22	$ 0.74

See Notes to Consolidated Financial Statements

SUSSEX BANCORP
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Year Ended December 31, 2012 and 2011

(Dollars In Thousands)	Number of Shares Outstanding	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Total Stockholders' Equity
Balance December 31, 2010	3,351,566	$ 27,870	$ 8,753	$ 47	$ (4)	$ 36,666
Net income	-	-	2,470	-	-	2,470
Other comprehensive income	-	-	-	672	-	672
Treasury shares purchased	(64)					
Restricted stock granted	25,305	-	-	-	-	-
Restricted stock forfeited	(3,858)	-	-	-	-	-
Compensation expense related to stock option and restricted stock grants	-	94	-	-	-	94
Balance December 31, 2011	3,372,949	27,964	11,223	719	(4)	39,902
Net income	-	-	735	-	-	735
Other comprehensive loss	-	-	-	(363)	-	(363)
Treasury shares purchased	(10,339)	-	-	-	(55)	(55)
Restricted stock granted	37,496	-	-	-	-	-
Restricted stock forfeited	(2,233)	-	-	-	-	-
Compensation expense related to stock option and restricted stock grants	-	153	-	-	-	153
Balance December 31, 2012	3,397,873	$ 28,117	$ 11,958	$ 356	$ (59)	$ 40,372

See Notes to Consolidated Financial Statements

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SUSSEX BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,			
(Dollars in thousands)	2012		2011	
Cash Flows from Operating Activities				
Net income	$	735	$	2,470
Adjustments to reconcile net income to net cash provided by operating activities:				
Provision for loan losses		4,330		3,306
Depreciation and amortization		682		607
Impairment charge on equity securities		-		231
Net amortization of securities premiums and discounts		2,900		1,009
Net realized gain on sale of securities		(1,799)		(645)
Net realized gain on sale of loans held for sale		(47)		-
Proceeds from the sale of loans held for sale		638		-
Net realized loss on sale of premises and equipment		9		-
Net realized (gain) loss on sale of foreclosed real estate		(39)		38
Write-downs of and provisions for foreclosed real estate		1,785		145
Deferred income taxes		(329)		(378)
Earnings on bank owned life insurance		(394)		(419)
Compensation expense for stock options and stock awards		153		94
(Increase) decrease in assets:				
		(6)		181

Accrued interest receivable		
Other assets	538	632
Increase in accrued interest payable and other liabilities	251	284
Net Cash Provided by Operating Activities	9,407	7,555
Cash Flows from Investing Activities		
Securities available for sale:		
Purchases	(96,002)	(53,654)
Sales	37,544	14,670
Maturities, calls and principal repayments	34,235	32,535
Securities held to maturity:		
Purchases	(2,623)	(3,227)
Maturities, calls and principal repayments	1,581	-
Net increase in loans	(18,518)	(8,260)
Net maturities of interest bearing time deposits	-	500
Proceeds from the sale of foreclosed real estate	2,029	1,001
Purchases of bank premises and equipment	(396)	(626)
Proceeds from the sale of premises and equipment	12	-
Purchases of bank owned life insurance	-	(550)
(Increase) decrease in FHLB stock	(106)	398
Net Cash Used in Investing Activities	(42,244)	(17,213)
Cash Flows from Financing Activities		
Net increase in deposits	7,060	39,409
Repayments of borrowings	-	(10,000)
Purchase of treasury stock	(55)	-
Net Cash Provided by Financing Activities	7,005	29,409
Net (Decrease) Increase in Cash and Cash Equivalents	(25,832)	19,751
Cash and Cash Equivalents - Beginning	37,500	17,749

Cash and Cash Equivalents - Ending	$	11,668	$	37,500
Supplementary Cash Flows Information				
Interest paid	$	3,828	$	4,395
Income taxes paid	$	263	$	1,103
Supplementary Schedule of Noncash Investing and Financing Activities				
Foreclosed real estate acquired in settlement of loans	$	3,332	$	4,296
Loans transferred to held for sale	$	591	$	-

See Notes to Consolidated Financial Statements

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SUSSEX BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Sussex Bancorp (the "Company") and its wholly owned subsidiary, Sussex Bank (the "Bank"). The Bank's wholly owned subsidiaries are SCB Investment Company, Inc., SCBNY Company, Inc., ClassicLake Enterprises, LLC, Wheatsworth Properties Corp., PPD Holding Company, LLC and Tri-State Insurance Agency, Inc. ("Tri-State"). All intercompany transactions and balances have been eliminated in consolidation.

Organization and Nature of Operations

Sussex Bancorp's business is conducted principally through the Bank. Sussex Bank is a New Jersey state chartered bank and provides full banking services. The Bank generates commercial, mortgage and consumer loans and receives deposits from customers at its eight branches located in Sussex County, New Jersey and two branches in Orange County, New York. As a state bank, the Bank is subject to regulation of the New Jersey Department of Banking and Insurance and the Federal Deposit Insurance Corporation. Sussex Bancorp is subject to regulation by the Federal Reserve Board. SCB Investment Company, Inc. and SCBNY Company, Inc. hold portions of the Bank's investment portfolio. Tri-State provides insurance agency services mostly through the sale of property and casualty insurance policies. ClassicLake Enterprises, LLC, PPD Holding Company, LLC and Wheatsworth Properties Corp. hold certain foreclosed properties. The Company opened a loan production and insurance agency satellite office in Rochelle Park, New Jersey during the fourth quarter of 2011.

Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the other-than-temporary impairment, allowance for loan losses, valuation of goodwill and intangible assets, the valuation of deferred tax assets and the fair value of financial instruments.

Significant Group Concentrations of Credit Risk

Most of the Company’s activities are with customers located within Sussex County, New Jersey and adjacent counties in the states of New Jersey, New York and Pennsylvania. Notes 3 and 4 discuss the types of securities that the Company invests in. The types of lending that the Company engages are included in Note 5. Although the Company has a diversified loan portfolio, its debtors’ ability to honor their contracts is influenced by the region’s economy. The Company does not have any significant concentrations in any one industry or customer.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash and cash equivalents, balances due from banks, interest bearing deposits with banks and federal funds sold. Generally, federal funds are purchased and sold for one-day periods.

Securities

Securities are designated at the time of acquisition as available for sale or held to maturity. Securities that the Company will hold for indefinite periods of time and that might be sold in the future as part of efforts to manage interest rate risk or in response to changes in interest rates, changes in prepayment risk, changes in market conditions or changes in economic factors are classified as available for sale and carried at fair values. Securities available for sale are recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive (loss) income, net of related deferred tax effect. Securities that the Company has the positive intent and ability to hold to maturity are designated as held to maturity regardless of changes in market conditions, liquidity needs or changes in general economic conditions and carried at amortized cost.

Purchase premiums and discounts are recognized in interest income using the level yield method over the contractual terms of the securities. Gains and losses realized on sales of securities are determined on the specific identification method and are reported in non-interest income.

SUSSEX BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company periodically evaluates the security portfolio to determine if a decline in the fair value of any security below its cost basis is other-than-temporary. The Company's evaluation of other-than-temporary impairment considers the duration and severity of the impairment, the company's intent and ability to hold the securities and our assessments of the reason for the decline in value and the likelihood of a near-term recovery. If a determination is made that a debt security is other-than-temporarily impaired, the Company will estimate the amount of the unrealized loss that is attributable to credit and all other non-credit related factors. The credit related component will be recognized as an other-than-temporary impairment charge in non-interest income. The non-credit related component will be recorded as an adjustment to accumulated other comprehensive income, net of tax.

Federal Home Loan Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank ("FHLB") system to hold stock of its district FHLB according to a predetermined formula. Based on redemption provisions of the FHLB, the stock has no quoted market value and is carried at cost. The FHLB stock was carried at $2.0 million and $1.8 million for the years ended December 31, 2012 and 2011, respectively.

Loans Receivable

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at their outstanding unpaid principal balances, net of an allowance for loan losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans. The Bank is generally amortizing these amounts over the contractual life of the loan.

The loans receivable portfolio is segmented into commercial and consumer loans. Commercial loans consist of the following classes: commercial and industrial, commercial real estate, and construction loans. Consumer loans consist of the following classes: residential real estate and consumer and other loans.

For all classes of loans, the accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Interest received on nonaccrual loans including impaired loans generally are either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time (generally six months) and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on contractual due dates for loan payments.

Allowance for Loan Losses

The allowance for loan losses represents the amount, which, in management's judgment, will be adequate to absorb credit losses inherent in the loan portfolio as of the balance sheet date. The adequacy of the allowance is determined by management's evaluation of the loan portfolio based on such factors as the differing economic risks associated with each loan category, the current financial condition of specific borrowers, the economic environment in which borrowers operate, the level of delinquent loans, the value of any collateral and, where applicable, the existence of any guarantees or indemnifications.

The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance for loan losses. The allowance for loan losses consists of specific and general components. The specific component relates to loans that are classified as impaired. For such loans, an allowance is established when the discounted cash flows, collateral value or observable market price is lower than the carrying value for that loan. The general component covers all other loans and is based on historical loss experience adjusted for qualitative factors.

SUSSEX BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A loan is considered impaired when, based on current information and events, it is probable that the Company 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 and industrial, commercial real estate and construction loans by either the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s observable market price or the fair value of the collateral if the loan is collateral dependent.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Foreclosed Real Estate

Foreclosed real estate is primarily comprised of property acquired through a foreclosure proceeding or acceptance of a deed-in-lieu of foreclosure. Foreclosed real estate is initially recorded at fair value, less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less costs to sell. Revenues and expenses from operations and changes in the valuation allowance are included in expenses related to foreclosed real estate.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the following estimated useful lives of the related assets:

	Years
Buildings and building improvements	20 – 40
Leasehold improvements	5 – 10
Furniture, fixtures and equipment	5 – 10
Computer equipment and software	3 – 5

Bank Owned Life Insurance

Bank-owned life insurance (BOLI) is carried at the amount that could be realized under the Company's life insurance contracts as of the date of the consolidated balance sheets and is classified as a non-interest earning asset. BOLI involves purchasing life insurance by the Company on a chosen group of employees. The Company is the owner and beneficiary of the policies. Increases in the carrying value are recorded as non-interest income in the consolidated statements of income and insurance proceeds received are generally recorded as a reduction of the carrying value. The carrying value consists of cash surrender value of $11.5 million at December 31, 2012 and $11.1 million at December 31, 2011.

Goodwill and Other Intangibles

Goodwill represents the excess of the purchase price over the fair market value of net assets acquired. At December 31, 2012 and 2011, the Company has recorded goodwill totaling $2.8 million, primarily as a result of the acquisition of an insurance agency in 2001. In accordance with current accounting standards, goodwill is not amortized, but evaluated at least annually for impairment. Any impairment of goodwill results in a charge to income. The Company periodically accesses whether events and changes in circumstances indicate that the carrying amounts of goodwill and intangible assets may be impaired. The estimated fair value of the reporting segment exceeded its book value; therefore, no write-down of goodwill was required. The goodwill related to the insurance agency is not deductible for tax purposes.

The Company has an amortizable core deposit intangible asset related to the premium paid on the acquisition of deposits. The core deposit intangible was created during 2006 and is being amortized on a seven year accelerated schedule. This intangible was $1 thousand and $6 thousand, net of accumulated amortization of $119 thousand and $114 thousand as of December 31, 2012 and 2011, respectively.

Other intangible assets are included in other assets on the balance sheets for December 31, 2012 and 2011. Amortization expense on intangible assets was $5 thousand and $10 thousand for the years ended December 31, 2012, and 2011, respectively. Amortization expense is estimated to be $1 thousand for the year ending December 31, 2013.

Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred.

Income Taxes

The Company accounts for income taxes under the asset/liability method in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, Income Taxes. The income tax guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period in which they occur. A valuation allowance is established against deferred tax assets when, in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the Company's control, it is at least reasonably possible that management's judgment about the need for a valuation allowance for deferred taxes could change in the near term.

In connection with the accounting guidance related to accounting for uncertainty in income taxes, which sets out a consistent framework to determine the appropriate level of tax reserves to maintain for uncertain tax positions, the Company has evaluated its tax positions as of December 31, 2012. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of the tax benefit that has more than a 50 percent likelihood of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. Under the "more likely than not" threshold guidelines, the Company believes no significant uncertain tax positions exist, either individually or in the aggregate, that would give rise to the non-recognition of an existing tax benefit. As of December 31, 2012 the Company had no material unrecognized tax benefits or accrued interest or penalties. The Company's policy is to account for interest as a component of interest expense and penalties as a component of other expense. Sussex Bancorp and its subsidiaries file a consolidated federal income tax return as well as income tax returns in the States of New Jersey, New York and Pennsylvania. The Company's federal and state income tax returns before 2009 remain subject to examination by respective tax authorities.

Off-Balance Sheet Financial Instruments

In the ordinary course of business, the Bank has entered into off-balance sheet financial instruments consisting of commitments to extend credit and letters of credit. Such financial instruments are recorded in the balance sheet when they are funded.

Stock Compensation Plans

The Company currently has several stock plans in place for employees and directors of the Company. FASB ASC 718, Compensation-Stock Compensation, requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. The share-based compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over a defined vesting period. For awards with graded-vesting, compensation cost is recognized on a straight-line basis over the requisite vesting period for the entire award. A Black-Scholes model is used to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used for restricted stock awards. Stock-based compensation expense related to stock plans for the year ended December 31, 2012 and 2011 was $153 thousand and $94 thousand, respectively. As of December 31, 2012, there was $477 thousand of unrecognized compensation costs related to non-vested restricted stock awards remaining to expense.

Earnings per Share

Basic earnings per share represents net income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. The weighted-average common shares outstanding include the weighted-average number of shares of common stock outstanding less the weighted average number of unvested shares of restricted stock. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate to outstanding stock options and non-vested restricted stock grants. Potential common shares related to stock options are determined using the treasury stock method.

Treasury Stock

Repurchases of shares of Company common stock are recorded at cost as a reduction of stockholders' equity. Reissuances of shares of treasury stock are recorded at average cost.

Segment Reporting

The Company acts as an independent community financial services provider and offers traditional banking and related financial services to individual, business and government customers. Through its branch and automated teller machine networks, the Bank offers a full array of commercial and retail financial services, including taking of time, savings and demand deposits; the making of commercial, consumer and mortgage loans; and the providing of other financial services. The Bank also performs fiduciary services through its Trust Department. Management does not separately allocate expenses, including the cost of funding loan demand, between the commercial, retail, trust and mortgage banking operations of the Bank. As such, discrete financial information is not available and segment reporting would not be meaningful. The Company's insurance agency is managed separately from the traditional banking and related financial services that the Company offers. The insurance operations provides primarily property and casualty coverage. See Note 2 for segment reporting of insurance operations.

Insurance Agency Operations

Tri-State is a retail insurance broker operating in the State of New Jersey. The insurance agency's primary source of revenue is commission income, which is earned by placing insurance coverage for its customers with various insurance underwriters. The insurance agency places basic property and casualty, life and health coverage with about fifteen different insurance carriers. There are two main billing processes, direct billing (currently accounts for approximately 90% of revenues) and agency billing.

Under the direct billing arrangement, the insurance carrier bills and collects from the customer directly and remits the brokers' commission to Tri-State on a monthly basis. For direct bill policies, Tri-State records commissions as revenue when the data necessary to reasonably determine such amounts is obtained. On a monthly basis, Tri-State receives notification from each insurance carrier of total premiums written and collected during the month, and the broker's net commission due for their share of business produced by them.

Under the agency billing arrangement, the broker bills and collects from the customer directly, retains their commission, and remits the net premium amount to the insurance carrier. Virtually all agency-billed policies are billed and collected on an installment basis (the number of payments varies by policy). Tri-State records revenues for the first installment as of the policy effective date. Revenues from subsequent installments are recorded at the installment due date. Tri-State records its commission as a percentage of each installment due.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Trust Operations

Trust income is recorded on a cash basis, which approximates the accrual basis. Securities and other property held by the Company in a fiduciary or agency capacity for customers of the trust department are not assets of the Company and, accordingly, are not included in the accompanying consolidated financial statements. The Company had assets under management of $414 thousand and $948 thousand at December 31, 2012 and 2011, respectively.

Subsequent Events

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of December 31, 2012 for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through the date these financial statements were issued.

Reclassifications

Certain amounts in 2011 consolidated financial statements have been reclassified to conform to the 2012 consolidated financial statement presentation.

New Accounting Standards

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This ASU requires entities to disclose the effect of items reclassified out of accumulated other comprehensive income (“AOCI”) on each affected net income line item. For AOCI reclassification items that are not reclassified in their entirety into net income, a cross reference to other required U.S. GAAP disclosures. This information may be provided either in the notes or parenthetically on the face of the financials. For public entities, the guidance is effective for annual reporting periods beginning after December 15, 2012 and interim periods within those years. The Company will be required to provide the disclosures beginning with financial statements for the first quarter of 2013. We do not expect that the adoption of this guidance will have a material impact on our consolidated financial statements

In December, 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update 2011-05. In response to stakeholder concerns regarding the operational ramifications of the presentation of these reclassifications for current and previous years, the FASB has deferred the implementation date of this provision to allow time for further consideration. The requirement in ASU 2011-05, Presentation of Comprehensive Income, for the presentation of a combined statement of comprehensive income or separate, but consecutive, statements of net income and other comprehensive income is still effective for fiscal years and interim periods beginning after

December 15, 2011 for public companies. The adoption of this guidance did not have a material impact on our consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 – SEGMENT REPORTING

Segment information for 2012 and 2011 is as follows:

(Dollars in thousands)	Banking and Financial Services	Insurance Services	Total
Year Ended December 31, 2012:			
Net interest income from external sources	$ 16,167	$ -	$ 16,167
Other income from external sources	4,556	2,484	7,040
Depreciation and amortization	672	10	682
Income before income taxes	145	261	406
Income tax (benefit) expense (1)	(433)	104	(329)
Total assets	511,837	2,897	514,734
Year Ended December 31, 2011:			
Net interest income from external sources	$ 16,913	$ -	$ 16,913
Other income from external sources	3,013	2,270	5,283
Depreciation and amortization	595	12	607
Income before income taxes	2,955	152	3,107
Income tax expense (1)	576	61	637
Total assets	504,076	2,877	506,953

(1) Calculated at statutory tax rate of 40%

NOTE 3 – FAIR VALUE OF ASSETS AND LIABILITIES

Management uses its best judgment in estimating the fair value of the Company’s financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sale transaction on the dates indicated. The fair value amounts have been measured as of their respective year ends, and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each year end.

Under FASB ASC 820, there is a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring assets and liabilities at fair value. The three broad levels defined by the FASB ASC 820 hierarchy are as follows:

Level I - Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these asset and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III - Assets and liabilities that have little to no pricing observability as of reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes the fair value of the Company's financial assets measured on a recurring basis by the above FASB ASC 820 pricing observability levels as of December 31, 2012 and 2011:

(Dollars in thousands)	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
December 31, 2012:				
State and political subdivisions	$ 27,741	$ -	$ 27,741	$ -
Mortgage-backed securities				
U.S. government-sponsored enterprises	90,709	-	90,709	-
Equity securities-financial services industry and other	431	431	-	-
December 31, 2011:				
State and political subdivisions	$ 20,570	$ -	$ 20,570	$ -
Mortgage-backed securities				
U.S. government-sponsored enterprises	71,998	-	71,998	-
Private mortgage-backed securities	2,477	-	2,477	-
Equity securities-financial services industry and other	1,279	1,279	-	-

The Company's available for sale securities portfolio contains investments, which are all rated within the Company's investment policy guidelines and upon review of the entire portfolio all securities are marketable and have observable pricing inputs.

For assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2012 and 2011 are as follows:

(Dollars in thousands)	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
December 31, 2012:				
Impaired loans	$ 6,239	$ -	$ -	$ 6,239
Foreclosed real estate	3,612	-	-	3,612
December 31, 2011:				
Impaired loans	$ 11,571	$ -	$ -	$ 11,571
Foreclosed real estate	4,959	-	-	4,959

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents additional qualitative information about assets measured at fair value on a nonrecurring basis and for which Level 3 inputs were used to determine fair value:

	Qualitative Information about Level 3 Fair Value Measurements			
(Dollars in thousands)	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)
December 31, 2012:				
Impaired loans	$ 6,239	Appraisal of collateral	Appraisal adjustments (1)	0% to -57.1% (-21.8%)
			Selling expenses (1)	-7.0% (-7.0%)
Foreclosed real estate	3,612	Appraisal of collateral		
December 31, 2011:				
Impaired loans	$ 11,571	Appraisal of collateral	Appraisal adjustments (1)	0% to -43.9% (-2.4%)
			Selling expenses (1)	-7.0% (-7.0%)
Foreclosed real estate	4,959	Appraisal of collateral		

(1) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated selling expenses. The range and weighted average of selling expenses and other appraisal adjustments are presented as a percent of the appraisal.

The following information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful. The following methods and assumptions were used to estimate the fair value of the Company's financial instruments at December 31, 2012 and 2011:

Cash and Cash Equivalents (Carried at Cost): The carrying amounts reported in the balance sheet for cash and cash equivalents approximate those assets' fair value.

Deposits (Carried at Cost): Fair value for fixed-rate time certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits. The Company generally purchases amounts below the insured limit, limiting the amount of credit risk on these time deposits.

Securities: The fair value of securities, available for sale (carried at fair value) and securities held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level I), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices. For certain securities which are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence (Level 3). In the absence of such evidence, management's best estimate is used. Management's best estimate consists of both internal and external support on certain Level 3 measurements. Internal cash flow models using a present value formula that includes assumptions market participants would use along with indicative exit pricing obtained from broker/dealers (where available) were used to support fair values of certain Level 3 investments.

Loans Receivable (Carried at Cost): The fair values of loans are estimated using discounted cash flow analyses, using the market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values.

Impaired Loans (Carried at Lower of Cost or Fair Value): Impaired loans are those that are accounted for under FASB ASC 310, Accounting by Creditors for Impairment of a Loan, in which the Company has measured impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included in Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements. At December 31, 2012 and 2011, the fair value consists of the loan balances of $6.2 million and $13.5 million, net of valuation allowance of $365 thousand and $1.9 million, respectively. Additional provisions for loan losses were $207 thousand and $1.4 million for the years ended December 31, 2012 and 2011, respectively.

Federal Home Loan Bank Stock (Carried at Cost): The carrying amount of restricted investment in bank stock approximates fair value and considers the limited marketability of such securities.

Deposit Liabilities (Carried at Cost): The fair values disclosed for demand, savings and money market accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Borrowings (Carried at Cost): Fair values of FHLB advances are estimated using discounted cash flow analysis, based on quoted prices for new FHLB advances with similar credit risk characteristics, terms and remaining maturity. These prices obtained from this active market represent a market value that is deemed to represent the transfer price if the liability were assumed by a third party.

Junior Subordinated Debentures (Carried at Cost): Fair values of junior subordinated debt are estimated using discounted cash flow analysis, based on market rates currently offered on such debt with similar credit risk characteristics, terms and remaining maturity.

Accrued Interest Receivable and Accrued Interest Payable (Carried at Cost): The carrying amounts of accrued interest receivable and payable approximate its fair value.

Off-Balance Sheet Instruments (Disclosed at Cost): Fair values for the Company’s off-balance sheet financial instruments (lending commitments and letters of credit) are based on fees currently charged in the market to enter into similar agreements, taking into account, the remaining terms of the agreements and the counterparties’ credit standing.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The fair values of the Company's financial instruments at December 31, 2012 and 2011 were as follows:

	December 31, 2012		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
(Dollars in thousands)	Carrying Amount	Fair Value	(Level I)	(Level II)	(Level III)
Financial assets:					
Cash and cash equivalents	$ 11,668	$ 11,668	$ 11,668	$ -	$ -
Time deposits with other banks	100	100	100	-	-
Securities available for sale	118,881	118,881	431	118,450	-
Securities held to maturity	5,221	5,472	-	5,472	-
Federal Home Loan Bank stock	1,980	1,980	-	1,980	-
Loans receivable, net of allowance	342,760	353,208	-	-	353,208
Accrued interest receivable	1,741	1,741	-	1,741	-
Financial liabilities:					
Non-maturity deposits	328,856	327,096	327,096	-	-
Time deposits	103,580	105,680	-	105,680	-
Borrowings	26,000	29,476	-	29,476	-
Junior subordinated debentures	12,887	6,315	-	6,315	-
Accrued interest payable	273	273	-	273	-

	December 31, 2011		Quoted Prices in Active Markets for Identical	Significant Other Observable	Significant Unobservable

(Dollars in thousands)	Carrying Amount	Fair Value	Assets (Level I)	Inputs (Level II)	Inputs (Level III)
Financial assets:					
Cash and cash equivalents	$ 37,500	$ 37,500	$ 37,500	$ -	$ -
Time deposits with other banks	100	100	100	-	-
Securities available for sale	96,324	96,324	1,316	95,008	-
Securities held to maturity	4,220	4,345	-	4,345	-
Federal Home Loan Bank stock	1,874	1,874	-	1,874	-
Loans receivable, net of allowance	332,495	334,403	-	-	334,403
Accrued interest receivable	1,735	1,735	-	1,735	-
Financial liabilities:					
Non-maturity deposits	314,570	314,571	314,571	-	-
Time deposits	110,806	113,527	-	113,527	-
Borrowings	26,000	29,686	-	29,686	-
Junior subordinated debentures	12,887	6,613	-	6,613	-
Accrued interest payable	301	301	-	301	-

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 – SECURITIES

Available for Sale

The amortized cost and fair value of securities available for sale as of December 31, 2012 and 2011 are summarized as follows:

(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2012				
State and political subdivisions	$ 27,341	$ 594	$ (194)	$ 27,741
Mortgage-backed securities:				
U.S. government-sponsored enterprises	90,487	671	(449)	90,709
Equity securities-financial services industry and other	460	16	(45)	431
	$ 118,288	$ 1,281	$ (688)	$ 118,881
December 31, 2011				
State and political subdivisions	$ 19,706	$ 883	$ (19)	$ 20,570
Mortgage-backed securities:				
U.S. government-sponsored enterprises	71,684	786	(472)	71,998
Private mortgage-backed securities	2,423	58	(4)	2,477
Equity securities-financial services industry and other	1,312	1	(34)	1,279
	$ 95,125	$ 1,728	$ (529)	$ 96,324

Securities with a carrying value of approximately $26.1 million and $21.5 million at December 31, 2012 and 2011, respectively, were pledged to secure public deposits and for other purposes required or permitted by applicable laws and regulations.

The amortized cost and fair value of securities available for sale at December 31, 2012 are shown below by contractual maturity. Actual maturities may differ from contractual maturities as issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Amortized Cost	Fair Value
Due in one year or less	$ -	$ -
Due after one year through five years	-	-
Due after five years through ten years	1,837	1,895
Due after ten years	25,504	25,846
Total state and political subdivisions	27,341	27,741
Mortgage-backed securities:		
U.S. government-sponsored enterprises	90,487	90,709
Equity securities-financial services industry and other	460	431
Total available for sale securities	$ 118,288	$ 118,881

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Gross gains on sales of securities available for sale were $1.8 million and $685 thousand and gross losses were $20 thousand and $40 thousand for the years ended December 31, 2012 and 2011, respectively. In addition, we realized gross gains of $8 thousand on debt securities that were called during the year ended December 31, 2012.

Temporarily Impaired Securities

The following table shows our investments' gross unrealized losses and fair value with unrealized losses that are not deemed to be other than temporarily impaired, aggregated by investment category and length of time that individual available for sale securities have been in a continuous unrealized loss position, at December 31, 2012 and 2011.

	Less Than Twelve Months		Twelve Months or More		Total	
(Dollars in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2012						
State and political subdivisions	$ 9,788	$ (194)	$ -	$ -	$ 9,788	$ (194)
Mortgage-backed securities:						
U.S. government-sponsored enterprises	31,901	(305)	4,658	(144)	36,559	(449)
Equity securities-financial services industry and other	106	(37)	109	(8)	215	(45)
Total temporarily impaired securities	$ 41,795	$ (536)	$ 4,767	$ (152)	$ 46,562	$ (688)
December 31, 2011						
State and political subdivisions	$ 115	$ (2)	$ 124	$ (17)	$ 239	$ (19)
Mortgage-backed securities:						
U.S. government-sponsored enterprises	34,576	(472)	-	-	34,576	(472)
Private mortgage-backed securities	518	(4)	-	-	518	(4)
Equity securities-financial services industry and other	-	-	1,025	(34)	1,025	(34)
Total temporarily impaired securities	$ 35,209	$ (478)	$ 1,149	$ (51)	$ 36,358	$ (529)

As of December 31, 2012, we reviewed our investment portfolio for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer and the intent and likelihood of selling the security. The intent and likelihood of sale of debt and equity securities is evaluated based upon our investment strategy for the particular type of security and our cash flow needs, liquidity position, capital adequacy and interest rate risk position. For each security (including but not limited to those whose fair value is less than their amortized cost basis), a review is conducted to determine if an other-than-temporary impairment has occurred.

State and Political Subdivisions

At December 31, 2012, the decline in fair value and the related unrealized losses for the Company's state and political subdivisions portfolio were caused by changes in interest rates and spreads and were not the result of credit quality. At December 31, 2012, there were seventeen securities with a fair value of $9.8 million that had an unrealized loss that amounted to $194 thousand. The average loss amounts to 1.9% of amortized cost at December 31, 2012. These securities typically have maturity dates greater than ten years and the fair values are more sensitive to changes in market interest rates. As of December 31, 2012, the Company did not intend to sell and it was not more-likely-than-not that the Company would be required to sell any of these securities before recovery of their amortized cost basis. Therefore none of the Company's state and political subdivision securities at December 31, 2012 were deemed to be other than temporarily impaired.

At December 31, 2011, the improvement in market value and the unrealized losses for the Company's state and political subdivisions portfolio were caused by changes in interest rates and spreads and were not the result of credit quality. At December 31, 2011, there were two securities with a fair value of $239 thousand that had an unrealized loss that amounted to $19 thousand. The average loss amounts to 7.2% of book value at December 31, 2011. These securities typically have maturity dates greater than ten years and the fair values are more sensitive to changes in market interest rates. As of December 31, 2011, the Company did not intend to sell and it was not more-likely-than-not that the Company would be required to sell any of these securities before recovery of their amortized cost basis. Therefore none of the Company's state and political subdivision securities at December 31, 2011 were deemed to be other than temporarily impaired.

Mortgage-Backed Securities

At December 31, 2012, the decline in fair value and the unrealized losses for our mortgage-backed securities backed by U.S. government-sponsored enterprises were primarily due to changes in spreads and market conditions and not credit quality. At December 31, 2012, there were twenty-two securities with a fair value of $36.6 million that had an unrealized loss that amounted to $449 thousand. As of December 31, 2012, we did not intend to sell and it was not more-likely-than-not that we would be required to sell any of these securities before recovery of their amortized cost basis. Therefore, none of our mortgage-backed securities at December 31, 2012, were deemed to be other-than-temporarily impaired.

At December 31, 2011, the improvement in fair value and the unrealized losses for our mortgage-backed securities backed by U.S. government-sponsored enterprises were primarily due to changes in spreads and market conditions and not credit quality. At December 31, 2011, there were 17 securities with a fair value of $34.6 million that had an unrealized loss that amounted to $472 thousand. As of December 31, 2011, we did not intend to sell and it was not more-likely-than-not that we would be required to sell any of these securities before recovery of their amortized cost basis. Therefore, none of our mortgage-backed securities at December 31, 2011, were deemed to be other-than-temporarily impaired.

Equity Securities

Our investments in marketable equity securities consist primarily of one equity portfolio fund and common stock of entities in the financial services industry. At December 31, 2012, there were two securities with a fair value of $215 thousand that had an unrealized loss of $45 thousand. These securities have been adversely impacted by the effects of the current economic environment on the financial services industry. We evaluated each of the underlying banks for credit impairment based on its financial condition and performance. Based on our evaluation and our ability and intent to hold those investments for a reasonable period of time sufficient for a forecasted recovery of amortized cost, we do not consider these investments to be other-than-temporarily impaired at December 31, 2012. We continue to closely monitor the performance of the securities we own as well as the impact from any further deterioration in the economy or in the banking industry that may adversely affect these securities. We will continue to evaluate them for other-than-temporary impairment, which could result in a future non-cash charge to earnings.

At December 31, 2011 the Company's investments in marketable equity securities consisted primarily of a mutual fund, one equity portfolio fund and common stock of entities in the financial services industry. At December 31, 2011, there were three securities that had an unrealized loss. These securities, other than the mutual fund which had a fair value of $849 thousand and an unrealized loss of $1 thousand at December 31, 2011, have been adversely impacted by the effects of the current economic environment on the financial services industry. We evaluated each of the underlying banks for credit impairment based on its financial condition and performance. Based on our evaluation and the Company's ability and intent to hold those investments for a reasonable period of time sufficient for a forecasted recovery of amortized cost, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2011. We continue to closely monitor the performance of the securities we own as well as the impact from any further deterioration in the economy or in the banking industry that may adversely affect these securities. The Company will continue to evaluate them for other-than-temporary impairment, which could result in a future non-cash charge to earnings.

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During 2011, the Company recognized a $231 thousand pre-tax ($183 thousand after-tax, or $0.06 per share) non-cash other-than-temporarily impaired charge related to an equity portfolio fund and common stock. The Company recognized a $144 thousand charge on the equity portfolio fund comprised of common stocks of bank holding companies that had an amortized cost of $250 thousand and a termination date of December 2012. The additional $87 thousand impairment charge was recognized on a common stock that had an amortized cost of $230 thousand. The impairment was recognized because the market value of this security was below the Company's amortized cost for an extended period of time along with credit deterioration in some of the underlying collateral and it was not believed the market value of this security would recover to the Company's amortized cost.

Held to Maturity Securities

The amortized cost and fair value of securities held to maturity as of December 31, 2012 and 2011 are summarized as follows:

(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2012				
State and political subdivisions	$ 5,221	$ 260	$ (9)	$ 5,472
December 31, 2011				
State and political subdivisions	$ 4,220	$ 125	$ -	$ 4,345

There were two securities in the held to maturity portfolio on December 31, 2012 with unrealized losses and one security in the held to maturity portfolio on December 31, 2011 with unrealized losses.

The amortized cost and fair value of securities held to maturity at December 31, 2012 are shown below by contractual maturity. Actual maturities may differ from contractual maturities as issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Amortized Cost	Fair Value
Due in one year or less	$ 1,223	$ 1,223
Due after one year through five years	-	-
Due after five years through ten years	1,307	1,331
Due after ten years	2,691	2,918
Total held to maturity securities	$ 5,221	$ 5,472

Temporarily Impaired Securities

The following table shows our held to maturity investments' gross unrealized losses and fair value with unrealized losses that are not deemed to be other than temporarily impaired, aggregated by investment category and length of time that individual held to maturity securities have been in a continuous unrealized loss position, at December 31, 2012. There were no held to maturity securities with unrealized losses at December 31, 2011.

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	Less Than Twelve Months		Twelve Months or More		Total	
(Dollars in thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
December 31, 2012						
State and political subdivisions	$ 830	$ (9)	$ -	$ -	$ 830	$ (9)

As of December 31, 2012, we reviewed our held to maturity investment portfolio for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer and the intent and likelihood of selling the security. The intent and likelihood of sale of debt and equity securities is evaluated based upon our investment strategy for the particular type of security and our cash flow needs, liquidity position, capital adequacy and interest rate risk position. For each security whose fair value is less than their amortized cost basis, a review is conducted to determine if an other-than-temporary impairment has occurred.

State and Political Subdivisions

At December 31, 2012, the decline in fair value and the unrealized losses for our state and political subdivisions portfolio were caused by changes in interest rates and spreads and were not the result of credit quality. At December 31, 2012, there were two securities with a fair value of $830 thousand that had an unrealized loss that amounted to $9 thousand. These securities typically have maturity dates greater than 10 years and the fair values are more sensitive to changes in market interest rates. As of December 31, 2012, we did not intend to sell and it was not more-likely-than-not that we would be required to sell any of these securities before recovery of their amortized cost basis. Therefore, none of our state and political subdivision securities at December 31, 2012, were deemed to be other-than-temporarily impaired.

NOTE 5 – LOANS

The composition of net loans receivable at December 31, 2012 and 2011 is as follows:

(Dollars in thousands)	December 31, 2012	December 31, 2011
Commercial and industrial loans	$ 16,158	$ 13,711
Construction	7,004	8,520
Commercial real estate	225,345	216,191
Residential real estate	98,301	100,175
Consumer and other	1,255	1,336
	348,063	339,933
Unearned net loan origination fees	(327)	(228)
Allowance for loan losses	(4,976)	(7,210)
Net loans receivable	$ 342,760	$ 332,495

Mortgage loans serviced for others are not included in the accompanying balance sheets. The total amount of loans serviced for the benefit of others was approximately $695 thousand and $852 thousand at December 31, 2012 and 2011, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6 – ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY OF FINANCING RECEIVABLES

The following table presents changes in the allowance for loan losses disaggregated by the class of loans receivable for the years ended December 31, 2012 and 2011:

(Dollars in thousands)	Commercial and Industrial	Construction	Commercial Real Estate	Residential Real Estate	Consumer and Other	Unallocated	Total
December 31, 2012							
Beginning balance	$ 304	$ 294	$ 4,833	$ 987	$ 9	$ 783	$ 7,210
Charge-offs	(169)	(1,538)	(3,904)	(998)	(62)	-	(6,671)
Recoveries	2	-	78	-	27	-	107
Provision	134	1,467	2,388	880	64	(603)	4,330
Ending balance	$ 271	$ 223	$ 3,395	$ 869	$ 38	$ 180	$ 4,976
December 31, 2011							
Beginning balance	$ 436	$ 1,183	$ 3,760	$ 798	$ 56	$ 164	$ 6,397
Charge-offs	(24)	(909)	(2,057)	(12)	(40)	-	(3,042)
Recoveries	6	516	8	-	19	-	549
Provision	(114)	(496)	3,122	201	(26)	619	3,306
Ending balance	$ 304	$ 294	$ 4,833	$ 987	$ 9	$ 783	$ 7,210

The following table presents the balance in the allowance of loan losses at December 31, 2012 and 2011 disaggregated on the basis of our impairment method by class of loans receivable along with the balance of loans receivable by class disaggregated on the basis of our impairment methodology:

	Allowance for Loan Losses			Loans Receivable		
(Dollars in thousands)	Balance	Balance Related to Loans Individually Evaluated for Impairment	Balance Related to Loans Collectively Evaluated for Impairment	Balance	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
December 31, 2012						
Commercial and industrial	$ 271	$ 27	$ 244	$ 16,158	$ 27	$ 16,131

Construction	223	42	181	7,004	2,462	4,542
Commercial real estate	3,395	230	3,165	225,345	12,682	212,663
Residential real estate	869	66	803	98,301	3,351	94,950
Consumer and other loans	38	-	38	1,255	-	1,255
Unallocated	180	-	-	-	-	-
Total	$ 4,976	$ 365	$ 4,431	$ 348,063	$ 18,522	$ 329,541
December 31, 2011						
Commercial and industrial	$ 304	$ 16	$ 288	$ 13,711	$ 32	$ 13,679
Construction	294	50	244	8,520	2,458	6,062
Commercial real estate	4,833	1,572	3,261	216,191	22,722	193,469
Residential real estate	987	319	668	100,175	2,482	97,693
Consumer and other loans	9	-	9	1,336	-	1,336
Unallocated	783	-	-	-	-	-
Total	$ 7,210	$ 1,957	$ 4,470	$ 339,933	$ 27,694	$ 312,239

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An age analysis of loans receivable which were past due as of December 31, 2012 and 2011 is as follows:

(Dollars in thousands)	30-59 Days Past Due	60-89 days Past Due	Greater Than 90 Days (a)	Total Past Due	Current	Total Financing Receivables	Recorded Investment > 90 Days and Accruing
December 31, 2012							
Commercial and industrial	$ -	$ -	$ 27	$ 27	$ 16,131	$ 16,158	$ -
Construction	-	-	2,462	2,462	4,542	7,004	-
Commercial real estate	1,103	1,303	12,127	14,533	210,812	225,345	65
Residential real estate	207	127	3,315	3,649	94,652	98,301	-
Consumer and other	12	3	144	159	1,096	1,255	143
Total	$ 1,322	$ 1,433	$ 18,075	$ 20,830	$ 327,233	$ 348,063	$ 208
December 31, 2011							
Commercial and industrial	$ 428	$ -	$ 32	$ 460	$ 13,251	$ 13,711	$ -
Construction	558	-	3,243	3,801	4,719	8,520	785
Commercial real estate	5,238	137	19,311	24,686	191,505	216,191	-
Residential real estate	940	-	2,482	3,422	96,753	100,175	-
Consumer and other	17	1	18	36	1,300	1,336	18
Total	$ 7,181	$ 138	$ 25,086	$ 32,405	$ 307,528	$ 339,933	$ 803

(a) includes loans greater than 90 days past due and still accruing and non-accrual loans.

Loans for which the accrual of interest has been discontinued at December 31, 2012 and 2011 were:

(Dollars in thousands)

	December 31, 2012	December 31, 2011
Commercial and industrial	$ 27	$ 32
Construction	2,462	2,458
Commercial real estate	12,062	19,311
Residential real estate	3,315	2,482
Consumer and other	1	-
Total	$ 17,867	$ 24,283

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In determining the adequacy of the allowance for loan losses, the Company estimates losses based on the identification of specific problem loans through its credit review process and also estimates losses inherent in other loans on an aggregate basis by loan type. The credit review process includes the independent evaluation of the loan officer assigned risk ratings by the Chief Credit Officer and a third party loan review company. Such risk ratings are assigned loss component factors that reflect the Company's loss estimate for each group of loans. It is management's and the board of directors' responsibility to oversee the lending process to ensure that all credit risks are properly identified, monitored, and controlled, and that loan pricing, terms, and other safeguards against non-performance and default are commensurate with the level of risk undertaken and is rated as such based on a risk-rating system. Factors considered in assigning risk ratings and loss component factors include: borrower specific information related to expected future cash flows and operating results, collateral values, financial condition, payment status and other information; levels of and trends in portfolio charge-offs and recoveries; levels in portfolio delinquencies; effects of changes in loan concentrations and observed trends in the economy and other qualitative measurements.

The Company's risk-rating system as defined below is consistent with the system used by regulatory agencies and consistent with industry practices. Loan classifications of Substandard, Doubtful or Loss are consistent with the regulatory definitions of classified assets.

Pass: This category represents loans performing to contractual terms and conditions and the primary source of repayment is adequate to meet the obligation. The Company has five categories within the Pass classification depending on strength of repayment sources, collateral values and financial condition of the borrower.

Special Mention: This category represents loans performing to contractual terms and conditions; however the primary source of repayment or the borrower is exhibiting some deterioration or weaknesses in financial condition that could potentially threaten the borrowers' future ability to repay our loan principal and interest or fees due.

Substandard: This category represents loans that the primary source of repayment has significantly deteriorated or weakened which has or could threaten the borrowers' ability to make scheduled payments. The weaknesses require close supervision by the Company's management and there is a distinct possibility that the Company could sustain some loss if the deficiencies are not corrected. Such weaknesses could jeopardize the timely and ultimate collection of our loan principal and interest or fees due. Loss may not be expected or evident, however, loan repayment is inadequately supported by current financial information or pledged collateral.

Doubtful: Loans so classified have all the inherent weaknesses of a substandard loan with the added provision that collection or liquidation in full is highly questionable and not reasonably assured. The probability of at least partial loss is high, but extraneous factors might strengthen the asset to prevent loss. The validity of the extraneous factors must be continuously monitored. Once these factors are questionable the loan should be considered for full or partial charge-off.

Loss: Loans so classified are considered uncollectible, and of such little value that their continuance as active assets of the Company is not warranted. Such loans are fully charged off.

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The following tables illustrate the Company's corporate credit risk profile by creditworthiness category as of December 31, 2012 and 2011:

(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
December 31, 2012					
Commercial and industrial	$ 15,860	$ 269	$ 23	$ 6	$ 16,158
Construction	4,542	-	2,462	-	7,004
Commercial real estate	203,106	4,648	17,256	335	225,345
Residential real estate	93,563	253	4,485	-	98,301
Consumer and other	1,112	-	143	-	1,255
	$ 318,183	$ 5,170	$ 24,369	$ 341	$ 348,063
December 31, 2011					
Commercial and industrial	$ 13,103	$ 398	$ 202	$ 8	$ 13,711
Construction	5,057	-	3,463	-	8,520
Commercial real estate	180,862	6,987	27,769	573	216,191
Residential real estate	95,491	494	4,190	-	100,175
Consumer and other	1,336	-	-	-	1,336
	$ 295,849	$ 7,879	$ 35,624	$ 581	$ 339,933

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table reflects information regarding the Company's impaired loans as of December 31, 2012 and 2011 and for the years then ended:

(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
December 31, 2012					
With no related allowance recorded:					
Construction	$ 2,421	$ 2,743	$ -	$ 3,217	$ 41
Commercial real estate	10,466	13,581	-	13,131	81
Residential real estate	2,675	2,768	-	2,192	91
With an allowance recorded:					
Commercial and industrial	27	27	27	177	-
Construction	42	42	42	66	-
Commercial real estate	2,216	3,135	230	5,792	64
Residential real estate	675	675	66	558	26
Total:					
Commercial and industrial	27	27	27	177	-
Construction	2,463	2,785	42	3,283	41
Commercial real estate	12,682	16,716	230	18,923	145
Residential real estate	3,350	3,443	66	2,750	117
	$ 18,522	$ 22,971	$ 365	$ 25,133	$ 303
December 31, 2011					
With no related allowance recorded:					
Construction	$ 2,062	$ 2,331	$ -	$ 3,030	$ 1
Commercial real estate	10,346	12,932	-	11,547	198
Residential real estate	1,758	1,758	-	1,235	58
With an allowance recorded:					
Commercial and industrial	32	32	16	72	-
Construction	396	396	50	1,633	-
Commercial real estate	12,376	12,399	1,572	9,335	150
Residential real estate	724	724	319	676	1
Total:					
Commercial and industrial	32	32	16	72	-
Construction	2,458	2,727	50	4,663	1

Commercial real estate	22,722	25,331	1,572	20,882	348
Residential real estate	2,482	2,482	319	1,911	59
Consumer and other	-	-	-	-	-
	$ 27,694	$ 30,572	$ 1,957	$ 27,528	$ 408

The average recorded investment in impaired loans is calculated using the average of impaired loans over the past five quarter-end periods. The Company recognizes income on impaired loans under the cash basis when the collateral on the loan is sufficient to cover the outstanding obligation to the Company. If these factors do not exist, the Company will record all payments as a reduction of principal on such loans.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Impaired loans include loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, postponement or forgiveness of principal, forbearance or other actions intended to maximize collection.

The following table presents the recorded investment in troubled debt restructured loans as of December 31, 2012 and 2011 based on payment performance status:

(Dollars in thousands)	Commercial Real Estate	Commercial & Industrial	Residential Real Estate	Total
December 31, 2012				
Performing	$ 603	$ -	$ 5	$ 608
Non-performing	1,829	6	228	2,063
Total	$ 2,432	$ 6	$ 233	$ 2,671
December 31, 2011				
Performing	$ 5,592	$ 8	$ -	$ 5,600
Non-performing	2,682	-	-	2,682
Total	$ 8,274	$ 8	$ -	$ 8,282

Troubled debt restructured loans are considered impaired and are included in the previous impaired loans disclosures in this footnote. As of December 31, 2012, we have not committed to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

The following tables summarize troubled debt restructurings that occurred during the year ended December 31, 2012 and 2011:

(Dollars in thousands)	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
December 31, 2012			
Residential real estate	2	$ 233	$ 233
December 31, 2011			
Commercial Real Estate	1	$ 1,535	$ 1,535

The troubled debt restructurings described above did not require an allocation of the allowance for credit losses for the years ended December 31, 2012 and 2011. No charge-offs were recorded during the twelve month periods ending December 31, 2012 and 2011.

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The following table summarizes the troubled debt restructurings for which there was a payment default within twelve months following the date of the restructuring for the year ended December 31, 2012 and 2011:

(Dollars in thousands)	Number of Loans	Recorded Investment
December 31, 2012		
Residential real estate	1	$ 228
December 31, 2011		
Commercial Real Estate	3	$ 4,345

Loans are considered to be in payment default once it is greater than 30 days contractually past due under the modified terms. The troubled debt restructurings described above that subsequently defaulted resulted in a net allocation of the allowance for credit losses of $5 thousand and $262 thousand for the years ended December 31, 2012 and 2011, respectively. There were no charge-offs on these defaulted troubled debt restructurings during the twelve month periods ended December 31, 2012 and 2011.

NOTE 7 – PREMISES AND EQUIPMENT

The components of premises and equipment at December 31, 2012 and 2011 are as follows:

(Dollars in thousands)	2012	2011
Land and land improvements	$ 1,978	$ 1,978
Building and building improvements	5,907	5,898
Leasehold improvements	401	393
Furniture, fixtures and equipment	6,908	6,754
Assets in progress	118	251

	15,312	15,274
Accumulated depreciation	(8,836)	(8,496)
Premises and equipment, net	$ 6,476	$ 6,778

During the years ended December 31, 2012 and 2011, depreciation expense totaled $677 thousand and $597 thousand, respectively.

NOTE 8 – DEPOSITS

The components of deposits at December 31, 2012 and 2011 are as follows:

(Dollars in thousands)	2012	2011
Demand, non-interest bearing	$ 48,375	$ 44,762
Savings, money market and interest-bearing demand	280,481	269,808
Time deposits less than $100 thousand	66,472	70,868
Time deposits $100 thousand and over	37,108	39,938
Total deposits	$ 432,436	$ 425,376

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At December 31, 2012, the scheduled maturities of time deposits are as follows (in thousands):

(Dollars in thousands)	
Within one year	$60,850
One to two years	9,324
Two to three years	8,391
Three to four years	22,422
After four years	2,593
	$103,580

NOTE 9 – BORROWINGS

At December 31, 2012, the Bank had secured borrowing potential with the Federal Home Loan Bank of New York ("FHLBNY") for borrowings of up to $56.1 million and a $4.0 million line of credit at Atlantic Central Bankers Bank ("ACBB"). The borrowings at the FHLBNY are secured by a pledge of qualifying residential and commercial mortgage loans, having an aggregate unpaid principal balance of approximately $73.8 million. At December 31, 2012, the Bank had the ability to borrow up to $30.0 million at FHLBNY and $4.0 million at ACBB.

Long-Term Borrowings

At December 31, 2012 and 2011 the Bank had the following long-term borrowings from the FHLBNY (in thousands):

Maturity Date	Initial Conversion Date	Interest Rate	Balance at December 31, 2012	2011
December 7, 2016	December 7, 2008	4.00%	$ 5,000	$ 5,000
June 21, 2017	June 21, 2008	4.60%	6,000	6,000
December 7, 2017	December 7, 2012	3.97%	5,000	5,000
December 26, 2017	December 26, 2009	3.66%	5,000	5,000
December 26, 2017	December 26, 2010	3.79%	5,000	5,000
			$ 26,000	$ 26,000

Maturities of debt in years subsequent to December 31, 2012 are as follows (in thousands):

Within one year	$ -
One to two years	-
Two to three years	-
Three to four years	5,000
Four to five years	21,000
After five years	-
	$ 26,000

The above borrowings identified with an Initial Conversion Date are convertible notes that contain an option which allows the FHLBNY, at quarterly intervals commencing after each initial conversion date, to convert the fixed convertible advance into replacement funding for the same or lesser principal amount based on any advance then offered by the FHLBNY at their current market rates. The Bank has the option to repay these advances, if converted, without penalty.

NOTE 10 – JUNIOR SUBORDINATED DEBENTURES AND MANDATORY REDEEMABLE CAPITAL DEBENTURES

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On June 28, 2007, Sussex Capital Trust II, a Delaware statutory business trust and a non-consolidated wholly-owned subsidiary of the Company, issued $12.5 million of variable rate capital trust pass-through securities to investors. Sussex Capital Trust II purchased $12.9 million of variable rate junior subordinated deferrable interest debentures from Sussex Bancorp. The debentures are the sole asset of the Trust. The terms of the junior subordinated debentures are the same as the terms of the capital securities. Sussex Bancorp has also fully and unconditionally guaranteed the obligations of the Trust under the capital securities. The variable interest rate reprices quarterly at the three month LIBOR plus 1.44% and was 1.75% and 1.99% at December 31, 2012 and 2011, respectively. The capital securities are redeemable by Sussex Bancorp during the first five years at a redemption price of 103.5% of par for the first year and thereafter on a sliding scale down to 100% of par on or after September 15, 2012, in whole or in part or earlier if the deduction of related interest for federal income taxes is prohibited, classification as Tier I capital is no longer allowed, or certain other contingencies arise. The capital securities must be redeemed upon final maturity of the subordinated debentures on September 15, 2037.

NOTE 11 – LEASE COMMITMENTS AND TOTAL RENTAL EXPENSE

The Company has operating lease agreements expiring in various years through 2020. The Company has the option to extend the lease agreements for additional lease terms. The Company is responsible to pay all real estate taxes, insurance, utilities and maintenance and repairs on its leased facilities.

Future minimum lease payments by year are as follows as of December 31, 2012 (in thousands):

2013	$ 466
2014	277
2015	200
2016	65
2017	19
Thereafter	39
	$ 1,066

Rent expense was $541 thousand and $497 thousand for the years ended December 31, 2012 and 2011, respectively.

NOTE 12 – EMPLOYEE BENEFIT PLANS

The Company has a 401(k) Plan and Trust (the “401(k) Plan”) for its employees. Non-highly compensated employees may contribute up to the statutory limit of 75% of their salary to the 401(k) Plan. Highly compensated employees are restricted to a contribution up to 7% of their salary. The Company provides a 50% match of the employee's contribution up to 6% of the employee's annual salary. The amount charged to expense related to the 401(k) Plan for the years ended December 31, 2012 and 2011 was $126 thousand and $119 thousand, respectively.

The Company also maintains nonqualified Supplemental Salary Continuation Plans (the “Supplemental Plans”) covering the Company’s former Chairman and a former executive officer of the Company. Under the provisions of the Supplemental Plans, the Company has executed agreements providing the officers a retirement benefit. Payments from the Supplemental Plans for the Chairman began in May of 2008 and the other executive started in April of 2010. For the years ended December 31, 2012 and 2011, $82 thousand and $76 thousand, respectively was charged to expense in connection with the Plans.

In March of 2005, the Board of Directors approved an Executive Incentive and Deferred Compensation Plan (the “Incentive Plan”). The purpose of the Incentive Plan is to motivate and reward participants for achieving bank financial and strategic goals as well as to provide specified benefits to a select group of management or highly compensated employees who contribute materially to the continued growth, development and future business success of the Company. No incentive compensation was recorded under the Incentive Plan for the years ended December 31, 2012 and 2011. Participants may elect to receive their award or defer compensation in a deferral account which will earn interest at the average interest rate earned by the Company in its investment portfolio, compounded monthly. For the years ended December 31, 2012 and 2011, the carrying value of deferred compensation was $147 thousand and $66 thousand, respectively.

In July 2006, the Board of Directors adopted a Director Deferred Compensation Agreement for both the Bank and the Company (the "DCA"). Under the terms of the DCA, a director may elect to defer all or a portion of his retainer and fees for the coming year. Under the DCA, only the payment of the compensation earned is deferred, and there is no deferral of the expense in the Company's financial statements related to the participant's deferred compensation, which will be charged to the Company's income statement as an expense in the period in which the participant earned the compensation. The deferred amounts are credited with earnings at a rate equal to the average interest rate earned by the Company on its investment portfolio or at a rate that tracks the performance of the Company's common stock. The participant's benefit will be distributed to the participant or his beneficiary upon a change in control of the Company, the termination of the DCA, the occurrence of an unforeseeable emergency, the termination of service or the participant's death or disability. Upon distribution, a participant's benefit will be paid in monthly installments over a period of ten years. For the years ended December 31, 2012 and 2011, $315 thousand and $177 thousand, respectively, have been deferred.

The Company had an Employee Stock Ownership Plan (the "ESOP Plan") for the benefit of all employees who met the eligibility requirements set forth in the ESOP Plan. The amount of employer contributions to the ESOP Plan was at the discretion of the Board of Directors. There were no contributions charged to expense for the years ended December 31, 2012 and 2011. The ESOP Plan was dissolved in December 2011 and distributions to all active participants were made in the Company's common stock. At December 31, 2011 there were no shares left in the Plan.

NOTE 13 – COMPREHENSIVE INCOME

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income.

The components of other comprehensive (loss) income, both before tax and net of tax, are as follows:

	Year Ended December 31, 2012			Year Ended December 31, 2011		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Other comprehensive (loss) income:						
Unrealized gains on available for sale securities	$ 1,193	$ 477	$ 716	$ 1,534	$ 614	$ 920
Reclassification adjustment for gains on securities transactions included in net income	(1,799)	(720)	(1,079)	(414)	(166)	(248)
Total other comprehensive (loss) income	$ (606)	$ (243)	$ (363)	$ 1,120	$ 448	$ 672

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NOTE 14 – EARNINGS PER SHARE

The following table sets forth the computations of basic and diluted earnings per share:

(In thousands, except share and per share data)	Income (Numerator)	Shares (Denominator)	Per Share Amount
Year Ended December 31, 2012:			
Basic earnings per share:			
Net income applicable to common stockholders	$ 735	3,261,809	$ 0.23
Effect of dilutive securities:			
Unvested stock awards	-	25,208	
Diluted earnings per share:			
Net income applicable to common stockholders and assumed conversions	$ 735	3,287,017	$ 0.22
Year Ended December 31, 2011:			
Basic earnings per share:			
Net income applicable to common stockholders	$ 2,470	3,256,183	$ 0.76
Effect of dilutive securities:			
Unvested stock awards	-	71,196	
Diluted earnings per share:			
Net income applicable to common stockholders and assumed conversions	$ 2,470	3,327,379	$ 0.74

Options to purchase 55,751 and 111,034 shares of common stock were outstanding during December 31, 2012 and 2011, respectively, but were not included in the computation of diluted EPS because the options' exercise price was greater than the average market price of the common shares.

NOTE 15 – STOCK INCENTIVE PLANS

During 2005, the stockholders approved the 2004 Equity Incentive Plan (the "2004 Plan") to provide equity incentives to selected persons. Awards may be granted to employees, officers, directors, consultants and advisors of the Company or subsidiary. Awards granted under the 2004 Plan may be either stock options or restricted stock awards and are designated at the time of grant. Options granted under the 2004 Plan to directors, consultants and advisors are non-qualified stock options. Options granted to officers and other employees may be incentive stock options or non-qualified stock options. Restricted stock awards may be made to any plan participant. As of December 31, 2012, there were 37,683 shares available for future grants under the 2004 Plan.

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Information regarding the Company's restricted stock grants activity for the years ended December 31, 2012 and 2011 are as follows:

	2012		2011	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested restricted stock, beginning of year	115,729	$ 4.86	101,991	$ 4.71
Granted	37,496	4.97	25,305	6.10
Forfeited	(2,234)	5.27	(3,858)	5.89
Vested	(27,847)	5.15	(7,709)	6.47
Non-vested restricted stock, end of year	123,144	$ 4.83	115,729	$ 4.86

Total stock-based compensation related to restricted stock awards was $153 thousand and $94 thousand for the years ended December 31, 2012 and December 31, 2011, respectively. As of December 31, 2012 and 2011, there were $477 thousand and $456 thousand, respectively, of unrecognized compensation cost related to non-vested restricted stock awards which is expected to be recognized over a weighted average period of 3.0 years and 4.1 years.

Remaining non-vested restricted stock grants at December 31, 2012 are expected to vest as follows:

	Number of shares
2013	38,619
2014	36,164
2015	28,990
2016	17,408
2017	1,963

123,144

Restricted stock activity for the years ended December 31, 2012 and 2011 are as follows:

	Number of Shares	
	2012	2011
Accumulated shares granted	174,089	138,826
Vested during the year	27,847	7,709

During 1995, the stockholders approved a stock option plan for nonemployee directors and employees (the "1995 Plan") and in 2001 the stockholders approved the 2001 Stock Option Plan (the "2001 Plan") to provide equity incentives to employees, officers and directors. Both of these plans expired ten years following their approval, and therefore, at December 31, 2012 there were no authorized shares left to be granted in either plan.

Options granted under the 2001 Plan and the 2004 Plan to officers and other employees and which are incentive stock options, are subject to limitations under Section 422 of the Internal Revenue Code. The option price under each such grant shall not be less than the fair market value on the date of the grant. No option will be granted for a term in excess of ten years. The Company established a vesting schedule that must be satisfied before the options may be exercised.

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As of December 31, 2012, there are 29,382 options outstanding which will expire between January 2013 and October 2014 under the 1995 Plan and 26,369 options outstanding under the 2001 Plan which will expire between January 2013 and October 2015. There were no options outstanding under the 2004 Plan at December 31, 2012.

Stock option transactions under all plans are summarized as follows:

	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Contractual Term	Aggregate Intrinsic Value
Outstanding, December 31, 2010	116,075	$ 12.33		
Options forfeited	(5,041)	13.94		
Outstanding, December 31, 2011	111,034	12.25		
Options expired	(9,089)	9.12		
Options forfeited	(46,194)	12.60		
Outstanding, December 31, 2012	55,751	$ 12.48	1.24	$ -
Exercisable, December 31, 2012	55,751	$ 12.48	1.24	$ -

The following table summarizes information about stock options outstanding and exercisable at December 31, 2012:

Exercise Price	Number Outstanding	Remaining Contractual Life	Number Exercisable
8.86	8,660	0.0	8,660
8.99	10,273	0.8	10,273
12.63	6,708	2.8	6,708
13.39	7,634	2.0	7,634
14.67	16,886	1.0	16,886
16.45	5,590	1.8	5,590
	55,751		55,751

There were no stock options exercised during 2012 and options outstanding and exercisable had no intrinsic value at December 31, 2012.

NOTE 16 – INCOME TAXES

The Company and its subsidiary are subject to U.S. federal and state income tax. The components of income tax expense for the years ended December 31, 2012 and 2011 are as follows:

(Dollars in thousands)	2012	2011
Current:		
Federal	$ (22)	$ 744
State	22	271
	-	1,015
Deferred:		
Federal	(375)	(269)
State	46	(109)
	(329)	(378)
	$ (329)	$ 637

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The reconciliation of the statutory federal income tax at a rate of 34% to the income tax expense (benefit) included in the statements of income and comprehensive income for the years ended December 31, 2012 and 2011 is as follows:

(Dollars in thousands)	2012		2011	
Federal income tax at statutory rate	$ 138	34 %	$ 1,056	34 %
Tax exempt interest	(398)	(98)	(399)	(13)
State income tax, net of federal income tax effect	45	11	106	4
Bank owned life insurance	(134)	(33)	(142)	(5)
Other	20	5	16	1
	$ (329)	(81)%	$ 637	21 %

The components of the net deferred tax asset at December 31, 2012 and 2011 are as follows:

(Dollars in thousands)	2012	2011
Deferred tax assets:		
Allowance for loan losses	$ 1,987	$ 2,880
Deferred compensation	584	504
Foreclosed real estate	565	89
AMT credit	532	-
Intangible assets	34	40
Restricted stock	142	77
Other-than-temporary impairment	96	96
Other	254	131
Total deferred tax assets	4,194	3,817
Deferred tax liabilities:		
Depreciation	(260)	(209)
Prepaid expenses	(151)	(154)
Unrealized gain on securities, available for sale	(237)	(480)
Total deferred tax liabilities	(648)	(843)
Net deferred tax asset	$ 3,546	$ 2,974

NOTE 17 – TRANSACTIONS WITH EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL STOCKHOLDERS

The Company has had, and may be expected to have in the future, banking transactions in the ordinary course of business with its executive officers, directors, principal stockholders, their immediate families and affiliated companies (commonly referred to as related parties), on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with others.

The related party loan activity for the years ended December 31, 2012 and 2011 is summarized as follows:

(Dollars in thousands)	2012	2011
Balance, beginning	$ 4,699	$ 4,266
Disbursements	1,199	865
Repayments and other	(573)	(432)
Balance, ending	$ 5,325	$ 4,699

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Certain related parties of the Company provided legal services and appraisal services to the Company. Legal services provided by related parties totaled $144 thousand and $24 thousand for the years ended December 31, 2012 and 2011, respectively. Appraisal services provided by related parties totaled $37 thousand and $13 thousand for the years ended December 31, 2012 and 2011, respectively. The Company also paid rent to related parties for an office location in the amount of $181 thousand and $177 thousand for the years ended December 31, 2012 and 2011, respectively.

NOTE 18 – FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and letters of credit. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

A summary of the Company's financial instrument commitments at December 31, 2012 and 2011 is as follows:

(Dollars in thousands)	2012	2011
Commitments to grant loans	$ 34,459	$ 10,308
Unfunded commitments under lines of credit	32,265	26,079
Outstanding standby letters of credit	1,766	1,576

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include personal or commercial real estate, accounts receivable, inventory and equipment.

Outstanding letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for standby letters of credit is represented by the contractual amount of those instruments. These standby letters of credit expire within twelve months, although many have automatic renewal provisions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending other loan commitments. The Company requires collateral and personal guarantees supporting these letters of credit as deemed necessary. Management believes that the proceeds obtained through a liquidation of such collateral and enforcement of personal guarantees would be sufficient to cover the maximum potential amount of future payments required under the corresponding guarantees. The current amount of the liability as of December 31, 2012 and 2011 for guarantees under standby letters of credit issued is not material.

NOTE 19 – REGULATORY MATTERS

The Company is required to maintain cash reserve balances either in vault cash or with the Federal Reserve Bank. The total of those reserve balances was approximately $1.7 million at December 31, 2012.

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet the minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets, and of Tier I capital to average assets. Management believes, as of December 31, 2012, that the Bank meets all capital adequacy requirements to which they are subject.

As of December 31, 2012, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank's actual capital amounts and ratios at December 31, 2012 and 2011 are presented below:

	Actual		For Capital Adequacy Purposes		To be Well Capitalized under Prompt Corrective Action Provisions	
(Dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2012						
Total capital (to risk-weighted assets):	$ 51,672	14.13%	$ >29,246	>8.00%	$ >36,558	>10.00%
Tier I capital (to risk-weighted assets):	47,096	12.88	>14,623	>4.00	>21,935	>6.00
Tier I capital (to average assets):	47,096	9.27	>20,311	>4.00	>25,389	>5.00
As of December 31, 2011						
Total capital (to risk-weighted assets):	$ 50,541	14.31%	$ >28,260	>8.00%	$ >35,325	>10.00%
Tier I capital (to risk-weighted assets):	46,091	13.05	>14,130	>4.00	>21,195	>6.00
Tier I capital (to average assets):	46,091	9.29	>19,853	>4.00	>24,816	>5.00

The Bank is subject to certain restrictions on the amount of dividends that it may declare due to regulatory considerations. The State of New Jersey banking laws specify that no dividend shall be paid by the Bank on its capital stock unless, following the payment of such dividend, the capital stock of the Bank will be unimpaired and the Bank will have a surplus of not less than 50% of its capital stock or, if not, the payment of such dividend will not reduce the surplus of the Bank.

At December 31, 2012, the Bank's funds available for payment of dividends were $41.6 million. Accordingly, $7.5 million of the Company's equity in the net assets of the Bank was restricted as of December 31, 2012.

In addition, dividends paid by the Bank to the Company would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum capital requirements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 20 – PARENT COMPANY ONLY FINANCIAL

Condensed financial information pertaining only to the parent company, Sussex Bancorp, is as follows:

BALANCE SHEETS

	December 31,	
(Dollars in thousands)	2012	2011
Assets		
Cash	$ 979	$ 704
Investment in subsidiary	50,680	50,044
Securities available for sale	324	340
Loans	-	598
Foreclosed real estate	-	99
Accrued interest and other assets	1,480	1,130
Total Assets	$ 53,463	$ 52,915
Liabilities and Stockholders' Equity		
Other liabilities	$ 204	$ 126
Junior subordinated debentures	12,887	12,887
Stockholders' equity	40,372	39,902
Total Liabilities and Stockholders' Equity	$ 53,463	$ 52,915

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Year Ended December 31,	
(Dollars in thousands)	2012	2011
Interest and fees on loans	$ 60	$ 57
Interest on investments	11	13
Net realized gain (loss) on sale of securities	2	(2)
Net gain on sale of foreclosed real estate	3	-
Impairment charge on equity securities	-	(231)

Interest expense on debentures	(241)	(222)
Other expenses	(232)	(132)
Loss before income tax benefit and equity in undistributed net income of subsidiaries	(397)	(517)
Income tax benefit	135	176
Loss before equity in undistributed net income of subsidiaries	(262)	(341)
Equity in undistributed net income of subsidiaries	997	2,811
Net Income	735	2,470
Other comprehensive (loss) income:		
Unrealized losses on available for sale securities arising during the period	(2)	(40)
Reclassification adjustment for (gain) loss on securities transactions included in net income	(2)	233
Income tax (benefit) expense related to other comprehensive (loss) income	(1)	77
Other comprehensive (loss) income, net of income taxes	(5)	270
Comprehensive income	$ 730	$ 2,740

STATEMENTS OF CASH FLOWS

	Year Ended December 31,	
(Dollars in thousands)	2012	2011
Cash Flows from Operating Activities:		
Net Income	$ 735	$ 2,470
Adjustments to reconcile net income to net cash used in operating activities:		
Impairment charge on equity securities	-	231
Net change in other assets and liabilities	(116)	(409)
Equity in undistributed net income of subsidiaries	(997)	(2,811)
Net Cash Used in Operating Activities	(378)	(519)
Cash Flows from Investing Activities:		
Securities available for sale:		
Sales	7	67
Maturities, calls and principal repayments	4	30
Net decrease in loans	697	270
Net Cash Provided by Investing Activities	708	367
Cash Flows from Financing Activities:		
Purchase of treasury stock	(55)	-
Net Cash Used In Financing Activities	(55)	-
Net Increase (Decrease) in Cash and Cash Equivalents	275	(152)
Cash and Cash Equivalents - Beginning of Year	704	856
Cash and Cash Equivalents - End of Year	$ 979	$ 704

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 21 – CONTINGENCIES

In the normal course of business, the Company is subject to various lawsuits involving matters generally incidental to its business. Management is of the opinion that the ultimate liability, if any, resulting from any pending actions or proceedings will not have a material effect on the financial condition or results of operations of the Company.

EXHIBIT LIST

Exhibit Number	Description
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed with the SEC on August 15, 2011.)
3.2	Amended and Restated By-laws (incorporated by reference to Exhibit 3.II to the Current Report on Form 8-K filed with the SEC on April 28, 2010.)
10.1*	1995 Incentive Stock Option Plan (incorporated by reference to Exhibit 99.6 to the Registration Statement on Form 8-B filed with the SEC on December 13, 1996.)
10.2*	2001 Stock Option Plan (incorporated by reference to Exhibit B to the Definitive Proxy Statement on Schedule 14-A filed with the SEC on March 19, 2001.)
10.3*	2004 Equity Incentive Plan (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K filed with the SEC on April 29, 2005.)
10.4*	Amended and Restated Director Deferred Compensation Agreement (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K filed with the SEC on December 19, 2008.)
10.5*	Amended and Restated Executive Incentive and Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on January 26, 2010.)
10.6*	Employment Agreement by and between the Company, the Bank and Donald L. Kovach, dated July 15, 2009 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on July 20, 2009.)
10.8*	Salary Continuation Agreement, dated March 15, 2000, by and between the Company and Donald L. Kovach (incorporated by reference to Exhibit 10.8 to Annual Report on Form 10-K filed with the SEC on March 16, 2011.)
10.9*	Amendment #1 to the Salary Continuation Agreement with Donald L. Kovach dated June 11, 2002 (incorporated by reference to Exhibit 10.9 to Annual Report on Form 10-K filed with the SEC on March 16, 2011.)
10.10*	Amendment #2 to the Salary Continuation Agreement with Donald L. Kovach dated January 7, 2004 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on March 23, 2004.)
10.11*	Amendment #3 to the Salary Continuation Agreement with Donald L. Kovach dated October 17, 2007 (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed with the SEC on November 14, 2007.)
10.12*	Employment Agreement by and between Tri-State Insurance Agency, Inc. and George Lista dated September 1, 2006 (incorporated by reference to Exhibit 10.A to the Current Report on Form 8-K filed with the SEC on September 7, 2006.)
10.13*	Employment Agreement by and between the Company, Bank and Anthony Labozzetta dated January 20, 2010 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 26, 2010.)
10.14*	Supplemental Executive Retirement Agreement, dated July 20, 2011, by and between Sussex Bancorp and Anthony J. Labozzetta (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 26, 2011.)
10.15*	Employment Agreement by and between the Company, Bank and Steven M. Fusco dated June 23, 2010 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on June 29, 2010.)
21.1†	List of Subsidiaries.

23.1†	Consent of ParenteBeard LLC.
31.1†	Certification of pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2†	Certification of pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1†	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101**	Financial statements from the Annual Report on Form 10-K of Sussex Bancorp for the year ended December 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income and Comprehensive Income, (iii) the Consolidated Statements of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements.

† Filed herewith.

* Management contract or compensatory plan or arrangement.

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.