

BCB BANCORP INC  
Form 10-Q  
November 09, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

**§ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
S 1934**

**For the quarterly period ended September 30, 2012**

**Or**

**§ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
£ 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 0-50275**

**BCB Bancorp, Inc.**

**(Exact name of registrant as specified in its charter)**

New Jersey  
**(State or other jurisdiction of**

26-0065262  
**(IRS Employer**

**incorporation or organization) I.D. No.)**  
104-110 Avenue C Bayonne, New Jersey 07002  
(Address of principal executive offices) (Zip Code)

**(201) 823-0700**

**(Registrant's telephone number, including area code)**

**(Former name, former address and former fiscal year if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. T Yes £ No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and larger accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer £ Accelerated Filer S

Non-Accelerated Filer £ Smaller Reporting Company £

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). £ Yes T No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). S Yes £ No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of November 1, 2012, BCB Bancorp, Inc., had 8,518,879 shares of common stock, no par value, outstanding.

**BCB BANCORP INC. AND SUBSIDIARIES**

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## PART I. FINANCIAL INFORMATION

## ITEM I. FINANCIAL STATEMENTS

## BCB BANCORP INC. AND SUBSIDIARIES

## Consolidated Statements of Financial Condition

(In Thousands, Except Share and Per Share Data, Unaudited)

|  | September 30,<br>2012 | December 31,<br>2011 |
|--|-----------------------|----------------------|
| <b>ASSETS</b>  |                       |                      |
| Cash and amounts due from depository institutions  | \$ 7,330              | \$ 8,692             |
| Interest-earning deposits  | 65,004                | 108,395              |
| Total cash and cash equivalents  | 72,334                | 117,087              |
| Securities available for sale  | 1,152                 | 1,045                |
| Securities held to maturity, fair value \$194,329 and \$213,903 respectively   | 185,320               | 206,965              |
| Loans held for sale  | 301                   | 5,856                |
| Loans receivable, net of allowance for loan losses of \$11,916 and \$10,509 respectively   | 847,766               | 840,763              |
| Premises and equipment   | 13,737                | 13,576               |
| Federal Home Loan Bank of New York stock   | 6,933                 | 7,498                |
| Interest receivable  | 4,140                 | 4,997                |
| Other real estate owned  | 4,723                 | 6,570                |
| Deferred income taxes  | 9,367                 | 9,940                |
| Other assets   | 9,050                 | 2,611                |
| Total Assets   | \$ 1,154,823          | \$ 1,216,908         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                       |                      |
| <b>LIABILITIES</b>   |                       |                      |
| Non-interest bearing deposits  | \$ 81,349             | \$ 78,589            |
| Interest bearing deposits  | 866,767               | 899,034              |
| Total deposits   | 948,116               | 977,623              |
| Short-term Borrowings  | —                     | —                    |
| Long-term Debt   | 114,124               | 129,531              |
| Other Liabilities  | 9,069                 | 9,706                |
| Total Liabilities  | 1,071,309             | 1,116,860            |
| <b>STOCKHOLDERS' EQUITY</b>  |                       |                      |
| Preferred stock: 10,000,000 shares authorized; none issued and outstanding   | —                     | —                    |
| Common stock; \$0.064; stated value; 20,000,000 shares authorized, 10,840,079 and 10,817,901 shares, respectively, issued; 8,543,155 shares and 9,520,056 shares, respectively outstanding | 693                   | 692                  |

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|   |              |   |              |   |
|---|--------------|---|--------------|---|
| Additional paid-in capital  | 91,834       |   | 91,715       |   |
| Treasury stock, at cost, 2,296,924 and 1,297,845 shares, respectively | (26,689      | ) | (16,327      | ) |
| Retained earnings   | 18,848       |   | 25,255       |   |
| Accumulated other comprehensive loss, net of taxes                    | (1,172       | ) | (1,287       | ) |
| Total Stockholders' equity  | 83,514       |   | 100,048      |   |
| <br>  |              |   |              |   |
| Total Liabilities and Stockholders' equity                            | \$ 1,154,823 |   | \$ 1,216,908 |   |

See accompanying notes to consolidated financial statements.

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## BCB BANCORP INC. AND SUBSIDIARIES

## Consolidated Statements of Operations

(In Thousands, except for per share amounts, Unaudited)

|   | Three Months Ended |           | Nine Months Ended |           |
|---|--------------------|-----------|-------------------|-----------|
|   | September 30,      |           | September 30,     |           |
|   | 2012               | 2011      | 2012              | 2011      |
| Interest income:                                      |                    |           |                   |           |
| Loans   | \$ 11,629          | \$ 10,664 | \$ 35,358         | \$ 33,015 |
| Investments, taxable                                  | 1,441              | 2,039     | 4,493             | 5,922     |
| Investments, non-taxable                              | 12                 | 12        | 37                | 37        |
| Other interest-earning assets                         | 26                 | 13        | 91                | 59        |
| Total interest income                                 | 13,108             | 12,728    | 39,979            | 39,033    |
| Interest expense:                                     |                    |           |                   |           |
| Deposits:   |                    |           |                   |           |
| Demand  | 106                | 215       | 460               | 662       |
| Savings and club                                      | 88                 | 260       | 390               | 804       |
| Certificates of deposit                               | 1,410              | 1,613     | 4,521             | 4,918     |
|   | 1,604              | 2,088     | 5,371             | 6,384     |
| Borrowed money  | 1,249              | 1,246     | 3,808             | 3,701     |
| Total interest expense                                | 2,853              | 3,334     | 9,179             | 10,085    |
| Net interest income                                   | 10,255             | 9,394     | 30,800            | 28,948    |
| Provision for loan losses                             | 1,600              | 800       | 3,400             | 1,600     |
| Net interest income after provision for loan losses   | 8,655              | 8,594     | 27,400            | 27,348    |
| Non-interest income (loss):                           |                    |           |                   |           |
| Fees and service charges                              | 368                | 76        | 1,466             | 538       |
| Gain on sales of loans originated for sale            | 288                | 190       | 957               | 594       |
| Gain on sale of SBA loans acquired                    | —                  | —         | 286               | —         |
| Loss on bulk sale of impaired loans held in portfolio | (3,462 )           | —         | (10,804 )         | —         |
| Loss on sale of real estate owned                     | (381 )             | (121 )    | (480 )            | (257 )    |
| Gain on sale of securities                            | 31                 | —         | 224               | 18        |
| Other   | 36                 | 37        | 102               | 195       |
| Total non-interest (loss) income                      | (3,120 )           | 182       | (8,249 )          | 1,088     |
| Non-interest expense:                                 |                    |           |                   |           |
| Salaries and employee benefits                        | 3,780              | 3,229     | 11,603            | 9,136     |
| Occupancy expense of premises                         | 855                | 743       | 2,587             | 2,245     |
| Equipment   | 1,147              | 1,061     | 3,746             | 3,152     |

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|  |             |          |             |          |
|--|-------------|----------|-------------|----------|
| Professional fees                                    | 1,344       | 594      | 2,370       | 1,056    |
| Director fees  | 168         | 180      | 560         | 479      |
| Regulatory assessments                               | 294         | 122      | 900         | 915      |
| Advertising  | 125         | 115      | 371         | 293      |
| Merger related expenses                              | —           | 81       | —           | 337      |
| Other  | 907         | 623      | 2,765       | 2,346    |
| Total non-interest expense                           | 8,620       | 6,748    | 24,902      | 19,959   |
| Income (loss) before income tax (benefit) provision  | (3,085 )    | 2,028    | (5,751 )    | 8,477    |
| Income tax (benefit) provision                       | (1,740 )    | 840      | (2,632 )    | 3,416    |
| Net (Loss) Income                                    | \$ (1,345 ) | \$ 1,188 | \$ (3,119 ) | \$ 5,061 |
| Net (Loss) Income per common share-basic and diluted |             |          |             |          |
| Basic  | \$ (0.15 )  | \$ 0.13  | \$ (0.34 )  | \$ 0.54  |
| Diluted  | \$ (0.15 )  | \$ 0.13  | \$ (0.34 )  | \$ 0.54  |
| Weighted average number of common shares outstanding |             |          |             |          |
| Basic  | 8,685       | 9,245    | 9,088       | 9,333    |
| Diluted  | 8,685       | 9,259    | 9,088       | 9,350    |

See accompanying notes to consolidated financial statements.



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## BCB BANCORP INC. AND SUBSIDIARIES

## Consolidated Statements of Comprehensive Income (Loss)

(In Thousands, Unaudited)

|  | Three Months<br>Ended September<br>30,<br>2012 |         | Nine Months<br>Ended September<br>30,<br>2011 |         |
|--|--|---------|---|---------|
| Net Income (loss)  | \$(1,345)                                      | \$1,188 | \$(3,119)                                     | \$5,061 |
| Other comprehensive (loss) income, net of tax:                         |  |         |   |         |
| Unrealized gains on available-for-sale securities:                     |  |         |   |         |
| Unrealized holding gains arising during the period (a)                 | (47 )  | (121 )  | 64  | 9       |
| Less: reclassification adjustment for gains included in net income (b) | —  | —       | —   | —       |
| Benefit plans (c)  | 17   | —       | 51  | —       |
| Other comprehensive (loss) income                                      | (30 )  | (121 )  | 115   | 9       |
| Comprehensive (loss) income  | \$(1,375)                                      | \$1,067 | \$(3,004)                                     | \$5,070 |

Represents the net change of the unrealized gain on available-for-sale securities. Represents unrealized (losses) (a) gains of (\$78,000), (\$200,000), \$107,000, and \$16,000, respectively, less deferred taxes of (\$31,000), (\$79,000), \$43,000, and \$7,000, respectively.

(b) No sales of available-for-sale securities occurred during the three and nine months ended September 30, 2012 and 2011.

(c) Represents the net change of unrecognized loss included in net periodic pension cost. Represents gross changes of \$28,000 and \$85,000, respectively, less deferred taxes of \$11,000 and \$34,000 respectively.

See accompanying notes to consolidated financial statements.

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## BCB BANCORP INC. AND SUBSIDIARIES

## Consolidated Statement of Changes in Stockholders' Equity

(In Thousands, except share and per share data, Unaudited)

|  | Common Stock | Additional Paid-In Capital | Treasury Stock | Retained Earnings | Accumulated Other Comprehensive Loss | Total     |
|--|--------------|----------------------------|----------------|-------------------|--------------------------------------|-----------|
| Beginning Balance at January 1, 2012       | \$ 692       | \$ 91,715                  | \$(16,327)     | \$25,255          | \$ (1,287 )                          | \$100,048 |
| Exercise of Stock Options (22,178 shares)  | 1            | 99                         | —              | —                 | —                                    | 100       |
| Stock compensation expense                 | —            | 20                         | —              | —                 | —                                    | 20        |
| Treasury Stock Purchases (999,079 shares)  | —            | —                          | (10,362)       | —                 | —                                    | (10,362 ) |
| Cash dividends (\$0.36 per share) declared | —            | —                          | —              | (3,288 )          | —                                    | (3,288 )  |
| Net loss                                   | —            | —                          | —              | (3,119 )          | —                                    | (3,119 )  |
| Other comprehensive income                 | —            | —                          | —              | —                 | 115                                  | 115       |
| Ending Balance at September 30, 2012       | \$ 693       | \$ 91,834                  | \$(26,689)     | \$18,848          | \$ (1,172 )                          | \$83,514  |

See accompanying notes to consolidated financial statements.

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## BCB BANCORP INC. AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

(In Thousands, Unaudited)

|  | Nine Months Ended September 30, |            |
|--|---------------------------------|------------|
|  | 2012                            | 2011       |
| Cash flows from operating activities :   |                                 |            |
| Net (Loss) Income  | \$ (3,119                       | ) \$ 5,061 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: |                                 |            |
| Depreciation of premises and equipment   | 849                             | 758        |
| Amortization and accretion, net  | 1,148                           | 963        |
| Provision for loan losses  | 3,400                           | 1,600      |
| Deferred income tax expense  | 496                             | 183        |
| Loans originated for sale  | (27,556                         | ) (14,375  |
| Proceeds from sale of loans originated for sale  | 31,523                          | 15,597     |
| Gain on sales of loans originated for sale   | (957                            | ) (594     |
| Loss on sales of real estate owned   | 480                             | 257        |
| Gain on sales of securities held to maturity   | (224                            | ) (18      |
| Gain on sales of SBA loans acquired  | (286                            | ) —        |
| Loss on bulk sale of impaired loans held in portfolio                                    | 10,804                          | —          |
| Stock compensation expense   | 20                              | —          |
| Decrease in interest receivable  | 857                             | 247        |
| (Increase) decrease in other assets  | (6,439                          | ) 2,170    |
| Decrease in accrued interest payable   | (19                             | ) (38      |
| Decrease in other liabilities  | (533                            | ) (322     |
| Net cash provided by operating activities  | 10,444                          | 11,489     |
| Cash flows from investing activities:  |                                 |            |
| Proceeds from repayments and calls on securities held to maturity                        | 49,584                          | 55,182     |
| Purchases of securities held to maturity   | (55,731                         | ) (92,964  |
| Proceeds from sales of securities held to maturity                                       | 26,513                          | 2,438      |
| Proceeds from sale of SBA loans acquired   | 10,836                          | —          |
| Proceeds from sales of participation interests in loans                                  | —                               | 3,876      |
| Proceeds from sales of real estate owned   | 2,965                           | 1,450      |
| Proceeds from bulk sale of impaired loans held in portfolio                              | 15,093                          | —          |
| Purchases of loans   | (2,906                          | ) (2,279   |
| Net (Increase) decrease in loans receivable  | (42,583                         | ) 19,563   |
| Improvements to other real estate owned  | (59                             | ) (105     |
| Additions to premises and equipment  | (1,010                          | ) (2,076   |
| Redemption of Federal Home Loan Bank of New York stock                                   | 565                             | 45         |
| Net cash provided by provided by (used in) investing activities                          | 3,267                           | (14,870    |

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|   |           |   |             |
|---|-----------|---|-------------|
| Cash flows from financing activities:                             |           |   |             |
| Net decrease in deposits  | (29,507   | ) | (26,708 )   |
| Repayment of long-term debt                                       | (15,407   | ) | — )         |
| Purchases of treasury stock                                       | (10,362   | ) | (2,014 )    |
| Cash dividends paid   | (3,288    | ) | (3,365 )    |
| Exercise of stock options   | 100       |   | 231 )       |
| Net cash used in financing activities                             | (58,464   | ) | (31,856 )   |
| Net decrease in cash and cash equivalents                         | (44,753   | ) | (35,237 )   |
| Cash and cash equivalents-begininng                               | 117,087   |   | 121,127 )   |
| Cash and cash equivalents-ending                                  | \$ 72,334 |   | \$ 85,890 ) |
| Supplemental disclosure of cash flow information:                 |           |   |             |
| Cash paid during the year for:                                    |           |   |             |
| Income taxes  | \$ 3,979  |   | \$ 3,454    |
| Interest  | \$ 9,197  |   | \$ 10,123   |
| Non-cash items:   |           |   |             |
| Transfer of loans to other real estate owned                      | \$ 3,196  |   | \$ 3,799    |
| Loans to facilitate sales of other real estate owned              | \$ 1,657  |   | \$ 942      |
| Reclassification of loans originated for sale to held to maturity | \$ 2,545  |   | \$ 1,669    |

See accompanying notes to consolidated financial statements.

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**BCB Bancorp Inc. and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

**Note 1 – Basis of Presentation**

The accompanying unaudited consolidated financial statements include the accounts of BCB Bancorp, Inc. (the “Company”) and the Company’s wholly owned subsidiaries, BCB Community Bank (the “Bank”), BCB Holding Company Investment Company, and Pamrapo Service Corporation. The Company’s business is conducted principally through the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Regulation S-X and, therefore, do not necessarily include all information that would be included in audited financial statements. The information furnished reflects all adjustments that are, in the opinion of management, necessary for a fair presentation of consolidated financial condition and results of operations. All such adjustments are of a normal recurring nature. The results of operations for the nine months ended September 30, 2012 include one-time charges reflecting the sales of approximately \$17.6 million in non-performing loans during the three months ended June 30, 2012 and sales of approximately \$ 8.3 million in non-performing loans during the three months ended September 30, 2012. The sales resulted in a pre-tax loss of approximately \$7.3 million for the three months ended June 30, 2012 and a pre-tax loss of approximately \$3.5 million for the three months ended September 30, 2012. The total sales of approximately \$25.9 million in non-performing loans during the nine months ended September 30, 2012 resulted in a pre-tax loss of approximately \$10.8 million. These results are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2012 or any other future period. The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statement of financial condition and revenues and expenses for the periods then ended. Actual results could differ significantly from those estimates.

These unaudited consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and related notes for the year ended December 31, 2011, which are included in the Company’s Annual Report on Form 10-K as filed with the Securities and Exchange Commission. In preparing these consolidated financial statements, BCB Bancorp, Inc., evaluated the events and transactions that occurred between September 30, 2012, and the date these consolidated financial statements were issued.

**Subsequent Event**

On October 29<sup>th</sup> and 30<sup>th</sup>, 2012, Hurricane Sandy struck the Northeast section of the country. The Bank’s market area has been significantly impacted by the storm which resulted in widespread flooding, wind damage and power outages. The storm temporarily disrupted our branch network and our ability to service our customers, however within one week, all of our offices were fully functional. We have begun the process of assessing whether the underlying collateral of any loan facilities we have in those areas affected by the storm have suffered damage and possible loss of value. Additionally, we are in the process of determining whether or not the storm has impacted our borrowers’ ability to repay their obligations to the Bank. The Bank is generally named as a loss payee on hazard and flood insurance

policies covering collateral properties and carries both mortgage impairment and business interruption insurance. These policies could mitigate losses that the Bank may sustain due to the effects of the hurricane. Presently, that process remains on-going and it is premature to determine what, if any impact this may have on our level of loan losses or non-performing loans. Predicated upon the completion of the aforementioned, the Company may experience increased levels of non-performing loans and loan losses which may negatively impact future operating results.

**Note 2 – Acquisition of Allegiance Bancorp, Inc.**

On October 14, 2011, the Company acquired all of the outstanding common shares of Allegiance Community Bank (“Allegiance”) and thereby acquired all of Allegiance Community Bank’s two branch locations. Under the terms of the merger agreement, Allegiance stockholders received 0.35 of a share of BCB Bancorp, Inc. common stock at a price of \$9.57 per share in exchange for each share of Allegiance common stock, resulting in BCB Bancorp, Inc. issuing 644,434 common shares of BCB Bancorp, Inc. common stock with an acquisition date fair value of \$6.2 million. ASC 805 “Business Combinations,” permits the use of provisional amounts for the assets acquired and liabilities assumed when the information at acquisition date is incomplete. During the measurement period, which is one year from the acquisition date, amounts provisionally assigned to the acquisition may be adjusted based on new information obtained during the measurement period. Under no circumstances may the measurement period exceed one year from the acquisition date. No such adjustments have been made to date.

**Note 3 – Pension and Other Postretirement Plans**

The Company assumed, through the merger with Pamrapo Bancorp, Inc., a non-contributory defined benefit pension plan covering all eligible employees of Pamrapo Savings Bank. Effective January 1, 2010, the defined benefit pension plan (“Pension Plan”), was frozen by Pamrapo Savings Bank. All benefits for eligible participants accrued in the “Pension Plan” to the freeze date have been retained. Accordingly, no employees are permitted to commence participation in the Pension Plan and future salary increases and future years of service are not considered when computing an employee’s benefits under the Pension Plan. The Pension Plan is funded in conformity with the funding requirements of applicable government regulations. The Company also acquired through the merger with Pamrapo Bancorp, Inc. a supplemental executive retirement plan (“SERP”) in which certain former employees of Pamrapo Savings Bank are covered. A SERP is an unfunded non-qualified deferred retirement plan. Participants who retire at the age of 65 ( the “Normal Retirement Age”), are entitled to an annual retirement benefit equal to 75% of compensation reduced by their retirement plan annual benefits. Participants retiring before the Normal Retirement Age receive the same benefits reduced by a percentage based on years of service to the Company and the number of years prior to the Normal Retirement Age that participants retire.

Periodic pension and SERP cost, which is recorded as part of salaries and employee benefits expense in our Consolidated Statements of Income, is comprised of the following, (In Thousands):

| Three months ended |      | Nine Months ended |      |
|--------------------|------|-------------------|------|
| September 30       |      | September 30      |      |
| 2012               | 2011 | 2012              | 2011 |

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|                                   |        |        |        |        |
|-----------------------------------|--------|--------|--------|--------|
| Pension plan:                     |        |        |        |        |
| Interest cost                     | \$ 111 | \$ 117 | \$ 332 | \$ 351 |
| Expected return on plan assets    | (100 ) | (94 )  | (300 ) | (282 ) |
| Amortization of unrecognized loss | 28     | —      | 85     | —      |
| Net periodic pension cost         | 39     | 23     | 117    | 69     |
| SERP plan:                        |        |        |        |        |
| Interest cost                     | \$ 5   | \$ 7   | \$ 15  | \$ 22  |
| Net periodic postretirement cost  | \$ 5   | \$ 7   | \$ 15  | \$ 22  |

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Index**Note 3 – Pension and Other Postretirement Plans (Continued)****Stock-Based Compensation Plan**

The Company, under the plan approved by its shareholders on April 28, 2011 (“2011 Stock Plan”), authorized the issuance of up to 900,000 shares of common stock of BCB Bancorp, Inc. pursuant to grants of stock options. Employees and directors of BCB Bancorp, Inc. and BCB Community Bank are eligible to participate in the 2011 Stock Plan. All stock options will be granted in the form of either "incentive" stock options or "non-qualified" stock options. Incentive stock options have certain tax advantages that must comply with the requirements of Section 422 of the Internal Revenue Code. Only employees are permitted to receive incentive stock options. On September 29, 2011, a grant of 60,000 options was declared for certain members of the Board of Directors. The exercise price was recorded as of the close of business on September 29, 2011 and a Form 4 was filed for each Director who received a grant with the Securities and Exchange Commission consistent with their filing requirements. No stock options were granted during the three months and nine months ended September 30, 2012.

A summary of stock option activity, adjusted to retroactively reflect subsequent stock dividends, follows:

|                                   | Number of Option<br>Shares | Range of Exercise<br>Prices | Weighted Average<br>Exercise<br>Price |
|-----------------------------------|----------------------------|-----------------------------|---------------------------------------|
| Outstanding at December 31, 2011  | 317,976                    | \$5.29-29.25                | \$ 11.61                              |
| Options forfeited                 | (6,000                     | ) 18.41-29.25               | 23.83                                 |
| Options exercised                 | (28,661                    | ) 5.29-9.34                 | 5.95                                  |
| Options granted                   | —                          | —                           | —                                     |
| Options expired                   | (1,019                     | ) 5.29                      | 5.29                                  |
| Outstanding at September 30, 2012 | 282,296                    | \$5.29-29.25                | \$ 11.93                              |

As of September 30, 2012, stock options to acquire 232,796 shares of common stock were granted and exercisable.



Index**Note 4 – Earnings Per Share**

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding. The diluted net income (loss) per common share is computed by adjusting the weighted average number of shares of common stock outstanding to include the effects of outstanding stock options, if dilutive, using the treasury stock method. Dilution is not applicable in periods of net loss. For the three and nine months ended 2011, the weighted average of outstanding options considered to be anti-dilutive were 180,855 and were therefore excluded from the diluted net income per common share calculation.

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations:

|   | For the Three Months Ended September 30,<br>2012 |               |                     | 2011             |               |                     |
|---|--|---------------|---------------------|------------------|---------------|---------------------|
|   | Income<br>(Loss)                                 | Shares        | Per Share<br>Amount | Income<br>(Loss) | Shares        | Per Share<br>Amount |
|   | (Numerator)                                      | (Denominator) |                     | (Numerator)      | (Denominator) |                     |
|   | (In Thousands, Except per share data)            |               |                     |                  |               |                     |
| Net income (loss)                                 | \$ (1,345)                                       |               |                     | \$ 1,188         |               |                     |
| Basic earnings per share-                         |  |               |                     |                  |               |                     |
| Income (loss) available to<br>Common stockholders | \$ (1,345)                                       | 8,685         | \$ (0.15)           | \$ 1,188         | 9,245         | \$ 0.13             |
| Effect of dilutive securities:                    |  |               |                     |                  |               |                     |
| Stock options                                     |  |               |                     |                  | 14            |                     |
| Diluted earnings per share-                       |  |               |                     |                  |               |                     |
| Income (loss) available to<br>Common stockholders | \$ (1,345)                                       | 8,685         | \$ (0.15)           | \$ 1,188         | 9,259         | \$ 0.13             |

|                   | For the Nine Months Ended September 30,<br>2012 |               |                     | 2011             |               |                     |
|-------------------|---|---------------|---------------------|------------------|---------------|---------------------|
|                   | Income<br>(Loss)                                | Shares        | Per Share<br>Amount | Income<br>(Loss) | Shares        | Per Share<br>Amount |
|                   | (Numerator)                                     | (Denominator) |                     | (Numerator)      | (Denominator) |                     |
|                   | (In Thousands, Except per share data)           |               |                     |                  |               |                     |
| Net income (loss) | \$ (3,119)                                      |               |                     | \$ 5,061         |               |                     |

Basic earnings per share-  
Income (loss) available to

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|                                |           |       |            |         |       |         |
|--------------------------------|-----------|-------|------------|---------|-------|---------|
| Common stockholders            | \$(3,119) | 9,088 | \$ (0.34 ) | \$5,061 | 9,333 | \$ 0.54 |
| Effect of dilutive securities: |           |       |            |         |       |         |
| Stock options                  |           |       |            |         | 17    |         |
| Diluted earnings per share-    |           |       |            |         |       |         |
| Income (loss) available to     |           |       |            |         |       |         |
| Common stockholders            | \$(3,119) | 9,088 | \$ (0.34 ) | \$5,061 | 9,350 | \$ 0.54 |

Index**Note 5 – Securities Available for Sale**

|  | September 30, 2012 |                              |                               |               |
|--|--------------------|------------------------------|-------------------------------|---------------|
|  | Cost               | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|  | (In Thousands)     |                              |                               |               |
| Equity Securities-Financial Institutions | \$1,097            | \$ 55                        | \$ —                          | \$1,152       |

|  | December 31, 2011 |                              |                               |               |
|--|-------------------|------------------------------|-------------------------------|---------------|
|  | Cost              | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|  | (In Thousands)    |                              |                               |               |
| Equity Securities-Financial Institutions | \$1,097           | \$ 70                        | \$ 122                        | \$1,045       |

The unrealized losses, categorized by the length of time of continuous loss position, and fair value of related securities available for sale were as follows:

|  | Less than 12 Months |                      | More than 12 Months |                      | Total         |                      |
|--|---------------------|----------------------|---------------------|----------------------|---------------|----------------------|
|  | Fair<br>Value       | Unrealized<br>Losses | Fair<br>Value       | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
|  | (In Thousands)      |                      |                     |                      |               |                      |
| September 30, 2012                       |                     |                      |                     |                      |               |                      |
| Equity Securities-Financial Institutions | \$—                 | \$ —                 | \$ —                | \$ —                 | \$—           | \$ —                 |
| December 31, 2011                        |                     |                      |                     |                      |               |                      |
| Equity Securities-Financial Institutions | \$878               | \$ 122               | \$ —                | \$ —                 | \$878         | \$ 122               |

There were no sales of securities available for sale for the nine months ended September 30, 2012 and 2011.

Index**Note 6 – Securities Held to Maturity**

|   | September 30, 2012 |            |            |           |
|---|--------------------|------------|------------|-----------|
|   | Gross              | Gross      |            |           |
|   | Amortized          | Unrealized | Unrealized | Fair      |
|   | Cost               | Gains      | Losses     | Value     |
|   | (In Thousands)     |            |            |           |
| Residential mortgage-backed securities: |                    |            |            |           |
| Due after one year through five years   | \$4                | \$ —       | \$ —       | \$4       |
| Due after five years through ten years  | 10,877             | 265        | 17         | 11,125    |
| Due after ten years                     | 172,698            | 8,668      | 17         | 181,349   |
|   | 183,579            | 8,933      | 34         | 192,478   |
| Municipal obligations:                  |                    |            |            |           |
| Due after five to ten years             | 389                | 33         | —          | 422       |
| Due after ten years                     | 976                | 72         | —          | 1,048     |
|   | 1,365              | 105        | —          | 1,470     |
| Trust originated preferred security:    |                    |            |            |           |
| Due after ten years                     | 376                | 5          | —          | 381       |
|   | 1,741              | 110        | —          | 1,851     |
|   | \$185,320          | \$ 9,043   | \$ 34      | \$194,329 |

The amortized cost and carrying values shown above are by contractual final maturity. Actual maturities will differ from contractual final maturities due to scheduled monthly payments related to mortgage-backed securities and due to the borrowers having the right to prepay obligations with or without prepayment penalties. As of September 30, 2012 and December 31, 2011, all residential mortgage backed securities held in the portfolio were Government Sponsored Enterprise securities.

Management has periodically decided to sell certain mortgage-backed securities that were issued by the Federal National Mortgage Association (“FNMA”) and the Federal Home Loan Mortgage Corporation (“FHLMC”). While these securities were classified as held to maturity, ASC 320 (formerly FAS 115) allows sales of securities so designated, provided that a substantial portion (at least 85%) of the principal balance has been amortized prior to the sale. During the nine months ended September 30, 2012, proceeds from sales of securities held to maturity totaled approximately \$26.5 million and resulted in gross gains of approximately \$280,000 and gross losses of approximately \$56,000. During the nine months ended September 30, 2011, proceeds from sales of securities held to maturity totaled approximately \$2.4 million and resulted in gross gains of approximately \$25,000 and gross losses of approximately \$7,000.

Index**Note 6 – Securities Held to Maturity (Continued)**

|   | December 31, 2011 |            |            |            |
|---|-------------------|------------|------------|------------|
|   | Gross             | Gross      |            |            |
|   | Amortized         | Unrealized | Unrealized | Fair Value |
|   | Cost              | Gains      | Losses     |            |
|   | (In Thousands)    |            |            |            |
| U.S. Government Agencies:               |                   |            |            |            |
| Due within one year                     | \$3,315           | \$ 38      | \$ —       | \$3,353    |
| Due after ten years                     | 3,000             | 12         | —          | 3,012      |
|   | 6,315             | 50         | —          | 6,365      |
| Residential mortgage-backed securities: |                   |            |            |            |
| Due within one year                     | 9                 | —          | —          | 9          |
| Due after one year through five years   | 1,325             | 32         | 3          | 1,354      |
| Due after five years through ten years  | 37,034            | 417        | 44         | 37,407     |
| Due after ten years                     | 160,509           | 6,464      | 73         | 166,900    |
|   | 198,877           | 6,913      | 120        | 205,670    |
| Municipal obligations:                  |                   |            |            |            |
| Due after five to ten years             | 391               | 30         | —          | 421        |
| Due after ten years                     | 979               | 59         | —          | 1,038      |
|   | 1,370             | 89         | —          | 1,459      |
| Trust originated preferred security:    |                   |            |            |            |
| Due after ten years                     | 403               | 6          | —          | 409        |
|   | \$206,965         | \$ 7,058   | \$ 120     | \$ 213,903 |

Index**Note 6 – Securities Held to Maturity (Continued)**

The unrealized losses, categorized by the length of time of continuous loss position, and fair value of related securities held to maturity were as follows:

|  | Less than 12 Months |                   | More than 12 Months |                   | Total      |                   |
|--|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|  | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
|  | (In Thousands)      |                   |                     |                   |            |                   |
| September 30, 2012                     |                     |                   |                     |                   |            |                   |
| Residential mortgage-backed securities | \$ 3,842            | \$ 17             | \$ 1,605            | \$ 17             | \$ 5,447   | \$ 34             |
|  | \$ 3,842            | \$ 17             | \$ 1,605            | \$ 17             | \$ 5,447   | \$ 34             |
| December 31, 2011                      |                     |                   |                     |                   |            |                   |
| Residential mortgage-backed securities | \$ 16,949           | \$ 82             | \$ 5,942            | \$ 38             | \$ 22,891  | \$ 120            |
|  | \$ 16,949           | \$ 82             | \$ 5,942            | \$ 38             | \$ 22,891  | \$ 120            |

Management does not believe that any of the unrealized losses as of September 30, 2012, (which are related to twelve residential mortgage-backed securities including two that have been in an unrealized loss position for more than twelve months) represent an other-than-temporary impairment as they are primarily related to market interest rates and not related to the underlying credit quality of the issuers of the securities as all these securities were issued by U.S. Agencies. Additionally, the Company has the ability, and management has the intent, to hold such securities for the time necessary to recover cost and does not have the intent to sell the securities, and it is more likely than not that it will not have to sell the securities before recovery of their cost.

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## Note 7 - Loans Receivable and Allowance for Loan Losses

The following table presents the recorded investment in loans receivable as of September 30, 2012 and December 31, 2011 by segment and class.

|                             | September<br>30, 2012 | December 31, 2011 |  |
|-----------------------------|-----------------------|-------------------|--|
|                             | (In Thousands)        |                   |  |
| Real estate mortgage:       |                       |                   |  |
| Residential                 | \$ 195,447            | \$ 218,085        |  |
| Commercial and multi-family | 514,962               | 472,424           |  |
| Construction                | 23,658                | 17,000            |  |
|                             | 734,067               | 707,509           |  |
| Commercial:                 |                       |                   |  |
| Business loans              | 21,754                | 30,290            |  |
| Lines of credit             | 42,078                | 44,283            |  |
|                             | 63,832                | 74,573            |  |
| Consumer:                   |                       |                   |  |
| Passbook or certificate     | 812                   | 809               |  |
| Home equity lines of credit | 17,418                | 18,923            |  |
| Home equity                 | 44,302                | 50,152            |  |
| Automobile                  | 58                    | 103               |  |
| Personal                    | 263                   | 301               |  |
|                             | 62,853                | 70,288            |  |
| Deposit overdrafts          | 405                   | 95                |  |
| Total Loans                 | 861,157               | 852,465           |  |
| Deferred loan fees, net     | (1,475 )              | (1,193 )          |  |
| Allowance for loan losses   | (11,916 )             | (10,509 )         |  |
|                             | (13,391 )             | (11,702 )         |  |
| Net Loans                   | \$ 847,766            | \$ 840,763        |  |

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Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

**Allowance for Loan Losses**

Management reviews the adequacy of the allowance on at least a quarterly basis to ensure that the provision for loan losses has been charged against earnings in an amount necessary to maintain the allowance at a level that is adequate based on management's assessment of probable estimated losses. The Company's methodology for assessing the adequacy of the allowance for loan losses consists of several key elements. These elements include a general allocated reserve for impaired loans, a specific reserve for impaired loans and an unallocated portion.

The Company consistently applies the following comprehensive methodology. During the quarterly review of the allowance for loan losses, the Company considers a variety of factors that include:

- General economic conditions.
- Trends in charge-offs.
- Trends and levels of delinquent loans.
- Trends and levels of non-performing loans, including loans over 90 days delinquent.
- Trends in volume and terms of loans.
- Levels of allowance for specific classified loans.
- Credit concentrations.

The methodology includes the segregation of the loan portfolio by loans that are performing and loans that are impaired. Loans which are performing are evaluated collectively by loan class or loan type. The allowance for performing loans is evaluated based on historical loan loss experience, including consideration of peer loss analysis, with an adjustment for qualitative factors due to economic conditions in the Bank's market. Impaired loans are loans which are 90 days or more delinquent or troubled debt restructured. These loans are individually evaluated for impairment either by current appraisal or net present value of expected cash flows. Management reviews the overall



estimate of this allowance for reasonableness and bases the loan loss provision accordingly.

The portfolio of performing loans is segmented into the following loan classes, where the risk level for each class is analyzed when determining the allowance for these loans:

Residential single family real estate loans involve certain risks such as interest rate risk and risk of non-repayment. Adjustable-rate residential family real estate loans decreases the interest rate risk to the Bank that is associated with changes in interest rates but involve other risks, primarily because as interest rates rise, the payment by the borrower rises to the extent permitted by the terms of the loan, thereby increasing the potential for default. At the same time, the marketability of the underlying property may be adversely affected by higher interest rates. Repayment risk can be affected by job loss, divorce, illness and personal bankruptcy of the borrower.

Commercial and multi-family real estate lending entails significant additional risks as compared with residential family property lending. Such loans typically involve large loan balances to single borrowers or groups of related borrowers. The payment experience on such loans is typically dependent on the successful operation of the real estate project. The success of such projects is sensitive to changes in supply and demand conditions in the market for commercial real estate as well as economic conditions generally.

Construction lending is generally considered to involve a high risk due to the concentration of principal in a limited number of loans and borrowers and the effects of the general economic conditions on developers and builders. Moreover, a construction loan can involve additional risks because of the inherent difficulty in estimating both a property's value at completion of the project and the estimated cost (including interest) of the project. The nature of these loans is such that they are generally difficult to evaluate and monitor. In addition, speculative construction loans to a builder are not necessarily pre-sold and thus pose a greater potential risk to the Bank than construction loans to individuals on their personal residence.

Commercial business lending is generally considered higher risk due to the concentration of principal in a limited number of loans and borrowers and the effects of general economic conditions on the business. Commercial business loans and lines of credit are primarily secured by inventories and other business assets. In most cases, any repossessed collateral for a defaulted commercial business loans will not provide an adequate source of repayment of the outstanding loan balance.

Home equity lending entails certain risks such as interest rate risk and risk of non-repayment. The marketability of the underlying property may be adversely affected by higher interest rates, decreasing the collateral securing the loan. Repayment risk can be affected by job loss, divorce, illness and personal bankruptcy of the borrower.

Home equity line of credit lending entails securing an equity interest in the borrower's home. The risk associated with this type of lending is the marketability of the underlying property may be adversely affected by higher interest rates. Repayment risk can be affected by job loss, divorce, illness and personal bankruptcy of the borrower. This type of lending is often priced on an adjustable rate basis with the rate set at or above a predefined index. Adjustable-rate loans decreases the interest rate risk to the Bank that is associated with changes in interest rates but involve other risks, primarily because as interest rates rise, the payment by the borrower rises to the extent permitted by the terms of the loan, thereby increasing the potential for default.

Consumer loans generally have more credit risk because of the type and nature of the collateral and, in certain cases, the absence of collateral. Consumer loans generally have shorter terms and higher interest rates than other lending. In addition, consumer lending collections are dependent on the borrower's continuing financial stability, and thus are more likely to be adversely effected by job loss, divorce, illness and personal bankruptcy. In most cases, any repossessed collateral for a defaulted consumer loan will not provide an adequate source of repayment of the outstanding loan.

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Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The Company also maintains an unallocated allowance. The unallocated allowance is used to cover any factors or conditions which may cause a potential loan loss but are not specifically identifiable. It is prudent to maintain an unallocated portion of the allowance because no matter how detailed an analysis of potential loan losses is performed, these estimates lack some element of precision. Management must make estimates using assumptions and information that is often subjective and changing rapidly. In addition, as an integral part of their examination process, the Federal Deposit Insurance Corporation will periodically review the allowance for loan losses and may require us to adjust the allowance based on their analysis of information available to it at the time of its examination.

**Classified Assets.** The Company's policies provide for a classification system for problem assets. Under this classification system, problem assets are classified as "substandard," "doubtful," "loss" or "special mention." An asset is considered substandard if it is inadequately protected by its current net worth and paying capacity of the borrower or of the collateral pledged, if any. Substandard assets include those characterized by the "distinct possibility" that "some loss" will be sustained if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weakness present makes "collection or liquidation in full" on the basis of currently existing facts, conditions, and values, "highly questionable and improbable." Assets classified as loss are those considered "uncollectible" and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted, and the loan, or a portion thereof, is charged-off. Assets may be designated special mention because of potential weaknesses that do not currently warrant classification in one of the aforementioned categories.

When the Company classifies problem loans, it may establish general allowances for loan losses in an amount deemed prudent by management. General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. A portion of general loss allowances established to cover possible losses related to assets classified as substandard or doubtful may be included in determining our regulatory capital. Specific valuation allowances for loan losses generally do not qualify as regulatory capital. As of September 30, 2012, we had \$6.1 million in loans classified as doubtful, \$29.4 million in loans classified as substandard, and \$25.0 million in loans classified as special mention. The loans classified as substandard represent primarily commercial loans secured either by residential real estate, commercial real estate or heavy equipment. The loans that have been classified substandard were classified as such primarily because either updated financial information has not been provided timely, or the collateral underlying the loan is in the process of being revalued.

The Company's internal credit risk grades are based on the definitions currently utilized by the banking regulatory agencies. The grades assigned and definitions are as follows, and loans graded excellent, above average, good and watch list (risk ratings 1-4) are treated as "pass" for grading purposes:

*5 – Special Mention-* Loans currently performing but with potential weaknesses including adverse trends in borrower's operations, credit quality, financial strength, or possible collateral deficiency.

*6 – Substandard-* Loans that are inadequately protected by current sound worth, paying capacity, and collateral support. The loan needs special and corrective attention.

7 – *Doubtful*- Weaknesses in credit quality and collateral support make full collection improbable, but pending reasonable factors remain sufficient to defer the loss status.

8 – *Loss*- Continuance as a bankable asset is not warranted. However, this does not preclude future attempts at partial recovery.

The current methodology for this calculation is determined with the Company's specific Historical Loss Percentage ("HLP") for each loan type, using 2 years of prior Bank data (or 8 quarters). The relative weights of prior quarters are decayed logarithmically and are further adjusted based on the trend of the historical loss percentage at the time. Also, instead of applying consistent percentages to each of the credit risk grades, the current methodology applies a higher factor to classified loans based on a delinquency risk trend and concentration risk trend by using the past due and non-accrual as a percentage of the specific loan category.

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table sets forth the activity in the Bank's allowance for loan losses by loan class for the three months ended September 30, 2012. (In Thousands):

|                            | Commercial<br>&<br>Residential | Commercial<br>&<br>Multi-family | Commercial<br>&<br>Construction | Commercial<br>&<br>Business<br>(1) | Commercial<br>&<br>Home<br>equity<br>(2) | Commercial<br>&<br>Consumer | Commercial<br>&<br>Unallocated | Commercial<br>&<br>Total |
|----------------------------|--------------------------------|---------------------------------|---------------------------------|------------------------------------|--|-----------------------------|--------------------------------|--------------------------|
| Allowance for loan losses: |                                |                                 |                                 |                                    |  |                             |                                |                          |
| Beginning balance          |                                |                                 |                                 |                                    |  |                             |                                |                          |
| June 30, 2012              | \$ 2,777                       | \$ 6,477                        | \$ 977                          | \$ 901                             | \$ 190                                   | \$ 6                        | \$ 85                          | \$11,413                 |
| Charge-offs                | \$ 468                         | \$ 599                          | \$ —                            | \$ 30                              | \$ —                                     | \$ —                        | \$ —                           | \$1,097                  |
| Recoveries                 | \$ —                           | \$ —                            | \$ —                            | \$ —                               | \$ —                                     | \$ —                        | \$ —                           | \$—                      |
| Provisions                 | \$ (410 )                      | \$ 1,297                        | \$ 74                           | \$ 157                             | \$ 298                                   | \$ 256                      | \$ (72 )                       | \$1,600                  |
| Ending balance             |                                |                                 |                                 |                                    |  |                             |                                |                          |
| September 30, 2012         | \$ 1,899                       | \$ 7,175                        | \$ 1,051                        | \$ 1,028                           | \$ 488                                   | \$ 262                      | \$ 13                          | \$11,916                 |

(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table sets forth the activity in the Bank's allowance for loan losses for the nine months ended September 30, 2012 and recorded investment in loans receivable as of September 30, 2012. Net deferred loan fees of \$1,475,000 at September 30, 2012, are not included in table amounts. The following table also details the amount of total loans receivable, that are evaluated individually, and collectively, for impairment, and the related portion of the allowance for loan losses that is allocated to each loan class (In Thousands):

|   | Commercial<br>&<br>Residential |          | Commercial<br>&<br>Construction | Business<br>(1) | Home<br>equity<br>(2) | Consumer | Unallocated | Total     |
|---|--------------------------------|----------|---------------------------------|-----------------|-----------------------|----------|-------------|-----------|
| Allowance for loan losses:              |                                |          |                                 |                 |                       |          |             |           |
| Beginning balance-<br>December 31, 2011 | \$ 2,679                       | \$ 5,798 | \$ 304                          | \$ 1,041        | \$ 677                | \$ 10    | \$ —        | \$ 10,509 |
| Charge-offs                             | \$ 667                         | \$ 1,132 | \$ 35                           | \$ 140          | \$ 19                 | \$ —     | \$ —        | \$ 1,993  |
| Recoveries                              | \$ —                           | \$ —     | \$ —                            | \$ —            | \$ —                  | \$ —     | \$ —        | \$ —      |
| Provisions                              | \$ (113 )                      | \$ 2,509 | \$ 782                          | \$ 127          | \$ (170 )             | \$ 252   | \$ 13       | \$ 3,400  |
| Ending balance-<br>September 30, 2012   | \$ 1,899                       | \$ 7,175 | \$ 1,051                        | \$ 1,028        | \$ 488                | \$ 262   | \$ 13       | \$ 11,916 |

|   | Commercial<br>&<br>Residential |          | Commercial<br>&<br>Construction | Business<br>(1) | Home<br>equity<br>(2) | Consumer | Unallocated | Total     |
|---|--------------------------------|----------|---------------------------------|-----------------|-----------------------|----------|-------------|-----------|
| Ending balance-<br>September 30, 2012                                 | \$ 1,899                       | \$ 7,175 | \$ 1,051                        | \$ 1,028        | \$ 488                | \$ 262   | \$ 13       | \$ 11,916 |
| Ending balance: individually<br>evaluated for impairment              | \$ 427                         | \$ 1,004 | \$ 96                           | \$ 522          | \$ 126                | \$ 240   | \$ —        | \$ 2,415  |
| Ending balance: collectively<br>evaluated for impairment              | \$ 1,297                       | \$ 5,936 | \$ 955                          | \$ 506          | \$ 362                | \$ 22    | \$ 13       | \$ 9,091  |
| Ending balance: loans<br>acquired with deteriorated<br>credit quality | \$ 175                         | \$ 235   | \$ —                            | \$ —            | \$ —                  | \$ —     | \$ —        | \$ 410    |

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Loans receivables:

|   |            |            |           |           |           |          |      |            |
|---|------------|------------|-----------|-----------|-----------|----------|------|------------|
| Ending balance  | \$ 195,447 | \$ 514,962 | \$ 23,658 | \$ 63,832 | \$ 61,720 | \$ 1,538 | \$ — | \$ 861,157 |
| Ending balance: individually<br>evaluated for impairment              | \$ 13,460  | \$ 29,548  | \$ 180    | \$ 7,694  | \$ 2,682  | \$ 240   | \$ — | \$ 53,804  |
| Ending balance: collectively<br>evaluated for impairment              | \$ 178,873 | \$ 481,375 | \$ 23,428 | \$ 55,897 | \$ 58,686 | \$ 1,298 | \$ — | \$ 799,557 |
| Ending balance: loans<br>acquired with deteriorated<br>credit quality | \$ 3,114   | \$ 4,039   | \$ 50     | \$ 241    | \$ 352    | \$ —     | \$ — | \$ 7,796   |

(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table sets forth the Bank's allowance for loan losses and recorded investment in loans receivable at December 31, 2011. Net deferred loan fees of \$1,193,000 at December 31, 2011 are not included in the table amounts. The table also details the amount of total loans receivable that are evaluated individually, and collectively, for impairment, and the related portion of the allowance for loan losses that is allocated to each loan class. (In Thousands):

|   | Residential | Commercial<br>&<br>Multi-family | Construction | Commercial<br>Business<br>(1) | Home<br>equity<br>(2) | Consumer | Unallo- | Total     |
|---|-------------|---------------------------------|--------------|-------------------------------|-----------------------|----------|---------|-----------|
| Ending balance-<br>December 31, 2011                                  | \$2,679     | \$ 5,798                        | \$ 304       | \$ 1,041                      | \$ 677                | \$ 10    | \$ —    | \$10,509  |
| Ending balance: individually<br>evaluated for impairment              | \$ 550      | \$ 2,674                        | \$ —         | \$ 95                         | \$ 72                 | \$ —     | \$ —    | \$3,391   |
| Ending balance: collectively<br>evaluated for impairment              | \$ 1,548    | \$ 2,654                        | \$ 189       | \$ 792                        | \$ 572                | \$ 10    | \$ —    | \$5,765   |
| Ending balance: loans<br>acquired with deteriorated<br>credit quality | \$ 581      | \$ 470                          | \$ 115       | \$ 154                        | \$ 33                 | \$ —     | \$ —    | \$1,353   |
| Loans receivables:  |             |                                 |              |                               |                       |          |         |           |
| Ending balance  | \$218,085   | \$ 472,424                      | \$ 17,000    | \$ 74,573                     | \$ 69,075             | \$ 1,308 | \$ —    | \$852,465 |
| Ending balance: individually<br>evaluated for impairment              | \$ 14,006   | \$ 39,461                       | \$ 1,513     | \$ 4,307                      | \$ 1,850              | \$ —     | \$ —    | \$61,137  |
| Ending balance: collectively<br>evaluated for impairment              | \$ 194,862  | \$ 429,355                      | \$ 13,236    | \$ 70,012                     | \$ 66,613             | \$ 1,308 | \$ —    | \$775,386 |
| Ending balance: loans<br>acquired with deteriorated<br>credit quality | \$ 9,217    | \$ 3,608                        | \$ 2,251     | \$ 254                        | \$ 612                | \$ —     | \$ —    | \$15,942  |

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(1) Includes business lines of credit.

(2) Includes home equity lines of credit.





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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table sets forth the activity in the Bank's allowance for loan losses for the three months ended September 30, 2011. (In Thousands):

|                                      | Commercial<br>&<br>Residential | Commercial<br>&<br>Multi-family | Construction | Commercial<br>Business<br>(1) | Home<br>equity<br>(2) | Consumer | Unallocated | Total   |
|--------------------------------------|--------------------------------|---------------------------------|--------------|-------------------------------|-----------------------|----------|-------------|---------|
| Allowance for loan losses:           |                                |                                 |              |                               |                       |          |             |         |
| Beginning balance<br>June 30, 2011   | \$ 654                         | \$ 5,278                        | \$ 355       | \$ 1,492                      | \$ 362                | \$ 7     | \$ 568      | \$8,716 |
| Charge-offs                          | \$ —                           | \$ 366                          | \$ 110       | \$ —                          | \$ —                  | \$ —     | \$ —        | \$476   |
| Recoveries                           | \$ —                           | \$ —                            | \$ —         | \$ —                          | \$ —                  | \$ —     | \$ —        | \$—     |
| Provisions                           | \$ 468                         | \$ 354                          | \$ 233       | \$ 60                         | \$ 177                | \$ —     | \$ (492)    | \$800   |
| Ending balance<br>September 30, 2011 | \$ 1,122                       | \$ 5,266                        | \$ 478       | \$ 1,552                      | \$ 539                | \$ 7     | \$ 76       | \$9,040 |

(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

The following table sets forth the activity in the Bank's allowance for loan losses for the nine months ended September 30, 2011. (In Thousands):

|  | Commercial<br>&<br>Residential | Commercial<br>&<br>Multi-family | Construction | Commercial<br>Business<br>(1) | Home<br>equity<br>(2) | Consumer | Unallocated | Total   |
|--|--------------------------------|---------------------------------|--------------|-------------------------------|-----------------------|----------|-------------|---------|
| Allowance for loan losses:             |                                |                                 |              |                               |                       |          |             |         |
| Beginning balance<br>December 31, 2010 | \$ 171                         | \$ 6,179                        | \$ 426       | \$ 1,286                      | \$ 204                | \$ 18    | \$ 133      | \$8,417 |
| Charge-offs                            | \$ 122                         | \$ 746                          | \$ 110       | \$ 24                         | \$ —                  | \$ —     | \$ —        | \$1,002 |
| Recoveries                             | \$ —                           | \$ 25                           | \$ —         | \$ —                          | \$ —                  | \$ —     | \$ —        | \$25    |

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|                    |          |           |        |          |        |          |          |         |
|--------------------|----------|-----------|--------|----------|--------|----------|----------|---------|
| Provisions         | \$ 1,073 | \$ (192 ) | \$ 162 | \$ 290   | \$ 335 | \$ (11 ) | \$ (57 ) | \$1,600 |
| Ending balance     |          |           |        |          |        |          |          |         |
| September 30, 2011 | \$ 1,122 | \$ 5,266  | \$ 478 | \$ 1,552 | \$ 539 | \$ 7     | \$ 76    | \$9,040 |

- (1) Includes business lines of credit.
- (2) Includes home equity lines of credit.

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The tables below sets forth the amounts and types of non-accrual loans in the Bank's loan portfolio, as of September 30, 2012 and December 31, 2011. Loans are placed on non-accrual status when they become more than 90 days delinquent, or when the collection of principal and/or interest become doubtful. As of September 30, 2012 and December 31, 2011, total non-accrual loans differed from the amount of total loans past due greater than 90 days due to troubled debt restructuring of loans which are maintained on non-accrual status for a minimum of six months until the borrower has demonstrated its ability to satisfy the terms of the restructured loan.

|                                    | As of September 30, 2012<br>(In Thousands) |
|------------------------------------|--|
| Non-accruing loans:                |  |
| Residential                        | \$ 1,946                                   |
| Construction                       | 767  |
| Commercial business <sup>(1)</sup> | 6,623                                      |
| Commercial and multi-family        | 14,049                                     |
| Home equity <sup>(2)</sup>         | 1,634                                      |
| Consumer                           | —  |
| Total                              | \$ 25,019                                  |

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(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

|                                    | As of December 31, 2011<br>(In Thousands) |
|------------------------------------|---|
| Non-accruing loans:                |   |
| Residential                        | \$ 15,511                                 |
| Construction                       | 4,040                                     |
| Commercial business <sup>(1)</sup> | 4,265                                     |
| Commercial and multi-family        | 22,280                                    |
| Home equity <sup>(2)</sup>         | 1,729                                     |
| Consumer                           | —   |
| Total                              | \$ 47,825                                 |

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- (1) Includes business lines of credit.
- (2) Includes home equity lines of credit.

Index**Note 7-Loans Receivable and Allowance for Loan Losses ( Continued)**

The following table summarizes the average recorded investment and interest income recognized on impaired loans by portfolio class for the three and nine months ended September 30, 2012 and 2011. (In Thousands):

|                                     | Three Months Ended September 30, |                     |                             |                     | Nine Months Ended September 30, |                     |                             |                     |
|-------------------------------------|----------------------------------|---------------------|-----------------------------|---------------------|---------------------------------|---------------------|-----------------------------|---------------------|
|                                     | 2012                             | 2012                | 2011                        | 2011                | 2012                            | 2012                | 2011                        | 2011                |
|                                     | Average Recorded Investment      | Interest Recognized | Average Recorded Investment | Interest Recognized | Average Recorded Investment     | Interest Recognized | Average Recorded Investment | Interest Recognized |
| With no related allowance recorded: |                                  |                     |                             |                     |                                 |                     |                             |                     |
| Residential Mortgages               | \$4,789                          | \$ 77               | \$3,411                     | \$ 95               | \$5,529                         | \$ 147              | \$ 1,857                    | \$ 95               |
| Commercial and Multi-family         | 15,925                           | 143                 | 23,402                      | 296                 | 20,604                          | 396                 | 19,483                      | 520                 |
| Construction                        | 1,579                            | —                   | 5,235                       | —                   | 1,468                           | 102                 | 2,764                       | —                   |
| Commercial Business (1)             | 2,457                            | 46                  | 1,621                       | 12                  | 2,503                           | 63                  | 1,306                       | 34                  |
| Home Equity (2)                     | 1,901                            | 9                   | 625                         | 15                  | 1,895                           | 33                  | 433                         | 16                  |
| Consumer                            | —                                | —                   | —                           | —                   | 3                               | —                   | —                           | —                   |
| With an allowance recorded:         |                                  |                     |                             |                     |                                 |                     |                             |                     |
| Residential Mortgages               | \$9,198                          | \$ 84               | \$3,754                     | \$ 270              | \$9,295                         | \$ 366              | \$ 1,979                    | \$ 270              |
| Commercial and Multi-family         | 12,516                           | 128                 | 17,301                      | 364                 | 14,033                          | 427                 | 15,864                      | 611                 |
| Construction                        | 231                              | —                   | 660                         | —                   | 192                             | 6                   | 330                         | —                   |
| Commercial Business (1)             | 3,393                            | 8                   | 2,164                       | 21                  | 2,626                           | 28                  | 1,991                       | 21                  |
| Home Equity (2)                     | 657                              | 7                   | 490                         | 32                  | 610                             | 18                  | 319                         | 37                  |
| Consumer                            | 120                              | —                   | —                           | —                   | 60                              | —                   | —                           | —                   |
| Total:                              |                                  |                     |                             |                     |                                 |                     |                             |                     |
| Residential Mortgages               | \$13,987                         | \$ 161              | \$7,165                     | \$ 365              | \$14,824                        | \$ 513              | \$ 3,836                    | \$ 365              |
| Commercial and Multi-family         | 28,441                           | 271                 | 40,703                      | 660                 | 34,637                          | 823                 | 35,347                      | 1,131               |
| Construction                        | 1,810                            | —                   | 5,895                       | —                   | 1,660                           | 108                 | 3,094                       | —                   |
| Commercial Business (1)             | 5,850                            | 54                  | 3,785                       | 33                  | 5,129                           | 91                  | 3,297                       | 55                  |
| Home Equity (2)                     | 2,558                            | 16                  | 1,115                       | 47                  | 2,505                           | 51                  | 752                         | 53                  |
| Consumer                            | 120                              | —                   | —                           | —                   | 63                              | —                   | —                           | —                   |

(1) Includes business lines of credit.

(2) Includes home equity lines of credit.



Index**Note 7-Loans Receivable and Allowance for Loan Losses ( Continued)**

The following table summarizes the recorded investment, unpaid principal balance, and the related allowance on impaired loans by portfolio class at September 30, 2012 and December 31, 2011. (In Thousands):

|                                     | As of September 30, 2012 |                             |                   | As of December 31, 2011 |                             |                   |
|-------------------------------------|--------------------------|-----------------------------|-------------------|-------------------------|-----------------------------|-------------------|
|                                     | Recorded Investment      | Unpaid Principle Recognized | Related Allowance | Recorded Investment     | Unpaid Principle Recognized | Related Allowance |
| With no related allowance recorded: |                          |                             |                   |                         |                             |                   |
| Residential Mortgages               | \$6,683                  | \$ 6,683                    | \$ —              | \$6,142                 | \$ 6,142                    | \$ —              |
| Commercial and Multi-family         | 17,443                   | 17,443                      | —                 | 23,417                  | 23,417                      | —                 |
| Construction                        | 50                       | 50                          | —                 | 1,513                   | 1,513                       | —                 |
| Commercial Business (1)             | 3,483                    | 3,483                       | —                 | 2,366                   | 2,366                       | —                 |
| Home Equity (2)                     | 1,965                    | 1,965                       | —                 | 1,301                   | 1,301                       | —                 |
| Consumer                            | —                        | —                           | —                 | —                       | —                           | —                 |
| With an allowance recorded:         |                          |                             |                   |                         |                             |                   |
| Residential Mortgages               | \$7,267                  | \$ 7,267                    | \$ 602            | \$7,864                 | \$ 7,864                    | \$ 550            |
| Commercial and Multi-family         | 12,692                   | 12,692                      | 1,239             | 16,044                  | 16,044                      | 2,674             |
| Construction                        | 130                      | 130                         | 96                | —                       | —                           | —                 |
| Commercial Business (1)             | 4,211                    | 4,211                       | 522               | 1,941                   | 1,941                       | 95                |
| Home Equity (2)                     | 717                      | 717                         | 126               | 549                     | 549                         | 72                |
| Consumer                            | 240                      | 240                         | 240               | —                       | —                           | —                 |
| Total:                              |                          |                             |                   |                         |                             |                   |
| Residential Mortgages               | \$13,950                 | \$ 13,950                   | \$ 602            | \$14,006                | \$ 14,006                   | \$ 550            |
| Commercial and Multi-family         | 30,135                   | 30,135                      | 1,239             | 39,461                  | 39,461                      | 2,674             |
| Construction                        | 180                      | 180                         | 96                | 1,513                   | 1,513                       | —                 |
| Commercial Business (1)             | 7,694                    | 7,694                       | 522               | 4,307                   | 4,307                       | 95                |
| Home Equity (2)                     | 2,682                    | 2,682                       | 126               | 1,850                   | 1,850                       | 72                |
| Consumer                            | 240                      | 240                         | 240               | —                       | —                           | —                 |

(1) Includes business lines of credit.

(2) Includes home equity lines of credit.



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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table summarizes information in regards to troubled debt restructurings for the three months ended September 30, 2012, (In thousands):

| Troubled Debt Restructurings | Number of Contracts | Pre-Modification Outstanding Recorded Investments | Post-Modification Outstanding Recorded Investments |
|------------------------------|---------------------|---|--|
| Residential                  | 2                   | \$ 360  | \$ 360   |
| Commercial and multi-family  | 1                   | \$ 1,107  | \$ 1,107   |
| Construction                 | —                   | \$ —  | \$ —   |
| Commercial business          | —                   | \$ —  | \$ —   |
| Home equity                  | 2                   | \$ 183  | \$ 183   |
| Consumer                     | —                   | \$ —  | \$ —   |

The loans included above are considered TDR's as a result of the Bank implementing one or more of the following concessions: granting a material extension of time, issuing a forbearance agreement, adjusting the interest rate, accepting interest only for a period of time or a change in amortization period. For the three months ending September 30, 2012, new TDR's totaled \$1.7 million. All TDR's were considered impaired and therefore were individually evaluated for impairment in the calculation of the allowance for loan losses.

The following table summarizes information in regard to troubled debt restructurings entered into during the last twelve months for which there was a payment default during the three months ended September 30, 2012. (In thousands):

| Troubled Debt Restructurings That Subsequently Defaulted | Number of Contracts | Recorded Investment |
|--|---------------------|---------------------|
| Residential  | 3                   | \$ 468              |
| Commercial and multi-family                              | 1                   | \$ 658              |
| Construction   | —                   | \$ —                |
| Commercial business                                      | —                   | \$ —                |
| Home equity  | —                   | \$ —                |
| Consumer   | —                   | \$ —                |

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table summarizes information in regards to troubled debt restructurings for the nine months ended September 30, 2012, (In thousands):

| Troubled Debt Restructurings | Number of Contracts | Pre-Modification Outstanding Recorded Investments | Post-Modification Outstanding Recorded Investments |
|------------------------------|---------------------|---|--|
| Residential                  | 13                  | \$ 4,440  | \$ 4,440   |
| Commercial and multi-family  | 14                  | \$ 8,384  | \$ 8,384   |
| Construction                 | —                   | \$ —  | \$ —   |
| Commercial business          | 1                   | \$ 531  | \$ 531   |
| Home equity                  | 5                   | \$ 441  | \$ 441   |
| Consumer                     | —                   | \$ —  | \$ —   |

The loans included above are considered TDR's as a result of the Bank implementing one or more of the following concessions: granting a material extension of time, issuing a forbearance agreement, adjusting the interest rate, accepting interest only for a period of time or a change in amortization period. For the nine months ending September 30, 2012, new TDR's totaled \$13.8 million. All TDR's were considered impaired and therefore were individually evaluated for impairment in the calculation of the allowance for loan losses.

The following table summarizes information in regard to troubled debt restructurings entered into during the last twelve months for which there was a payment default during the nine months ended September 30, 2012. (In thousands):

| Troubled Debt Restructurings That Subsequently Defaulted | Number of Contracts | Recorded Investment |
|--|---------------------|---------------------|
| Residential  | 4                   | \$ 606              |
| Commercial and multi-family                              | 1                   | \$ 658              |
| Construction   | —                   | \$ —                |
| Commercial business                                      | —                   | \$ —                |
| Home equity  | —                   | \$ —                |
| Consumer   | —                   | \$ —                |

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table summarizes information in regards to troubled debt restructurings for the three months ended September 30, 2011, (In thousands):

|                              | Number of<br>Contracts | Pre-Modification<br>Outstanding Recorded<br>Investments | Post-Modification<br>Outstanding<br>Recorded<br>Investments |
|------------------------------|------------------------|---|---|
| Troubled Debt Restructurings |                        |   |   |
| Residential                  | 7                      | \$ 2,582  | \$ 2,676  |
| Commercial and multi-family  | 3                      | \$ 1,212  | \$ 1,279  |
| Construction                 | —                      | \$ —  | \$ —  |
| Commercial business          | —                      | \$ —  | \$ —  |
| Home equity                  | 2                      | \$ 424  | \$ 471  |
| Consumer                     | —                      | \$ —  | \$ —  |

|   | Number of<br>Contracts | Recorded Investment |
|---|------------------------|---------------------|
| Troubled Debt Restructurings<br>That Subsequently Defaulted |                        |                     |
| Residential   | —                      | \$ —                |
| Commercial and multi-family                                 | —                      | \$ —                |
| Construction  | —                      | \$ —                |
| Commercial business   | —                      | \$ —                |
| Home equity   | —                      | \$ —                |
| Consumer  | —                      | \$ —                |

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table summarizes information in regards to troubled debt restructurings for the nine months ended September 30, 2011, (In thousands):

|                              | Number of<br>Contracts | Pre-Modification<br>Outstanding Recorded<br>Investments | Post-Modification<br>Outstanding Recorded<br>Investments |
|------------------------------|------------------------|---|--|
| Troubled Debt Restructurings |                        |   |  |
| Residential                  | 23                     | \$ 6,154  | \$ 6,474   |
| Commercial and multi-family  | 15                     | \$ 10,161   | \$ 10,295  |
| Construction                 | —                      | \$ —  | \$ —   |
| Commercial business          | —                      | \$ —  | \$ —   |
| Home equity                  | 8                      | \$ 752  | \$ 835   |
| Consumer                     | —                      | \$ —  | \$ —   |

|   | Number of<br>Contracts | Recorded Investment |
|---|------------------------|---------------------|
| Troubled Debt Restructurings<br>That Subsequently Defaulted |                        |                     |
| Residential   | 2                      | \$ 508              |
| Commercial and multi-family                                 | 1                      | \$ 663              |
| Construction  | —                      | \$ —                |
| Commercial business   | —                      | \$ —                |
| Home equity   | 1                      | \$ 54               |
| Consumer  | —                      | \$ —                |

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## Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)

The following table sets forth the delinquency status of total loans receivable as of September 30, 2012:

|                                    | 30-59<br>Days<br>Past<br>Due<br>(In Thousands) | 60-90<br>Days<br>Past Due | Greater<br>Than<br>90 Days | Total<br>Past<br>Due | Current   | Total<br>Loans<br>Receivable | Loans<br>Receivable<br>>90 Days<br>and Accruing |
|------------------------------------|--|---------------------------|----------------------------|----------------------|-----------|------------------------------|---|
| Residential                        | \$2,922  | \$ 1,624                  | \$ 685                     | \$ 5,231             | \$190,216 | \$ 195,447                   | \$ —  |
| Commercial and multi-family        | 1,260  | 1,502                     | 8,363                      | 11,125               | 503,837   | 514,962                      | —   |
| Construction                       | —  | —                         | 180                        | 180                  | 23,478    | 23,658                       | —   |
| Commercial business <sup>(1)</sup> | 753  | 840                       | 3,818                      | 5,411                | 58,421    | 63,832                       | —   |
| Home equity <sup>(2)</sup>         | 133  | 195                       | 1,394                      | 1,722                | 59,998    | 61,720                       | —   |
| Consumer                           | —  | —                         | —                          | —                    | 1,538     | 1,538                        | —   |
| Total                              | \$5,068  | \$ 4,161                  | \$ 14,440                  | \$ 23,669            | \$837,488 | \$ 861,157                   | \$ —  |

(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

The following table sets forth the delinquency status of total loans receivable at December 31, 2011:

|                                    | 30-59<br>Days<br>Past<br>Due<br>(In Thousands) | 60-90<br>Days<br>Past Due | Greater<br>Than<br>90 Days | Total<br>Past<br>Due | Current   | Total<br>Loans<br>Receivable | Loans<br>Receivable<br>>90 Days<br>and<br>Accruing |
|------------------------------------|--|---------------------------|----------------------------|----------------------|-----------|------------------------------|--|
| Residential                        | \$3,272  | \$ 1,381                  | \$ 10,473                  | \$ 15,126            | \$202,959 | \$ 218,085                   | \$ —   |
| Commercial and multi-family        | 11,112   | 1,839                     | 19,866                     | 32,817               | 439,607   | 472,424                      | —  |
| Construction                       | 130  | —                         | 3,660                      | 3,790                | 13,210    | 17,000                       | —  |
| Commercial business <sup>(1)</sup> | 536  | 499                       | 1,286                      | 2,321                | 72,252    | 74,573                       | —  |

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|                            |          |          |           |           |           |            |    |   |
|----------------------------|----------|----------|-----------|-----------|-----------|------------|----|---|
| Home equity <sup>(2)</sup> | 1,738    | 242      | 1,099     | 3,079     | 65,996    | 69,075     |    | — |
| Consumer                   | 10       | —        | —         | 10        | 1,298     | 1,308      |    | — |
| Total                      | \$16,798 | \$ 3,961 | \$ 36,384 | \$ 57,143 | \$795,322 | \$ 852,465 | \$ | — |

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(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

Index**Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)**

The following table presents the loan portfolio types summarized by the aggregate pass rating and the classified ratings of special mention, substandard, doubtful, and loss within the Company's internal risk rating system as of September 30, 2012 (In Thousands):

|                                    | Pass       | Special Mention | Substandard | Doubtful | Loss | Total      |
|------------------------------------|------------|-----------------|-------------|----------|------|------------|
| Residential                        | \$ 181,624 | \$ 6,392        | \$ 6,497    | \$ 934   | \$ — | \$ 195,447 |
| Commercial and multi-family        | 482,232    | 14,097          | 16,009      | 2,624    | —    | 514,962    |
| Construction                       | 22,421     | —               | 1,057       | 180      | —    | 23,658     |
| Commercial business <sup>(1)</sup> | 54,166     | 3,380           | 4,140       | 2,146    | —    | 63,832     |
| Home equity <sup>(2)</sup>         | 58,924     | 1,149           | 1,647       | —        | —    | 61,720     |
| Consumer                           | 1,295      | —               | 3           | 240      | —    | 1,538      |
| Total                              | \$ 800,662 | \$ 25,018       | \$ 29,353   | \$ 6,124 | \$ — | \$ 861,157 |

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(1) Includes business lines of credit.

(2) Includes home equity lines of credit.

The following table presents the loan portfolio types summarized by the aggregate pass rating and the classified ratings of special mention, substandard, doubtful, and loss within the Company's internal risk rating system as of December 31, 2011 (In Thousands):

|                                    | Pass       | Special Mention | Substandard | Doubtful | Loss   | Total      |
|------------------------------------|------------|-----------------|-------------|----------|--------|------------|
| Residential                        | \$ 203,317 | \$ 5,316        | \$ 7,632    | \$ 1,437 | \$ 383 | \$ 218,085 |
| Commercial and multi-family        | 426,983    | 19,620          | 23,618      | 2,203    | —      | 472,424    |
| Construction                       | 13,697     | —               | 2,619       | 684      | —      | 17,000     |
| Commercial business <sup>(1)</sup> | 67,593     | 2,827           | 1,245       | 2,784    | 124    | 74,573     |
| Home equity <sup>(2)</sup>         | 67,126     | 468             | 1,412       | —        | 69     | 69,075     |
| Consumer                           | 1,308      | —               | —           | —        | —      | 1,308      |
| Total                              | \$ 780,024 | \$ 28,231       | \$ 36,526   | \$ 7,108 | \$ 576 | \$ 852,465 |

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- (1) Includes business lines of credit.
- (2) Includes home equity lines of credit.



Index**Note 7 - Loans Receivable and Allowance for Loan Losses (Continued)**

The following table presents the unpaid principal balance and the related recorded investment of acquired loans included in our Consolidated Statements of Financial Condition. (In Thousands):

|                          | September 30,<br>2012 | December 31,<br>2011 |
|--------------------------|-----------------------|----------------------|
| Unpaid principal balance | \$ 336,622            | \$ 410,057           |
| Recorded investment      | 333,289               | 405,951              |

The following table presents changes in the accretable discount on loans acquired for the nine months ended September 30, 2012 and 2011. (Dollars):

|                   | September 30,<br>2012 | September 30,<br>2011 |
|-------------------|-----------------------|-----------------------|
| Beginning Balance | \$ 180,722            | \$ 205,491            |
| Accretion         | (38,356 )             | (33,716 )             |
| Ending Balance    | \$ 142,366            | \$ 171,775            |

No interest income is being recognized on loans acquired where the fair value of the loan was based on the cash flows expected to be received from the foreclosure and sale of the underlying collateral. The carrying value of these loans as of September 30, 2012, December 31, 2011, and September 30, 2011, was \$6.7 million, \$13.3 million, and \$10.6 million, respectively.

Index**Note 8 – Fair Values of Financial Instruments**

Guidance on fair value measurements establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

**Level 1:** Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

**Level 2:** Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

**Level 3:** Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e. supported with little or no market activity).

An asset or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The only assets or liabilities that the Company measured at fair value on a recurring basis were as follows (In Thousands):

| Description                                       | Total   | (Level 1)  | (Level 2)                           | (Level 3)                       |
|---|---------|--|-------------------------------------|---------------------------------|
|   |         | Quoted Prices in Active Markets for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs |
| As of September 30, 2012:                         |         |  |                                     |                                 |
| Securities available for sale — Equity Securities | \$1,152 | \$ 1,152   | \$ —                                | \$ —                            |
| As of December 31, 2011:                          |         |  |                                     |                                 |
| Securities available for sale — Equity Securities | \$1,045 | \$ 1,045   | \$ —                                | \$ —                            |

There were no transfers of assets or liabilities into or out of Level 1, Level 2, or Level 3 of the fair value hierarchy during the nine months ended September 30, 2012.

The Company's policy is to recognize transfers between levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers of assets or liabilities into or out of Level 1, Level 2, or

Level 3 of the fair value hierarchy during the nine months ended September 30, 2012.

The only assets or liabilities that the Company measured at fair value on a nonrecurring basis were as follows (In Thousands):

| Description               | Total    | (Level 1)<br>Quoted Prices in<br>Active Markets<br>for Identical<br>Assets | (Level 2)<br>Significant<br>Other<br>Observable<br>Inputs | (Level 3)<br>Significant<br>Unobservable<br>Inputs |
|---------------------------|----------|--|---|--|
| As of September 30, 2012: |          |  |   |  |
| Impaired loans            | \$22,432 | \$ —   | \$ —  | \$ 22,432  |
| As of December 31, 2011:  |          |  |   |  |
| Impaired Loans            | \$23,007 | \$ —   | \$ —  | \$ 23,007  |
| Real estate owned         | \$300    | \$ —   | \$ —  | \$ 300   |

Index**Note 8 – Fair Values of Financial Instruments (Continued)**

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which the Company has utilized adjusted Level 3 inputs to determine fair value, (Dollars in thousands):

## Quantitative Information about Level 3 Fair Value Measurements

|                     | Fair Value Valuation<br>Estimate | Techniques                  | Unobservable<br>Input     | Range  |
|---------------------|----------------------------------|-----------------------------|---------------------------|--------|
| September 30, 2012: |                                  |                             |                           |        |
| Impaired Loans      | \$ 22,432                        | Appraisal of collateral (1) | Appraisal adjustments (2) | 0%-10% |
|                     |                                  |                             | Liquidation expenses (3)  | 0%-10% |

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various level 3 inputs which are not identifiable.

Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated (2) liquidation expenses. The range of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

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 values of the Company's financial instruments as of September 30, 2012 and December 31, 2011.

**Cash and Cash Equivalents (Carried at Cost)**

The carrying amounts reported in the consolidated statements of financial condition for cash and short-term instruments approximate those assets' fair values.

**Securities**

The fair value of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), 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 and/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 investments. 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 Held for Sale (Carried at Lower of Cost or Fair Value)**

The fair value of loans held for sale is determined, when possible, using quoted secondary-market prices. If no such quoted prices exist, the fair value of a loan is determined using quoted prices for a similar loan or loans, adjusted for specific attributes of that loan. Loans held for sale are carried at their cost as of September 30, 2012 and December 31, 2011.

**Loans Receivable (Carried at Cost)**

The fair values of loans are estimated using discounted cash flow analyses, using 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 (Generally Carried at Fair Value)**

A loan is impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or as a practical expedient, at the loans observable market price or the fair value of the collateral if the loan is collateral dependent. 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 as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

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**Note 8 – Fair Values of Financial Instruments (Continued)**

**Real Estate Owned (Generally Carried at Fair Value)**

Real Estate Owned is generally carried at fair value, when the carry value is written down to fair value, which is determined based upon independent third-party appraisals of the properties, or based upon the expected proceeds from a pending sale. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

**FHLB of New York Stock (Carried at Cost)**

The carrying amount of restricted investment in bank stock approximates fair value, and considers the limited marketability of such securities.

**Interest Receivable and Payable (Carried at Cost)**

The carrying amount of interest receivable and interest payable approximates its fair value.

**Deposits (Carried at Cost)**

The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook 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.

**Long-Term Debt (Carried at Cost)**

Fair values of long-term debt are estimated using discounted cash flow analysis, based on quoted prices for new long-term debt 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.

**Off-Balance Sheet Financial Instruments**

Fair values for the Company's off-balance sheet financial instruments (lending commitments and unused lines 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. The fair value of these commitments was deemed immaterial and is not presented in the accompanying table.

Index**Note 8 – Fair Values of Financial Instruments (Continued)**

The carrying values and estimated fair values of financial instruments were as follows as of September 30, 2012 and December 31, 2011:

|                               | Carrying<br>Value | Fair Value | Quoted Prices<br>in Active<br>Markets for Identical<br>Assets<br>(Level 1) | Significant<br>Other Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|-------------------------------|-------------------|------------|--|--|--|
| (In Thousands)                |                   |            |  |  |  |
| Financial assets:             |                   |            |  |  |  |
| Cash and cash equivalents     | \$72,334          | \$72,334   | \$ 72,334  | \$ —   | \$ —   |
| Securities available for sale | 1,152             | 1,152      | 1,152  | —  | —  |
| Securities held to maturity   | 185,320           | 194,329    | —  | 194,329  | —  |
| Loans held for sale           | 301               | 309        | —  | 309  | —  |
| Loans receivable              | 847,766           | 900,277    | —  | —  | 900,277  |
| FHLB of New York stock        | 6,933             | 6,933      | 6,933  | —  | —  |
| Interest receivable           | 4,140             | 4,140      | 4,140  | —  | —  |
| Financial liabilities:        |                   |            |  |  |  |
| Deposits                      | 948,116           | 952,349    | 523,004  | 429,345  | —  |
| Long-term debt                | 114,124           | 128,045    | —  | 128,045  | —  |
| Interest payable              | 795               | 795        | 795  | —  | —  |
| December 31,<br>2011          |                   |            |  |  |  |
|                               | Carrying<br>Value | Fair Value |  |  |  |
| Financial assets:             |                   |            |  |  |  |
| Cash and cash equivalents     | \$117,087         | \$117,087  |  |  |  |
| Securities available for sale | 1,045             | 1,045      |  |  |  |

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|                             |         |         |
|-----------------------------|---------|---------|
| Securities held to maturity | 206,965 | 213,903 |
| Loans held for sale         | 5,856   | 6,020   |
| Loans receivable            | 840,763 | 890,215 |
| FHLB of New York stock      | 7,498   | 7,498   |
| Interest receivable         | 4,997   | 4,997   |

Financial liabilities:

|                  |         |         |
|------------------|---------|---------|
| Deposits         | 977,623 | 982,500 |
| Long-term debt   | 129,531 | 141,108 |
| Interest payable | 813     | 813     |



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**Note 9 – New Accounting Pronouncements**

In December 2011, the FASB issued Accounting Standards Update (“ASU”) No. 2011-12, “Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.” This standard indefinitely defers certain provisions of ASU 2011-05 (described below). The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this guidance did not result in a change in the presentation of comprehensive income in the Company’s consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income*. The ASU eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity and will require it be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The single statement format would include the traditional income statement and the components of total other comprehensive income as well as total comprehensive income. In the two statement approach, the first statement would be the traditional income statement which would be immediately followed by a separate statement which includes the components of other comprehensive income, total other comprehensive income and total comprehensive income. The amendments in this ASU will be applied retrospectively. For public companies, they are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. Adoption of ASU 2011-05 did not have a significant impact on the Company’s consolidated financial statements.

In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The amendments in this update result in common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards (IFRS). Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. Some of the amendments in this update clarify the FASB’s intent about the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. This update is effective during interim and annual periods beginning on or after December 15, 2011 and is to be applied prospectively and early adoption is not permitted. Adoption of ASU 2011-04 did not have a significant impact on the Company’s consolidated financial statements.

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**ITEM 2.**

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Subsequent Event**

On October 29<sup>th</sup> and 30<sup>th</sup>, 2012, Hurricane Sandy struck the Northeast section of the country. The Bank's market area has been significantly impacted by the storm which resulted in widespread flooding, wind damage and power outages. The storm temporarily disrupted our branch network and our ability to service our customers, however within one week, all of our offices were fully functional. We have begun the process of assessing whether the underlying collateral of any loan facilities we have in those areas affected by the storm have suffered damage and possible loss of value. Additionally, we are in the process of determining whether or not the storm has impacted our borrowers' ability to repay their obligations to the Bank. The Bank is generally named as a loss payee on hazard and flood insurance policies covering collateral properties and carries both mortgage impairment and business interruption insurance. These policies could mitigate losses that the Bank may sustain due to the effects of the hurricane. Presently, that process remains on-going and it is premature to determine what, if any impact this may have on our level of loan losses or non-performing loans. Predicated upon the completion of the aforementioned, the Company may experience increased levels of non-performing loans and loan losses which may negatively impact future operating results.

**Financial Condition**

Total assets decreased by \$62.1 million or 5.1% to \$1.155 billion at September 30, 2012 from \$1.217 billion at December 31, 2011. The decrease in total assets occurred primarily as a result of decreases in securities held to maturity of \$21.7 million, loans held for sale of \$5.6 million and cash and cash equivalents of \$44.8 million which more than offset the increases in loans receivable of \$7.0 million and other assets of \$6.4 million. Management is concentrating on controlled balance sheet growth and maintaining adequate liquidity in anticipation of funding loans in the loan pipeline as well as seeking opportunities in the secondary market that provide reasonable returns. During the third quarter, the Bank sold a portion of the non-performing loan portfolio which totaled approximately \$8.3 million resulting in a pre-tax loss of \$3.5 million; for the nine months ended September 30, 2012, such sales totaled \$25.9 million and resulted in a pre-tax loss of \$10.8 million. Management continues to evaluate its non-performing loans, and based upon market conditions and the ability to obtain satisfactory pricing may consider sales of a portion of its non-performing loans. It is our intention to grow the statement of financial condition at a measured pace consistent with our capital levels and as business opportunities permit.

Total cash and cash equivalents decreased by \$44.8 million or 38.3% to \$72.3 million at September 30, 2012 from \$117.1 million at December 31, 2011. The decrease in cash and cash equivalents resulted primarily from funding new loans and deposit outflow. Investment securities classified as held-to-maturity decreased by \$21.7 million or 10.5% to

\$185.3 million at September 30, 2012 from \$207.0 million at December 31, 2011. This decrease in investment securities resulted primarily from purchases of \$55.7 million for the nine months ended September 30, 2012 offset by allowable sales of \$26.5 million of mortgage-backed securities from the held-to-maturity portfolio, \$43.3 million of repayments and prepayments in the mortgage-backed securities portfolio, \$3.3 million in maturities of certain Government Sponsored Enterprise bonds and \$3.0 million of call options exercised on certain callable agency securities during the nine months ended September 30, 2012.

Loans receivable increased by \$7.0 million or 0.8% to \$847.8 million at September 30, 2012 from \$840.8 million at December 31, 2011. The increase resulted primarily from a \$26.6 million increase in real estate mortgages comprising residential, commercial and multi-family, construction and participation loans with other financial institutions partially offset by a \$10.7 million decrease in commercial loans comprising business loans and commercial lines of credit, net of amortization, and a \$7.4 million decrease in consumer loans, net of amortization partially offset by a \$1.4 million increase in the allowance for loan losses. The increase was partially off-set by the sale of certain commercial loans obtained as part of the Allegiance Community Bank acquisition in April 2011 totaling approximately \$10.8 million. The sale of the aforementioned in loans receivable resulted in a gain on sale of loans of approximately \$286,000. Further, during the nine months ended September 30, 2012, the Bank sold approximately \$25.9 million of loans that were non-performing loans. The \$25.9 million of non-performing loans sold included \$9.1 million of residential mortgage loans, \$14.6 million of commercial and multi-family loans, \$1.1 million of home equity loans, \$781,000 of commercial business loans, and \$313,000 of construction loans. The primary reason for this transaction was the elimination of carrying and legacy costs associated with these non-interest earning assets. The sale of this sub-set of the non-performing loan portfolio resulted in a pre-tax loss of approximately \$10.8 million. The balance in the loan pipeline at September 30, 2012 was \$112.6 million. As of September 30, 2012, the allowance for loan losses was \$11.9 million or 47.6% of non-performing loans and 1.38% of gross loans. As a result of the loans acquired in the recent business combination transactions being recorded at their fair value, the balance in the allowance for loan losses that were on the balance sheet of the former Pamrapo Bancorp, Inc., and Allegiance Community Bank are precluded from being reported in the allowance balance previously discussed, consistent with generally accepted accounting principles.

Deposit liabilities decreased by \$29.5 million or 3.0% to \$948.1 million at September 30, 2012 from \$977.6 million at December 31, 2011. The decrease resulted primarily from a \$32.3 million decrease in interest bearing deposits which more than offset a \$2.8 million increase in non-interest bearing deposits. During the nine months ended September 30, 2012, the Federal Open Market Committee (FOMC) has continued its mindset of a continuing accommodative monetary policy. This has resulted in historically low short term market rates that have further resulted in low time deposit account yields which in turn has had the effect of decreasing interest expense.

Borrowed money decreased by \$15.4 million or 11.9% to \$114.1 million at September 30, 2012 from \$129.5 million at December 31, 2011. The decrease in borrowed money resulted primarily from the pre-payment of \$15.4 million in Federal Home Loan Bank Advances that were acquired in the business combination transaction with Allegiance Community Bank. As a result, a pre-payment penalty of \$49,000 was recognized as interest expense. The purpose of the borrowings reflects the use of long term Federal Home Loan Bank advances to augment deposits as the Bank's funding source for originating loans and investing in GSE investment securities.

Stockholders' equity decreased by \$16.5 million or 16.5% to \$83.5 million at September 30, 2012 from \$100.0 million at December 31, 2011. The decrease in stockholders' equity is primarily attributable to the repurchase of 999,079 shares of the Company's common stock at a cost of \$10.4 million, as well as the payment of a three quarterly cash dividends totaling \$3.3 million, along with a net loss for the nine months ended September 30, 2012 of \$3.1 million, partially offset by an increase of \$100,000 resulting from the exercise of stock options totaling 28,661 shares. As of September 30, 2012, the Bank's Tier 1, Tier 1 Risk-Based and Total Risk Based Capital Ratios were 7.54%, 12.35% and 13.60% respectively.

### **Three Months of Operations**

We experienced a net loss of \$1.35 million for the three months ended September 30, 2012, compared with net income of \$1.19 million for the three months ended September 30, 2011. The net loss was due to increases in non-interest expense and the provision for loan losses and a decrease in total non-interest income, partially offset by an increase in net interest income and a decrease in the income tax provision. Net interest income increased by \$861,000 or 9.2% to \$10.26 million for the three months ended September 30, 2012 from \$9.39 million for the three months ended September 30, 2011. The increase in net interest income resulted primarily from an increase of \$79.1 million or 7.4% in the average balance of interest earning assets to \$1.145 billion for the three months ended September 30, 2012 from \$1.066 billion for the three months ended September 30, 2011, partially offset by a decrease in the average yield on interest earning assets of twenty basis points to 4.58% for the three months ended September 30, 2012 from 4.78% for the three months ended September 30, 2011. The average balance of interest bearing liabilities increased by \$77.5 million or 8.5% to \$992.0 million for the three months ended September 30, 2012 from \$914.5 million for the three months ended September 30, 2011, and the average cost of interest bearing liabilities decreased by thirty-one basis points to 1.15% for the three months ended September 30, 2012 from 1.46% for the three months ended September 30, 2011. The decrease of thirty-one basis points in the average yield of interest bearing deposits more than offset the decrease of twenty basis points on the average cost of interest earning assets. As a consequence, our net interest margin increased to 3.58% for the three months ended September 30, 2012 from 3.52% for the three months ended September 30, 2011. The increase in the average balance of interest earning assets and the average balance of interest bearing liabilities reflects the completion of the business combination transaction with Allegiance Community Bank.

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Interest income on loans receivable increased by \$965,000 or 9.1% to \$11.63 million for the three months ended September 30, 2012 from \$10.66 million for the three months ended September 30, 2011. The increase was primarily attributable to an increase in the average balance of loans receivable of \$76.6 million or 9.9% to \$852.8 million for the three months ended September 30, 2012 from \$776.2 million for the three months ended September 30, 2011, partially offset by a decrease in the average yield on loans receivable to 5.46% for the three months ended September 30, 2012 from 5.50% for the three months ended September 30, 2011. The increase in the average balance of loans is primarily attributable to the acquisition of Allegiance Community Bank. The decrease in average yield reflects the competitive price environment prevalent in the Bank's primary market area on loan facilities as well as the repricing downward of variable rate loans.

Interest income on securities decreased by \$598,000 or 29.2% to \$1.45 million for the three months ended September 30, 2012 from \$2.05 million for the three months ended September 30, 2011. This decrease was primarily due to a decrease in the average balance of investment securities of \$12.8 million or 5.9% to \$205.0 million for the three months ended September 30, 2012 from \$217.8 million for the three months ended September 30, 2011 along with a decrease in the average yield of securities held-to-maturity to 2.84% for the three months ended September 30, 2012, from 3.77% for the three months ended September 30, 2011. The decrease in the average yield reflects the low interest rate environment during the three months ended September 30, 2012.

Interest income on other interest-earning assets increased by \$13,000 or 100.0% to \$26,000 for the three months ended September 30, 2012 from \$13,000 for the three months ended September 30, 2011. This increase was primarily due to an increase of \$15.3 million or 21.2% in the average balance of other interest-earning assets to \$87.5 million for the three months ended September 30, 2012 from \$72.2 million for the three months ended September 30, 2011. The average yield on other interest-earning assets increased slightly to 0.12% for the three months ended September 30, 2012 from 0.07% for the three month ended September 30, 2011. The static nature of the average yield on other interest earning assets reflects the current philosophy by the FOMC of keeping short term interest rates at historically low levels for the last two years. The increase in the average balance of other interest earning assets is primarily attributable to the completion of the acquisition of Allegiance Community Bank.

Total interest expense decreased by \$481,000 or 14.4% to \$2.85 million for the three months ended September 30, 2012 from \$3.33 million for the three months ended September 30, 2011. The decrease resulted primarily from a decrease in the average cost of interest bearing liabilities of thirty-one basis points to 1.15% for the three months ended September 30, 2012 from 1.46% for the three months ended September 30, 2011, partially offset by an increase in the balance of average interest bearing liabilities of \$77.5 million or 8.5% to \$992.0 million for the three months ended September 30, 2012 from \$914.5 million for the three months ended September 30, 2011. The increase in the balance of average interest bearing liabilities is primarily attributable to the completion of the acquisition of Allegiance Community Bank. The decrease in the average cost reflects the Company's reaction to the lower short term interest rate environment and our ability to reduce our pricing on a select number of retail deposit products.

The provision for loan losses totaled \$1.6 million and \$800,000 for the three month periods ended September 30, 2012 and 2011, respectively. The provision for loan losses is established based upon management's review of the Bank's loans and consideration of a variety of factors including, but not limited to, (1) the risk characteristics of the loan portfolio, (2) current economic conditions, (3) actual losses previously experienced, (4) our level of loan growth and (5) the existing level of reserves for loan losses that are probable and estimable. During the three months ended September 30, 2012, the Bank experienced \$1.1 million in net charge-offs, (consisting of \$1.1 million in charge-offs and no recoveries). During the three months ended September 30, 2011, the Bank experienced \$476,000 in net charge-offs, (consisting of \$476,000 in charge-offs and no recoveries). The Bank had non-performing loans totaling \$25.0 million or 2.91% of gross loans at September 30, 2012, \$47.8 million or 5.61% of gross loans at December 31, 2011 and \$41.8 million or 5.50% of gross loans at September 30, 2011. The decrease in non-performing loans resulted primarily from two sales totaling approximately \$25.9 million in non-performing loans during the nine months ended September 30, 2012. The primary reason for this transaction was the elimination of carrying and legacy costs associated with these non-interest earning assets. The sale of non-performing loans for the three months ended September 30, 2012 of \$8.3 million resulted in a pre-tax loss of approximately \$3.5 million. The allowance for loan losses was \$11.9 million or 1.38% of gross loans at September 30, 2012, \$10.5 million or 1.23% of gross loans at December 31, 2011 and \$9.0 million or 1.19% of gross loans at September 30, 2011. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates. Management assesses the allowance for loan losses on a quarterly basis and makes provisions for loan losses as necessary in order to maintain the adequacy of the allowance. While management uses available information to recognize losses on loans, future loan loss provisions may be necessary based on changes in the aforementioned criteria. In addition various regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses and may require the Bank to recognize additional provisions based on their judgment of information available to them at the time of their examination. Management believes that the allowance for loan losses was adequate as of September 30, 2012, December 31, 2011 and September 30, 2011.

We experienced a \$3.1 million non-interest loss for the three months ended September 30, 2012 compared with non-interest income of \$182,000 for the three months ended September 30, 2011. The non-interest loss resulted primarily from the aforementioned \$3.5 million loss on sale of non-performing loans partially offset by a \$292,000 or 384.2% increase in fees and service charges to \$368,000 for the three months ended September 30, 2012 primarily due to increases in deposit account service charges, loan application fees, and late charges from \$76,000 for the three months ended September 30, 2011, and an increase in gain on sale of loans of \$98,000 or 51.6% to \$288,000 for the three months ended September 30, 2012 from \$190,000 for the three months ended September 30, 2011. The increase in gain on sale of loans occurred primarily as a result of the active local market for refinancing one-to four-family residential mortgages, aided in large part by the low interest rate environment. The Bank also recorded an increase on loss on sale of real estate owned of \$260,000 or 214.9% to a loss of \$381,000 for the three months ended September 30, 2012 from a loss of \$121,000 for the three months ended September 30, 2011.

Total non-interest expense increased by \$1.87 million or 27.7% to \$8.62 million for the three months ended September 30, 2012 from \$6.75 million for the three months ended September 30, 2011. Unless specified otherwise, the increase in the categories of non-interest expense occurred primarily as a result of the acquisition of Allegiance Community Bank in October 2011. Salaries and employee benefits expense increased by \$551,000 or 17.1% to \$3.78 million for the three months ended September 30, 2012 from \$3.23 million for the three months ended September 30, 2011. This increase occurred primarily as a result of an increase in the number of full time equivalent employees to 205 at September 30, 2012, from 166 at September 30, 2011. Occupancy expense increased by \$112,000 or 15.1% to \$855,000 for the three months ended September 30, 2012 from \$743,000 for the three months ended September 30, 2011. Equipment expense increased by \$86,000 or 8.1% to \$1.15 million for the three months ended September 30, 2012 from \$1.06 million for the three months ended September 30, 2011. The primary component of this expense item is data service provider expense which increases with the growth in the Bank's assets. Professional fees increased by \$750,000 or 126.3% to \$1.34 million for the three months ended September 30, 2012 from \$594,000 for the three months ended September 30, 2011. The increase is primarily due to the settlement of several legacy lawsuits that arose as a result of the business combination transaction with Pamrapo Bancorp, Inc. Directors' fees decreased by

\$12,000 or 6.7% to \$168,000 for the three months ended September 30, 2012 from \$180,000 for the three months ended September 30, 2011. Regulatory assessments increased by \$172,000 or 141.0% to \$294,000 for the three months ended September 30, 2012 from \$122,000 for the three months ended September 30, 2011. Advertising expense increased by \$10,000 or 8.7% to \$125,000 for the three months ended September 30, 2012 from \$115,000 for the three months ended September 30, 2011. Merger related expenses decreased by \$81,000 to no corresponding entry for the three months ended September 30, 2012 from \$81,000 for the three months ended September 30, 2011. Other non-interest expense increased by \$284,000 or 45.6% to \$907,000 for the three months ended September 30, 2012 from \$623,000 for the three months ended September 30, 2011. Other non-interest expense is comprised of loan expense, stationary, forms and printing, check printing, correspondent bank fees, telephone and communication, and other fees and expenses.

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The income tax constituted an income tax benefit of \$1.7 million for the three months ended September 30, 2012 compared with a tax provision of \$840,000 for the three months ended September 30, 2011, reflecting the loss during the three months ended September 30, 2012 primarily as a result of the previously mentioned non-performing loan sale completed during the three months ended September 30, 2012. The consolidated effective tax rate for the three months ended September 30, 2012 was a tax benefit of 56.4% compared to a tax provision of 41.4% for the three months ended September 30, 2011.

**Nine Months of Operations**

We experienced a net loss of \$3.12 million for the nine months ended September 30, 2012 compared with net income of \$5.06 million for the nine months ended September 30, 2011. The net loss was due to increases in the non-interest expense and provision for loans losses along with a decrease in non-interest income, partially offset by an increase in net interest income and a decrease in the income tax provision. Net interest income increased by \$1.85 million or 6.4% to \$30.80 million for the nine months ended September 30, 2012 from \$28.95 million for the nine months ended September 30, 2011. This increase in net interest income resulted primarily from an increase of \$95.1 million or 8.8% in the average balance of interest earning assets to \$1.171 billion for the nine months ended September 30, 2012 from \$1.076 billion for the nine months ended September 30, 2011, partially offset by a decrease in the average yield on interest earning assets to 4.55% for the nine months ended September 30, 2011 from 4.84% for the nine months ended September 30, 2011. The average balance of interest bearing liabilities increased by \$91.7 million or 9.9% to \$1.014 billion for the nine months ended September 30, 2012 from \$922.7 million for the nine months ended September 30, 2011, while the average cost of interest bearing liabilities decreased to 1.21% for the nine months ended September 30, 2012 from 1.46% for the nine months ended September 30, 2011. As a consequence of the aforementioned, our net interest margin decreased to 3.51% for the nine months ended September 30, 2012 from 3.59% for the nine months ended September 30, 2011. The increase in the average balance of interest earning assets and the average balance of interest bearing liabilities reflects the completion of the acquisition of Allegiance Community Bank.

Interest income on loans receivable increased by \$2.34 million or 7.1% to \$35.36 million for the nine months ended September 30, 2012 from \$33.02 million for the nine months ended September 30, 2011. The increase was primarily attributable to an increase in the average balance of loans receivable of \$72.2 million or 9.2% to \$857.1 million for the nine months ended September 30, 2012 from \$784.9 million for the nine months ended September 30, 2011, partially offset by a decrease in the average yield on loans receivable to 5.50% for the nine months ended September 30, 2012 from 5.61% for the nine months ended September 30, 2011. The increase in the average balance of loans is primarily attributable to the completion of the acquisition of Allegiance Community Bank. The decrease in average yield reflects the competitive price environment prevalent in the Bank's primary market area on loan facilities as well as the repricing downward of variable rate loans.

Interest income on securities decreased by \$1.43 million or 24.0% to \$4.53 million for the nine months ended September 30, 2012 from \$5.96 million for the nine months ended September 30, 2011. This decrease was primarily due to a decrease in the average balance of securities held-to-maturity of \$6.7 million or 3.1% to \$211.5 million for the nine months ended September 30, 2012 from \$218.2 million for the nine months ended September 30, 2011, partially offset by a decrease in the average yield of securities held-to-maturity to 2.86% for the nine months ended September 30, 2012 from 3.64% for the nine months ended September 30, 2011. The decrease in the average yield reflects the low interest rate environment during the nine months ended September 30, 2012.



Interest income on other interest-earning assets increased by \$32,000 or 54.2% to \$91,000 for the nine months ended September 30, 2012 from \$59,000 for the nine months ended September 30, 2011. This increase was primarily due to an increase of \$29.5 million or 40.2% in the average balance of other interest-earning assets to \$102.8 million for the nine months ended September 30, 2012 from \$73.3 million for the nine months ended September 30, 2011. The average yield on other interest-earning assets remained relatively static at 0.12% for the nine months ended September 30, 2012 and 0.11% for the nine months ended September 30, 2011. The static nature of the average yield on other interest-earning assets reflects the current philosophy by the FOMC of keeping short term interest rates at historically low levels for the last two years. The increased balance of other interest earning assets reflects management's decision to have higher liquid investments during a period of historically low interest rates.

Total interest expense decreased by \$906,000 or 9.0% to \$9.18 million for the nine months ended September 30, 2012 from \$10.09 million for the nine months ended September 30, 2011. The decrease resulted primarily from a decrease in the average cost of interest-bearing liabilities of twenty-five basis points to 1.21% for the nine months ended September 30, 2012 from 1.46% for the nine months ended September 30, 2011, partially offset by an increase in the balance of average interest-bearing liabilities of \$91.7 million or 9.9% to \$1.014 billion for the nine months ended September 30, 2012 from \$922.7 million for the nine months ended September 30, 2011. The increase in the balance of average interest-bearing liabilities is primarily attributable to the completion of the acquisition of Allegiance Community Bank. The decrease in the average cost reflects the lower short term interest rate environment and our ability to reduce our pricing on a select number of retail deposit products.

The provision for loan losses totaled \$3.4 million for the nine months ended September 30, 2012 and \$1.6 million for the nine months ended September 30, 2011. The provision for loan losses is established based upon management's review of the Bank's loans and consideration of a variety of factors including, but not limited to, (1) the risk characteristics of the loan portfolio, (2) current economic conditions, (3) actual losses previously experienced, (4) the dynamic activity and fluctuating balance of loans receivable, and (5) the existing level of reserves for loan losses that are probable and estimable. During the nine months ended September 30, 2012, the Bank experienced \$1.99 million in net charge-offs (consisting of \$1.99 million in charge-offs and no recoveries). During the nine months ended September 30, 2011, the Bank experienced \$977,000 in net charge-offs (consisting of \$1.0 million in charge-offs and \$25,000 in recoveries). The Bank had non-performing loans totaling \$25.0 million or 2.91% of gross loans at September 30, 2012, \$47.8 million or 5.61% of gross loans at December 31, 2011 and \$41.8 million or 5.50% of gross loans at September 30, 2011. The decrease in non-performing loans resulted primarily from the sales of approximately \$25.9 million in non-performing loans during the second quarter and third quarters of 2012. The primary reason for this transaction was the elimination of carrying and legacy costs associated with these non-interest earning assets. These sales resulted in a pre-tax loss of approximately \$10.8 million. The allowance for loan losses was \$11.9 million or 1.38% of gross loans at September 30, 2012, \$10.5 million or 1.23% of gross loans at December 31, 2011 and \$9.0 million or 1.19% of gross loans at September 30, 2011. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates. Management assesses the allowance for loan losses on a quarterly basis and makes provisions for loan losses as necessary in order to maintain the adequacy of the allowance. While management uses available information to recognize losses on loans, future loan loss provisions may be necessary based on changes in the aforementioned criteria. In addition various regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses and may require the Bank to recognize additional provisions based on their judgment of information available to them at the time of their examination. Management believes that the allowance for loan losses was adequate at September 30, 2012, December 31, 2011 and September 30, 2011.

Total non-interest income (loss) was a loss of \$8.25 million for the nine months ended September 30, 2012 compared with income of \$1.09 million for the nine months ended September 30, 2011. The decrease in non-interest income

resulted primarily from the aforementioned \$10.8 million loss on sale of non-performing loans partially offset by an increase of \$363,000 or 61.1% in gain on sale of loans originated for sale to \$957,000 for the nine months ended September 30, 2012 from \$594,000 for the nine months ended September 30, 2011. The increase in gain on sale of loans originated for sale occurred primarily as a result of the active local market for refinancing one-four family residential mortgages, aided in large part by the low interest rate environment. In addition, the Bank sold approximately \$10.6 million of commercial business loans acquired in the Allegiance Community Bank acquisition which resulted in a gain of approximately \$286,000. Gain on sale of securities held to maturity increased by \$206,000 or 1,144.4% to \$224,000 for the nine months ended September 30, 2012 from \$18,000 for the nine months ended September 30, 2011. Fees and service charges and other non-interest income increased by \$835,000 or 113.9% to \$1.57 million for the nine months ended September 30, 2012 primarily due to increases in deposit account service charges, loan application fees, and late charges from \$733,000 for the nine months ended September 30, 2011. The aforementioned increases were partially offset by a \$480,000 loss on the sale of certain REO properties for the nine months ended September 30, 2012 compared to a \$257,000 loss for the nine months ended September 30, 2011.

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Total non-interest expense increased by \$4.94 million or 24.7% to \$24.9 million for the nine months ended September 30, 2012 from \$19.96 million for the nine months ended September 30, 2011. Unless specified otherwise, the increase in the categories of non-interest expense occurred primarily as a result of the acquisition of Allegiance Community Bank. Salaries and employee benefits expense increased by \$2.46 million or 26.9% to \$11.6 million for the nine months ended September 30, 2012 from \$9.14 million for the nine months ended September 30, 2011. This increase occurred primarily as the result of an increase in the number of full time equivalent employees to 205 at September 30, 2012, from 166 at September 30, 2011. Occupancy expense increased by \$342,000 or 15.2% to \$2.59 million for the nine months ended September 30, 2012 from \$2.25 million for the nine months ended September 30, 2011. Equipment expense increased by \$594,000 or 18.9% to \$3.75 million for the nine months ended September 30, 2012 from \$3.15 million for the nine months ended September 30, 2011. The primary component of this expense item is data service provider expense which increases with the growth of the Bank's assets. In addition, system conversion costs following the acquisition of Allegiance Community Bank totaled approximately \$250,000. Professional fees increased by \$1.31 million or 123.6% to \$2.37 million for the nine months ended September 30, 2012 from \$1.06 million for the nine months ended September 30, 2011. The increase is primarily due to the settlement of several legacy lawsuits that arose as a result of the business combination transaction with Pamrapo Bancorp, Inc. Director fees increased by \$81,000 or 16.9% to \$560,000 for the nine months ended September 30, 2012 from \$479,000 for the nine months ended September 30, 2011. Regulatory assessments decreased by \$15,000 or 1.6% to \$900,000 for the nine months ended September 30, 2012 from \$915,000 for the nine months ended September 30, 2011 primarily due to the new assessment base methodology pursuant to the Dodd-Frank Act which lowered the Bank's insurance premium. Advertising expense increased by \$78,000 or 26.6% to \$371,000 for the nine months ended September 30, 2012 from \$293,000 for the nine months ended September 30, 2011. Merger related expenses decreased by \$337,000 to no corresponding entry for the nine months ended September 30, 2012 from \$337,000 for the nine months ended September 30, 2011. Other non-interest expense increased by \$419,000 or 17.8% to \$2.77 million for the nine months ended September 30, 2012 from \$2.35 million for the nine months ended September 30, 2011. Other non-interest expense is comprised of loan expense, stationary, forms and printing, check printing, correspondent bank fees, telephone and communication, and other fees and expenses.

Income taxes constituted an income tax benefit of \$2.63 million for the nine months ended September 30, 2012 compared with a tax provision of \$3.42 million for the nine months ended September 30, 2011, reflecting the loss during the nine month period ended September 30, 2012 primarily as a result of the previously mentioned non-performing loan sales completed during the nine months ended September 30, 2012. The consolidated effective tax rate for the nine months ended September 30, 2012 was a tax benefit of 45.8% compared to tax provision of 40.3% for the nine months ended September 30, 2011.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk****Management of Market Risk**

**General.** The majority of our assets and liabilities are monetary in nature. Consequently, one of our most significant forms of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage

interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, our Board of Directors has established an Asset/Liability Committee which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors. Senior management monitors the level of interest rate risk on a regular basis and the Asset/Liability Committee, which consists of senior management and outside directors operating under a policy adopted by the Board of Directors, meets as needed to review our asset/liability policies and interest rate risk position.

The following table presents the Company's net portfolio value ("NPV"). These calculations were based upon assumptions believed to be fundamentally sound, although they may vary from assumptions utilized by other financial institutions. The information set forth below is based on data that included all financial instruments as of September 30, 2012. Assumptions have been made by the Company relating to interest rates, loan prepayment rates, core deposit duration, and the market values of certain assets and liabilities under the various interest rate scenarios. Actual maturity dates were used for fixed rate loans and certificate accounts. Investment securities were scheduled at either the maturity date or the next scheduled call date based upon management's judgment of whether the particular security would be called in the current interest rate environment and under assumed interest rate scenarios. Variable rate loans were scheduled as of their next scheduled interest rate repricing date. Additional assumptions made in the preparation of the NPV table include prepayment rates on loans and mortgage-backed securities, core deposits without stated maturity dates were scheduled with an assumed term of 48 months, and money market and non-interest bearing accounts were scheduled with an assumed term of 24 months. The NPV at "PAR" represents the difference between the Company's estimated value of assets and estimated value of liabilities assuming no change in interest rates. The NPV for a decrease of 200 to 300 basis points has been excluded since it would not be meaningful, in the interest rate environment as of September 30, 2012. The following sets forth the Company's NPV as of that date.

| Change in Calculation | Net Portfolio Value | \$ Change from PAR | % Change from PAR | NPV as a % of Assets | NPV Ratio | Change   |
|-----------------------|---------------------|--------------------|-------------------|----------------------|-----------|----------|
| +300bp                | \$ 88,846           | \$ (30,422 )       | -25.51%           | 7.96                 | %         | -198 bps |
| +200bp                | 107,604             | (11,664 )          | -9.78             | 9.36                 |           | -58 bps  |
| +100bp                | 117,688             | (1,580)            | -1.33             | 10.00                |           | 06 bps   |
| PAR                   | 119,268             | —                  | —                 | 9.94                 |           | —        |
| -100bp                | 120,844             | 1,576              | 1.32              | 9.95                 |           | 01 bps   |

bp – basis points

The table above indicates that as of September 30, 2012, in the event of a 100 basis point increase in interest rates, we would experience a 1.33% decrease in NPV.

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurement. Modeling changes in NPV require making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the NPV table presented assumes that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the NPV table provides an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and

do not provide a precise forecast of the effect of changes in market interest rates on our net interest income, and will differ from actual results.

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**ITEM 4.**

**Controls and Procedures**

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this quarterly report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

Under rules of the Securities and Exchange Commission promulgated under Section 404 of the Sarbanes-Oxley Act of 2002, we were required to furnish a report by our management on our internal control over financial reporting in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. In the course of our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2011, which assessment was conducted during the fourth quarter of 2011 and the first quarter of 2012 in connection with the preparation of 2011 consolidated financial statements and our Annual Report on Form 10-K, we identified a material weakness in our internal control over financial reporting resulting from (i) a failure to document that monitoring controls were in place with respect to outside service organizations, and that (ii) we failed to test the operating effectiveness of such controls as of December 31, 2011. The Company did test the operating effectiveness of its monitoring controls subsequent to December 31, 2011 and found them to be effective. The material weakness in our internal control over financial reporting, was described in Item 9A, Controls and Procedures, of our Annual Report on Form 10-K for the year ended December 31, 2011.

Subsequent to December 31, 2011 and through the first quarter of 2012, the Company received reports of operational controls from certain outside service organizations (SOC 1's). Upon receipt, the Company, in conjunction with our Internal Auditors, read, reviewed, tested and confirmed, through a documented and comprehensive testing program, the operating effectiveness of our internal monitoring controls with respect to the use of those outside service organizations. As a result of this testing process, the operating effectiveness of our internal monitoring controls with respect to activities and processes with those outside service organizations was found to be fully effective. We have revised our internal control procedures and processes applicable to financial reporting, with respect to SOC 1's issued by outside service organizations.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We are involved, from time to time, as plaintiff or defendant in various legal actions arising in the normal course of business. Other than as set forth below, as of September 30, 2012 we were not involved in any material legal proceedings, the outcome of which, if determined in a manner adverse to the Company, would have a material adverse affect on our financial condition or results of operations.

On or about December 2, 2009, BCB Bancorp, Inc. and BCB Community Bank became aware of a complaint filed in the Superior Court of New Jersey, Hudson County against Pamrapo Bancorp and Pamrapo Savings Bank and its Directors. The suit, Campbell vs. Pamrapo Bancorp, Inc., was brought by William Campbell, who was the largest shareholder of Pamrapo Bancorp and was Pamrapo Bank's former president and chief executive officer until February 13, 2009. Campbell's complaint alleges, among other things, that the Directors of Pamrapo Bancorp breached their fiduciary duties to shareholders in connection with the entry into the agreement and plan of merger with BCB, pursuant to which Pamrapo Bancorp and Pamrapo Savings Bank merged into BCB Bancorp and BCB Community Bank, with BCB as the surviving entity. Campbell unsuccessfully attempted to permanently enjoin the merger, and now seeks unspecified damages and his attorneys' fees and costs associated with investigations by the Department of Justice and Office of Thrift Supervision into Campbell's actions while he was the President and Chief Executive Officer of Pamrapo Bank. BCB Bancorp and BCB Community Bank are involved in the lawsuit by virtue of being the surviving entities following the merger. The parties have agreed to a settlement in the amount of \$225,000.

The Company is a named defendant in the lawsuit Kontos v. Robbins et al filed in the Superior Court of New Jersey on May 15, 2012. The lawsuit alleges that Mr. Robbins, the former Chairman of the Board of Allegiance Community Bank and currently a director of the Company and others, defrauded Mr. Kontos with respect to his investment in a real estate project and induced Mr. Kontos to borrow money from Allegiance Community Bank, also a named defendant. The lawsuit seeks an unspecified dollar amount of damages, as well as equitable and other relief. Insurance coverage is currently in effect. The Company has filed its Answer to the lawsuit. The Company, after preliminary review, believes the lawsuit is without merit and frivolous. The Company intends to vigorously defend its interests in this litigation.

The Company is the successor to Pamrapo Bancorp, Inc., a named defendant in the lawsuit Brian Campbell v. Pamrapo Bancorp, Inc., et al, filed in the Superior Court of New Jersey in December 2010. The lawsuit alleges that Mr. Campbell sustained personal injuries in an automobile accident while on a work-related trip and should be compensated for his injuries. Insurance coverage is currently in effect. The Company believes that the lawsuit is without merit and it intends to vigorously defend its interests.

The Company is the successor to Pamrapo Bancorp, Inc., in a shareholder derivative lawsuit Kube, et al., v. Pamrapo Bancorp, Inc., et al., filed in the Superior Court of New Jersey, Hudson County, Chancery Division, General Equity. On May 9, 2012, the Company obtained partial summary judgment. On May 9, 2012, plaintiff's counsel was awarded interim legal fees of approximately \$350,000. The Company is currently appealing the court's decision to award interim legal fees.

The Company is a named defendant in the lawsuit Armstrong v. BCB Bancorp, Inc., and Brian M. Campbell, which was filed in the Superior Court of New Jersey, Atlantic County, Law Division, on September 27, 2011. The Company

is a named defendant in the lawsuit as the successor to Pamrapo Bancorp, Inc. The lawsuit accuses Brian Campbell, the former Managing Director of Pamrapo Service Corporation, a wholly-owned subsidiary of Pamrapo Bancorp, Inc., of various violations of federal and state securities laws, fraud, breach of fiduciary duty and negligence. The case is in the discovery phase. The plaintiff is seeking unspecified damages.



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**ITEM 1.A. RISK FACTORS**

Other than as set forth below, there have been no changes to the risk factors set forth under Item 1.A Risk Factors as set forth in the Company's Form 10-K for the year ended December 31, 2011.

**The asset quality of our loan portfolio may deteriorate if the economy falters, resulting in a portion of our loans failing to perform in accordance with their terms. Under such circumstances our profitability will be adversely affected.**

At September 30, 2012, the Company had \$60.5 million in classified loans of which \$6.1 million were classified as doubtful, \$29.4 million were classified as substandard and \$25.0 million were classified as special mention. In addition, at that date we had \$25.0 million in non-accruing loans. While we have adhered to stringent underwriting standards in the origination of loans, a large percentage of our loan portfolio was obtained in connection with our acquisition of Pamrapo Bancorp, Inc. and Allegiance Community Bank. In addition, there can be no assurance that loans that we originated will not experience asset quality deterioration as a result of a downturn in the local economy. Should our local economy weaken, our asset quality may deteriorate resulting in losses to the Company.

**The effects of Hurricane Sandy impacted our operations and disrupted our branch network and potentially affected loan facilities in those areas affected by the storm. Under such circumstances our profitability will be adversely affected.**

On October 29<sup>th</sup> and 30<sup>th</sup>, 2012, Hurricane Sandy struck the Northeast section of the country. The Bank's market area has been significantly impacted by the storm which resulted in widespread flooding, wind damage, and power outages. The storm temporarily disrupted our branch network and our ability to service our customers, however within one week, all of our offices were fully functional. We have begun the process of assessing whether the underlying collateral of any loan facilities we have in those areas affected by the storm have suffered damage and possible loss of value. Additionally, we are in the process of determining whether or not the storm has impacted our borrowers' ability to repay their obligations to the Bank. The Bank is generally named as a loss payee on hazard and flood insurance policies covering collateral properties and carries both mortgage impairment and business interruption insurance. These policies could mitigate losses that the Bank may sustain due to the effects of the hurricane. Presently, that process remains on-going and it is premature to determine what, if any impact this may have on our level of loan losses or non-performing loans. Predicted upon the completion of the aforementioned, the Company may experience increased levels of non-performing loans and loan losses which may negatively impact future operating results.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

**Securities sold within the past three years without registering the securities under the Securities Act of 1933**

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On May 9, 2012, the Company announced a sixth stock repurchase plan to repurchase 5% or 462,800 shares of the Company's common stock. On June 28, 2012, the Company announced a seventh stock repurchase plan to repurchase 5% or 440,000 shares of the Company's common stock. The Company's stock purchases for the three months ended September 30, 2012 are as follows:

| Period                          | Shares Purchased | Average Price | Total Number of Shares Purchased | Maximum Number of Shares That May Yet be Purchased |
|---------------------------------|------------------|---------------|----------------------------------|--|
| July 1-July 31, 2012            | 59,126           | \$ 10.35      | 59,126                           | 472,355  |
| August 1- August 31, 2012       | 147,281          | \$ 10.56      | 206,407                          | 325,074  |
| September 1- September 30, 2012 | 76,830           | \$ 10.45      | 283,237                          | 248,244  |
| Total                           | 283,237          | \$ 10.49      | 283,237                          | 248,244  |

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS

|                       |  |
|-----------------------|--|
| Exhibit 11.0          | Computation of Earnings per Share.   |
| Exhibit 31.1 and 31.2 | Officers' Certification filed pursuant to section 302 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 32            | Officers' Certification filed pursuant to section 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 101.INS       | XBRL Instance Document   |
| Exhibit 101.SCH       | XBRL Taxonomy Extension Schema   |
| Exhibit 101.CAL       | XBRL Taxonomy Extension Calculation LinkBase   |
| Exhibit 101.DEF       | XBRL Taxonomy Extension Definition LinkBase  |
| Exhibit 101.LAB       | XBRL Taxonomy Extension Label LinkBase   |
| Exhibit 101.PRE       | XBRL Taxonomy Extension Presentation LinkBase  |

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**Signatures**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

BCB BANCORP, INC.

Date: November 9, 2012 By: /s/ Donald Mindiak  
Donald Mindiak  
President and Chief Executive Officer

Date: November 9, 2012 By: /s/ Kenneth D. Walter  
Kenneth D. Walter  
Chief Financial Officer