Bank of Marin Bancorp
Form 10-Q
August 08, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

xQUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

OR

oTRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________________ to __________________

Commission File Number 001-33572

Bank of Marin Bancorp
(Exact name of Registrant as specified in its charter)

California	20-8859754
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)
504 Redwood Blvd., Suite 100, Novato, CA	94947
(Address of principal executive office)	(Zip Code)

Registrant's telephone number, including area code: (415) 763-4520

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

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

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

Large accelerated filer o Accelerated filer x Non-accelerated filer o Smaller reporting company o

Indicate by check mark if the registrant is a shell company, as defined in Rule 12b(2) of the Exchange Act.
Yes o No x

As of July 31, 2012, there were 5,364,912 shares of common stock outstanding.

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PART I FINANCIAL INFORMATION

ITEM 1. Financial Statements

BANK OF MARIN BANCORP
CONSOLIDATED STATEMENTS OF CONDITION
at June 30, 2012 and December 31, 2011

(in thousands, except share data; 2012 unaudited)	June 30, 2012	December 31, 2011
Assets		
Cash and due from banks	$98,321	$127,732
Short-term investments	—	2,011
Cash and cash equivalents	98,321	129,743
Investment securities		
Held to maturity, at amortized cost	83,134	59,738
Available for sale (at fair market value; amortized cost $159,024 and $132,348 at June 30, 2012 and December 31, 2011, respectively)	161,803	135,104
Total investment securities	244,937	194,842
Loans, net of allowance for loan losses of $13,435 and $14,639 at June 30, 2012 and December 31, 2011, respectively	1,011,759	1,016,515
Bank premises and equipment, net	9,074	9,498
Interest receivable and other assets	42,909	42,665
Total assets	$1,407,000	$1,393,263
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Non-interest bearing	$399,835	$359,591
Interest bearing		
Transaction accounts	149,822	134,673
Savings accounts	86,590	75,617
Money market accounts	423,682	434,461
CDARS® time accounts	27,297	46,630
Other time accounts	143,491	152,000
Total deposits	1,230,717	1,202,972
Federal Home Loan Bank borrowings	15,000	35,000
Subordinated debenture	5,000	5,000
Interest payable and other liabilities	11,957	14,740
Total liabilities	1,262,674	1,257,712
Stockholders' Equity		
Preferred stock, no par value, Authorized - 5,000,000 shares, none issued	—	—
Common stock, no par value Authorized - 15,000,000 shares Issued and outstanding - 5,362,222 and 5,336,927 shares at June 30, 2012 and December 31, 2011, respectively	57,543	56,854
Retained earnings	85,171	77,098
Accumulated other comprehensive income, net	1,612	1,599
Total stockholders' equity	144,326	135,551

Total liabilities and stockholders' equity	$ 1,407,000	$ 1,393,263

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

BANK OF MARIN BANCORP
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands, except per share amounts; unaudited)	Three months ended June 30, 2012	March 31, 2012	June 30, 2011	Six months ended June 30, 2012	June 30, 2011
Interest income					
Interest and fees on loans	$15,324	$15,328	$16,862	$30,652	$32,762
Interest on investment securities					
Securities of U.S. Government agencies	817	967	745	1,784	1,478
Obligations of state and political subdivisions	455	387	303	842	605
Corporate debt securities and other	285	201	171	486	282
Interest on Federal funds sold and short-term investments	56	50	56	106	96
Total interest income	16,937	16,933	18,137	33,870	35,223
Interest expense					
Interest on interest bearing transaction accounts	45	44	48	89	86
Interest on savings accounts	24	22	25	46	54
Interest on money market accounts	180	183	341	363	678
Interest on CDARS® time accounts	21	32	48	53	142
Interest on other time accounts	269	304	315	573	673
Interest on borrowed funds	117	147	357	264	709
Total interest expense	656	732	1,134	1,388	2,342
Net interest income	16,281	16,201	17,003	32,482	32,881
Provision for loan losses	100	—	3,000	100	4,050
Net interest income after provision for loan losses	16,181	16,201	14,003	32,382	28,831
Non-interest income					
Service charges on deposit accounts	549	524	468	1,073	911
Wealth Management and Trust Services	488	456	469	944	903
Debit card interchange fees	259	234	203	493	391
Merchant interchange fees	186	193	159	379	265
Earnings on Bank-owned life insurance	192	188	193	380	362
Other income	126	100	89	226	348
Total non-interest income	1,800	1,695	1,581	3,495	3,180
Non-interest expense					
Salaries and related benefits	5,314	5,604	5,220	10,918	10,149
Occupancy and equipment	1,056	987	1,093	2,043	2,000
Depreciation and amortization	341	341	314	682	622
Federal Deposit Insurance Corporation insurance	218	233	214	451	601
Data processing	660	606	909	1,266	1,491
Professional services	516	585	740	1,101	1,473
Other expense	1,580	1,479	1,508	3,059	2,792
Total non-interest expense	9,685	9,835	9,998	19,520	19,128
Income before provision for income taxes	8,296	8,061	5,586	16,357	12,883
Provision for income taxes	3,345	3,121	2,147	6,466	4,935
Net income	$4,951	$4,940	$3,439	$9,891	$7,948
Net income per common share:					

Basic	$0.93	$0.93	$0.65	$1.86	$1.50
Diluted	$0.91	$0.91	$0.64	$1.82	$1.48
Weighted-average shares used to compute net income per common share:					
Basic	5,337	5,326	5,300	5,331	5,292
Diluted	5,419	5,425	5,385	5,422	5,376
Dividends declared per common share	$0.17	$0.17	$0.16	$0.34	$0.32
Comprehensive income					
Net income	$4,951	$4,940	$3,439	$9,891	$7,948
Other comprehensive (loss) income					
Change in net unrealized gain on available for sale securities	(39)	28	1,068	(11)	10
Reclassification adjustment for (gain) losses included in net income	(4)	38	—	34	—
Net change in unrealized gain on available for sale securities, before tax	(43)	66	1,068	23	10
Deferred tax (benefit) expense	(18)	28	449	10	4
Other comprehensive (loss) income, net of tax	(25)	38	619	13	6
Comprehensive income	$4,926	$4,978	$4,058	$9,904	$7,954

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

BANK OF MARIN BANCORP
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
for the year ended December 31, 2011 and the six months ended June 30, 2012

(dollars in thousands; 2012 unaudited)	Common Stock Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income, Net of Taxes	Total
Balance at December 31, 2010	5,290,082	$55,383	$64,991	$1,546	$121,920
Net income	—	—	15,564	—	15,564
Other comprehensive income	—	—	—	53	53
Stock options exercised	34,913	741	—	—	741
Excess tax benefit - stock-based compensation	—	120	—	—	120
Stock issued under employee stock purchase plan	982	33	—	—	33
Restricted stock granted	5,675	—	—	—	—
Restricted stock forfeited / cancelled	(315)	—	—	—	—
Stock-based compensation - stock options	—	234	—	—	234
Stock-based compensation - restricted stock	—	143	—	—	143
Cash dividends paid on common stock	—	—	(3,457)	—	(3,457)
Stock issued in payment of director fees	5,590	200	—	—	200
Balance at December 31, 2011	5,336,927	$56,854	$77,098	$1,599	$135,551
Net income	—	—	9,891	—	9,891
Other comprehensive income	—	—	—	13	13
Stock options exercised	13,580	324	—	—	324
Excess tax benefit - stock-based compensation	—	41	—	—	41
Stock issued under employee stock purchase plan	385	14	—	—	14
Restricted stock granted	9,030	—	—	—	—
Restricted stock forfeited	(380)	—	—	—	—
Stock-based compensation - stock options	—	111	—	—	111
Stock-based compensation - restricted stock	—	95	—	—	95
Cash dividends paid on common stock	—	—	(1,818)	—	(1,818)
Stock purchased by directors under director stock plan	100	4	—	—	4
Stock issued in payment of director fees	2,580	100	—	—	100
Balance at June 30, 2012	5,362,222	$57,543	$85,171	$1,612	$144,326

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

BANK OF MARIN BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS
for the six months ended June 30, 2012 and 2011

(in thousands, unaudited)	June 30, 2012	June 30, 2011
Cash Flows from Operating Activities:		
Net income	$9,891	$7,948
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	100	4,050
Compensation expense--common stock for director fees	100	110
Stock-based compensation expense	206	204
Excess tax benefits from exercised stock options	(36)	(73)
Amortization of investment security premiums, net of accretion of discounts	931	776
Accretion of discount on acquired loans	(1,502)	(2,211)
Decrease in deferred loan origination fees, net[1]	(631)	(914)
Loss on sale of investment securities	34	—
Depreciation and amortization	682	622
Loss on disposal of premise and equipment	5	—
Bargain purchase gain on acquisition, net of tax	—	(85)
Loss on sale of repossessed assets	3	36
Earnings on bank owned life insurance policies[1]	(380)	(362)
Net change in operating assets and liabilities:		
Interest receivable	(188)	(196)
Interest payable	(123)	25
Deferred rent and other rent-related expenses	87	162
Other assets[1]	718	1,724
Other liabilities	(2,346)	(1,668)
Total adjustments	(2,340)	2,200
Net cash provided by operating activities	7,551	10,148
Cash Flows from Investing Activities:		
Proceeds from sale of premises and equipment	—	18
Purchase of securities held to maturity	(25,661)	(700)
Purchase of securities available for sale	(52,710)	(76,537)
Proceeds from sale of securities available for sale	2,186	—
Proceeds from paydowns/maturity of securities held to maturity	1,843	—
Proceeds from paydowns/maturity of securities available for sale	23,305	20,203
Loans originated and principal collected, net[1]	6,364	17,070
Purchase of bank owned life insurance policies	(364)	(2,500)
Purchase of premises and equipment	(263)	(1,466)
Proceeds from sale of repossessed assets	22	199
Cash receipt from acquisition	—	44,042
Net cash (used in) provided by investing activities	(45,278)	329
Cash Flows from Financing Activities:		
Net increase in deposits	27,745	29,086
Proceeds from stock options exercised	324	472
Repayment of Federal Home Loan Bank borrowings	(20,000)	(13,500)
Cash dividends paid on common stock	(1,818)	(1,698)
Stock issued under employee and director stock purchase plans	18	17
Excess tax benefits from exercised stock options	36	73

Net cash provided by financing activities	6,305	14,450
Net (decrease) increase in cash and cash equivalents	(31,422)	24,927
Cash and cash equivalents at beginning of period	129,743	85,232
Cash and cash equivalents at end of period	$98,321	$110,159
Supplemental disclosure of cash flow information:		
Cash paid in interest	$1,511	$2,318
Cash paid in income taxes	$7,936	$6,049
Supplemental disclosure of non-cash investing and financing activities:		
Change in unrealized gain on available-for- sale securities	$23	$10
Loans transferred to repossessed assets	$65	$100
Stock issued in payment of director fees	$100	$100
Acquisition:		
Fair value of assets acquired	$—	$107,763
Fair value of liabilities assumed	$—	$107,678

1 Amounts for prior periods have been reclassified to conform to current financial statement presentation.
The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Introductory Explanation

References in this report to "Bancorp" mean the Bank of Marin Bancorp as the parent holding company for Bank of Marin, the wholly-owned subsidiary (the "Bank"). References to "we," "our," "us" mean the holding company and the Bank that are consolidated for financial reporting purposes.

Note 1: Basis of Presentation

The consolidated financial statements include the accounts of Bancorp and its only wholly-owned bank subsidiary, the Bank. All material intercompany transactions have been eliminated. In the opinion of Management, the unaudited interim consolidated financial statements contain all adjustments necessary to present fairly our financial position, results of operations, changes in stockholders' equity and cash flows. All adjustments are of a normal, recurring nature. Management has evaluated subsequent events through the date of filing, and has determined that there are no subsequent events that require recognition or disclosure except for discussion in Note 7, Note 8 and Note 9 herein.

Certain information and footnote disclosures presented in the annual consolidated financial statements are not included in the interim consolidated financial statements. Accordingly, the accompanying unaudited interim consolidated financial statements should be read in conjunction with our 2011 Annual Report on Form 10-K. The results of operations for the three months and six months ended June 30, 2012 are not necessarily indicative of the operating results for the full year.

The following table shows: 1) weighted average basic shares, 2) potential common shares related to stock options, unvested restricted stock and stock warrant, and 3) weighted average diluted shares. Basic earnings per share ("EPS") are calculated by dividing net income by the weighted average number of common shares outstanding during each period, excluding unvested restricted stock. Diluted EPS are calculated using the weighted average diluted shares. The number of potential common shares included in quarterly diluted EPS is computed using the average market prices during the three months included in the reporting period under the treasury stock method. The number of potential common shares included in year-to-date diluted EPS is a year-to-date weighted average of potential common shares included in each quarterly diluted EPS computation. We have two forms of our outstanding common stock: common stock and unvested restricted stock awards. Holders of restricted stock awards receive non-forfeitable dividends at the same rate as common stockholders and they both share equally in undistributed earnings.

	Three months ended			Six months ended	
(in thousands, except per share data; unaudited)	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Weighted average basic shares outstanding	5,337	5,326	5,300	5,331	5,292
Add: Potential common shares related to stock options	39	49	43	44	43
Potential common shares related to unvested restricted stock	2	5	3	4	4
Potential common shares related to warrants	41	45	39	43	37
Weighted average diluted shares outstanding	5,419	5,425	5,385	5,422	5,376
Net income	$4,951	$4,940	$3,439	$9,891	$7,948
Basic EPS	$0.93	$0.93	$0.65	$1.86	$1.50
Diluted EPS	$0.91	$0.91	$0.64	$1.82	$1.48

Weighted average anti-dilutive shares not included in the calculation of diluted EPS					
Stock options	56	32	73	44	66
Unvested restricted stock	13	—	6	—	3
Total anti-dilutive shares	69	32	79	44	69

Note 2: Recently Issued Accounting Standards

In December 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-11 Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities. The ASU enhances disclosures in order to improve the comparability of offsetting (netting) assets and liabilities reported in accordance with U.S. generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRS") by requiring entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the statements of condition and instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. This ASU is effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. We do not expect that the adoption of this ASU will have a significant impact on our financial condition or results of operations as it affects presentation only.

In June 2011, the FASB issued ASU No. 2011-05 Comprehensive Income (Topic 220) Presentation of Comprehensive Income. The ASU improves the comparability, consistency, and transparency of financial reporting and increases the prominence of items reported in other comprehensive income. The amendments to Topic 220, Comprehensive Income, require entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Entities are no longer permitted to present components of other comprehensive income as part of the statement of changes in stockholders' equity. Any adjustments for items that are reclassified from other comprehensive income to net income are to be presented on the face of the entities' financial statement regardless of the method of presentation for comprehensive income. The amendments do not change items to be reported in comprehensive income or when an item of other comprehensive income must be reclassified to net income, nor do the amendments change the option to present the components of other comprehensive income either net of related tax effects or before related tax effects. In December 2011, the FASB issued 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, which supersedes certain pending paragraphs in ASU No. 2011-05 that pertain to how, when, and where reclassification adjustments are presented. ASU 2011-05 is effective for fiscal years, and interim periods beginning on or after December 15, 2011. The specific requirement to present items that are reclassified from other comprehensive income to net income alongside their respective components of net income and other comprehensive income is deferred until the FASB re-deliberates. We have adopted this ASU in the first quarter of 2012.

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 ASU improves the comparability of fair value measurements presented and disclosed in accordance with U.S. GAAP and IFRS. The amendments to this ASU provide explanations on how to measure fair value, but do not require any additional fair value measurements and do not establish valuation standards or affect valuation practices outside of financial reporting. The amendments clarify existing fair value measurements and disclosure requirements to include: 1) application of the highest and best use and valuation premises concepts; 2) measuring fair value of an instrument classified in a reporting entity's shareholders' equity; and 3) disclosure requirements regarding quantitative information about unobservable inputs categorized within Level 3 of the fair value hierarchy. In addition, for assets and liabilities not recognized at fair value but disclosure is required, entities need to disclose the level in which the fair value measurement would be categorized within the fair value hierarchy. For public entities, ASU 2011-04 is effective during interim and annual periods beginning after December 15, 2011. We have adopted this ASU in the first quarter of 2012 and provided the applicable disclosure in Note 4 herein.

Note 3: Acquisition

On February 18, 2011, we entered into a modified whole-bank purchase and assumption agreement without loss share with the Federal Deposit Insurance Corporation (the “FDIC”), the receiver of Charter Oak Bank of Napa, California, to purchase certain assets and assume certain liabilities of the former Charter Oak Bank to enhance our market presence (the “Acquisition”). For further information related to the Charter Oak Bank Acquisition, see Note 2 to the Consolidated Financial Statements in the Company's 2011 Form 10-K.

Note 4: Fair Value of Assets and Liabilities

Fair Value Hierarchy and Fair Value Measurement

We group our assets and liabilities that are measured at fair value in three levels within the fair value hierarchy, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1: Valuations are based on quoted prices in active markets for identical assets or liabilities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not involve a significant degree of judgment.

Level 2: Valuations are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuations for which all significant assumptions are observable or can be corroborated by observable market data.

Level 3: Valuations are based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Values are determined using pricing models and discounted cash flow models and includes management judgment and estimation which may be significant.

The following table summarizes our assets and liabilities that were required to be recorded at fair value on a recurring basis.

(in thousands) Description of Financial Instruments	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
At June 30, 2012 (unaudited):				
Securities available for sale:				
Mortgage-backed securities and collaterized mortgage obligations issued by U.S. government-sponsored agencies	$126,444	$—	$126,444	$—
Debentures of government-sponsored agencies	$14,641	$—	$14,641	$—
Privately-issued collateralized mortgage obligations	$20,718	$—	$20,718	$—
Derivative financial liabilities (interest rate contracts)	$5,409	$—	$5,409	$—
At December 31, 2011:				
Securities available for sale:				
Mortgage-backed securities and collaterized mortgage obligations issued by U.S. government-sponsored agencies	$108,857	$—	$108,857	$—
Debentures of government-sponsored agencies	$8,050	$—	$8,050	$—
Privately-issued collateralized mortgage obligations	$18,197	$—	$18,197	$—
	$5,052	$—	$5,052	$—

Derivative financial liabilities (interest rate contracts)

Securities available for sale are recorded at fair value on a recurring basis. When available, quoted market prices (Level 1) are used to determine the fair value of securities available for sale. If quoted market prices are not available, we obtain pricing information from a reputable third-party service provider, who may utilize valuation techniques that use current market-based or independently sourced parameters, such as bid/ask prices, dealer-quoted prices, interest rates, benchmark yield curves, prepayment speeds, and credit spreads (Level 2). Level 2 securities include U.S. agencies' or government sponsored agencies' debt securities, mortgage-backed securities, and privately-issued collateralized mortgage obligations. As of June 30, 2012 and December 31, 2011, there are no securities that are considered Level 1 or Level 3 securities.

On a recurring basis, derivative financial instruments are recorded at fair value, which is based on the income approach using observable Level 2 market inputs, reflecting market expectations of future interest rates as of the measurement date. Standard valuation techniques are used to calculate the present value of the future expected cash flows assuming an orderly transaction. Valuation adjustments may be made to reflect both our own credit risk and the counterparties' credit quality in determining the fair value of the derivatives. Level 2 inputs for the valuations are limited to observable market prices for London Interbank Offered Rate ("LIBOR") cash rates (for the very short term), quoted prices for LIBOR futures contracts, observable market prices for LIBOR swap rates, and one-month and three-month LIBOR basis spreads at commonly quoted intervals. Mid-market pricing of the inputs is used as a practical expedient in the fair value measurements. Key inputs for interest rate valuations are used to project spot rates at resets specified by each swap, as well as to discount those future cash flows to present value at the measurement date. When the value of any collateral placed with counterparties is less than the interest rate derivative liability, the interest rate liability position is further discounted to reflect our potential credit risk to counterparties. We have used the spread between the Standard & Poors BBB rated U.S. Bank Composite rate and LIBOR with maturity term corresponding to the duration of the swaps to calculate this credit-risk-related discount of future cash flows.

Certain financial assets may be measured at fair value on a non-recurring basis. These assets are subject to fair value adjustments that result from the application of the lower of cost or fair value accounting or write-downs of individual assets, such as other real estate owned. For example, when a loan is identified as impaired, it is reported at the lower of cost or fair value, measured based on the loan's observable market price (Level 1) or the current appraised value of the underlying collateral securing the loan if the loan is collateral dependent (Level 3). Securities held to maturity may be written down to fair value (determined using the same techniques discussed above for securities available for sale) as a result of an other-than-temporary impairment, if any.

The following table presents the carrying value of financial instruments that were measured at fair value on a nonrecurring basis and that were still held in the balance sheet at each respective period end, by level within the fair value hierarchy as of June 30, 2012 and December 31, 2011.

(in thousands) Description of Financial Instruments	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3) [1]
At June 30, 2012 (unaudited):				
Impaired loans carried at fair value [2]	$1,545	$—	$—	$1,545
At December 31, 2011:				
Impaired loans carried at fair value [2]	$5,269	$—	$—	$5,269

[1] Represents collateral-dependent loan principal balances that had been generally written down to the values of the underlying collateral, net of specific valuation allowance of $713 thousand and $1.4 million at June 30, 2012 and December 31, 2011, respectively. Significant unobservable inputs such as appraisals, recent comparable sales or offered prices are factored in when valuing these collaterals. The carrying value of loans fully charged-off, which includes unsecured lines of credit, overdrafts and all other loans, is zero.

[2] Represents the portion of impaired loans that have been written down to their estimated fair value.

Disclosures about Fair Value of Financial Instruments

The table below is a summary of fair value estimates for financial instruments as of June 30, 2012 and December 31, 2011, excluding financial instruments recorded at fair value on a recurring basis (summarized in the first table in Note 4). The carrying amounts in the following table are recorded in the consolidated statements of condition under the indicated captions. We have excluded non-financial assets and non-financial liabilities defined by the Codification (ASC 820-10-15-1A), such as Bank premises and equipment, deferred taxes and other liabilities. In addition, we have not disclosed the fair value of financial instruments specifically excluded from disclosure requirements of the Financial Instruments Topic of the Codification (ASC 825-10-50-8), such as Bank-owned life insurance policies.

	June 30, 2012			December 31, 2011		
(in thousands; 2012 unaudited)	Carrying Amounts	Fair Value	Fair Value Hierarchy	Carrying Amounts	Fair Value	Fair Value Hierarchy
Financial assets						
Cash and cash equivalents	$98,321	$98,321	Level 1	$129,743	$129,743	Level 1
Investment securities held to maturity	83,134	85,784	Level 2	59,738	62,185	Level 2
Loans, net	1,011,759	1,039,756	Level 3	1,016,515	1,053,762	Level 3
Interest receivable	4,826	4,826	Level 2	4,638	4,638	Level 2
Financial liabilities						
Deposits	1,230,717	1,231,942	Level 2	1,202,972	1,203,974	Level 2
Federal Home Loan Bank borrowings	15,000	16,368	Level 2	35,000	36,256	Level 2
Subordinated debenture	5,000	4,796	Level 2	5,000	4,759	Level 2
Interest payable	258	258	Level 2	381	381	Level 2

Following is a description of methods and assumptions used to estimate the fair value of each class of financial instrument not recorded at fair value but required for disclosure purposes:

Cash and Cash Equivalents - The carrying amounts of cash and cash equivalents approximate their fair value because of the short-term nature of these instruments.

Held-to-maturity Securities - Held-to-maturity securities, which generally consist of obligations of state & political subdivisions and corporate bonds, are recorded at their amortized cost. Their fair value for disclosure purposes is determined using methodologies similar to those described above for available-for-sale securities using Level 2 inputs. If Level 2 inputs are not available, we may utilize pricing models that incorporate unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities (Level 3). As of June 30, 2012 and December 31, 2011, we did not hold any securities whose fair value was measured using significant unobservable inputs.

Loans - The fair value of loans with variable interest rates approximates their current carrying value, because their rates are regularly adjusted to current market rates. The fair value of fixed rate loans or variable loans at negotiated interest rate floors or ceilings with remaining maturities in excess of one year is estimated by discounting the future cash flows using current market rates at which similar loans would be made to borrowers with similar credit worthiness and similar remaining maturities. The allowance for loan losses (“ALLL”) is considered to be a reasonable estimate of loan discount due to credit risks.

Interest Receivable and Payable - The interest receivable and payable balances approximate their fair value due to the short-term nature of their settlement dates.

Deposits - The fair value of non-interest bearing deposits, interest bearing transaction accounts, savings accounts and money market accounts is the amount payable on demand at the reporting date. The fair value of time deposits is estimated by discounting the future cash flows using current rates offered for deposits of similar remaining maturities.

Federal Home Loan Bank Borrowings - The fair value is estimated by discounting the future cash flows using current rates offered by the Federal Home Loan Bank of San Francisco ("FHLB") for similar credit advances corresponding to the remaining duration of our fixed-rate credit advances.

Subordinated Debenture - The fair value of the subordinated debenture is estimated by discounting the future cash flows (interest payment at a rate of three-month LIBOR plus 2.48%) using current market rates at which similar bonds would be issued with similar credit ratings as ours and similar remaining maturities. We have used the spread of the seven-year BBB rated U.S. Bank Composite over LIBOR to calculate this credit-risk-related discount of future cash flows.

Commitments - Loan commitments and standby letters of credit generate ongoing fees, which are recognized over the term of the commitment period. In situations where the borrower's credit quality has declined, we record a reserve for these off-balance sheet commitments. Given the uncertainty in the likelihood and timing of a commitment being drawn upon, a reasonable estimate of the fair value of these commitments is the carrying value of the related unamortized loan fees plus the reserve, which is not material.

Note 5: Investment Securities

Our investment securities portfolio consists primarily of U.S. government agency securities, including mortgage-backed securities (“MBS”) and collateralized mortgage obligations (“CMOs”) issued or guaranteed by FNMA, FHLMC, or GNMA. Our portfolio also includes obligations of state and political subdivisions, corporate bonds, debentures issued by government-sponsored agencies such as FNMA and FHLMC, as well as privately issued CMOs, as reflected in the table below:

	June 30, 2012				December 31, 2011			
	Amortized	Fair	Gross Unrealized		Amortized	Fair	Gross Unrealized	
(in thousands; 2012 unaudited)	Cost	Value	Gains	(Losses)	Cost	Value	Gains	(Losses)
Held to maturity								
Obligations of state and political subdivisions	$60,750	$63,515	$2,790	$(25)	$54,738	$57,226	$2,688	$(200)
Corporate bonds	22,384	22,269	7	(122)	5,000	4,959	—	(41)
Total held to maturity	83,134	85,784	2,797	(147)	59,738	62,185	2,688	(241)
Available for sale								
Securities of U. S. government agencies:								
MBS pass-through securities issued by FNMA and FHLMC	48,709	49,981	1,304	(32)	26,360	27,486	1,126	—
CMOs issued by FNMA	9,540	9,699	159	—	10,775	11,099	324	—
CMOs issued by FHLMC	17,608	17,948	341	(1)	18,853	19,386	533	—
CMOs issued by GNMA	47,882	48,816	988	(54)	49,940	50,886	946	—
Debentures of government-sponsored agencies	14,527	14,641	114	—	8,000	8,050	50	—
Privately issued CMOs	20,758	20,718	222	(262)	18,420	18,197	116	(339)
Total available for sale	159,024	161,803	3,128	(349)	132,348	135,104	3,095	(339)

Total investment securities	$242,158	$247,587	$5,925	$(496)	$192,086	$197,289	$5,783	$(580)

The amortized cost and fair value of investment debt securities by contractual maturity at June 30, 2012 are shown below. Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2012			
	Held to Maturity		Available for Sale	
(in thousands; unaudited)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within one year	$3,897	$3,910	$—	$—
After one but within five years	44,613	45,182	20,212	20,523
After five years through ten years	24,000	25,834	24,751	24,857
After ten years	10,624	10,858	114,061	116,423
Total	$83,134	$85,784	$159,024	$161,803

One available-for-sale security was sold in February 2012 with proceeds of $2.2 million and loss of $34 thousand. There were no other sales of security in the first half of 2012.

Investment securities carried at $51.5 million and $53.6 million at June 30, 2012 and December 31, 2011, respectively, were pledged with the State of California: $50.8 million and $52.9 million to secure public deposits in compliance with the Local Agency Security Program at June 30, 2012 and December 31, 2011, respectively, and $713 thousand and $707 thousand to provide collateral for trust deposits at June 30, 2012 and December 31, 2011, respectively. In addition, investment securities carried at $1.1 million were pledged to collateralize an internal Wealth Management and Trust Services (“WMTS”) checking account at both June 30, 2012 and December 31, 2011.

Other-Than-Temporarily Impaired Debt Securities

We do not have the intent to sell the securities that are temporarily impaired, and it is more likely than not that we will not have to sell those securities before recovery of the cost basis. Additionally, we have evaluated the credit ratings of our investment securities and their issuers and/or insurers, if applicable. Based on our evaluation, Management has determined that no investment security in our investment portfolio is other-than-temporarily impaired.

Twenty-seven and seventeen investment securities were in unrealized loss positions at June 30, 2012 and December 31, 2011, respectively. They are summarized and classified according to the duration of the loss period as follows:

June 30, 2012	< 12 continuous months		> 12 continuous months		Total Securities in a loss position	
(In thousands; unaudited)	Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss
Held-to-maturity						
Obligations of state & political subdivisions	$9,547	$(25)	$—	$—	$9,547	$(25)
Corporate bonds	17,262	(122)	—	—	17,262	(122)
Total held to maturity	26,809	(147)	—	—	26,809	(147)
Available-for-sale						
MBS pass-through securities	7,322	(32)	—	—	7,322	(32)
CMOs issued by FHLMC	778	(1)	—	—	778	(1)
CMOs issued by GNMA	5,072	(54)	—	—	5,072	(54)
Privately issued CMOs	5,111	(175)	5,557	(87)	10,668	(262)

Total available for sale	18,283	(262)	5,557	(87)	23,840	(349)
Total temporarily impaired securities	$45,092	$(409)	$5,557	$(87)	$50,649	$(496)

December 31, 2011	< 12 continuous months		> 12 continuous months		Total Securities in a loss position	
(In thousands)	Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss
Held-to-maturity						
Obligations of state & political subdivisions	$17,607	$(174)	$1,775	$(26)	$19,382	$(200)
Corporate bonds	4,959	(41)	—	—	4,959	(41)
Total held to maturity	22,566	(215)	1,775	(26)	24,341	(241)
Available-for-sale						
Privately issued CMOs	8,173	(205)	3,757	(134)	11,930	(339)
Total available for sale	8,173	(205)	3,757	(134)	11,930	(339)
Total temporarily impaired securities	$30,739	$(420)	$5,532	$(160)	$36,271	$(580)

Seven obligations of U.S. states and political subdivisions, six corporate bonds, one CMO issued by FHLMC, one CMO issued by GNMA, two MBS pass through securities, and three privately issued CMOs in our portfolio were in a temporary loss position for less than twelve months. These securities are deemed credit worthy without delinquency history and are all rated above A by at least one of the major credit agencies. As a result, we concluded that these securities were not other-than-temporarily impaired at June 30, 2012.

As of June 30, 2012, there were seven privately issued CMOs in our portfolio in a continuous loss position for more than twelve months. The unrealized losses associated with privately issued CMOs is primarily driven by changes in interest rates and not due to the credit quality of the securities. These securities are privately issued by financial institutions with no guarantee from government sponsored agencies. They are collateralized by residential mortgages or home equity loans and may be prepaid at par prior to maturity. Most of these securities were AAA rated by at least one major rating agency. We estimate loss projections for each security by assessing loans collateralizing the security and determining expected default rates and loss severities. Based upon our assessment of expected credit losses of each security given the performance of the underlying collateral and credit enhancements where applicable, we concluded that these securities were not other-than-temporarily impaired at June 30, 2012.

Securities Carried at Cost

As a member of the FHLB, we are required to maintain a minimum investment in the FHLB capital stock determined by the Board of Directors of the FHLB. The minimum investment requirements can also increase in the event we need to increase our borrowing capacity with the FHLB. Shares cannot be purchased or sold except between the FHLB and its members at its $100 per share par value. We held $6.0 million and $5.4 million of FHLB stock recorded at cost in other assets at June 30, 2012, and December 31, 2011, respectively. On July 26, 2012, FHLB declared a cash dividend for the second quarter of 2012 at an annualized dividend rate of 0.47%. Management does not believe that the FHLB stock is other-than-temporarily-impaired, as we expect to be able to redeem this stock at cost.

As a member bank of Visa U.S.A., we hold 16,939 shares of Visa Inc. Class B common stock with a carrying value of zero, which is equal to our cost basis. These shares are restricted from resale until their conversion into Class A (voting) shares upon the termination of Visa Inc.'s covered litigation escrow account. The fair value of the Class B common stock we own was $890 thousand and $732 thousand at June 30, 2012 and December 31, 2011, respectively, based on the Class A as-converted rate of 0.4254, which is subject to further reduction upon the final settlement of the covered litigation against Visa Inc. and its member banks. See Note 9 herein.

Note 6: Loans and Allowance for Loan Losses

Credit Quality of Loans

Outstanding loans by class and payment aging as of June 30, 2012 and December 31, 2011 are as follows:

Loan Aging Analysis by Class as of June 30, 2012 and December 31, 2011

(dollars in thousands; 2012 unaudited)	Commercial	Commercial real estate, owner-occupied	Commercial real estate, investor	Construction	Home equity	Other residential [1]	Installment and other consumer	Total
June 30, 2012								
30-59 days past due	$5,540	$ —	$—	$—	$352	$—	$14	$5,906
60-89 days past due	—	—	—	3,823	—	—	108	3,931
Greater than 90 days past due (non-accrual) [2]	1,751	1,403	5,961	2,821	981	740	690	14,347
Total past due	7,291	1,403	5,961	6,644	1,333	740	812	24,184
Current	168,711	171,354	447,495	41,304	97,232	54,576	20,338	1,001,010
Total loans [3]	$176,002	$ 172,757	$453,456	$47,948	$98,565	$55,316	$21,150	$1,025,194
Non-accrual loans to total loans	1.0 %	0.8 %	1.3 %	5.9 %	1.0 %	1.3 %	3.3 %	1.4 %
December 31, 2011								
30-59 days past due	$371	$ 576	$6,060	$—	$195	$—	$7	$7,209
60-89 days past due	139	—	—	—	—	—	34	173
Greater than 90 days past due (non-accrual) [2]	2,955	2,033	741	3,014	766	1,942	519	11,970
Total past due	3,465	2,609	6,801	3,014	961	1,942	560	19,352
Current	172,325	172,096	439,624	48,943	97,082	59,560	22,172	1,011,802
Total loans [3]	$175,790	$ 174,705	$446,425	$51,957	$98,043	$61,502	$22,732	$1,031,154
Non-accrual loans to total loans	1.7 %	1.2 %	0.2 %	5.8 %	0.8 %	3.2 %	2.3 %	1.2 %

[1] Our residential loan portfolio includes no sub-prime loans, nor is it our normal practice to underwrite loans commonly referred to as "Alt-A mortgages", the characteristics of which are loans lacking full documentation, borrowers having low FICO scores or higher loan-to-value ratios.

[2] Amounts include $1.6 million and $2.5 million of Purchased Credit Impaired ("PCI") loans that have stopped accreting interest at June 30, 2012 and December 31, 2011, respectively, and exclude accreting PCI loans of $3.1 million and $3.4 million at June 30, 2012 and December 31, 2011, respectively, as their accretable yield interest recognition is independent from the underlying contractual loan delinquency status. There were no accruing loans past

due more than 90 days at June 30, 2012 or December 31, 2011.

[3] Amounts were net of deferred loan fees of $969 thousand and $1.6 million at June 30, 2012 and December 31, 2011, respectively. Amounts were also net of unaccreted purchase discounts on non-PCI loans of $2.4 million and $2.9 million at June 30, 2012 and December 31, 2011, respectively.

Our commercial loans are generally made to established small to mid-sized businesses to provide financing for their working capital needs or acquisition of fixed assets. Management examines historical, current, and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral. The cash flows of borrowers, however, may not occur as expected, and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed, such as accounts receivable or inventory, and incorporate a personal guarantee. Some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. We target stable local businesses with strong guarantors that have proven to be more resilient in periods of economic stress. Typically, the strong guarantors provide an additional source of repayment for most of our credit extensions.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial loans discussed above. We underwrite these loans to be repaid from cash flow and to be supported by real property collateral. Repayment of commercial real estate loans is largely dependent on the successful operation of the property securing the loan, or the business conducted on the property securing the loan. Substantially all of these loans underwritten by us meet a minimum debt coverage ratio of 120%, and we also generally require a conservative loan-to-value of 65% or less. Furthermore, substantially all of our loans are guaranteed by the owners of the properties. Commercial real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. In the event of a vacancy, strong guarantors have historically carried the loans until a replacement tenant can be found. The owner’s substantial equity investment provides a strong economic incentive to continue to support the commercial real estate projects. As such, we experience nominal loss and delinquencies on a percentage basis in this portfolio.

Construction loans are generally made to developers and builders to finance land acquisition as well as the subsequent construction. These loans are underwritten after evaluation of the borrower's financial strength, reputation, prior track record and obtaining independent appraisal reviews. The construction industry can be severely impacted by several major factors, including: 1) the inherent volatility of real estate markets; 2) vulnerability to delays due to weather or change orders, labor or material shortages and price hikes; and 3) generally thin margins and tight cash flow. Estimates of construction costs and value associated with the complete project may be inaccurate. Repayment of construction loans is largely dependent on the success of the ultimate project.

Consumer loans primarily consist of home equity lines of credit, other residential (tenancy-in-common, or “TIC”) loans, and other personal loans. We originate consumer loans utilizing credit score information, debt-to-income ratio and loan-to-value ratio analysis. To monitor and manage consumer loan risk, policies and procedures are developed and modified, as needed. This activity, coupled with relatively small loan amounts that are spread across many individual borrowers, minimizes risk. Additionally, trend reports are reviewed by Management on a regular basis. Underwriting standards for home equity loans include, but are not limited to, a maximum loan-to-value percentage of 75% of loans that are $1,250,000 or less (and even more conservatively for homes with values in excess of this amount), the number of such loans a borrower can have at one time, and documentation requirements. Our underwriting of the other residential loans, mostly secured by TIC units in San Francisco, was cautious compared to traditional residential mortgages due to the unique ownership structure and the interest-only feature of some of these loans. However, these borrowers tend to have more equity in their properties, which mitigates risk. Personal loans are nearly evenly split between mobile home loans and floating home loans along with a small number of installment loans.

We use a risk rating system to evaluate asset quality, and to identify and monitor credit risk in individual loans, and ultimately in the portfolio. Definitions of loans that are risk graded “Special Mention” or worse loans are consistent with those used by the banking regulators. Our internally assigned grades are as follows:

Pass – Loans to borrowers of acceptable or better credit quality. Borrowers in this category demonstrate fundamentally sound financial positions, repayment capacity, credit history and management expertise. Loans in this category must have an identifiable and stable source of repayment and meet the Bank’s policy regarding debt service coverage ratios. These borrowers are capable of sustaining normal economic, market or operational setbacks without significant financial impacts. Financial ratios and trends are acceptable. Negative external industry factors are generally not present. The loan may be secured, unsecured or supported by non-real estate collateral for which the value is more difficult to determine and/or marketability is more uncertain. This category also includes “Watch” loans, where the primary source of repayment has been delayed. “Watch” is intended to be a transitional grade, with either an upgrade or downgrade within a reasonable period.

Special Mention - Potential weaknesses that deserve close attention. If left uncorrected, those potential weaknesses may result in deterioration of the payment prospects for the asset. Special Mention assets do not present sufficient risk to warrant adverse classification.

Substandard - Inadequately protected by either the current sound worth and paying capacity of the obligor or the collateral pledged, if any. A Substandard asset has a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Substandard assets are characterized by the distinct possibility that we will sustain some loss if such weaknesses or deficiencies are not corrected. Loss potential, while inherent in the aggregate substandard amount, does not necessarily exist in the individual assets classified Substandard. Well-defined weaknesses include adverse trends or developments of the borrower’s financial condition, managerial weaknesses and/or significant collateral deficiencies.

Doubtful - Critical weaknesses that make collection or liquidation in full improbable. There may be specific pending events that work to strengthen the asset, however, the amount or timing of the loss may not be determinable. Pending events generally occur within one year of the asset being classified as Doubtful. Examples include: merger, acquisition, or liquidation; capital injection; guarantee; perfecting liens on additional collateral; and refinancing. Such loans are placed on non-accrual status and usually are collateral-dependent.

We regularly review our credits for accuracy of risk grades whenever new information is received. Borrowers are required to submit financial information at regular intervals:

- Generally, commercial borrowers with lines of credit are required to submit financial information with reporting intervals ranging from monthly to annually depending on credit size, risk and complexity.

- Investor commercial real estate borrowers with loans greater than $750 thousand are required to submit rent rolls or property income statements at least annually.
- Construction loans are monitored monthly, and assessed on an ongoing basis.
- Home equity and other consumer loans are assessed based on delinquency.
- Loans graded "Watch" or more severe, regardless of loan type, are assessed no less than quarterly.

The following table represents our analysis of loans by internally assigned grades, including the PCI loans, at June 30, 2012 and December 31, 2011:

(in thousands; 2012 unaudited)	Commercial	Commercial real estate, owner-occupied	Commercial real estate, investor	Construction	Home equity	Other residential	Installment and other consumer	Purchased credit-impaired	Total
Credit Risk Profile by Internally Assigned Grade:									
June 30, 2012									
Pass	$ 145,403	$ 146,443	$ 428,537	$ 28,604	$ 92,522	$ 50,735	$ 20,130	$ 2,050	$ 914,424
Special Mention	17,414	20,797	12,568	—	2,119	1,758	—	620	55,276
Substandard	12,576	3,023	10,772	19,344	3,924	2,823	1,020	2,012	55,494
Doubtful	—	—	—	—	—	—	—	—	—
Total loans	$ 175,393	$ 170,263	$ 451,877	$ 47,948	$ 98,565	$ 55,316	$ 21,150	$ 4,682	$ 1,025,194
December 31, 2011									
Pass	$ 148,805	$ 146,449	$ 433,307	$ 32,272	$ 93,189	$ 54,711	$ 21,648	$ 1,541	$ 931,922
Special Mention	7,874	18,434	4,877	—	838	2,010	—	529	34,562
Substandard	17,897	6,609	6,617	19,492	3,677	4,420	895	3,563	63,170
Doubtful	98	—	—	193	339	361	189	320	1,500
Total loans	$ 174,674	$ 171,492	$ 444,801	$ 51,957	$ 98,043	$ 61,502	$ 22,732	$ 5,953	$ 1,031,154

Troubled Debt Restructuring

Our loan portfolio includes certain loans that have been modified in a Troubled Debt Restructuring ("TDR"), where economic concessions have been granted to borrowers experiencing financial difficulties. These concessions typically result from our loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. TDRs on nonaccrual status at the time of restructure may be returned to accruing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months.

When a loan is modified, management evaluates any possible impairment based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan agreement, except when the sole (remaining) source of repayment for the loan is the operation or liquidation of the collateral. In these cases management uses the current fair value of the collateral, less selling costs, instead of discounted cash flows. If management determines that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs and unamortized premium or discount), impairment is recognized through a specific allowance or a charge-off of the loan.

The table below summarizes outstanding TDR loans by loan classes as of June 30, 2012 and December 31, 2011. The summary includes those TDRs that are on nonaccrual status and those that continue to accrue interest.

(in thousands; 2012 unaudited)	As of	
Recorded investment in Troubled Debt Restructurings [1]	June 30, 2012	December 31, 2011
Commercial	$11,631	$4,969
Commercial real estate, owner-occupied	1,403	1,403
Construction	11,783	800
Home equity	926	467
Other residential	1,453	1,464
Installment and other consumer	1,535	1,552
Total	$28,731	$10,655

[1] Includes $25.2 million and $6.3 million of TDR loans that were accruing interest as of June 30, 2012 and December 31, 2011, respectively.

The tables below presents the following information for TDRs modified during the periods presented: number of contracts modified, the recorded investment in the loans prior to modification, and the recorded investment in the loans after the loans were restructured. Modifications during the six months ended June 30, 2012 primarily involved payment extensions and forbearances, while modifications in 2011 involved interest rate concessions, maturity extensions and payment deferral, or some combination thereof. There were three commercial loans, two commercial real estate loans and one construction loan modified as troubled debt restructurings within the previous twelve months with recorded investments of $887 thousand that subsequently defaulted and were charged-off in the six-month period ended June 30, 2012. We are reporting these defaulted TDRs based on a payment default definition of more than 90 days past due. During the six months ended June 30, 2011, payment defaults of more than 90 days on loans restructured during the previous twelve months were not significant and such defaults did not significantly impact our determination of the allowance for loan losses.

(dollars in thousands; unaudited)	Number of Contracts Modified	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment at period end
Troubled Debt Restructurings during the three months ended June 30, 2012:				
Commercial	2	$ 915	$ 939	$ 974
Home equity	1	372	374	374
Total	3	$ 1,287	$ 1,313	$ 1,348
Troubled Debt Restructurings during the three months ended March 31, 2012:				
Commercial	7	$ 8,406	$ 8,302	$ 8,272
Construction	6	11,324	11,324	11,324
Home equity	1	100	100	100
Total	14	$ 19,830	$ 19,726	$ 19,696
Troubled Debt Restructurings during the three months ended June 30, 2011:				
Commercial	6	$ 1,416	$ 1,569	$ 1,531
Troubled Debt Restructurings during the six months ended June 30, 2012:				
Commercial	9	9,321	9,241	7,768
Construction	6	11,324	11,324	11,297
Home Equity	2	472	474	473
Total	17	$ 21,117	$ 21,039	$ 19,538
Troubled Debt Restructurings during the six months ended June 30, 2011:				
Commercial	17	$ 4,262	$ 4,392	$ 3,497
Construction	1	$ 290	$ 290	$ 290
Other residential	1	$ 238	$ 238	$ 238
Installment and other consumer	1	224	224	224
Total	20	$ 5,014	$ 5,144	$ 4,249

Impaired Loan Balances and Their Related Allowance by Major Classes of Loans

The table below summarizes information on impaired loans and their related allowance:

(dollars in thousands; 2012 unaudited)	Commercial	Commercial real estate, owner-occupied	Commercial real estate, investor	Construction	Home equity	Other residential	Installment and other consumer	Total
June 30, 2012								
Recorded investment in impaired loans:								
With no specific allowance recorded	$ 9,908	$ 1,403	$ 5,961	$ 13,888	$ 1,144	$ 1,453	$ 1,203	$ 34,960
With a specific allowance recorded	2,040	458	620	399	488	740	1,022	5,767
Total recorded investment in impaired loans [1]	$ 11,948	$ 1,861	$ 6,581	$ 14,287	$ 1,632	$ 2,193	$ 2,225	$ 40,727
Unpaid principal balance of impaired loans:								
With no specific allowance recorded	$ 11,254	$ 3,060	$ 5,961	$ 16,708	$ 1,630	$ 1,453	$ 1,246	$ 41,312
With a specific allowance recorded	2,480	977	868	585	488	740	1,022	7,160
Total unpaid principal balance of impaired loans	$ 13,734	$ 4,037	6,829	$ 17,293	$ 2,118	$ 2,193	$ 2,268	$ 48,472
Specific allowance	$ 951	$ 27	$ 120	$ 5	$ 408	$ 80	$ 458	$ 2,049
Average recorded investment in impaired loans during the quarter ended June 30, 2012	12,352	1,859	6,803	14,303	1,199	1,472	2,126	40,114
Interest income recognized on impaired loans during the quarter ended June 30, 2012	177	69	—	159	7	50	19	481
Average recorded investment in impaired loans during the six months ended June 30, 2012	13,285	1,856	5,313	14,424	1,133	2,273	2,114	40,398
Interest income recognized on impaired loans during the six months ended June 30, 2012	321	69	65	321	12	75	36	899
December 31, 2011								
Recorded investment in impaired loans:								

With no specific allowance recorded	$ 2,866	$ 2,195	$ 648	$ 2,395	$ 591	$ 1,464	$ 1,022	$ 11,181
With a specific allowance recorded	2,969	1,018	623	909	454	1,942	1,049	8,964
Total recorded investment in impaired loans [1]	$ 5,835	$ 3,213	1,271	$ 3,304	$ 1,045	$ 3,406	$ 2,071	$ 20,145
Unpaid principal balance of impaired loans:								
With no specific allowance recorded	$ 4,730	$ 5,140	$ 648	$ 5,007	$ 1,077	$ 1,464	$ 1,064	$ 19,130
With a specific allowance recorded	4,598	1,862	825	1,095	544	1,942	1,049	11,915
Total recorded investment in impaired loans	$ 9,328	$ 7,002	1,473	$ 6,102	$ 1,621	$ 3,406	$ 2,113	$ 31,045
Specific allowance	$ 1,285	$ 169	$ 163	$ 194	$ 262	$ 408	$ 465	$ 2,946
Average recorded investment in impaired loans during the quarter ended June 30, 2011	3,411	1,037	—	6,591	216	140	609	12,004
Interest income recognized on impaired loans during the quarter ended June 30, 2011	37	—	—	—	8	—	8	53
Average recorded investment in impaired loans during the six months ended June 30, 2011	2,920	836	—	7,591	112	143	506	12,108
Interest income recognized on impaired loans during the six months ended June 30, 2011	49	—	—	—	8	—	8	65

[1] Total impaired loans include non-accrual loans, accruing TDR loans and accreting PCI loans that have experienced post-acquisition declines in cash flows expected to be collected.

The gross interest income that would have been recorded had non-accrual loans been current totaled $227 thousand, $256 thousand and $177 thousand in the quarters ended June 30, 2012, March 31, 2012 and June 30, 2011, respectively, and totaled $483 thousand and $397 thousand for the six months ended June 30, 2012 and 2011, respectively. PCI loans are excluded from the foregone interest data above as their accretable yield interest recognition is independent from the underlying contractual loan delinquency status. See “Purchased Credit-Impaired Loans” below for further discussion.

Management monitors delinquent loans continuously and identifies problem loans, generally loans graded Substandard or worse, to be evaluated individually for impairment testing. Generally, we charge off our estimated losses related to specifically-identified impaired loans when it is deemed uncollectible. The charged-off portion of impaired loans outstanding at June 30, 2012 totaled approximately $3.8 million. At June 30, 2012, there were $248 thousand of outstanding commitments to extend credit on impaired loans, including loans to borrowers whose terms have been modified in troubled debt restructurings.

The following table discloses loans by major portfolio category and activity in the ALLL, as well as the related ALLL disaggregated by impairment evaluation method:

Allowance for Loan Losses and Recorded Investment in Loans

(dollars in thousands; unaudited)	Commercial	Commercial real estate, owner-occupied	Commercial real estate, investor	Construction	Home equity	Other residential	Installment and other consumer	Unallocated	Total
For the three months ended June 30, 2012									
Allowance for loan losses:									
Beginning balance	$3,770	$1,152	$3,700	$1,133	$1,394	$504	$1,547	$322	$13,5
Provision (reversal)	305	(9)	(29)	(148)	180	58	(222)	(35)	100
Charge-offs	(253)	—	(5)	—	—	—	(5)	—	(263
Recoveries	64	5	—	—	6	—	1	—	76
Ending balance	$3,886	$1,148	$3,666	$985	$1,580	$562	$1,321	$287	$13,4
For the six months ended June 30, 2012									
Allowance for loan losses:									
Beginning balance	$4,334	$1,305	$3,710	$1,505	$1,444	$940	$1,182	$219	$14,6
Provision (reversal)	32	19	134	(348)	234	(182)	143	68	100
Charge-offs	(850)	(181)	(178)	(172)	(110)	(196)	(5)	—	(1,69
Recoveries	370	5	—	—	12	—	1	—	388
Ending balance	$3,886	$1,148	$3,666	$985	$1,580	$562	$1,321	$287	$13,4
As of June 30, 2012:									
Ending ALLL related to loans collectively evaluated for impairment	$2,935	$1,121	$3,546	$980	$1,172	$482	$863	$287	$11,3
Ending ALLL related to loans individually evaluated for impairment	$899	$—	$—	$5	$408	$80	$458	$—	$1,85
Ending ALLL related to purchased credit-impaired loans	$52	$27	$120	$—	$—	$—	$—	$—	$199
Loans outstanding:									
Collectively evaluated for impairment	$164,054	$170,263	$445,916	$33,661	$96,933	$53,123	$18,924	$—	$982
Individually evaluated for impairment[1]	11,339	—	5,961	14,287	1,632	2,193	2,226	—	37,63

Purchased credit-impaired	609	2,494	1,579	—	—	—	—	—	4,682
Total	$176,002	$172,757	$453,456	$47,948	$98,565	$55,316	$21,150	$—	$1,02
Ratio of allowance for loan losses to total loans	2.21 %	0.66 %	0.81 %	2.05 %	1.60 %	1.02 %	6.25 %	NM	1.31
Allowance for loan losses to non-accrual loans	222 %	82 %	61 %	35 %	161 %	76 %	191 %	NM	94

[1] Total excludes $3.1 million of PCI loans that have experienced post-acquisition declines in cash flows expected to be collected.These loans are included in the "Purchased credit-impaired" amount in the next line below.

NM Not Meaningful

(dollars in thousands)	Commercial	Commercial real estate, owner-occupied	Commercial real estate, investor	Construction	Home equity	Other residential	Installment and other consumer	Unallocated	Total
As of December 31, 2011:									
Ending ALLL related to loans collectively evaluated for impairment	$3,049	$1,136	$3,547	$1,311	$1,182	$532	$717	$219	$11,69
Ending ALLL related to loans individually evaluated for impairment	$957	$—	$91	$194	$262	$408	$465	$—	$2,37
Ending ALLL related to purchased credit-impaired loans	$328	$169	$72	$—	$—	$—	$—	$—	$569
Total ALLL balance	$4,334	$1,305	$3,710	$1,505	$1,444	$940	$1,182	$219	$14,63
Loans outstanding:									
Collectively evaluated for impairment	$169,564	$171,492	$444,060	$48,653	$96,998	$58,095	$20,661	$—	$1,00
Individually evaluated for impairment[1]	5,110	—	741	3,304	1,045	3,407	2,071	—	15,67
Purchased credit-impaired	1,116	3,213	1,624	—	—	—	—	—	5,953
Total	$175,790	$174,705	$446,425	$51,957	$98,043	$61,502	$22,732	$—	$1,03
Ratio of allowance for loan losses to total loans	2.47 %	0.75 %	0.83 %	2.90 %	1.47 %	1.53 %	5.20 %	NM	1.42
Allowance for loan losses to non-accrual loans	147 %	64 %	501 %	50 %	189 %	48 %	228 %	NM	122

[1] Total excludes $4.5 million PCI loans that have experienced credit deterioration post-acquisition, which are included in the "Purchased credit-impaired" amount in the next line below.

NM Not Meaningful

Activity in the allowance for loan losses for the three months and six months ended June 30, 2011 follows:

(dollars in thousands; unaudited)	Commercial	Commercial real estate, owner-occupied	Commercial real estate, investor	Construction	Home equity	Other residential	Installment and other consumer	Unallocated	Total
For the three months ended June 30, 2011									
Allowance for loan losses:									
Beginning balance	$ 3,053	$ 1,033	$ 4,026	$ 2,213	$853	$ 724	$ 921	$ 246	$13,069
Provision (reversal)	2,602	97	62	(88)	206	(18)	119	20	3,000
Charge-offs	(1,581)	—	—	(178)	(257)	—	(155)	—	(2,171)
Recoveries	17	—	—	—	—	—	5	—	22
Ending balance	$ 4,091	$ 1,130	$ 4,088	$ 1,947	$802	$ 706	$ 890	$ 266	$13,920

For the six months ended June 30, 2011									
Allowance for loan losses:									
Beginning balance	$ 3,114	$ 1,037	$ 4,134	$ 1,694	$ 643	$ 738	$ 835	$ 197	$ 12,392
Provision (reversal)	2,823	93	(46)	454	416	(32)	273	69	4,050
Charge-offs	(1,873)	—	—	(201)	(257)	—	(229)	—	(2,560)
Recoveries	27	—	—	—	—	—	11	—	38
Ending balance	$ 4,091	$ 1,130	$ 4,088	$ 1,947	$ 802	$ 706	$ 890	$ 266	$ 13,920

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Purchased Credit-Impaired Loans

We evaluated loans purchased in the Acquisition in accordance with accounting guidance in ASC 310-30 related to loans acquired with deteriorated credit quality. Acquired loans are considered credit-impaired if there is evidence of deterioration of credit quality since origination and it is probable, at the acquisition date, that we will be unable to collect all contractually required payments receivable. Management has determined certain loans purchased in the Acquisition to be PCI loans based on credit indicators such as nonaccrual status, past due status, loan risk grade, loan-to-value ratio, etc. Revolving credit agreements (e.g. home equity lines of credit and revolving commercial loans) are not considered PCI loans as cash flows cannot be reasonably estimated.

For acquired loans not considered credit-impaired, the difference between the contractual amounts due (principal amount) and the fair value is accounted for subsequently through accretion. We elect to recognize discount accretion based on the acquired loan's contractual cash flows using an effective interest rate method. The accretion is recognized through the net interest margin.

The following table presents the fair value of loans pursuant to accounting standards for purchased credit-impaired loans and other purchased loans as of the acquisition date:

(dollars in thousands)	February 18, 2011 Purchased credit-impaired loans	Other purchased loans	Total
Contractually required payments including interest	$24,316	$69,702	$94,018
Less: nonaccretable difference	(13,044)	—	(13,044)
Cash flows expected to be collected (undiscounted)	11,272	69,702	80,974
Accretable yield	(1,902)	(17,307) [1]	(19,209)
Fair value of purchased loans	$9,370	$52,395	$61,765

[1] $5.8 million of the $17.3 million represents the difference between the contractual principal amounts due and the fair value. This discount is to be accreted to interest income over the remaining lives of the loans. The remaining $11.5 million is the contractual interest to be earned over the life of the loans.

For the PCI loans, the accretable yield initially represents the excess of the cash flows expected to be collected at acquisition over the fair value of the loans at the acquisition date, and is accreted into interest income over the estimated remaining life of the purchased credit-impaired loans using the effective yield method, provided that the timing and amount of future cash flows is reasonably estimable. The accretable yield is affected by:

(1) Changes in interest rate indices for variable rate loans – Expected future cash flows are based on the variable rates in effect at the time of the regular evaluations of cash flows expected to be collected;

(2) Changes in prepayment assumptions – Prepayments affect the estimated life of the loans which may change the amount of interest income, and possibly principal, expected to be collected;

(3) Changes in the expected principal and interest payments over the estimated life – Updates to expected cash flows are driven by the credit outlook and actions taken with borrowers. Changes in expected future cash flows from loan modifications are included in the regular evaluations of cash flows expected to be collected.

When the timing and/or amounts of expected cash flows on such loans are not reasonably estimable, no interest is accreted and the loan is reported as a non-accrual loan; otherwise, if the timing and amounts of expected cash flows for purchased credit-impaired loans are reasonably estimable, then interest is accreted and the loans are reported as performing loans. The initial estimated cash flows expected to be collected are updated each quarter based on current assumptions regarding default rates, loss severities, and other factors that are reflective of current market conditions. Probable decreases in expected cash flows after acquisition result in the recognition of impairment, which would be recorded as a specific allowance for loan losses or a charge-off to the allowance. Probable and significant increases in expected cash flows would first reverse any related allowance for loan losses and any remaining increases would be recognized prospectively as interest income over the estimated remaining lives of the loans. The impact of changes in variable interest rates is recognized prospectively as adjustments to interest income.

The non-accretable difference represents the difference between the undiscounted contractual cash flows and the undiscounted expected cash flows, and also reflects the estimated credit losses in the acquired loan portfolio at the acquisition date and can fluctuate due to changes in expected cash flows during the life of the PCI loans.

The following table reflects the outstanding balance and related carrying value of PCI loans as of the acquisition date (February 18, 2011), December 31, 2011, and June 30, 2012:

PCI Loans (dollars in thousands; 2012 unaudited)	June 30, 2012 Unpaid principal balance	June 30, 2012 Carrying value	December 31, 2011 Unpaid principal balance	December 31, 2011 Carrying value	February 18, 2011 Unpaid principal balance	February 18, 2011 Carrying value
Commercial	$2,262	$609	$3,168	$1,116	$10,860	$3,706
Commercial real estate	7,842	4,073	9,466	4,837	10,139	5,664
Total purchased credit-impaired loans	$10,104	$4,682	$12,634	$5,953	$20,999	$9,370

The activities in the accretable yield, or income expected to be earned, for PCI loans were as follows:

Accretable Yield (dollars in thousands, unaudited)	Three months ended June 30, 2012	Three months ended March 31, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Balance at beginning of period	$5,625	$5,405	$1,787	$5,405	$—
Additions	—	—	—	—	1,902
Removals [1]	—	(225)	(6)	(225)	(45)
Accretion	(478)	(510)	(291)	(988)	(367)
Reclassifications (to)/from nonaccretable difference [2]	239	955	1,877	1,194	1,877
Balance at end of period	$5,386	$5,625	$3,367	$5,386	$3,367

[1] Represents the accretable difference that is relieved when a loan exits the PCI population due to payoff, full charge-off, or transfer to repossessed assets, etc.

[2] Primarily relates to improvements in expected credit performance and changes in expected timing of cash flows.

Pledged Loans

Our FHLB line of credit is secured under terms of a blanket collateral agreement by a pledge of certain qualifying loans with an unpaid principal balance of $574.0 million and $547.6 million at June 30, 2012 and December 31, 2011, respectively. Our FHLB line of credit totaled $325.0 million and $261.2 million at June 30, 2012 and December 31, 2011, respectively. In addition, we pledge a certain residential loan portfolio, which totaled $35.3 million and $41.2 million at June 30, 2012 and December 31, 2011, respectively, to secure our borrowing capacity with the Federal Reserve Bank ("FRB"). Also see Note 7 below.

Note 7: Borrowings

Federal Funds Purchased – We have unsecured lines of credit totaling $87.0 million with correspondent banks for overnight borrowings. In general, interest rates on these lines approximate the Federal funds target rate. At June 30, 2012 and December 31, 2011, we had no overnight borrowings outstanding under these credit facilities.

Federal Home Loan Bank Borrowings – As of June 30, 2012 and December 31, 2011, we had lines of credit with the FHLB totaling $325.0 million and $261.2 million, respectively, based on eligible collateral of certain loans. At June 30, 2012 and December 31, 2011, we had no FHLB overnight borrowings.

On February 5, 2008, we entered into a ten-year borrowing agreement under the same FHLB line of credit for $15.0 million at a fixed rate of 2.07%, which remained outstanding at June 30, 2012. Interest-only payments are required every three months until maturity. Although the entire principal is due on February 5, 2018, the FHLB has the unconditional right to accelerate the due date on May 5, 2012 and every three months thereafter (the “put dates”). If the FHLB exercises its right to accelerate the due date, the FHLB will offer replacement funding at the current market rate, subject to certain conditions. We must comply with the put date, but are not required to accept replacement funding.

On January 23, 2009, we entered into a three-year borrowing agreement under the FHLB line of credit for $20.0 million at a fixed rate of 2.29%. On January 23, 2012, the borrowing matured and was paid off.

At June 30, 2012, $310.0 million was remaining as available for borrowing from the FHLB. The FHLB overnight borrowing and the FHLB line of credit are secured by a certain loan portfolio under a blanket lien.

Federal Reserve Line of Credit – We have a line of credit with the FRB secured by a certain residential loan portfolio. At June 30, 2012 and December 31, 2011, we had borrowing capacity under this line totaling $35.3 million and $41.2 million, respectively, and had no outstanding borrowings with the FRB.

Subordinated Debt – On September 17, 2004 we issued a 15-year, $5.0 million subordinated debenture. Interest-only payments are paid quarterly until maturity on September 17, 2019. We have the right to redeem the debenture, in whole or in part, at the redemption price at principal amounts in multiples of $1.0 million on any interest payment date. The interest rate on the debenture changes quarterly at the three-month LIBOR plus 2.48%. The rate at June 30, 2012 was 2.95%. The debenture is subordinated to the claims of depositors and our other creditors. In July 2012, we received regulatory approvals to pay off the subordinated debenture entirely on September 17, 2012.

Note 8: Stockholders' Equity

Preferred Stock

Pursuant to the U.S. Treasury Capital Purchase Program (the “TCPP”), on December 5, 2008 Bancorp issued to the U.S. Treasury 28,000 shares of senior preferred stock with a zero par value and a $1,000 per share liquidation preference, along with a warrant to purchase 154,242 shares of common stock at a per share exercise price of $27.23, in exchange for aggregate consideration of $28.0 million. The proceeds of $28.0 million were allocated between the preferred stock and the warrant with $27.0 million allocated to preferred stock and $961 thousand allocated to the warrant, based on their relative fair value at the time of issuance. The warrant was immediately exercisable and expires 10 years after the issuance date.

Under the American Recovery and Reinvestment Act of 2009, which allows participants in the TCPP to withdraw from the program, we repurchased all 28,000 shares of outstanding preferred stock from the U.S. Treasury at $28 million plus accrued but unpaid dividends of $179 thousand on March 31, 2009. At the time of repurchase, we also accelerated the remaining accretion of the preferred stock totaling $945 thousand through retained earnings, reducing our net income available to common stockholders. The warrant was subsequently auctioned to two institutional investors in November 2011 and remains outstanding. It is adjusted for cash dividend increases to represent a right to purchase 155,154 shares of common stock at $27.07 per share as of June 30, 2012 in accordance with Section 13(c) of the Form of Warrant to Purchase Common Stock.

Dividends

Presented below is a summary of cash dividends paid to common stockholders, recorded as a reduction of retained earnings.

	Three months ended			Six months ended	
(in thousands except per share data, unaudited)	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Cash dividends to common stockholders	$910	908	$851	$1,818	$1,698
Cash dividends per common share	$0.17	0.17	$0.16	0.34	0.32

On July 19, 2012, the Board of Directors declared a quarterly dividend of $0.18 per share, a $0.01 increase from the second quarter of 2012. The cash dividend is payable to shareholders of record at the close of business on August 2, 2012 and will be payable on August 10, 2012.

Share-Based Payments

The fair value of stock options on the grant date is recorded as a stock-based compensation expense in the consolidated statements of comprehensive income over the requisite service period with a corresponding increase in common stock. Stock-based compensation also includes compensation expense related to the issuance of unvested restricted common shares pursuant to the 2007 Equity Plan. The grant-date fair value of the restricted common shares, which equals its intrinsic value on that date, is being recorded as compensation expense over the requisite service period with a corresponding increase in common stock as the shares vest. In addition, we record excess tax benefits on the exercise of non-qualified stock options, the disqualifying disposition of incentive stock options and vesting of restricted stock as an addition to common stock with a corresponding decrease in current taxes payable.

The holders of the unvested restricted common shares are entitled to dividends on the same per-share ratio as the holders of common stock. Dividends paid on the portion of share-based awards not expected to vest are also included in stock-based compensation expense. Tax benefits on dividends paid on the portion of share-based awards expected to vest are recorded as increase to common stock with a corresponding decrease in current taxes payable.

Note 9: Commitments and Contingencies

Financial Instruments with Off-Balance Sheet Risk

We make commitments to extend credit in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit in the form of loans or through standby letters of credit. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being fully drawn upon, the total commitment amount does not necessarily represent future cash requirements.

We are exposed to credit loss equal to the contract amount of the commitment in the event of nonperformance by the borrower. We use the same credit policies in making commitments as we do for on-balance-sheet instruments and we evaluate each customer’s credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us, is based on Management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, and real property.

The contractual amount of loan commitments and standby letters of credit not reflected on the consolidated statement of condition was $252.6 million at June 30, 2012 at rates ranging from 1.75% to 18.00%. This amount included $135.0 million under commercial lines of credit (these commitments are contingent upon customers maintaining specific credit standards), $73.7 million under revolving home equity lines, $22.0 million under undisbursed construction loans, $12.9 million under standby letters of credit, and a remaining $9.0 million under personal and other lines of credit. We have set aside an allowance for losses in the amount of $505 thousand for these commitments as of June 30, 2012, which is recorded in interest payable and other liabilities.

Operating Leases

We rent certain premises and equipment under long-term non-cancelable operating leases expiring at various dates through the year 2024. Commitments under these leases approximate $1.4 million, $2.7 million, $2.6 million, $2.7 million and $2.8 million for 2012 (July through December), 2013, 2014, 2015, and 2016 respectively, and $14.1 million for all years thereafter.

Litigation and Regulatory Matters

We may be party to legal actions which arise from time to time as part of the normal course of our business. We believe, after consultation with legal counsel, that we have meritorious defenses in these actions, and that litigation contingency liability, if any, will not have a material adverse effect on our financial position, results of operations, or cash flows.

We are responsible for our proportionate share of certain litigation indemnifications provided to Visa U.S.A. by its member banks in connection with lawsuits related to anti-trust charges and interchange fees. On July 13, 2012, Visa U.S.A. signed a memorandum of understanding to enter into a settlement agreement to resolve the Class Plaintiffs' claims and an agreement in principle to resolve the Individual Plaintiffs' claims in the same multi-district interchange litigation. The settlement includes a cash payment through further reduction in conversion rate of Visa Class B shares by member banks and a ten basis point reduction in credit card interchange rates for eight months. A number of procedural steps remain before this settlement can become final and the full impact to member banks like us is still uncertain. However, we are not aware of significant future cash settlement payments required by us on the litigation and the ten basis point reduction in credit card interchange fees for us is not expected to be material. Also refer to Note 13 to the Consolidated Financial Statements of the Bancorp’s 2011 Annual Report on Form 10-K.

Note 10: Derivative Financial Instruments and Hedging Activities

We have entered into interest rate swap agreements, primarily as an asset/liability management strategy, in order to mitigate the changes in the fair value of specified long-term fixed-rate loans (or firm commitments to enter into long-term fixed-rate loans) caused by changes in interest rates. These hedges allow us to offer long-term fixed rate loans to customers without assuming the interest rate risk of a long-term asset. Converting our fixed-rate interest stream to a floating-rate interest stream, generally benchmarked to the one-month U.S. dollar LIBOR index, protects us against changes in the fair value of our loans otherwise associated with fluctuating interest rates.

The fixed-rate payment features of the interest rate swap agreements are generally structured at inception to mirror substantially all of the provisions of the hedged loan agreements. These interest rate swaps, designated and qualified as fair value hedges, are carried on the balance sheet at their fair value in other assets (when the fair value is positive) or in other liabilities (when the fair value is negative). One of our interest rate swap agreements qualifies for shortcut hedge accounting treatment. The change in fair value of the swap using the shortcut accounting treatment is recorded in other non-interest income, while the change in fair value of swaps using non-shortcut accounting is recorded in interest income. The unrealized gain or loss in fair value of the hedged fixed-rate loan due to LIBOR interest rate movements is recorded as an adjustment to the hedged loan and offset in other non-interest income (for shortcut accounting treatment) or interest income (for non-shortcut accounting treatment).

From time to time, we make firm commitments to enter into long-term fixed-rate loans with borrowers backed by yield maintenance agreements and simultaneously enter into forward interest rate swap agreements with correspondent banks to mitigate the change in fair value of the yield maintenance agreement. Prior to loan funding, yield maintenance agreements with net settlement features that meet the definition of a derivative are considered as non-designated hedges and are carried on the balance sheet at their fair value in other assets (when the fair value is positive) or in other liabilities (when the fair value is negative). The offsetting changes in the fair value of the forward swap and the yield maintenance agreement are recorded in interest income. In June 2007, August 2010 and June 2011, three previously undesignated forward swaps were designated to offset the change in fair value of a fixed-rate loan originated in each of those periods. Subsequent to the point of the swap designations, the related yield maintenance agreements are no longer considered derivatives. Their fair value at the designation date was recorded in other assets and is amortized using the effective yield method over the life of the respective designated loans.

The net effect of the change in fair value of interest rate swaps, the amortization of the yield maintenance agreement and the change in the fair value of the hedged loans results in an insignificant amount of hedge ineffectiveness recognized in interest income.

Our credit exposure, if any, on interest rate swaps is limited to the favorable value (net of any collateral pledged to us) and interest payments of all swaps by each counterparty. Conversely, when an interest rate swap is in a liability position exceeding a certain threshold, we are required to post collateral to the counterparty in an amount determined by the agreements (generally when our derivative liability position is greater than $100 thousand or $1.3 million, depending upon the counterparty). Collateral levels are monitored and adjusted on a regular basis for changes in interest rate swap values. As of June 30, 2012, all of our derivative instruments are currently in a liability position totaling $5.4 million and have collateral requirements, for which we have posted cash collateral of $5.2 million.

As of June 30, 2012, we have seven interest rate swap agreements, which are scheduled to mature in September 2018, April 2019, June 2020, August 2020, June 2022, June 2031 and October 2031. All of our derivatives are accounted for as fair value hedges. Our interest rate swaps are settled monthly with counterparties. Accrued interest on the swaps totaled $67 thousand and $72 thousand as of June 30, 2012 and December 31, 2011, respectively. Information on our derivatives follows:

	Liability derivatives	
(in thousands; 2012 unaudited)	June 30, 2012	December 31, 2011
Fair value hedges		
Interest rate contracts notional amount	$33,195	$34,161
Interest rate contracts fair value [1]	5,409	5,052
Balance sheet location	Other liabilities	Other liabilities

(in thousands; unaudited)	Three months ended June 30, 2012	March 31, 2012	June 30, 2011
(Decrease) increase in value of designated interest rate swaps recognized in interest income	$(931)	$574	$(575)
Payment on interest rate swaps recorded in interest income	(316)	(318)	(248)
Increase (decrease) in value of hedged loans recognized in interest income	989	(629)	375
Increase (decrease) in value of yield maintenance agreement recognized against interest income	271	(67)	169
Net gain (loss) on derivatives recognized against interest income [2]	$13	$(440)	$(279)

(in thousands; unaudited)	Six months ended June 30, 2012	June 30, 2011
Decrease in value of designated interest rate swaps recognized in interest income	$(357)	$(221)
Payment on interest rate swaps recorded in interest income	(634)	(485)
Increase in value of hedged loans recognized in interest income	360	36
Increase in value of yield maintenance agreement recognized against interest income	204	131
Net loss on derivatives recognized against interest income [2]	$(427)	$(539)

[1] See Note 4 for valuation methodology.
[2] Includes hedge ineffectiveness of $329 thousand, $(122) thousand, and $(31) thousand for the quarters ended June 30, 2012, March 31, 2012 and June 30, 2011, respectively. Ineffectiveness of $207 thousand and $(54) thousand was recorded in interest income during the six months ended June 30, 2012 and June 30, 2011, respectively. Changes in value of swaps were included in the assessment of hedge effectiveness.

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

In the following pages, Management discusses its analysis of the financial condition and results of operations for the second quarter of 2012 compared to the second quarter of 2011 and to the first quarter of 2012, as well as the six months ended June 30, 2012 compared to the same period in 2011. This discussion should be read in conjunction with the related consolidated financial statements in this Form 10-Q and with the audited consolidated financial statements and accompanying notes included in our 2011 Annual Report on Form 10-K. Average balances, including balances used in calculating certain financial ratios, are generally comprised of average daily balances.

Forward-Looking Statements

This discussion of financial results includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the "1933 Act") and Section 21E of the Securities Exchange Act of 1934, as amended, (the "1934 Act"). Those sections of the 1933 Act and 1934 Act provide a "safe harbor" for forward-looking statements to encourage companies to provide prospective information about their financial performance so long as they provide meaningful, cautionary statements identifying important factors that could cause actual results to differ significantly from projected results.

Our forward-looking statements include descriptions of plans or objectives of Management for future operations, products or services, and forecasts of its revenues, earnings or other measures of economic performance. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include the words "believe," "expect," "intend," "estimate" or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could" or "may."

Forward-looking statements are based on Management's current expectations regarding economic, legislative, and regulatory issues that may impact our earnings in future periods. A number of factors—many of which are beyond Management's control—could cause future results to vary materially from current Management expectations. Such factors include, but are not limited to, general economic conditions; the economic cycles in the U.S. and abroad; changes in interest rates, deposit flows, real estate values, securities market and expected future cash flows on acquired loans; competition; changes in accounting principles, policies or guidelines; changes in legislation or regulation; and other economic, competitive, governmental, regulatory and technological factors affecting our operations, pricing, products and services. These and other important factors are detailed in the Risk Factors section of this report and our 2011 Form 10-K as filed with the SEC, copies of which are available from us at no charge. Forward-looking statements speak only as of the date they are made. We do not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made or to reflect the occurrence of unanticipated events.

RESULTS OF OPERATIONS

Highlights of the financial results are presented in the following table:

	For the three months ended			For the six months ended	
(dollars in thousands, except per share data; unaudited)	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
For the period:					
Net income	$4,951	$4,940	$3,439	$9,891	$7,948
Net income per share					
Basic	$0.93	$0.93	$0.65	$1.86	$1.50
Diluted	$0.91	$0.91	$0.64	$1.82	$1.48
Return on average equity	14.01 %	14.39 %	10.78 %	14.20 %	12.72 %
Return on average assets	1.39 %	1.41 %	1.04 %	1.40 %	$1.23 %
Common stock dividend payout ratio	18.28 %	18.28 %	24.62 %	18.28 %	21.33 %
Average shareholders' equity to average total assets	9.96 %	9.79 %	9.62 %	9.87 %	9.70 %
Efficiency ratio	53.56 %	54.96 %	53.80 %	54.26 %	53.04 %
Tax equivalent net interest margin	4.94 %	4.97 %	5.51 %	4.96 %	5.48 %
At period end:					
Book value per common share	$26.92	$26.18	$24.25		
Total assets	$1,407,000	$1,421,284	$1,337,393		
Total loans	$1,025,194	$1,032,207	$986,634		
Total deposits	$1,230,717	$1,245,641	$1,138,906		
Loan-to-deposit ratio	83.3 %	82.9 %	86.6 %		
Total risk based capital ratio - Bancorp	13.9 %	13.6 %	13.0 %		

Executive Summary

In the second quarter of 2012, we hit record quarterly earnings of $5.0 million, an increase of 0.2% from $4.9 million in the first quarter of 2012, and up 44.0% from $3.4 million in the second quarter of 2011. We reported earnings for the six months ended June 30, 2012 of $9.9 million, an increase of 24.4% from $7.9 million for the same period last year. Diluted earnings per share for the second quarter of 2012 were $0.91, unchanged from the first quarter of 2012 and up $0.27 from the same quarter a year ago. Diluted earnings per share for the six months ended June 30, 2012 totaled $1.82, up $0.34 from $1.48 for the same period of 2011.

The current low interest rate and competitive banking environment has created a challenge for community banks to retain existing and develop new lending relationships. To grow our loan portfolio, our focus is business lending, including wine industry and related businesses. Our loan totals remained steady at $1.0 billion at June 30, 2012 compared to December 31, 2011. Loan originations were offset by early pay-offs and maturities of higher yielding loans, which are being replaced with new loans at the current market rates. Additionally, we have experienced some pressure to make rate concessions.

Credit quality remains solid with net charge-offs in the second quarter of 2012 totaling $187 thousand, down $930 thousand from the prior quarter and down $2.0 million from the same quarter a year ago. We recorded a $100 thousand provision for loan losses in the second quarter of 2012. No provision was recorded in the prior quarter and a

$3.0 million provision was recorded in the second quarter of 2011. The absence of newly identified problem loans that have credit loss exposure and limited loan growth led to minimal provision in 2012.

Deposits totaled $1.2 billion at June 30, 2012 and December 31, 2011. Non-interest bearing deposits totaled 32.5% of total deposits at June 30, 2012.

In an effort to deploy excess liquidity, we grew the investment portfolio by $36.6 million (primarily government-guaranteed mortgage-backed and collateralized mortgage obligation securities, as well as corporate bonds) in the second quarter of 2012.

Total risk-based capital ratio for Bancorp grew to 13.9%, up from 13.6% at March 31, 2012, and 13.1% at December 31, 2011, and continues to be well above industry requirements for a well-capitalized institution.

Net interest income in the second quarter of 2012 totaled $16.3 million and remained relatively unchanged from the prior quarter, and decreased $722 thousand, or 4.2%, from the second quarter of 2011. The tax-equivalent net interest margin was 4.94% in the second quarter of 2012 compared to 4.97% in the prior quarter and 5.51% in the second quarter of last year. The tax-equivalent net interest margin was 4.96% in the first half of 2012 compared to 5.48% in the first half of 2011. The decreases in the second quarter and first half of 2012 compared to the same periods a year ago primarily reflect 1) a decline in gains on pay-offs of purchased credit-impaired ("PCI") loans recognized in interest income; 2) a lower level of accretion on non-PCI loans; and 3) lower yield on recently purchased investment securities due to the low interest rate environment. The decreases are partially offset by a reduction in the cost of deposits and the pay-off of two FHLB borrowings with higher interest rates. Going forward, we expect to see pressure on the margin, as low interest environment is expected to continue. As the higher yielding loans and securities mature, we expect them to be replaced at the lower market rate.

Non-interest income in the second quarter of 2012 totaled $1.8 million, compared to $1.7 million in the prior quarter and $1.6 million in the second quarter of 2011. Non-interest income totaled $3.5 million for the first six months of 2012 compared to $3.2 million in the same period of 2011. The increase from the prior periods primarily reflects higher service charges on deposit accounts, income from Wealth Management and Trust Services, and debit card interchange fees.

Non-interest expense totaled $9.7 million in the second quarter of 2012, and remained relatively consistent with the prior quarter. Non-interest expense decreased $313 thousand, or 3.1% from the same quarter a year ago primarily due to lower acquisition-related data processing and professional service costs. Non-interest expense totaled $19.5 million for the six months ended June 30, 2012 compared to $19.1 million in the same period of 2011. The 2.0% increase primarily reflects higher personnel costs associated with merit increases, partially offset by lower FDIC insurance expense and lower acquisition-related expenses.

We reported a provision for income taxes of $3.3 million, $3.1 million and $2.1 million for the quarters ended June 30, 2012, March 31, 2012 and June 30, 2011, respectively. The increase compared to the same quarter a year ago is mainly due to a higher level of pre-tax income. The increase compared to the first quarter of 2012 is also due to the re-estimate of the tax-exempt loan and security income projection.

Critical Accounting Policies

Critical accounting policies are those that are both most important to the portrayal of our financial condition and results of operations and require Management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Management has determined the following five accounting policies to be critical: Allowance for Loan Losses, Acquired Loans, Other-than-temporary Impairment of Investment Securities, Accounting for Income Taxes and Fair Value Measurements.

Allowance for Loan Losses

Allowance for loan losses is based upon estimates of loan losses and is maintained at a level considered adequate to provide for probable losses inherent in the outstanding loan portfolio. The allowance is increased by provisions charged to expense and reduced by charge-offs, net of recoveries. In periodic evaluations of the adequacy of the allowance balance, Management considers our past loan loss experience by type of credit, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, current economic conditions and other factors. We formally assess the adequacy of the allowance for loan losses on a quarterly basis. These assessments include the periodic re-grading of loans based on changes in their individual credit characteristics including delinquency, seasoning, recent financial performance of the borrower, economic factors, changes in the interest rate environment, and other factors as warranted. Loans are initially graded when originated. They are reviewed as they are renewed, when there is a new loan to the same borrower and/or when identified facts demonstrate heightened risk of default. Confirmation of the quality of our grading process is obtained by independent reviews conducted by outside consultants specifically hired for this purpose and by periodic examination by various bank regulatory agencies. Management monitors delinquent loans continuously and identifies problem loans to be evaluated individually for impairment testing. For loans that are deemed impaired, formal impairment measurement is performed at least quarterly on a loan-by-loan basis.

Our method for assessing the appropriateness of the allowance includes specific allowances for identified problem loans, an allowance factor for categories of credits, and allowances for changing environmental factors (e.g., portfolio trends, concentration of credit, growth and economic factors). Allowances for identified problem loans are based on specific analysis of individual credits. Loss estimation factors for loan categories are based on analysis of local economic factors applicable to each loan category, including consideration of our historical charge-off history. Allowances for changing environmental factors are Management's best estimate of the probable impact these changes have had on the loan portfolio as a whole.

For our methodology on estimating the allowance for loan losses on acquired loans, refer to the section Acquired Loans below.

Acquired Loans

Acquired loans are recorded at their estimated fair values at acquisition date in accordance with ASC 805 Business Combinations, factoring in credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for loan losses is not carried over or recorded for acquired loans as of the acquisition date.

The process of estimating fair values of the acquired loans, including the estimate of losses that are expected to be incurred over the estimated remaining lives of the loans at acquisition date and the ongoing updates to Management's expectation of future cash flows, requires significant subjective judgments and assumptions, particularly considering the current economic environment. The economic environment and the lack of market liquidity and transparency are factors that have influenced, and may continue to affect, these assumptions and estimates.

We estimated the fair value of acquired loans at the acquisition date based on a discounted cash flow methodology that considered factors including the type of loan and related collateral, risk classification, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and current discount rates. Loans were grouped together according to similar characteristics and were treated in the aggregate when applying various valuation techniques. The estimate of expected cash flows incorporates our best estimate of current key assumptions, such as property values, default rates, loss severity and prepayment speeds. The discount rates used for loans were based on current market rates for new originations of comparable loans, where available, and include adjustments for liquidity concerns. To the extent comparable market rates are not readily available, a discount rate was derived based on the assumptions of market participants' cost of funds, servicing costs and return requirements for comparable risk assets. In either case, the discount rate does not include a factor for credit losses, as that has been considered in estimating the cash flows. The initial estimate of cash flows to be collected was derived from assumptions such as default rates, loss severities and prepayment speeds.

In conjunction with the Acquisition, we purchased certain loans with evidence of credit quality deterioration subsequent to their origination and for which it was probable, at acquisition, that we would be unable to collect all contractually required payments. Management has applied significant subjective judgment in determining which loans are PCI loans. Evidence of credit quality deterioration as of the purchase date may include data such as past due and nonaccrual status, risk grades and recent loan-to-value percentages. Revolving credit agreements (e.g. home equity lines of credit and revolving commercial loans), where the borrower had revolving privileges at acquisition date, are not considered PCI loans because the timing and amount of cash flows cannot be reasonably estimated.

The accounting guidance for PCI loans provides that the excess of the cash flows initially expected to be collected over the fair value of the loans at the acquisition date (i.e., the accretable yield) should be accreted into interest income at a level rate of return over the remaining term of the loan, provided that the timing and amount of future cash flows is reasonably estimable. The difference between the contractually required payments and the cash flows expected to be collected at acquisition, considering the impact of prepayments, is referred to as the nonaccretable difference and is not recorded.

The initial estimate of cash flows expected to be collected is updated each quarter and requires the continued usage of key assumptions and estimates similar to the initial estimate of fair value. Given the current economic environment, we apply judgment to develop our estimate of cash flows for PCI loans given the impact of real estate value changes, changing probability of default, loss severities and prepayment speeds.

For purposes of accounting for the PCI loans purchased in the Acquisition, we elected not to apply the pooling method but to account for these loans individually. Disposals of loans, which may include sales of loans to third parties, receipt of payments in full by the borrower, or foreclosure of the collateral, result in removal of the loan from the PCI loan portfolio at its carrying amount.

If we have probable and significant increases in cash flows expected to be collected on PCI loans, we first reverse any previously established allowance for loan loss and then increase interest income as a prospective yield adjustment over the remaining life of the loans. The impact of changes in variable interest rates is recognized prospectively as adjustments to interest income. All PCI loans that were classified as nonperforming loans prior to Acquisition were no longer classified as nonperforming because, at Acquisition, we believed that we would fully collect the new carrying value of these loans. Subsequent to Acquisition, specific allowances are allocated to PCI loans that have experienced credit deterioration through an increase to the allowance for loan losses. The amount of cash flows expected to be collected and, accordingly, the adequacy of the allowance for loan losses are particularly sensitive to changes in loan credit quality. When there is doubt as to the timing and amount of future cash flows to be collected, PCI are classified as non-accrual loans. It is important to note that judgment is required to classify PCI loans as performing or non-accrual, and is dependent on having a reasonable expectation about the timing and amount of cash flows expected to be collected.

For acquired loans not considered PCI loans, we elect to recognize the entire fair value discount accretion based on the acquired loan's contractual cash flows using an effective interest rate method for term loans, and on a straight line basis to interest income for revolving lines, as the timing and amount of cash flows under revolving lines are not predictable. Subsequent to Acquisition, if the probable and estimable losses for non-PCI loans exceed the amount of the remaining unaccreted discount, the excess is established as an allowance for loan losses.

For further information regarding our acquired loans, see Note 6 to our Consolidated Financial Statements in this Form 10-Q.

Other-than-temporary Impairment of Investment Securities

At each financial statement date, we assess whether declines in the fair value of held-to-maturity and available-for-sale securities below their costs are deemed to be other than temporary. We consider, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) our intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value. Evidence evaluated includes, but is not limited to, the remaining payment terms of the instrument and economic factors that are relevant to the collectability of the instrument, such as: current prepayment speeds, the current financial condition of the issuer(s), industry analyst reports, credit ratings, credit default rates, interest rate trends and the value of any underlying collateral. Credit-related other-than-temporary impairment results in a charge to earnings and the corresponding establishment of a new cost basis for the security. Non-credit-related other-than-temporary impairment results in a charge to other comprehensive income, net of applicable taxes, and the corresponding establishment of a new cost basis for the security. The other-than-temporary impairment recognized in other comprehensive income for debt securities classified as held-to-maturity is accreted from other comprehensive income to the amortized cost of the debt security over the remaining life of the debt security in a prospective manner on the basis of the amount and timing of future estimated cash flows.

Accounting for Income Taxes

Income taxes reported in the financial statements are computed based on an asset and liability approach. We recognize the amount of taxes payable or refundable for the current year, and deferred tax assets and liabilities for the expected future tax consequences that have been recognized in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. We record net deferred tax assets to the extent it is more likely than not that they will be realized. In evaluating our ability to recover the deferred tax assets, Management considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In projecting future taxable income, Management develops assumptions including the amount of future state and federal pretax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates being used to manage the underlying business. Bancorp files consolidated federal and combined state income tax returns.

We recognize the financial statement effect of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. For tax positions that meet the more-likely-than-not threshold, we recognize only the largest amount of tax benefit that is greater than fifty percent likely of being realized upon ultimate settlement with the taxing authority. In deciding whether or not our tax positions taken meet the more-likely-than-not recognition threshold, we must make judgments and interpretations about the application of inherently complex state and federal tax laws. To the extent tax authorities disagree with tax positions taken by us, our effective tax rates could be materially affected in the period of settlement with the taxing authorities. Revision of our estimate of accrued income taxes also may result from our own income tax planning, which may affect our effective tax rates and our results of operations for any given quarter.

Fair Value Measurements

We use fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. We base our fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Securities available for sale, derivatives, and loans held for sale, if any, are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record certain assets at fair value on a non-recurring basis, such as purchased loans recorded at acquisition date, certain impaired loans held for investment and securities held to maturity that are other-than-temporarily impaired. These non-recurring fair value adjustments typically involve write-downs of individual assets due to application of lower-of-cost or market accounting.

We have established and documented a process for determining fair value. We maximize the use of observable inputs when developing fair value measurements. Whenever there is no readily available market data, Management uses its best estimate and assumptions in determining fair value, but these estimates involve inherent uncertainties and the application of Management's judgment. As a result, if other assumptions had been used, our recorded earnings or disclosures could have been materially different from those reflected in these financial statements. For detailed information on our use of fair value measurements and our related valuation methodologies, see Note 4 to the Consolidated Financial Statements in this Form 10-Q.

Net Interest Income

Net interest income is the difference between the interest earned on loans, investments and other interest-earning assets and the interest expense incurred on deposits and other interest-bearing liabilities. Net interest income is impacted by changes in general market interest rates and by changes in the amounts and composition of interest-earning assets and interest-bearing liabilities. Interest rate changes can create fluctuations in the net interest margin due to an imbalance in the timing of repricing or maturity of assets or liabilities. We manage interest rate risk exposure with the goal of minimizing the impact of interest rate volatility on net interest margin.

Net interest margin is expressed as net interest income divided by average interest-earning assets. Net interest rate spread is the difference between the average rate earned on total interest-earning assets and the average rate incurred on total interest-bearing liabilities. Both of these measures are reported on a taxable-equivalent basis. Net interest margin is the higher of the two because it reflects interest income earned on assets funded with non-interest-bearing sources of funds, which include demand deposits and stockholders' equity.

The following table, Average Statements of Condition and Analysis of Net Interest Income, compares interest income and average interest-earning assets with interest expense and average interest-bearing liabilities for the periods presented. The table also indicates net interest income, net interest margin and net interest rate spread for each period presented.

Average Statements of Condition and Analysis of Net Interest Income

	Three months ended June 30, 2012			Three months ended March 31, 2012			Three months ended June 30, 2011		
(Dollars in thousands; unaudited)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Assets									
Interest-bearing due from banks [1]	$70,003	$56	0.32 %	$87,101	$50	0.23 %	$89,952	$56	0.25 %
Investment Securities [2, 3]	230,609	1,750	3.04 %	198,243	1,722	3.47 %	168,444	1,376	3.27 %
Loans and banker's acceptances [1, 3, 4]	1,028,761	15,466	5.95 %	1,028,573	15,473	5.95 %	979,550	16,955	6.85 %
Total interest-earning assets [1]	1,329,373	17,272	5.14 %	1,313,917	17,245	5.19 %	1,237,946	18,387	5.88 %
Cash and non-interest-bearing due from banks	53,269			52,011			45,133		
Bank premises and equipment, net	9,136			9,383			8,971		
Interest receivable and other assets, net	35,813			34,808			38,391		
Total assets	$1,427,591			$1,410,119			$1,330,441		
Liabilities and Stockholders' Equity									
Interest-bearing transaction accounts	$147,463	$45	0.12 %	$143,159	$44	0.12 %	$127,544	$48	0.15 %
Savings accounts	85,118	24	0.11 %	78,831	22	0.11 %	69,357	25	0.14 %
Money market accounts	431,625	180	0.17 %	436,333	183	0.17 %	395,159	341	0.35 %
CDARS® time accounts	28,045	21	0.30 %	40,091	32	0.32 %	31,879	48	0.60 %

Other time accounts	142,189	269	0.76 %	149,228	304	0.82 %	156,008	315	0.81 %
FHLB fixed-rate advances	15,000	78	2.07 %	19,835	107	2.13 %	55,000	320	2.33 %
Subordinated debenture [1]	5,000	39	3.09 %	5,000	40	3.16 %	5,000	37	2.93 %
Total interest-bearing liabilities	854,440	656	0.31 %	872,477	732	0.34 %	839,947	1,134	0.54 %
Demand accounts	417,354			384,774			346,469		
Interest payable and other liabilities	13,646			14,814			16,062		
Stockholders' equity	142,151			138,054			127,963		
Total liabilities & stockholders' equity	$1,427,591			$1,410,119			$1,330,441		
Tax-equivalent net interest income/margin [1]		$16,616	4.94 %		$16,513	4.97 %		$17,253	5.51 %
Reported net interest income/margin [1]		$16,281	4.85 %		$16,201	4.88 %		$17,003	5.43 %
Tax-equivalent net interest rate spread			4.83 %			4.85 %			5.34 %

(Dollars in thousands; unaudited)	Six months ended June 30, 2012 Average Balance	Interest Income/ Expense	Yield/ Rate	Six months ended June 30, 2011 Average Balance	Interest Income/ Expense	Yield/ Rate
Assets						
Interest-bearing due from banks [1]	$78,552	$106	0.27 %	$76,240	$96	0.25 %
Investment Securities [2, 3]	214,426	3,472	3.24 %	155,764	2,681	3.44 %
Loans and banker's acceptances [1, 3, 4]	1,028,667	30,939	5.95 %	979,611	32,943	6.69 %
Total interest-earning assets [1]	1,321,645	34,517	5.17 %	1,211,615	35,720	5.86 %
Cash and non-interest-bearing due from banks	52,640			43,763		
Bank premises and equipment, net	9,260			8,721		
Interest receivable and other assets, net	35,310			34,915		
Total assets	$1,418,855			1,299,014		
Liabilities and Stockholders' Equity						
Interest-bearing transaction accounts	$145,311	$89	0.12 %	$121,340	$86	0.14 %
Savings accounts	81,974	46	0.11 %	65,984	54	0.17 %
Money market accounts	433,979	363	0.17 %	389,011	678	0.35 %
CDARS® time accounts	34,068	53	0.31 %	43,093	142	0.66 %
Other time accounts	145,709	573	0.79 %	156,815	673	0.87 %
FHLB fixed-rate advances	17,418	185	2.10 %	56,956	636	2.25 %
Subordinated debenture [1]	5,000	79	3.13 %	5,000	73	2.90 %
Total interest-bearing liabilities	863,459	1,388	0.32 %	838,199	2,342	0.56 %
Demand accounts	401,063			322,406		
Interest payable and other liabilities	14,230			12,369		
Stockholders' equity	140,103			126,040		
Total liabilities & stockholders' equity	$1,418,855			$1,299,014		
Tax-equivalent net interest income/margin [1]		33,129	4.96 %		33,378	5.48 %
Reported net interest income/margin [1]		32,482	4.86 %		32,881	5.40 %
Tax-equivalent net interest rate spread			4.85 %			5.30 %

[1] Interest income/expense is divided by actual number of days in the period times 360 days to correspond to stated interest rate terms, where applicable.

[2] Yields on available-for-sale securities are calculated based on amortized cost balances rather than fair value, as changes in fair value are reflected as a component of stockholders' equity. Investment security interest is earned on 30/360 day basis monthly.

[3] Yields and interest income on tax-exempt securities and loans are presented on a taxable-equivalent basis using the Federal statutory rate of 35 percent.

[4] Average balances on loans outstanding include non-performing loans. The amortized portion of net loan origination fees is included in interest income on loans, representing an adjustment to the yield.

Second Quarter of 2012 Compared to First Quarter of 2012

The tax-equivalent net interest margin was 4.94% in the second quarter of 2012, compared to 4.97% in the prior quarter. The decrease of three basis points was primarily due to a lower yield on investment securities, partially offset by the reduction in the cost of time deposits, the full-quarter impact of the first-quarter maturity of a $20 million FHLB advance at a rate of 2.29% and fewer interest reversals. The net interest spread decreased two basis points over the same period for the same reasons.

The average yield on interest-earning assets decreased five basis points in the second quarter of 2012 compared to the first quarter of 2012. The yield on the loan portfolio remained unchanged. The loan portfolio as a percentage of average interest earning assets, decreased to 77.4% at June 30, 2012, from 78.3% at March 31, 2012. The overall yield on total investment securities decreased forty-three basis points, primarily due to lower yields on recently purchased securities in this low interest rate environment, as well as a change in the prepayment speeds that sped up the amortization of purchase premiums on U.S. government agency securities in the current quarter. Total average interest-earning assets increased $15.5 million, or 1.2%, in the second quarter of 2012 compared to the prior quarter, reflecting increases of $32.4 million in average investment securities and $200 thousand in average loans, partially offset by a decrease of $17.1 million in average interest-bearing due from banks.

Market interest rates are, in part, based on the target Federal funds interest rate (the interest rate banks charge each other for short-term borrowings) implemented by the Federal Reserve Open Market Committee. In December of 2008, the target interest rate reached a historic low with a range of 0% to 0.25% where it remains as of June 30, 2012. Other monetary policy measures taken by the Federal Reserve, including quantitative easing, also impact the interest rate environment. If the Federal Reserve implements a third round of quantitative easing in the future, we are expected to experience further downward pricing pressure on our interest-earning assets.

The average balance of interest-bearing liabilities decreased $18.0 million, or 2.1%, in the second quarter of 2012 compared to the prior quarter. The decrease in interest-bearing liabilities primarily reflects decreases of $19.1 million in time deposits (including CDARS®), $4.8 million average FHLB borrowings, and $4.7 million in money market accounts, partially offset by increases of $6.3 million in savings accounts and $4.3 million in interest-bearing transaction accounts.

The rate on interest-bearing liabilities decreased three basis points in the second quarter of 2012 compared to the prior quarter. The rates on other time deposits and CDARS® time deposits decreased six basis points and two basis points, respectively, compared to the prior quarter as new and maturing deposits are booked at lower offered rates. The offering rates on all other deposit accounts remained unchanged. FHLB fixed advances decreased by six basis points, due to the maturity mentioned above. The subordinated debenture decreased seven basis points due to a decrease in the LIBOR rate, to which the borrowing is indexed.

Second Quarter of 2012 Compared to Second Quarter of 2011

The tax-equivalent net interest margin was 4.94% in the second quarter of 2012, compared to 5.51% in the same quarter last year. The decrease of fifty-seven basis points was primarily due to a lower yield on both loans and investment securities, partially offset by the reduction in the cost of deposits and FHLB borrowings. The net interest spread decreased fifty-one basis points over the same period for the same reasons.

The average yield on interest-earning assets decreased seventy-four basis points in the second quarter of 2012 compared to the second quarter of 2011. The yield on the loan portfolio decreased ninety basis points due to: 1) $1.2 million decrease in gains on PCI loans, which decreased the loan yield by forty-seven basis points; 2) the expected $576 thousand decline of accretion on non-PCI loans from the Acquisition, which negatively impacted the loan yield by twenty-four basis points; 3) downward repricing and rate concessions on the loan portfolio; and 4) the addition of new loans and investment securities at lower current market rates. The decrease in loan yield was partially offset by the increased accretion of $187 thousand on PCI loans from higher expected cash flows, which resulted in a seven-basis-point-increase in loan yield. The yield on total investment securities decreased, primarily due to lower yields on recently purchased securities, as well as a change in the prepayment speeds that sped up the amortization of purchase premiums on U.S. government agency securities in the current quarter.

We experienced a slight shift in the relative composition of interest-earning assets from higher-yielding loans, which decreased to 77.4% from 79.1% of average interest-earning assets in the quarters ended June 30, 2012 and 2011, respectively, to lower-yielding investment securities. Total average interest-earning assets increased $91.4 million, or 7.4%, in the second quarter of 2012, compared to the second quarter of 2011. We recognized an increase of $62.2 million in average investment securities and $49.2 million in average loans, partially offset by a decrease of $20.0 million in interest-bearing due from banks.

The average balance of interest-bearing liabilities increased $14.5 million, or 1.7%, in the second quarter of 2012 compared to the same period a year ago. The increase in average interest-bearing deposits reflects increases of $36.5 million in money market accounts, $19.9 million in interest-bearing transaction accounts, and $15.8 million in savings accounts, partially offset by a decrease of $40.0 million in FHLB advances (due to maturity and early payoff) and $17.7 million in time deposits (including CDARS®).

We experienced a favorable shift in the mix in the composition of deposits whereby demand accounts increased in the current quarter compared to the second quarter of 2011.

The rate on interest-bearing liabilities decreased twenty-three basis points in the second quarter of 2012 compared to the same quarter a year ago, primarily due to lower offered deposit rates, as well as the maturity and early payoff of two higher-costing FHLB borrowings, partially offset by an increased rate on the subordinated debenture. The rates on CDARS® time deposits, money market accounts and other time deposits decreased thirty basis points, eighteen basis points and five basis points respectively, compared to the same quarter a year ago. Interest-bearing transaction accounts and saving accounts both decreased by three basis points. Offering rates were lowered and time deposits repriced downward. The rate on FHLB fixed-rate advances decreased twenty-six basis points due to the maturities mentioned above. The subordinated debenture increased sixteen basis points due to an increase in the LIBOR rate, to which the borrowing is indexed.

Six Months 2012 Compared to Six Months 2011

The tax-equivalent net interest margin decreased to 4.96% in the first six months of 2012, down fifty-two basis points from the first six months of 2011. The decrease was primarily due to a lower yield on loans and a higher concentration of lower-yielding investment securities and cash, partially offset by the reduction in the cost of interest-bearing liabilities due to downward repricing of deposits and a more favorable mix of liabilities. The net interest spread decreased forty-five basis points compared to the first six months of 2011 for the same reasons.

The average yield on interest-earning assets decreased sixty-nine basis points in the first six months of 2012 compared to the first six months of 2011. The yield on the loan portfolio decreased seventy-four basis points due to: 1) the expected $1.7 million decline of accretion on purchased non-PCI from the Acquisition, which negatively impacted the loan yield by thirty-five points; 2) the $631 thousand decline of gains on the payoff of PCI loans, which decreased the loan yield by thirteen basis points; 3) downward repricing and rate concessions on the loan portfolio; and 4) the addition of new loans at lower current market rates. The decrease in loan yield was partially offset by the increased accretion on PCI loans from higher expected cash flows, which resulted in a twelve-basis-point-increase in loan yield. The yield on total investment securities decreased, primarily due to lower yields on recently purchased securities.

Total average interest-earning assets increased $110.0 million, or 9.1%, in the six-month period ended June 30, 2012 compared to the same period last year, reflecting increases of $58.7 million in investment securities, $49.1 million in average loans and $2.3 million in interest-bearing due from banks. The loan portfolio as a percentage of average interest earning assets decreased to 77.8% at June 30, 2012 from 80.9% at June 30, 2011.

The average balance of interest-bearing liabilities increased $25.3 million, or 3.0%, in the first six months of 2012 compared to the same period last year. The increase in interest-bearing liabilities primarily reflects increases of $45.0 million in money market accounts, $24.0 million in interest-bearing transaction accounts, and $16.0 million in savings accounts, partially offset by decreases of $20.1 million in time deposits (including CDARS®) and $39.5 million average FHLB borrowings. Total average deposits grew $143.5 million, or 8.3% in the six-month period ended June 30, 2012, when compared to the same period last year, in most categories, except time deposits.

We experienced a favorable shift in the mix in the composition of deposits whereby demand accounts increased in the first six months of 2012 compared to the first six months of 2011.

The rate on interest-bearing liabilities decreased twenty-four basis points in the six-month period ended June 30, 2012 compared to the same period a year ago, primarily due to lower offered deposit rates, as well as a more favorable mix resulting from the maturity and early payoff of two higher-costing FHLB borrowings, partially offset by an increased rate on the subordinated debenture. The rates on CDARS® time deposits, money market accounts, other time deposits, savings and interest-bearing transaction accounts decreased thirty-five basis points, eighteen basis points, eight basis points, six basis points and two basis points, respectively, compared to the first six months of 2011. Offering rates were lowered and time deposits repriced downward. The rate on FHLB fixed-rate advances decreased fifteen basis points, due to the maturities mentioned above. The subordinated debenture increased twenty-three basis points due to an increase in the LIBOR rate, to which the borrowing is indexed.

Provision for Loan Losses

Management assesses the adequacy of the allowance for loan losses on a quarterly basis based on several factors including growth of the loan portfolio, analysis of probable losses in the portfolio, recent loss experience and the current economic climate. Actual losses on loans are charged against the allowance, and the allowance is increased by loss recoveries and through the provision for loan losses charged to expense. For further discussion, see the section captioned “Critical Accounting Policies.”

Our provision for loan losses totaled $100 thousand in the second quarter of 2012, an increase of $100 thousand from the prior quarter, and a decrease of $2.9 million from the same quarter a year ago. The provision for loan losses totaled $100 thousand and $4.1 million for the first half of 2012 and 2011, respectively. The decreases in the second quarter and first half of 2012 compared to the same periods a year ago are primarily due to the absence of newly identified problem loans that have credit loss exposure, as well as the lack of loan growth during 2012.

The allowance for loan losses as a percentage of loans was 1.31% at June 30, 2012 and March 31, 2012, compared to 1.42% at December 31, 2011. The decrease in the allowance for loan losses as a percentage of loans from year-end 2011 reflects a lower level of specific reserves on impaired loans, as well as the removal of several large TDRs from the general reserve pool after restructuring where specific assessment indicated no credit loss exposure. There were $1.2 million of specific reserves on impaired loans at December 31, 2011 that were deemed uncollectible and charged-off during the first half of 2012. As a result, the ratio of allowance for loan losses to non-performing loans decreased from 122.3% at December 31, 2011 to 93.6% at June 30, 2012. In addition, while non-accrual loans increased by $2.4 million from December 31, 2011, most of the newly added non-accrual loans are considered to be adequately-collateralized, which resulted in no additional required reserves.

Impaired loan balances totaled $40.7 million, $41.7 million, and $20.1 million, at June 30, 2012, March 31, 2012 and December 31, 2011, respectively, with a specific valuation allowance of $2.0 million, $1.9 million, and $2.9 million, respectively. The increase in impaired loan balances from December 31, 2011 is due to new accruing TDR loans, which are considered to be well-collateralized. Those newly added TDRs primarily related to two borrowing relationships.

Net charge-offs in the second quarter of 2012 totaled $187 thousand compared to $1.1 million in the prior quarter, and $2.1 million in the second quarter of 2011. Net charge-offs totaled $1.3 million and $2.5 million in the first half of 2012 and 2011, respectively. The majority of loans deemed uncollectible and charged-off in 2012 had been adequately reserved at December 31, 2011. The decrease in net charge-offs in the second quarter and first half of 2012 compared to the same periods a year ago primarily relates to the absence of newly identified problem loans that had credit loss exposure. The percentage of net charge-offs to average loans was 0.02% in the second quarter of 2012, compared to 0.11% in the first quarter of 2012, and 0.22% in the second quarter of 2011.

Non-interest Income

The table below details the components of non-interest income.

(dollars in thousands; unaudited)	Three months ended June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012 compared to March 31, 2012 Amount Increase (Decrease)	Percent Increase (Decrease)	June 30, 2012 compared to June 30, 2011 Amount Increase (Decrease)	Percent Increase (Decrease)
Service charges on deposit accounts	$549	$524	$468	$25	4.8 %	$81	17.3 %
Wealth Management and Trust Services	488	456	469	32	7.0 %	19	4.1 %
Other non-interest income							
Debit card interchange fees	259	234	203	25	10.7 %	56	27.6 %
Merchant interchange fees	186	193	159	(7)	(3.6)%	27	17.0 %
Earnings on Bank-owned life insurance	192	188	193	4	2.1 %	(1)	(0.5)%
Other income	126	100	89	26	26.0 %	37	41.6 %
Total other non-interest income	763	715	644	48	6.7 %	119	18.5 %
Total non-interest income	$1,800	$1,695	$1,581	$105	6.2 %	$219	13.9 %

(dollars in thousands; unaudited)	Six months ended June 30, 2012	June 30, 2011	Increase (Decrease)	Percent Increase (Decrease)
Service charges on deposit accounts	$1,073	$911	$162	17.8 %
Wealth Management and Trust Services	944	903	41	4.5 %
Other non-interest income				
Debit card interchange fees	493	391	102	26.1 %
Merchant interchange fees	379	265	114	43.0 %
Earnings on Bank-owned life insurance	380	362	18	5.0 %
Other income	226	348	(122)	(35.1)%
Total other non-interest income	1,478	1,366	112	8.2 %
	$3,495	$3,180	$315	9.9 %

Total non-interest income

Service charges on deposit accounts increased when compared to the prior quarter and the same quarter a year ago, primarily due to a decrease in the earnings rate credit in the second quarter of 2012, as well as a higher number of deposit accounts. Service charges on deposit accounts increased $162 thousand in the six months ended June 30, 2012 when compared to the same period last year, mainly due to higher overdraft and non-sufficient funds fee income, and decreases in the earnings rate credit in the first six months of 2012.

The increase in Wealth Management and Trust Services income, when compared to last quarter and the same quarter a year ago is due to the acquisition of new assets and market value appreciation of existing assets under management. Wealth Management and Trust Services income increased in the six months ended June 30, 2012 compared to the same period last year for the same reasons. Assets under management totaled approximately $279.1 million at June 30, 2012, $276.0 million at March 31, 2012 and $264.9 million at June 30, 2011, respectively.

Debit card interchange fees in the second quarter of 2012 increased when compared to the prior quarter and the same quarter in 2011. The increases are primarily attributable to a steady increase in volume of debit card usage. Debit card interchange fees also increased in the six months ended June 30, 2012 when compared to the same period last year for the same reason. In June 2011, the Federal Reserve finalized a new regulation to restrict interchange fees charged for debit card transactions by banks with more than $10 billion in assets. Although we are exempt under the new rule, market pricing of the interchange fees may drive these revenues down. The effect on market pricing, if any, may take time to realize. Therefore, we cannot quantify the ultimate impact of this rule on such interchange fees.

Merchant interchange fees remained consistent in the second quarter of 2012 when compared to the prior quarter. The increase in merchant interchange fees for three and six months of 2012 when compared to the same three and six months of 2011 is due to a change in 2012, whereby merchant interchange-related expenses are recorded in other expense rather than net of fees. When adjusting for this reclassification, merchant interchange fees remained consistent period-over-period.

Bank-owned life insurance (“BOLI”) income remained relatively unchanged when compared to the prior quarter and the same quarter a year ago. The increase in BOLI income in the first six months of 2012 compared to the first six months of 2011 is primarily due to additional income earned on $2.5 million in new policies purchased in late March 2011.

The increase in other income for the three months ended June 30, 2012 when compared to the previous quarter was primarily due to a loss on sale of investments in the first quarter of 2012 of $38 thousand that did not recur. The increase in other income compared to the same quarter a year ago is primarily due to a loss in the second quarter of 2011 of $36 thousand on the sale of repossessed assets. Other income decreased in the six months ended June 30, 2012 when compared to the same period last year, mainly due to the pre-tax bargain purchase gain of $147 thousand from the Acquisition recorded in March 2011, partially offset higher credit card referral fees and interchange.

Non-interest Expense

The table below details the components of non-interest expense.

(dollars in thousands; unaudited)	Three months ended June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012 compared to March 31, 2012 Amount Increase (Decrease)	Percent Increase (Decrease)	June 30, 2012 compared to June 30, 2011 Amount Increase (Decrease)	Percent Increase (Decrease)
Salaries and related benefits	$5,314	$5,604	$5,220	$(290)	(5.2)%	$94	1.8%
Occupancy and equipment	1,056	987	1,093	69	7.0%	(37)	(3.4)%
Depreciation and amortization	341	341	314	—	—	27	8.6%
Federal Deposit Insurance Corporation	218	233	214	(15)	(6.4)%	4	1.9%
Data processing	660	606	909	54	8.9%	(249)	(27.4)%
Professional services	516	585	740	(69)	(11.8)%	(224)	(30.3)%
Other non-interest expense							
Advertising	129	115	100	14	12.2%	29	29.0%
Other expense	1,451	1,364	1,408	87	6.4%	43	3.1%
Total other non-interest expense	1,580	1,479	1,508	101	6.8%	72	4.8%
Total non-interest expense	$9,685	$9,835	$9,998	$(150)	(1.5)%	$(313)	(3.1)%

(dollars in thousands; unaudited)	Six months ended June 30, 2012	June 30, 2011	Increase (Decrease)	Percent Increase (Decrease)
Salaries and related benefits	$10,918	$10,149	$769	7.6%
Occupancy and equipment	2,043	2,000	43	2.2%
Depreciation and amortization	682	622	60	9.6%
Federal Deposit Insurance Corporation	451	601	(150)	(25.0)%
Data processing	1,266	1,491	(225)	(15.1)%
Professional services	1,101	1,473	(372)	(25.3)%
Other non-interest expense				
Advertising	244	186	58	31.2%
Other expense	2,815	2,606	209	8.0%
Total other non-interest expense	3,059	2,792	267	9.6%
	$19,520	$19,128	$392	2.0%

Total non-interest expense

Salaries and benefits decreased when comparing the second quarter of 2012 to the first quarter of 2012, mainly due to lower incentive bonus, payroll taxes, and commissions, partially offset by higher salaries from merit increases effective April 1, 2012. Salaries and benefits increased slightly in the second quarter of 2012 when compared to the second quarter of 2011 due to higher contribution to the Employee Stock Ownership Plan ("ESOP"). The increases in salaries and benefit expenses in the six-month period ended June 30, 2012 when compared to the equivalent period in the prior year primarily reflected higher personnel costs associated with merit increases and higher incentive bonuses and ESOP contributions.

Occupancy and equipment expenses increased when compared to the prior quarter, primarily due to higher expenses in new San Francisco and Tiburon branch locations and higher maintenance expenses for our headquarter office. Occupancy and equipment expenses remained relatively unchanged when comparing the three months and six months ended June 30, 2012 to the same periods in 2011.

Depreciation and amortization expenses remained unchanged compared to the prior quarter. The increase in depreciation and amortization expenses for the three months and six months ended June 30, 2012 compared to the equivalent periods in the prior year is mainly due to the addition of the Santa Rosa and Sonoma branches.

FDIC insurance expenses remained relatively unchanged compared to the prior quarter and the same quarter a year ago. The decrease in FDIC insurance in the first six months of 2012 compared to the first six months of 2011 primarily reflects the revision to the FDIC insurance assessment base. In February 2011, as required by the Dodd-Frank Act, the FDIC approved a rule that changes the FDIC insurance assessment base from adjusted domestic deposits to a bank’s average consolidated total assets minus average tangible equity, defined as Tier 1 capital. While the new rule expanded the assessment base, it lowered assessment rates to between 2.5 and 9 basis points on the broader base for banks in the lowest risk category. The change was effective for the second quarter of 2011. Since we have a solid core deposit base and do not rely heavily on borrowings and brokered deposits, the benefit of the lower assessment rate significantly outweighed the effect of a wider assessment base.

The increase in data processing expenses from the prior quarter primarily reflects higher seasonal expenses relating to trust services. The decreases in data processing in the first three months and the first six months of 2012 from the same periods a year ago primarily reflect expenses associated with the Acquisition in 2011. On July 11, 2012, we re-negotiated and executed a new contract with our current data processing vendor that is expected to reduce our ongoing data processing expenses effective July 1, 2012.

The decrease in professional service expenses in the second quarter of 2012 compared to the prior quarter is mainly due to a decrease in accounting fees. The decrease in the first three months and the first six months of 2012 from the same periods a year ago are due to professional and legal costs associated with the Acquisition in 2011.

The fluctuations in advertising expenses from the prior quarter and from the same quarter a year ago are primarily due to the timing of our various bank advertising programs.

Other expenses increased from the prior quarter, primarily due to increases in sales promotional expenses, shareholders expenses and recruitment fees. The increases in other expenses for the three months and six months ended June 30, 2012 compared to the equivalent periods in the prior year reflected higher expenses relating to recruitment and sales promotion. These increases were partially offset by one-time expenses incurred in the second quarter of 2011, including the write-off of certain facility and network fixed assets that we purchased from the FDIC related to the Acquisition settlement, as well as higher miscellaneous expenses incurred in the second quarter of 2011, including the amortization expense related to the core deposit intangible asset associated with the Acquisition.

Provision for Income Taxes

The provision for income taxes for the second quarter of 2012 is $3.3 million at an effective tax rate of 40.3%, compared to $3.1 million at an effective tax rate of 38.7% and $2.1 million at an effective tax rate of 38.4%. The provision for income taxes for the first six months of 2012 is $6.5 million at an effective tax rate of 39.5%, compared to $4.9 million an an effective tax rate of 38.3% for the first six months of 2011. The changes to the 2012 provision compared to the same periods a year ago primarily reflect the marginal impact of higher pretax earnings year-over-year, as well as a lower level of expected tax-exempt loan income. These provisions reflect accruals for taxes at the applicable rates for federal income tax and California franchise tax based upon reported pre-tax income, and adjusted for the effects of all permanent differences between income for tax and financial reporting purposes (such as earnings on qualified municipal securities, BOLI and certain tax-exempt loans). Therefore, there are normal fluctuations in the effective rate from period to period based on the relationship of net permanent differences to income before tax.

Bancorp and the Bank have entered into a tax allocation agreement which provides that income taxes shall be allocated between the parties on a separate entity basis. The intent of this agreement is that each member of the consolidated group will incur no greater tax liability than it would have incurred on a stand-alone basis.

We file corporate tax returns with the federal and California taxing authorities that are subject to routine examinations. We are no longer subject to tax examinations by taxing authorities for years beginning before January 1, 2009 for U.S. Federal and January 1, 2008 for California. There were no federal income tax examinations at the issuance of this report.

The State of California is currently examining 2009 and 2010 corporation income tax returns. At the time of the issuance of this quarterly report, no adjustments have been proposed by the California Franchise Tax Board in connection with the examination thus far. Although timing of the resolution or closure of the examination is highly uncertain, we do not believe that its unrecognized tax benefits would materially change in the next 12 months.

FINANCIAL CONDITION

Summary

During the first half of 2012, total assets increased $13.7 million, or 1.0%, to $1.4 billion. This increase in assets primarily reflects an increase in investment securities of $50.1 million, partially offset by a decrease in cash and cash equivalents of $31.4 million and net loans of $4.8 million. While we had a moderate level of loan originations this year, they are more than offset by early pay-offs, refinancing and maturities in line with current market pressure and strong competition for quality loans. The following table presents the composition of our loans outstanding by class:

Loans Outstanding (Dollars in thousands; June 30, 2012 unaudited)	June 30, 2012	December 31, 2011
Commercial loans	$176,002	$175,790
Real estate		
Commercial owner-occupied	172,757	174,705
Commercial investor	453,456	446,425
Construction	47,948	51,957
Home equity	98,565	98,043
Other residential [1]	55,316	61,502
Installment and other consumer loans	21,150	22,732
Total loans	1,025,194	1,031,154
Allowance for loan losses	(13,435)	(14,639)
Total net loans	$1,011,759	$1,016,515

[1] Our residential loan portfolio includes no sub-prime loans, nor is it our normal practice to underwrite loans commonly referred to as "Alt-A mortgages", the characteristics of which are loans lacking full documentation, borrowers having low FICO scores or collateral compositions reflecting high loan-to-value ratios. However, substantially all of our residential loans are indexed to Treasury Constant Maturity Rates and have provisions to reset five years after their origination dates.

As of June 30, 2012, impaired loans totaled $40.7 million (including TDRs of $28.7 million), compared to $20.1 million (including TDRs of $10.7 million) at December 31, 2011. Non-accrual loans totaled $14.3 million or 1.40% of Bancorp's loan portfolio at June 30, 2012, compared to $12.0 million, or 1.16%, at December 31, 2011. While non-performing loans increased by $2.3 million from year-end, the current estimated value of the collateral of newly identified problem loans suggests no material credit loss exposure. Accruing loans past due 30 to 89 days increased to $9.8 million at June 30, 2012, compared to $7.4 million at December 31, 2011, primarily relating to two loans which are adequately collateralized, and no significant loss exposure is expected.

Our investment securities portfolio increased $50.1 million in the first six months of 2012, primarily due to purchases of $78.4 million of securities, partially offset by $27.3 million of pay-downs, maturities and sales. Investment securities in our portfolio that may be backed by mortgages having sub-prime or Alt-A features (certain privately issued CMOs) represent 3.6% of our total investment portfolio at June 30, 2012, compared to 5.8% at December 31, 2011.

At June 30, 2012, other assets included BOLI of $22.3 million, compared to $21.6 million at December 31, 2011. Other assets also include net deferred tax assets of $6.3 million and $7.0 million at June 30, 2012 and December 31, 2011, respectively. These deferred tax assets consist primarily of tax benefits expected to be realized in future periods related to temporary differences for the allowance for loan losses, deferred compensation, state tax and deferred rent. Management believes these assets to be realizable due to our consistent record of earnings and the expectation that earnings will continue at a level adequate to realize such benefits.

During the first six months of 2012, total liabilities increased $5.0 million to $1.3 billion. The increase in total liabilities was primarily due to an increase in deposits of $27.7 million, partially offset by the maturity of a $20 million FHLB borrowing. The higher level of deposits reflects growth in most deposit categories, except for time deposits (including CDARS®) and money market, which decreased $27.8 million and $10.8 million, respectively. Demand deposits comprised 32.5% of total deposits at June 30, 2012, compared to 29.9% at December 31, 2011.

Stockholders’ equity increased $8.8 million to $144.3 million during the first six months of 2012. The increase in stockholders’ equity primarily reflects the net income accumulated during the period, partially offset by cash dividends to shareholders.

Capital Adequacy

We are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a material effect on our consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and the Bank’s prompt corrective action classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Prompt corrective action provisions are not applicable to bank holding companies such as Bancorp.

Quantitative measures established by regulation to ensure capital adequacy require Bancorp and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to quarterly average assets.

Capital ratios are reviewed by Management on a regular basis to ensure that capital exceeds the prescribed regulatory minimums and is adequate to meet our anticipated future needs. For all periods presented, the Bank’s ratios exceed the regulatory definition of “well capitalized” under the regulatory framework for prompt corrective action and Bancorp’s ratios exceed the required minimum ratios for capital adequacy purposes.

In December 2010, the Basel Committee on Bank Supervision finalized a set of international guidelines for determining regulatory capital known as “Basel III.” These guidelines were developed to address many of the weaknesses in the banking industry that contributed to the past financial crisis, including excessive leverage, inadequate and low quality capital and insufficient liquidity buffers. The guidelines, among other things, increase minimum capital requirements of bank holding companies, including increasing the Tier 1 capital to risk-weighted assets ratio to 6%, introducing a new requirement to maintain a minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5% initially and when fully phased in, a possible capital conservation buffer of an additional 2.5% of risk weighted assets. The U.S. regulatory bodies have issued a set of proposed rules to implement Basel III and final U.S. rulemaking is expected to be completed in 2012 with implementation beginning January 1, 2013. We are currently reviewing the proposed rules, identifying key issues and evaluating the potential impact.

The Bank's and Bancorp's capital adequacy ratios as of June 30, 2012 and December 31, 2011 are presented in the following tables. We continued to build capital in 2012 due to the strong earnings and the lack of loan growth. In July 2012, the Bank obtained regulatory approvals and issued a notice to redeem a $5 million subordinated debenture that carries a higher cost than our other funding sources and that does not count towards Tier 1 capital under the existing capital requirements and the Basel III standards.

Capital Ratios for Bancorp (in thousands; June 30, 2012 unaudited)	Actual Ratio			Ratio to Capital Adequacy Purposes	
As of June 30, 2012	Amount	Ratio		Amount	Ratio
Total Capital (to risk-weighted assets)	$161,654	13.94	%	≥$92,748	≥ 8.00
Tier 1 Capital (to risk-weighted assets)	$142,714	12.31	%	≥$46,374	≥ 4.00
Tier 1 Capital (to average assets)	$142,714	10.02	%	≥$56,987	≥ 4.00
As of December 31, 2011					
Total Capital (to risk-weighted assets)	$153,557	13.13	%	≥$93,552	≥ 8.00
Tier 1 Capital (to risk-weighted assets)	$133,953	11.45	%	≥$46,776	≥ 4.00
Tier 1 Capital (to average assets)	$133,953	9.53	%	≥$56,206	≥ 4.00

Capital Ratios for the Bank	Actual Ratio			Ratio for Capital Adequacy Purposes		Ratio to be Well Capitalized under Prompt Corrective Action Provisions	
(in thousands; June 30, 2012 unaudited)	Amount	Ratio		Amount	Ratio	Amount	Ratio
Total Capital (to risk-weighted assets)	$158,198	13.65	%	≥$92,743	≥ 8.00	≥$115,928	≥ 10.00
Tier 1 Capital (to risk-weighted assets)	$139,258	12.01	%	≥$46,371	≥ 4.00	≥$69,557	≥ 6.00
Tier 1 Capital (to average assets)	$139,258	9.78	%	≥$56,985	≥ 4.00	≥$71,231	≥ 5.00
As of December 31, 2011							
Total Capital (to risk-weighted assets)	$150,785	12.89	%	≥$93,551	≥ 8.00	≥$116,939	≥ 10.00
Tier 1 Capital (to risk-weighted assets)	$131,160	11.22	%	≥$46,776	≥ 4.00	≥$70,163	≥ 6.00
Tier 1 Capital (to average assets)	$131,160	9.33	%	≥$56,206	≥ 4.00	≥$70,257	≥ 5.00

Liquidity

The goal of liquidity management is to provide adequate funds to meet both loan demand and unexpected deposit withdrawals. We accomplish this goal by maintaining an appropriate level of liquid assets, and formal lines of credit with the FHLB, FRB and correspondent banks that enable us to borrow funds as needed. Our Asset/Liability Management Committee ("ALCO"), which is comprised of certain directors of the Bank, is responsible for establishing and monitoring our liquidity targets and strategies.

Management regularly adjusts our investments in liquid assets based upon our assessment of expected loan demand, expected deposit flows, yields available on interest-earning securities and the objectives of our asset/liability management program. ALCO has also developed a contingency plan should liquidity drop unexpectedly below internal requirements.

We obtain funds from the repayment and maturity of loans as well as deposit inflows, investment security maturities and pay-downs, Federal funds purchases, FHLB advances, and other borrowings. Our primary uses of funds are the origination of loans, the purchase of investment securities, withdrawals of deposits, maturity of certificate of deposits, repayment of borrowings and dividends to common stockholders.

We must retain and attract new deposits, which depends upon the variety and effectiveness of our customer account products, service and convenience, and rates paid to customers, as well as our financial strength. Any long-term decline in retail deposit funding would adversely impact our liquidity. Management does not anticipate significant reliance on Federal funds purchased and FHLB advances in the near future, as our core deposit inflow has provided adequate liquidity to fund our operations. If we were to rely on Federal funds purchased or FHLB advances in the future, we expect to have the ability to post adequate collateral for such funding requirements.

As presented in the accompanying unaudited consolidated statements of cash flows, the sources of liquidity vary between periods. Our cash and cash equivalents at June 30, 2012 totaled $98.3 million, a decrease of $31.4 million over December 31, 2011. The primary uses of funds were $78.4 million in investment securities purchases and $20.0 million in repayment of a FHLB borrowing. The primary sources of funds during the first six months of 2012 included $27.7 million increase in net deposits, $25.1 million in pay-downs and maturities of investment securities, $7.6 million net cash provided by operating activities and $6.4 million from loan principle collected, net. The banking industry is still experiencing diminished loan demand from qualified borrowers and strong competition.

At June 30, 2012, our cash and cash equivalents and unpledged available-for-sale securities with estimated maturities within one year totaled $106.3 million. The remainder of the unpledged available for sale securities portfolio of $153.8 million provides additional liquidity. These liquid assets, totaling both 260.1 million at both June 30, 2012 and December 31, 2012, equaled 18.5% of our assets at June 30, 2012, compared to 18.7% at December 31, 2011.

We anticipate that cash and cash equivalents on hand and other sources of funds will provide adequate liquidity for our operating, investing and financing needs and our regulatory liquidity requirements for the foreseeable future. Management monitors our liquidity position daily, balancing loan funding/payments with changes in deposit activity and overnight investments. Our emphasis on local deposits combined with our well capitalized equity position, provides a very stable funding base. In addition to cash and cash equivalents, we have substantial additional borrowing capacity including unsecured lines of credit totaling $87.0 million with correspondent banks. Further, we have pledged a certain residential loan portfolio to secure our borrowing capacity with the FRB, which totaled $35.3 million at June 30, 2012. As of June 30, 2012, there is no debt outstanding to correspondent banks or the FRB. We are also a member of the FHLB and have a line of credit (secured under terms of a blanket collateral agreement by a pledge of essentially all of our financial assets) in the amount of $325.0 million, of which $310.0 million was available at June 30, 2012. Borrowings under the line are limited to eligible collateral. The interest rates on overnight borrowings with both correspondent banks and the FHLB are determined daily and generally approximate the Federal Funds target rate.

Undisbursed loan commitments, which are not reflected on the consolidated statements of condition, totaled $252.6 million at June 30, 2012 at rates ranging from 1.75% to 18.00%. This amount included $135.0 million under commercial lines of credit (these commitments are contingent upon customers maintaining specific credit standards), $73.7 million under revolving home equity lines, $22.0 million under undisbursed construction loans, $12.9 million under standby letters of credit, and a remaining $9.0 million under personal and other lines of credit. These commitments, to the extent used, are expected to be funded primarily through the repayment of existing loans, deposit growth and existing balance sheet liquidity. Over the next twelve months $117.7 million of time deposits will mature. We expect these funds to be replaced with new time deposits.

Since Bancorp is a holding company and does not conduct regular banking operations, its primary sources of liquidity are dividends from the Bank. Under the California Financial Code, payment of a dividend from the Bank to Bancorp without advance regulatory approval is restricted to the lesser of the Bank's retained earnings or the amount of the Bank's undistributed net profits from the previous three fiscal years. The primary uses of funds for Bancorp are stockholder dividends and ordinary operating expenses. Bancorp held $3.3 million of cash at June 30, 2012, which is anticipated to be sufficient to meet Bancorp's funding requirements through the beginning of 2013, after which Bancorp is expected to obtain a dividend distribution from the Bank's undistributed net profits from fiscal years 2010 through 2012.

ITEM 3. Quantitative and Qualitative Disclosure about Market Risk

Our most significant form of market risk is interest rate risk. The risk is inherent in our deposit and lending activities. Management, together with ALCO, has sought to manage rate sensitivity and maturities of assets and liabilities to minimize the exposure of our earnings and capital to changes in interest rates. Additionally, interest rate risk exposure is managed with the goal of minimizing the impact of interest rate volatility on our net interest margin. Interest rate changes can create fluctuations in the net interest margin due to an imbalance in the timing of repricing or maturity of assets or liabilities. Interest rate risk exposure is managed with the goal of minimizing the impact of interest rate volatility on the net interest margin.

Activities in asset and liability management include, but are not limited to, lending, borrowing, accepting deposits and investing in securities. Interest rate risk is the primary market risk associated with asset and liability management. Sensitivity of net interest income ("NII") and capital to interest rate changes results from differences in the maturity or repricing of asset and liability portfolios. To mitigate interest rate risk, the structure of the Consolidated Statement of Condition is managed with the objective of correlating the movements of interest rates on loans and investments with those of deposits and borrowings. The asset and liability policy sets limits on the acceptable amount of change to NII and capital in changing interest rate environments. We use simulation models to forecast NII.

From time to time, we enter into certain interest rate swap contracts designated as fair value hedges to mitigate the changes in the fair value of specified long-term fixed-rate loans and firm commitments to enter into long-term fixed-rate loans caused by changes in interest rates. See Note 11 to the Consolidated Financial Statements in this Form 10-Q.

Exposure to interest rate risk is reviewed at least quarterly by the ALCO and the Board of Directors. They utilize interest rate sensitivity simulation models as a tool for achieving these objectives and for developing ways in which to improve profitability. A simplified statement of condition is prepared on a quarterly basis as a starting point, using as inputs, actual loans, investments, borrowings and deposits. If potential changes to net equity value and net interest income resulting from hypothetical interest changes are not within the limits established by the Board of Directors, Management may adjust the asset and liability mix to bring interest rate risk within approved limits.

Since 2009, there has been no change to the Federal funds target rate, which has been kept at a historic low level of 0-0.25%. The Bank currently has low interest rate risk and is slightly asset sensitive. The Bank is less asset sensitive than last quarter primarily because interest-rate-sensitive short-term liquidity declined. As rates increase, most loans on floors will start to float again and the net interest margin would increase. We have mitigated earnings sensitivity to a certain extent through the procurement of a fixed-rate borrowing from the FHLB. Also refer to “Market Risk Management” in our 2011 Annual Report on Form 10-K.

ITEM 4. Controls and Procedures

We maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information required to be disclosed is accumulated and communicated to management in an appropriate manner to allow timely decisions regarding required disclosure. Management, including the Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, reviewed this system of disclosure controls and procedures and believes that our disclosure controls and procedures (as that term is defined in Rule 13a-15(e) of the Exchange Act) were effective, as of the end of the period covered by this report, in recording, processing, summarizing and reporting information required to be disclosed in reports that we file or submit under the Securities and Exchange Act of 1934, within the time periods specified in the Securities and Exchange Commission’s rules and forms. No significant changes were made in our internal controls over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1 Legal Proceedings

We may be party to legal actions which arise from time to time as part of the normal course of our business. We believe, after consultation with legal counsel, that we have meritorious defenses in these actions, and that litigation contingency liability, if any, will not have a material adverse effect on our financial position, results of operations, or cash flows.

We are responsible for our proportionate share of certain litigation indemnifications provided to Visa U.S.A. by its member banks in connection with lawsuits related to anti-trust charges and interchange fees. For further details, see Note 13 to the Consolidated Financial Statements in Item 8 of our 2011 Form 10-K and Note 9 to the Consolidated Financial Statements in this Form 10-Q herein.

ITEM 1A Risk Factors

There have been no material changes from the risk factors previously disclosed in our 2011 Form 10-K. Refer to “Risk Factors” in our 2011 Form 10-K, pages 9 through 17.

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds

We did not have any unregistered sales of our equity securities during the three months ended June 30, 2012.

ITEM 3 Defaults Upon Senior Securities

None.

ITEM 4 Mine Safety Disclosures

Not applicable.

ITEM 5 Other Information

None.

ITEM 6 Exhibits

The following exhibits are filed as part of this report or hereby incorporated by references to filings previously made with the SEC

		Incorporated by Reference				
Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date	Herewith
2.01	Modified Whole Bank Purchase and Assumption Agreement dated February 18, 2011 among Federal Deposit Insurance Corporation, Receiver of Charter Oak Bank, Napa, California, Federal Deposit Insurance Corporation, and Bank of Marin	8-K	001-33572	99.2	February 28, 2011	
3.01	Articles of Incorporation, as amended	10-Q	001-33572	3.01	November 7, 2007	
3.02	Bylaws, as amended	10-Q	001-33572	3.02	May 9, 2011	
4.01	Rights Agreement dated as of July 2, 2007	8-A12B	001-33572	4.1	July 2, 2007	
4.02	Form of Warrant for Purchase of Shares of Common Stock, as amended	POS AM S-3	333-156782	4.4	December 20, 2011	
10.01	2007 Employee Stock Purchase Plan	S-8	333-144810	4.1	July 24, 2007	
10.02	1989 Stock Option Plan	S-8	333-144807	4.1	July 24, 2007	
10.03	1999 Stock Option Plan	S-8	333-144808	4.1	July 24, 2007	
10.04	2007 Equity Plan	S-8	333-144809	4.1	July 24, 2007	
10.05	2010 Director Stock Plan	S-8	333-167639	4.1	June 21, 2010	
10.06	Form of Indemnification Agreement for Directors and Executive Officers dated August 9, 2007	10-Q	001-33572	10.06	November 7, 2007	
10.07	Form of Employment Agreement dated January 23, 2009	8-K	001-33572	10.1	January 26, 2009	
10.08	2010 Director Stock Plan	S-8	333-167639	4.1	June 21, 2010	
10.09	2010 Annual Individual Incentive Compensation Plan	8-K	001-33572	99.1	October 21, 2010	
10.10	Salary Continuation Agreement with four executive officers, Russell Colombo, Chief Executive Officer, Christina Cook, Chief Financial Officer, Kevin Coonan, Chief Credit Officer, and Peter Pelham, Director of Retail Banking, dated January 1, 2011	8-K	001-33572	10.1 10.2 10.3 10.4	January 6, 2011	
10.11	2007 Form of Change in Control Agreement	8-K	001-33572	10.1	October 31, 2007	
10.12	Information Technology Services Agreement with Fidelity Information Services, LLC, dated July 11, 2012	8-K	001-33572	10.1	July 17, 2012	
11.01	Earnings Per Share Computation - included in Note 1 to the Consolidated Financial Statements					Filed
14.01	Code of Ethical Conduct	8-K	001-33572	14.01	January 26, 2008	
31.01						Filed

	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.02	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed
32.01	Certification pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002	Filed
101.01*	XBRL Interactive Data File	Furnished

* As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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SIGNATURES

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

	Bank of Marin Bancorp (registrant)
August 7, 2012 Date	/s/ Russell A. Colombo Russell A. Colombo President & Chief Executive Officer (Principal Executive Officer)
August 7, 2012 Date	/s/ Christina J. Cook Christina J. Cook Executive Vice President & Chief Financial Officer (Principal Financial Officer)
August 7, 2012 Date	/s/ Cecilia Situ Cecilia Situ First Vice President & Controller (Principal Accounting Officer)