

AMERICAN EXPRESS CO
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CALCULATION OF
REGISTRATION FEE

<u>Class of securities offered</u>	<u>Aggregate offering price</u>	<u>Amount of registration fee</u>
Debt securities	\$1,995,975,489	\$78,441.84

PROSPECTUS SUPPLEMENT
(To Prospectus Dated October 16, 2006)

\$1,994,978,000

American Express Company

Remarketed Floating Rate Notes

In November 2003, we issued \$2,000,000,000 aggregate principal amount of 1.85% convertible senior debentures due 2033. In December 2006, we remarketed these debentures as floating rate notes due 2033, which we refer to as the notes. This is a remarketing of \$1,994,978,000 aggregate principal amount of the notes on behalf of the holders of the notes who did not opt out of this remarketing. We will purchase all of the notes remarketed hereby.

The next remarketing reset date will be on June 10, 2009 (or, if such day is not a business day, the next business day), approximately 12 months from the date of this remarketing, which we refer to as the next remarketing reset date. Except in the limited circumstances described herein, all outstanding notes will be remarketed on the next remarketing reset date unless the holder thereof elects not to participate in the remarketing, in which case such holder shall retain its notes at the applicable yield following the remarketing or applicable interest rate if the notes will bear cash interest following the remarketing. If the remarketing on the next remarketing reset date is successful, each participating holder will receive the then accreted principal amount of its notes. If the remarketing on the next remarketing reset date is not successful, each holder of notes has the right (which will be deemed to be exercised by each participating holder) to require us to purchase for cash on such remarketing reset date all or a portion of such holder's notes at 100% of the accreted principal amount thereof, plus accrued and unpaid interest, if any, and contingent accretion, if any, to, but excluding, the date of purchase. Holders who take no action, i.e., are deemed to elect to participate in the remarketing, will be entitled to receive payment equal to 100% of the accreted principal amount of their notes, plus accrued and unpaid interest, if any, and contingent accretion, if any, whether or not the next remarketing occurs or is successful. Holders who opt out of the remarketing must deliver timely notice as described herein if they want us to repurchase their notes in the event the remarketing is not successful. The length of the period to any remarketing reset date after June 10, 2009 may be longer than 397 calendar days.

We may not redeem the notes prior to their final maturity on December 1, 2033, although we may participate in a remarketing where all notes purchased by us will be retired. For the period from June 5, 2008 to June 10, 2009, the next remarketing reset date, the interest rate on all of the notes (whether or not participating in the remarketing) will be reset quarterly and will be equal to three-month LIBOR plus 155 basis points. Interest on the notes is payable quarterly in arrears on March 10, June 10, September 10 and December 10 of each year, commencing on September 10, 2008 and ending on June 10, 2009, the next remarketing reset date.

We will not receive any proceeds from the remarketing of the notes.

For United States federal income tax purposes, the notes constitute contingent payment debt instruments. See Certain United States Federal Income Tax Considerations.

The notes are our senior unsecured obligations and rank prior to all of our present and future subordinated indebtedness and on an equal basis with all of our other present and future senior unsecured indebtedness. The notes will be remarketed in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof.

We will not list the notes on any exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-7 of this prospectus supplement.

We issued the notes in book-entry form registered in the name of a nominee of The Depository Trust Company, New York, New York, or DTC. Beneficial interests in the notes will be shown on, and transfers of such interests will be made only through, records maintained by DTC and its participants, including Clearstream Banking, société anonyme, and the Euroclear System. Except as described in this prospectus supplement, we will not issue notes in definitive form.

The remarketing agents are remarketing the notes in those jurisdictions both inside and outside the United States where it is lawful to remarket the notes.

	Price to Public ⁽¹⁾	Remarketing Fee	Net Proceeds to Participating Holders of the Notes ⁽¹⁾
Per note	100.05%	0.05%	100.00%

(1) Plus accrued interest from June 5, 2008.

Delivery of the notes will be made on or about June 10, 2008.

Neither the Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Remarketing Agents

JPMorgan Merrill Lynch & Co.

The date of this prospectus supplement is June 5, 2008

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes that we are offering and other matters relating to us and our financial condition. The second part is the attached base prospectus, which gives more general information about securities we may offer from time to time, some of which does not apply to the notes that we are offering. In particular, the description of the terms of the notes contained in this prospectus supplement supersedes the description under *Description of Debt Securities* in the accompanying prospectus. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If information in the prospectus supplement differs from information in the accompanying prospectus, you should rely on the information in this prospectus supplement.

When we use the terms *American Express*, *the Company*, *we*, *us* or *our* in this prospectus supplement, we mean American Express Company and its subsidiaries, on a consolidated basis, unless we state or the context implies otherwise. When referring to the issuer of the notes, these terms refer only to American Express Company.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference and any written communication from us or the remarketing agents specifying the final terms of this offering. We have not authorized anyone to provide you with information that is different. This prospectus supplement and the accompanying prospectus may only be used where it is legal to remarket these securities. The information in this prospectus supplement and the accompanying prospectus may only be accurate as of their respective dates and the information in the incorporated documents is only accurate as of their respective dates.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the accompanying prospectus come should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus supplement and in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and does not contain all the information you will need in making your investment decision. You should carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

The Company

We, together with our subsidiaries, are a leading global payments and travel company that offers our products and services throughout the world. Our principal operating subsidiary is American Express Travel Related Services Company, Inc.

During 2007, we realigned our reportable operating segments to reflect the reorganization of our businesses into two customer-focused groups: the Global Consumer Group and the Global Business-to-Business Group. Accordingly, U.S. Card Services and International Card Services are aligned within the Global Consumer Group and Global Commercial Services and Global Network & Merchant Services are aligned within the Global Business-to-Business Group.

Through our Global Network & Merchant Services business, we operate a global general-purpose charge and credit card network, which includes both proprietary cards and cards issued under network partnership agreements, which we refer to collectively as the Cards. This business also manages merchant services globally, which includes signing merchants to accept Cards as well as processing and settling Card transactions for those merchants. We also offer merchants point-of-sale and back-office products, services and marketing programs.

Our U.S. Card Services business includes our proprietary Card issuing business, which offers a wide range of card products and services to consumers and small businesses in the United States. Our proprietary Card business, including OPEN from American Express, offers a broad set of card products to attract our target customer base. We also issue Cards that are marketed under co-branded partnership arrangements with financial services partners. Our consumer travel business, which provides travel services to Cardmembers and other consumers, complements our core Card business.

Our International Card Services business provides proprietary consumer Cards and small business Cards outside the United States. Also, as in the United States, we issue Cards internationally under distribution agreements with banks.

Through our Global Commercial Services group, we provide expense management services to more than 100,000 firms worldwide. We are a leading global issuer of commercial Cards and also a leading global travel management company for corporations and businesses.

Our Corporate & Other segment consists of corporate functions and auxiliary businesses, including our publishing businesses, Travelers Cheques and other prepaid products, American Express International Deposit Company, or AEIDC, and the continuing portions of our international banking subsidiary, American Express Bank Ltd., or AEBL. On February 29, 2008, we sold AEBL to Standard Chartered PLC for a purchase price of approximately \$823 million. We also have a put and call arrangement with Standard Chartered whereby we can sell and Standard Chartered can buy AEIDC 18 months after the sale of AEBL. AEIDC is a subsidiary which issues investment certificates to AEBL's customers. Under the terms of the agreement, we would receive payment representing the net asset value of AEIDC at the time of the exercise of the option. At March 31, 2008 and December 31, 2007, the net asset value of AEIDC was \$125 million and \$232 million, respectively.

On March 28, 2008, we purchased Corporate Payment Services, or CPS, General Electric Company's commercial card and corporate purchasing business unit. We paid total cash consideration of \$2.3 billion, which consisted of the

contractual purchase price of approximately \$1.1 billion plus the repayment of CPS' s \$1.2 billion in outstanding debt as of the acquisition date. The component businesses of CPS are reported within the Global Commercial Services and the U.S. Card Services operating segments.

Our executive offices are located at 200 Vesey Street, New York, New York 10285 (telephone number: 212-640-2000).

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The Offering

Issuer

American
Express
Company.

Remarketed Securities

In November 2003, we issued \$2,000,000,000 aggregate principal amount of 1.85% convertible senior debentures due 2033. In December 2006, we remarketed these debentures as floating rate notes due 2033, which we refer to as the notes. We are remarketing \$1,994,978,000 aggregate principal amount of the notes on behalf of holders of the notes who did not opt out of the remarketing. We will purchase all of the notes remarketed hereby.

Interest Payment Dates

For the period from June 5, 2008 to June 10, 2009, the next remarketing reset date, the interest rate on all of the notes (whether or not participating in the remarketing) will be reset quarterly

and will be equal to three-month LIBOR plus 155 basis points. Interest on the notes is payable quarterly in arrears on March 10, June 10, September 10 and December 10 of each year, commencing on September 10, 2008 and ending on June 10, 2009, the next remarketing reset date.

No Redemption

We may not redeem the notes prior to their final maturity, although we may participate in a remarketing where all notes purchased by us will be retired.

Next Remarketing Reset Date

June 10, 2009 (or, if such day is not a business day, the next business day). The length of the period to any remarketing reset date after June 10, 2009 may be longer than 397 calendar days.

All outstanding notes will be remarketed on the next remarketing reset

date unless the holder thereof elects not to participate in the remarketing. If the remarketing on the next remarketing reset date is successful, each participating holder will receive the then accreted principal amount of its notes. If the remarketing on the next remarketing reset date is not successful, each holder of notes has the right to require us to purchase for cash on such remarketing reset date all or a portion of such holder's notes at 100% of the accreted principal amount thereof, plus accrued and unpaid interest, if any, and contingent accretion, if any, to, but excluding, the date of purchase.

Holders Who Take No Action

Holders who take no action, i.e., are deemed to elect to participate in the remarketing, will be entitled to receive payment equal to 100% of

the accreted principal amount of their notes, plus accrued and unpaid interest, if any, and contingent accretion, if any, whether or not the next remarketing occurs or is successful.

Holders Who Opt Out of the Remarketing

Holders who opt out of the remarketing must deliver notice to the paying agent on or prior to the remarketing reset date if they want us to repurchase their notes in the event of a failed remarketing.

Maturity Date

The notes will mature on December 1, 2033.

Markets

The notes are being remarketed in those jurisdictions both inside and outside the United States where it is lawful to remarket the notes. See Remarketing.

We have been advised by the remarketing agents that they presently intend

to make a market
for the notes, as
permitted by
applicable laws
and regulations.
The remarketing
agents are not
obligated,
however, to make
a market for the
notes and may
discontinue any
market-making at
any time at their
sole discretion.

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Minimum Denomination; Form and Settlement

We have issued the notes, in minimum denominations of \$1,000 and integral multiples of \$1,000 in excess thereof, in the form of one or more fully registered global certificates, or the global notes, which we have deposited with, or on behalf of, DTC and registered in the name of DTC's nominee, Cede & Co., for the accounts of the participants in DTC, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Euroclear, and Clearstream Banking, société anonyme, or Clearstream.

Except as described in this prospectus supplement, beneficial interests in the global notes will be represented through book-entry accounts of financial institutions

acting on behalf of beneficial owners as direct and indirect participants in DTC. You may choose to hold interests in the global notes through DTC or through Euroclear or Clearstream if they are participants in such systems, or indirectly through organizations that are participants in such systems.

Euroclear and Clearstream will hold interests on behalf of their participants through their respective U.S. depositories, which in turn will hold such interests in accounts as participants of DTC. Initial settlement for the notes will be made in immediately available funds in U.S. dollars. Secondary market trading between DTC participants of beneficial interests in the global notes will

be settled in immediately available funds using DTC's Same-Day Funds Settlement System. Secondary market trading of beneficial interests in the global notes between Clearstream participants and/or Euroclear participants will settle in immediately available funds.

U.S. Federal Income Taxation

The notes are subject to the Treasury regulations governing contingent payment debt instruments, which we refer to as the CPDI regulations. Under the CPDI regulations, a U.S. taxable holder of the notes will be required to accrue interest income on the notes in amounts that are generally expected to exceed the interest payments that we make on the notes, regardless

of whether the holder uses the cash or accrual method of tax accounting. In addition, we believe that it would generally be appropriate for a U.S. taxable holder to make certain positive and negative adjustments to its accruals of taxable interest income under the CPDI regulations in respect of the notes, which could affect, for United States federal income tax purposes, the net interest income accrued on the notes through the next remarketing reset date. Assuming that a U.S. taxable holder sells all of its notes in the next remarketing, however, the holder should recognize an offsetting ordinary loss at such time for United States federal income tax purposes, in an amount that equals the amount by

which accruals of taxable interest income on the notes exceed the interest payments made on the notes. Under the CPDI regulations, gain recognized upon a sale, exchange, or redemption of a note will generally be treated as ordinary interest income; loss will generally be ordinary loss to the extent of interest previously included in income, and thereafter capital loss. See Certain United States Federal Income Tax Considerations for further details. This summary and the discussion in Certain

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United States Federal Income Tax Considerations do not purport to deal with persons in special tax situations, including, without limitation, tax-exempt entities. Such persons should consult their own tax advisers. The proper application of the CPDI regulations to the notes following the remarketing is uncertain in several respects, and no assurance can be given that the Internal Revenue Service will not successfully assert a treatment of the notes different from that set forth under Certain United States Federal Income Tax Considerations, which could materially affect the amount, timing, and character of income, gain, or loss with respect to an investment in the notes.

Use of Proceeds

We will not receive any cash proceeds from the remarketing of the notes.

Proceeds from the remarketing of the notes will be paid to the participating holders of the notes whose notes were sold in the remarketing, after the remarketing agents deduct the remarketing fee of 0.05% of the total proceeds from the remarketing of the notes.

**Purchase of
Remarketed Securities
by American Express
Company**

We may submit an order to purchase some or all of the notes available to be remarketed. We will retire all the notes we purchase in the remarketing. See Risk Factors. If we purchase a significant portion of the notes, the trading market, liquidity and price for the notes that remain outstanding may be adversely affected.

**Recent Amendments
to the Indenture**

We have amended the indenture to provide, commencing with this remarketing, that:

holders whose notes are the subject of a failed settlement in connection with a remarketing will have the right to require us to purchase such notes, as described herein;

in the event of a failed remarketing occurring later than the applicable remarketing reset date, the holders of notes will be able to require us to purchase such notes on the date of such failed remarketing (the date on which our repurchase obligation arises is referred to herein as the remarketing purchase date); and

a failed remarketing, the occurrence of which obligates us to purchase outstanding notes if the holders thereof so require, will include the failure to fulfill a condition precedent in the remarketing agreement at any time prior to delivery of and payment for the remarketed notes and situations in which we fail to appoint a remarketing agent in connection with a required remarketing and in which a remarketing agent fails to conduct a required remarketing.

No consent of the holders was required for such amendments.

Trustee

U.S. Bank National Association, or U.S. Bank.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

We have made various statements in this prospectus supplement and the accompanying prospectus that may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be made in our documents incorporated by reference in this prospectus supplement and the accompanying prospectus. Forward-looking statements are subject to risks and uncertainties, including those identified in the documents that are or will be incorporated by reference into this prospectus supplement and the accompanying prospectus, which could cause actual results to differ materially from such statements. The words believe, expect, anticipate, optimistic, intend, plan, aim, will, may, should, and similar expressions are intended to identify forward-looking statements. We caution you that any risk factors described or incorporated by reference in this prospectus supplement and the accompanying prospectus are not exclusive. There may also be other risks that we are unable to predict at this time that may cause actual results to differ materially from those in forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statements.

Information concerning important factors that could cause actual events or results to be materially different from the forward-looking statements can be found in the documents that are or will be incorporated by reference into this prospectus supplement and the accompanying prospectus. Although we believe the expectations reflected in our forward-looking statements are based upon reasonable assumptions, it is not possible to foresee or identify all factors that could have a material and negative impact on our future performance. The forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus are made on the basis of management's assumptions and analyses, as of the time the statements are made, in light of their experience and perception of historical conditions, expected future developments and other factors believed to be appropriate under the circumstances.

RISK FACTORS

Investing in the notes offered by this prospectus supplement involves certain risks. You should carefully consider the following risk factors related to the notes as well as the risk factors related to our business in our Annual Report on Form 10-K for the year ended December 31, 2007 and the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding to purchase any notes.

For U.S. federal income tax purposes, you will be required to accrue interest income in amounts generally expected to exceed the interest payments on the notes.

The notes are subject to the Treasury regulations governing contingent payment debt instruments, which we refer to as the CPDI regulations. Under the CPDI regulations, a U.S. taxable holder of the notes will be required to accrue interest income on the notes in amounts that are generally expected to exceed the interest payments that we make on the notes, regardless of whether the holder uses the cash or accrual method of tax accounting. In addition, we believe that it would generally be appropriate for a U.S. taxable holder to make certain positive and negative adjustments to its accruals of taxable interest income under the CPDI regulations in respect of the notes, which could affect, for United States federal income tax purposes, the net interest income accrued on the notes through the next remarketing reset date. Assuming that a U.S. taxable holder sells all of its notes in the next remarketing, however, the holder should recognize an offsetting ordinary loss at such time for United States federal income tax purposes, in an amount that equals the amount by which accruals of taxable interest income on the notes exceed the interest payments made on the notes. Under the CPDI regulations, gain recognized upon a sale, exchange, or redemption of a note will generally be treated as ordinary interest income; loss will generally be ordinary loss to the extent of interest previously included in income, and thereafter capital loss. See *Certain United States Federal Income Tax Considerations* for further details. This summary and the discussion in *Certain United States Federal Income Tax Considerations* do not purport to deal with persons in special tax situations, including, without limitation, tax-exempt entities. Such persons should consult their own tax advisers. The proper application of the CPDI regulations to the notes following the remarketing is uncertain in several respects, and no assurance can be given that the Internal Revenue Service will not successfully assert a treatment of the notes different from that set forth under *Certain United States Federal Income Tax Considerations*, which could materially affect the amount, timing, and character of income, gain, or loss with respect to an investment in the notes.

Because we will purchase a significant portion of the notes, the trading market, liquidity and price for the notes that remain outstanding may be adversely affected.

We will purchase all of the notes remarketed hereby. Following the remarketing, the outstanding aggregate principal amount of notes will be significantly less than the aggregate principal amount of the notes outstanding prior to the remarketing, which in turn could adversely affect the trading market, liquidity and price of the notes that remain outstanding after the remarketing.

The notes are not, and will not be, listed.

The notes are not, and will not be, listed on any securities exchange. Therefore, there may be little or no secondary market for the notes. The remarketing agents have advised us that they currently intend to make a market in the notes as permitted by applicable laws and regulations. They are not obligated, however, to make a market in the notes and any such market making may be discontinued at any time at the sole discretion of the remarketing agents. Accordingly, there can be no assurance that there will be a secondary market for the notes or that there will be any liquidity in the secondary market, if one develops.

We may not have the ability to raise the funds necessary to finance the purchase of the notes if required by holders pursuant to the indenture.

We will be required to offer to repurchase all outstanding notes if there is a failed remarketing. However, it is possible that we will not have sufficient funds available at any such time to make the required repurchase of notes and restrictions in our other indebtedness outstanding in the future may not allow any such repurchase.

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USE OF PROCEEDS

We are remarketing \$1,994,978,000 aggregate principal amount of the notes on behalf of participating holders of our notes. We will not receive any cash proceeds from the remarketing of the notes. Proceeds from the remarketing of the notes will be paid to participating holders of the notes whose notes were sold in the remarketing, after the remarketing agents deduct the remarketing fee of 0.05% of the total proceeds from the remarketing of the notes.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our historical ratios of earnings to fixed charges for the periods indicated:

	Three Months Ended March 31, 2008	Year Ended December 31,		
		2007	2006	2005
(in millions of U.S. dollars)				
Earnings				
Pre-tax income from continuing operations	\$ 1,354	\$ 5,566	\$ 5,139	\$ 4,053
Interest expense	986	4,327	3,132	2,324
Other adjustments	43	143	139	150
Total earnings (a)	\$ 2,383	\$ 10,036	\$ 8,410	\$ 6,527
Fixed charges				
Interest expense	\$ 986	\$ 4,327	\$ 3,132	\$ 2,324
Other adjustments	30	106	106	151
Total fixed charges (b)	\$ 1,016	\$ 4,433	\$ 3,238	\$ 2,475

Ratio of Earnings to Fixed Charges (a/b)	2.35	2.26	2.60	2.64
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Included in interest expense in the above computation is interest expense related to the Cardmember lending activities, international banking operations and charge card and other activities in our consolidated statements of income included in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. Interest expense does not include interest on liabilities recorded under Financial Accounting Standards Board (FASB) Financial Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109. Our policy is to classify such interest in income tax provision in our consolidated statements of income.

For purposes of the earnings computation, other adjustments include adding the amortization of capitalized interest, the net loss of affiliates accounted for under the equity method whose debt is not guaranteed by us, the minority interest in the earnings of majority-owned subsidiaries with fixed charges and the interest component of rental expense, and subtracting undistributed net income of affiliates accounted for under the equity method.

For purposes of the fixed charges computation, other adjustments include adding capitalized interest costs and the interest component of rental expense.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

We present in the table below our summary consolidated financial data, which should be read in conjunction with and is qualified in its entirety by reference to Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes contained in our Annual Report on Form 10-K for the year ended December 31, 2007, and Management's Discussion and Analysis of Financial Condition and Results of Operations and the unaudited consolidated financial statements and the related notes contained in our Quarterly Report on Form 10-Q for the three-month period ended March 31, 2008, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus. The summary consolidated financial data for the fiscal year ended December 31, 2007 have been derived from our financial statements, which have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm.

The summary consolidated financial data for the three months ended March 31, 2008 have been derived from our unaudited consolidated financial statements. In the opinion of our management, the unaudited information reflects all adjustments (consisting only of normal and recurring adjustments) necessary for a fair presentation of the results for those periods. Results for the three months ended March 31, 2008 are not necessarily indicative of the results to be expected for the full fiscal year.

	Three Months Ended March 31,		Year Ended December 31,		
	2008	2007	2007	2006	2005
(in millions of U.S. dollars)					
OPERATING RESULTS^(a)					
Revenues net of interest expense	\$ 7,186	\$ 6,484	\$ 27,731	\$ 25,154	\$ 22,425
Expenses	4,563	4,014	17,824	16,989	15,614
Provisions for losses and benefits	1,269	859	4,341	3,026	2,758
Income from continuing operations	974	1,095	4,048	3,611	3,062
Income (Loss) from discontinued operations	17	(38)	(36)	96	672
Net income	991	1,057	4,012	3,707	3,734

	As of March 31, 2008	Year Ended December 31,	
		2007	2006
(in millions of U.S. dollars)			
BALANCE SHEET^(a)			
Cash and cash equivalents	\$ 19,489	\$ 11,737	\$ 5,036
Accounts receivable, net	41,087	42,005	38,665
Investments	14,148	15,864	17,954
Loans, net	48,454	53,436	43,116

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Assets of discontinued operations		16,747	14,412
Total assets	135,288	149,830	128,329
Customers deposits	13,995	15,397	12,010
Travelers Cheques outstanding	6,854	7,197	7,215
Short-term debt	18,994	17,762	15,236
Long-term debt	55,534	55,285	42,747
Liabilities of discontinued operations		16,228	13,945
Shareholders equity	11,511	11,029	10,511

- (a) In 2007, we entered into an agreement to sell our international banking subsidiary, AEBL, to Standard Chartered PLC. We completed the sale on February 29, 2008. The results, assets, and liabilities of AEBL are presented as discontinued operations. Additionally, the spin-off of Ameriprise and certain dispositions were completed in 2006 and 2005, and the results of these operations are presented as discontinued operations.

DESCRIPTION OF THE REMARKETED NOTES

The following is a description of the particular terms of the notes remarketed pursuant to this prospectus supplement. This description supersedes the description of the general terms and provisions of senior debt securities set forth in the accompanying prospectus under Description of Debt Securities. The following description is qualified in its entirety by reference to the provisions of the indenture, dated as of November 21, 2003, between us and U.S. Bank, as trustee (the original indenture), as amended by the first supplemental indenture dated as of May 21, 2008 (the first supplemental indenture), relating to the notes (collectively, the indenture). A copy of the indenture is on file with the SEC.

As used in this section, American Express, the Company, we, us or our refer to American Express Company, the issuer of the notes. Capitalized terms not defined in this section have the meanings assigned to such terms in the indenture.

General

The notes were originally issued in November 2003 under the original indenture. The notes are our senior unsecured obligations and rank prior to all of our present and future subordinated indebtedness and on an equal basis with all of our other present and future senior unsecured indebtedness.

This is a remarketing of \$1,994,978,000 aggregate principal amount of the notes on behalf of holders of the notes who did not opt out of the remarketing. We will purchase all of the notes remarketed hereby.

The next remarketing reset date will be on June 10, 2009 (or, if such day is not a business day, the next business day). If the remarketing on the next remarketing reset date is successful, each participating holder will receive the then accreted principal amount of its notes. If the remarketing on the next remarketing reset date is not successful, eT: Opt; MARGIN-RIGHT: 0pt">)

Total shareholders' equity
13,573,090 14,281,376
Total liabilities and shareholders' equity
\$157,937,044 \$152,454,555

See Notes to Consolidated Financial Statements

SOUTHERN CONNECTICUT BANCORP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

For the Three Months and Nine Months Ended September 30, 2011 and 2010

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Interest Income:				
Interest and fees on loans	\$1,761,112	\$1,946,695	\$5,383,869	\$5,561,488
Interest on securities	72	1,996	274	10,998
Interest on Federal funds sold and short-term and other investments	24,384	25,332	68,882	67,082
Total interest income	1,785,568	1,974,023	5,453,025	5,639,568
Interest Expense:				
Interest expense on deposits	466,458	498,121	1,407,319	1,378,956
Interest expense on capital lease obligations	42,737	43,550	129,144	130,968
Interest expense on repurchase agreements and other borrowings	181	483	670	5,288
Total interest expense	509,376	542,154	1,537,133	1,515,212
Net interest income	1,276,192	1,431,869	3,915,892	4,124,356
Provision for loan losses	373,152	106,450	1,039,212	224,088
Net interest income after provision for loan losses	903,040	1,325,419	2,876,680	3,900,268
Noninterest Income:				
Service charges and fees	108,089	100,307	315,839	335,355
Gain on sales of available for sale securities	—	—	—	28,979
Other noninterest income	42,437	35,242	106,398	108,604
Total noninterest income	150,526	135,549	422,237	472,938
Noninterest Expenses:				
Salaries and benefits	596,944	743,292	1,976,617	2,262,303
Occupancy and equipment	158,615	165,886	501,084	492,560
Professional services	108,311	156,392	281,874	564,286
Data processing and other outside services	98,077	108,432	304,084	308,576
FDIC Insurance	65,609	60,179	182,973	169,543
Loss on sale of other real estate owned	51,141	—	51,141	—
Other operating expenses	225,939	200,116	711,980	514,007
Total noninterest expenses	1,304,636	1,434,297	4,009,753	4,311,275
Net (loss) income	\$(251,070)	\$26,671	\$(710,836)	\$61,931
Basic (loss) income per share	\$(0.09)	\$0.01	\$(0.26)	\$0.02

Diluted (loss) income per share	\$ (0.09)	\$ 0.01	\$ (0.26)	\$ 0.02
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See Notes to Consolidated Financial Statements

4

SOUTHERN CONNECTICUT BANCORP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

For the Nine Months Ended September 30, 2011 and 2010

	Number of Common Shares	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Total
Balance, December 31, 2009	2,695,902	\$ 26,959	\$ 22,560,100	\$ (6,942,727)	\$ (11,796)	\$ 15,632,536
Comprehensive income:						
Net income	—	—	—	61,931	—	61,931
Unrealized holding gain on available for sale securities	—	—	—	—	11,696	11,696
Total comprehensive income						73,627
Restricted stock compensation	1,000	10	5,283	—	—	5,293
Balance, September 30, 2010	2,696,902	\$ 26,969	\$ 22,565,383	\$ (6,880,796)	\$ (100)	\$ 15,711,456
Balance, December 31, 2010	2,696,902	\$ 26,969	\$ 22,567,146	\$ (8,312,465)	\$ (274)	\$ 14,281,376
Comprehensive loss:						
Net loss	—	—	—	(710,836)	—	(710,836)
Unrealized holding gain on available for sale securities	—	—	—	—	197	197
Total comprehensive loss						(710,639)
Restricted stock compensation	1,000	10	2,343	—	—	2,353
Balance, September 30, 2011	2,697,902	\$ 26,979	\$ 22,569,489	\$ (9,023,301)	\$ (77)	\$ 13,573,090

See Notes to Consolidated Financial Statements

SOUTHERN CONNECTICUT BANCORP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2011 and 2010

	2011	2010
Cash Flows From Operations		
Net (loss) income	\$ (710,836)	\$ 61,931
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Amortization and accretion of premiums and discounts on investments, net	(7)	18,034
Provision for loan losses	1,039,212	224,088
Write-down of other real estate owned	10,000	—
Share based compensation	2,353	5,293
Gain on sale of available for sale securities	—	(28,979)
Loss on sale of other real estate owned	51,141	—
Depreciation and amortization	199,273	209,315
Increase in cash surrender value of life insurance	(30,306)	(30,510)
Changes in assets and liabilities:		
Increase (decrease) in deferred loan fees	1,857	(10,514)
Decrease (increase) in accrued interest receivable	60,124	(116,365)
Increase in other assets	(25,962)	(61,784)
Decrease in accrued expenses and other liabilities	(150,658)	(200,457)
Net cash provided by operating activities	446,191	70,052
Cash Flows From Investing Activities		
Proceeds from maturities of interest bearing certificates of deposit	55	247,987
Purchases of available for sale securities	(21,649,993)	(55,664,463)
Principal repayments on available for sale securities	—	73,521
Proceeds from the sales of available for sale securities	—	2,150,625
Proceeds from maturities / calls of available for sale securities	20,150,000	52,651,000
Net decrease (increase) in loans receivable	5,283,049	(18,508,142)
Purchases of premises and equipment	(18,680)	(6,054)
Proceeds from the sale of other real estate owned	137,859	—
Capitalized costs related to other real estate owned	(7,375)	—
Net cash provided by (used in) investing activities	3,894,915	(19,055,526)
Cash Flows From Financing Activities		
Net increase in demand, savings and money market deposits	6,023,607	4,759,136
Net increase in certificates of deposit	588,743	15,973,059
Net (decrease) increase in repurchase agreements	(265,726)	158,975
Principal repayments on capital lease obligations	(5,191)	(4,669)
Net cash provided by financing activities	6,341,433	20,886,501
Net increase in cash and cash equivalents	10,682,539	1,901,027
Cash and cash equivalents		
Beginning	20,837,760	17,924,638

Ending	\$ 31,520,299	\$ 19,825,665
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See Notes to Consolidated Financial Statements

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SOUTHERN CONNECTICUT BANCORP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS, Continued
For the Nine Months Ended September 30, 2011 and 2010

	2011	2010
Supplemental Disclosures of Cash Flow Information:		
Cash paid for:		
Interest	\$ 1,520,210	\$ 1,464,639
Income taxes	\$ 750	\$ 750
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Transfer of loans receivable to other real estate owned	\$ 858,550	\$ 124,953
Transfer of loans receivable to other assets	\$ 559,895	\$ —
Financing of sale of other real estate owned	\$ 433,500	\$ —
Unrealized holding gains on available for sale securities arising during the period	\$ 197	\$ 11,696

See Notes to Consolidated Financial Statements

Southern Connecticut Bancorp, Inc.
Notes to Consolidated Financial Statements
(Unaudited)

Note 1. Nature of Operations

Southern Connecticut Bancorp, Inc. (the “Company”) is a bank holding company headquartered in New Haven, Connecticut that was incorporated on November 8, 2000. The Company’s strategic objective is to serve as a bank holding company primarily for a community-based commercial bank serving principally New Haven County (the “Greater New Haven Market”). The Company owns 100% of the capital stock of The Bank of Southern Connecticut (the “Bank”), a Connecticut-chartered bank with its headquarters in New Haven, Connecticut, and 100% of the capital stock of SCB Capital, Inc. The Company and its subsidiaries focus on meeting the financial services needs of consumers and small to medium-sized businesses, professionals and professional corporations, and their owners and employees in the Greater New Haven Market.

The Bank operates branches at four locations in the Greater New Haven Market, including downtown New Haven, the Amity/Westville section of New Haven, Branford and North Haven. The Bank’s branches have a consistent, attractive appearance. Each location has an open lobby, comfortable waiting area, offices for the branch manager and a loan officer, and a conference room. The design of the branches complements the business development strategy of the Bank, affording an appropriate space to deliver personalized banking services in professional, confidential surroundings.

The Bank focuses on serving the banking needs of small to medium-sized businesses, professionals and professional corporations, and their owners and employees in the Greater New Haven Market. The Bank’s target commercial customer has between \$1.0 and \$30.0 million in revenues, 15 to 150 employees, and borrowing needs of up to \$3.0 million. The primary focus on this commercial market makes the Bank uniquely qualified to move deftly in responding to the needs of its clients. The Bank has been successful in winning business by offering a combination of competitive pricing for its services, quick decision making processes and a high level of personalized, “high touch” customer service.

SCB Capital, Inc. operated under the name “Evergreen Financial Services” (“Evergreen”) as a licensed mortgage brokerage business through July 31, 2010. After reviewing the historical operations and results of Evergreen, and considering future prospects for the business, management determined that it was in the best interest of the Company to discontinue the mortgage brokerage operation of SCB Capital, Inc. However, the Company is expected to continue to offer mortgage brokerage services through the Bank.

On February 22, 2010, the Company entered into an Agreement and Plan of Merger with Naugatuck Valley Financial Company (“NVSL”) and Newco, a company to be formed by NVSL to be the holding company for Naugatuck Valley Savings and Loan (“NVSL Bank”), pursuant to which the Company would merge with and into Newco, with Newco being the surviving company. The Agreement and Plan of Merger was subsequently amended on September 17, 2010 to amend the consideration to be paid in the merger, extend the deadline for closing the merger and amend the conditions under which NVSL would be obligated to pay a termination fee to the Company. On November 12, 2010, the Company, NVSL and Newco entered into a Mutual Termination Agreement pursuant to which the parties mutually agreed to terminate the Agreement and Plan of Merger due to an inability to obtain regulatory approval of the proposed merger.

Note 2. Basis of Financial Statement Presentation

The consolidated interim financial statements include the accounts of the Company and its subsidiaries. The consolidated interim financial statements and notes thereto have been prepared in conformity with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. All significant intercompany transactions have been eliminated in consolidation. Amounts in prior period financial statements are reclassified whenever necessary to conform to current period presentations. The results of operations for the three months and nine months ended September 30, 2011 are not necessarily indicative of the results which may be expected for the year as a whole. The accompanying consolidated financial statements and notes thereto should be read in conjunction with the audited financial statements of the Company and notes thereto as of December 31, 2010, filed with the Securities and Exchange Commission on Form 10-K on March 28, 2011.

In April 2011, the FASB issued Accounting Standards Update (“ASU”) No. 2011-02, Receivables (Topic 310): A Creditor’s Determination of Whether a Restructuring Is a Troubled Debt Restructuring. ASU 2011-02 clarifies the guidance in Accounting Standards Codification Section 310-40 Receivables: Troubled Debt Restructurings by Creditors. This ASU indicates that creditors are required to identify a restructuring as a troubled debt restructuring if the restructuring constitutes a concession and the debtor is experiencing financial difficulties. ASU 2011-02 clarifies guidance on whether a creditor has granted a concession and clarifies the guidance on a creditor’s evaluation of whether a debtor is experiencing financial difficulties. In addition, ASU 2011-02 also precludes the creditor from using the effective interest rate test in the debtor’s guidance on restructuring of payables when evaluating whether a restructuring constitutes a troubled debt restructuring. The effective date of ASU 2011-02 for the Company was the quarter ended September 30, 2011. The Company adopted the methodologies prescribed by this ASU for the quarter ended September 30, 2011 and applied the guidance retrospectively to the beginning of 2011. Adoption of this guidance did not have a material effect on the Company’s financial statements.

A modified loan is considered a troubled debt restructuring (“TDR”) when two conditions are met: (1) the borrower is experiencing documented financial difficulty and (2) concessions are made by the Company that would not otherwise be considered for a borrower with similar credit characteristics. The most common types of modifications include interest rate reductions and/or maturity extensions. Modified terms are dependent upon the financial position and needs of the individual borrower, as the Bank does not employ modification programs for temporary or trial periods. All modifications are permanent. The modified loan does not revert back to its original terms, even if the modified loan agreement is violated. The Company’s workout committee continues to monitor the modified loan and if a re-default occurs, the loan is classified as a re-defaulted TDR and collection is pursued through liquidation of collateral, from guarantors, if any, or through other legal action.

Note 3. Available for Sale Securities

The amortized cost, gross unrealized gains, gross unrealized losses and approximate fair values of available for sale securities at September 30, 2011 and December 31, 2010 were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2011				
U.S. Treasury Bills	\$3,250,000	\$—	\$(77)	\$3,249,923
December 31, 2010				
U.S. Treasury Bills	\$1,750,000	\$—	\$(274)	\$1,749,726

The following table presents the Company's available for sale securities' gross unrealized losses and fair value, aggregated by the length of time the individual securities have been in a continuous loss position, at September 30, 2011 and December 31, 2010:

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
September 30, 2011						
U.S. Treasury Bills	\$3,249,923	\$77	\$—	\$—	\$3,249,923	\$77
December 31, 2010						
U.S. Government Agency obligations	\$1,749,726	\$274	\$—	\$—	\$1,749,726	\$274

At September 30, 2011 and December 31, 2010, the Company had three and one available for sale securities, respectively, in an unrealized loss position.

Management believes that none of the unrealized losses on available for sale securities are other than temporary because all of the unrealized losses in the Company's investment portfolio are due to market interest rate changes on debt securities issued by U.S. government agencies. Management considers the issuers of the securities to be financially sound and the Company expects to receive all contractual principal and interest related to these investments. Because the Company does not intend to sell the investments, and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2011.

The amortized cost and fair value of available for sale debt securities at September 30, 2011 by contractual maturity are presented below.

	Amortized Cost	Fair Value
Maturity:		
Within one year	\$ 3,250,000	\$ 3,249,923

Note 4. Loans Receivable and Allowance for Loan Losses

A summary of the Company's loan portfolio at September 30, 2011 and December 31, 2010 is as follows:

	2011	2010
Commercial loans secured by real estate	\$ 69,918,583	\$ 74,383,181
Commercial	34,026,166	38,098,772
Residential mortgages	12,885,534	12,325,065
Construction and land	2,792,853	2,639,856
Consumer	361,714	332,985
Total loans	119,984,850	127,779,859
Net deferred loan fees	(138,035)	(136,178)
Allowance for loan losses	(2,298,838)	(2,786,641)
Loans receivable, net	\$ 117,547,977	\$ 124,857,040

The changes in the allowance for loan losses for the nine months ended September 30, 2011 and 2010 are as follows:

	2011	2010
Balance at beginning of year	\$2,786,641	\$2,768,567
Provision for loan losses	1,039,212	224,088
Recoveries of loans previously charged-off:		
Commercial	4,104	—
Consumer	2,301	3,705
Total recoveries	6,405	3,705
Loans charged-off:		
Commercial	(138,778)	—
Commercial loans secured by real estate	(1,344,057)	(84,387)
Residential mortgages	(40,910)	—
Consumer	(9,675)	(4,412)
Total charge-offs	(1,533,420)	(88,799)
Balance at end of period	\$2,298,838	\$2,907,561
Net charge-offs to average loans	(1.24)%	(0.07)%

At September 30, 2011 and December 31, 2010, the unpaid principal balances of loans placed on nonaccrual status were \$5,339,104 and \$6,136,567, respectively. At September 30, 2011, two commercial real estate loans with an aggregate principal balance of \$1,327,795 were considered to be troubled debt restructurings. There are no further commitments to lend funds to these borrowers. Loans contractually past due 90 days or more and still accruing interest amounted to \$969,329 and \$205,262 at September 30, 2011 and December 31, 2010, respectively as these loans were considered by management to be well secured and in the process of collection.

The following information relates to impaired loans as of September 30, 2011 and December 31, 2010:

	2011	2010
Impaired loans for which there is a specific allowance	\$ 1,298,039	\$ 4,585,020
Impaired loans for which there is no specific allowance	\$ 4,157,694	\$ 1,952,375
Allowance for loan losses related to impaired loans	\$ 556,044	\$ 1,212,595
Average recorded investment in impaired loans	\$ 6,347,923	\$ 6,733,378

The Company's lending activities are conducted principally in New Haven County of Connecticut. The Company grants commercial and residential real estate loans, commercial business loans and a variety of consumer loans. In addition, the Company may grant loans for the construction of residential homes, residential developments and land development projects. All residential and commercial mortgage loans are collateralized by first or second mortgages on real estate. The ability and willingness of borrowers to satisfy their loan obligations is dependent in large part upon the status of the regional economy and regional real estate market. Accordingly, the ultimate collectibility of a substantial portion of the loan portfolio and the recovery of a substantial portion of any resulting real estate acquired is susceptible to changes in market conditions.

The Company has established credit policies applicable to each type of lending activity in which it engages, evaluates the creditworthiness of each customer on an individual basis and, when deemed appropriate, obtains collateral. Collateral varies by each borrower and loan type. The market value of collateral is monitored on an ongoing basis and

additional collateral is obtained when warranted. Important types of collateral include business assets, real estate, commercial vehicles, equipment, automobiles, marketable securities and time deposits. While collateral provides assurance as a secondary source of repayment, the Company ordinarily requires the primary source of repayment to be based on the borrower's ability to generate continuing cash flows.

Loan Origination/Risk Management. Management and the Board of Directors have adopted policies and procedures which dictate the guidelines for all loan originations for the Company. All loan originations are either approved by the Board of Directors or by a management committee comprised of the President, the Chief Credit Officer and the Chief Financial Officer of the Company. Any loans approved by the latter are reviewed and ratified by the Board of Directors.

The Company underwrites commercial and industrial loans, loans secured by commercial real estate, loans secured by residential real estate, loans related to commercial and residential development, and loans to consumers. The principal requirement of any borrower is the demonstrated ability to service the interest and principal payments of the loan as structured.

Commercial and industrial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and generate the cash flow necessary to repay the loan as agreed as to principal and interest. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and require a personal guarantee. 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.

Like commercial and industrial loans, commercial real estate loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and generate the cash flow necessary to repay the loan as agreed as to principal and interest. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk rating.

While the Company does have a small number of loans to individual borrowers to finance their primary residence, the majority of the Company's loans secured by residential real estate are made in connection with a commercial loan for which residential real estate is offered as collateral. These loans are underwritten to the same standards as commercial real estate loans.

With respect to loans to developers and builders that are secured by non-owner occupied properties that the Company may originate from time to time, the Company requires the borrower to have a proven record of success, and typically requires a personal guarantee from all of the principals of the project. Construction loans are underwritten utilizing independent appraisal reviews, lease rates and financial analysis of the developers and property owners. Construction loans are generally based upon estimates of costs and value associated with the complete project.

The Company originates consumer loans on a limited basis. Applications for consumer loans are analyzed on an individual basis based on the borrower's ability to repay the loan. Where available, collateral is used to secure consumer loans.

Not less than annually, the Company utilizes an independent loan review company to review and validate the credit risk program. Results of these reviews are presented to management and reported to the board of directors. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

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

Nonaccrual loans segregated by class of loans as of September 30, 2011 and December 31, 2010 were as follows:

	2011	2010
Commercial loans secured by real estate	\$ 1,699,685	\$ 4,133,219
Commercial	1,379,601	1,291,744
Construction and land	1,500,000	—
Residential mortgages	759,818	711,604
	\$ 5,339,104	\$ 6,136,567

An age analysis of past due loans, segregated by class of loans, as of September 30, 2011 and December 31, 2010 were as follows:

	Loans 30-89 Days Past Due	Loans 90 Days or More Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
September 30, 2011						
Commercial loans secured by real estate	\$ 319,645	\$ 1,699,686	\$ 2,019,331	\$ 67,899,252	\$ 69,918,583	\$—
Commercial	454,908	1,958,369	2,413,277	31,612,889	34,026,166	578,768
Residential mortgages	—	1,098,420	1,098,420	11,787,114	12,885,534	338,602
Construction and land	—	1,500,000	1,500,000	1,292,853	2,792,853	—
Consumer	21,460	51,959	73,419	288,295	361,714	51,959
	\$ 796,013	\$ 6,308,434	\$ 7,104,447	\$ 112,880,403	\$ 119,984,850	\$ 969,329
December 31, 2010						
Commercial loans secured by real estate	\$ 1,431,575	\$ 4,133,220	\$ 5,564,795	\$ 68,818,386	\$ 74,383,181	\$ —
Commercial	218,366	1,433,299	1,651,665	36,447,107	38,098,772	141,555
Residential mortgages	—	711,604	711,604	11,613,461	12,325,065	—
Construction and land	—	—	—	2,639,856	2,639,856	—
Consumer	—	63,707	63,707	269,278	332,985	63,707
	\$ 1,649,941	\$ 6,341,830	\$ 7,991,771	\$ 119,788,088	\$ 127,779,859	\$ 205,262

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

either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent.

The following information relates to impaired loans as of and for the nine months ended September 30, 2011 and as of and for the year ended December 31, 2010:

September 30, 2011	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Commercial loans secured by real estate	\$ 1,849,838	\$ 1,452,303	\$ 364,010	\$ 1,816,313	\$ 190,469	\$ 3,039,291	\$ 94,238
Commercial	1,379,602	1,054,229	325,373	1,379,602	223,651	1,450,042	9,807
Construction and land	1,500,000	1,500,000	—	1,500,000	—	1,125,000	—
Residential mortgages	759,818	151,162	608,656	759,818	141,924	733,590	16,674
Total	\$ 5,489,258	\$ 4,157,694	\$ 1,298,039	\$ 5,455,733	\$ 556,044	\$ 6,347,923	\$ 120,719
December 31, 2010							
Commercial loans secured by real estate	\$ 4,249,974	\$ 358,523	\$ 3,891,451	\$ 4,249,974	\$ 895,894	\$ 4,330,949	\$ 46,033
Commercial	1,711,082	1,439,538	136,279	1,575,817	124,576	1,772,079	26,904
Residential mortgages	711,604	154,314	557,290	711,604	192,125	630,350	27,808
Total	\$ 6,672,660	\$ 1,952,375	\$ 4,585,020	\$ 6,537,395	\$ 1,212,595	\$ 6,733,378	\$ 100,745

Troubled Debt Restructurings. A modified loan is considered a troubled debt restructuring (“TDR”) when two conditions are met: (1) the borrower is experiencing documented financial difficulty and (2) concessions are made by the Company that would not otherwise be considered for a borrower with similar credit characteristics. The most common types of modifications include interest rate reductions and/or maturity extensions. Modified terms are dependent upon the financial position and needs of the individual borrower, as the Bank does not employ modification programs for temporary or trial periods. All modifications are permanent. The modified loan does not revert back to its original terms, even if the modified loan agreement is violated. The Company’s workout committee continues to monitor the modified loan and if a re-default occurs, the loan is classified as a re-defaulted TDR and collection is pursued through liquidation of collateral, from guarantors, if any, or through other legal action.

The Bank places all TDRs on nonaccrual status. At September 30, 2011, all of the Bank’s TDRs were on nonaccrual status. All TDRs were reported as impaired loans at September 30, 2011. TDRs continue as nonaccrual loans until they have performed under the revised terms of the modified loan agreement for a minimum of six months. TDRs are classified as impaired loans and remain as TDRs for the remaining life of the loan. At September 30, 2011, all TDRs have been performing in accordance with the restructured terms.

Impairment analysis is performed on a loan by loan basis for all modified commercial loans, residential mortgages and consumer loans that are deemed to be TDRs, and specific reserves are established as appropriate. Commercial loans include loans categorized as commercial loans secured by real estate, commercial loans, and construction and land loans. Impairment is measured by the present value of expected future cash flows discounted at the loan’s effective interest rate. The original contractual interest rate for the loan is used as the discount rate for fixed rate loan modifications. The current rate is used as the discount rate when the loan’s interest rate floats with a specified index. A

change in terms or payments would be included in the impairment calculation.

The recorded investment balance of TDRs, net of charge-offs, was \$1,328,000 at September 30, 2011. At September 30, 2011, there was no allowance for loan losses included in the specific reserves related to TDRs. For the three and nine months ended September 30, 2011, the Bank charged off \$33,500 for the portion of TDRs deemed to be uncollectible. There were no additional funds committed to borrowers in TDR status at September 30, 2011.

The Bank had no loans modified as a TDR during the three months ended September 30, 2011. The following table provides information on loans modified as TDRs during the nine months ended September 30, 2011:

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Coupon Rate	
Commercial loans secured by real estate	2	\$ 2,073,801	\$ 1,446,964	3.52	%

The following table provides information on how loans were modified as TDRs during the three and nine months ended September 30, 2011:

	For the Periods Ended September 30, 2011	
	Three Months	Nine Months
Extended maturity	\$ —	\$ 299,643
Combination of rate and maturity	—	1,147,321
Total	\$ —	\$ 1,446,964

There were no loans modified as a TDR during 2011 for which there was a payment default.

Credit Quality Indicators. Oversight of the credit quality of the Company's loan portfolio is managed by members of senior management and a committee of the Board of Directors. This group meets not less than monthly to review all impaired loans, any loans identified by management as potential problem loans, and all loans that are past due. The Company's loan portfolio is comprised principally of loans to commercial entities, but the Company offers consumer loans as well. The Company employs different methodologies for monitoring credit risk in commercial loans and consumer loans.

Commercial Loans. The Company employs a risk rating system to identify the level of risk inherent in commercial loans. The risk rating system assists management in monitoring and overseeing the loan portfolio by providing indications of credit trends, serving as a basis for pricing, and being a part of the quantitative determination of the allowance for loan losses.

All commercial relationships, including loans categorized as commercial and industrial loans, commercial real estate loans, commercial loans secured by residential real estate, and construction loans, are included in this risk rating system. Under the Company's internal risk rating system, the Company has risk rating categories of 0 through 5 that fall into the federal regulatory risk rating of "Pass". A risk rating of 0 is assigned to those loans that are secured by readily marketable assets (including deposits at the bank); risk ratings increase from 1 to 5 in incremental increases of risk inherent in the relationship, with a loan that is rated 5 representing moderate risk. In addition, the Company identifies criticized loans as "special mention," "substandard," "doubtful" or "loss," by employing a numerical risk rating system of 6, 7, 8 and 9, respectively, which correspond with the federal regulatory risk rating definitions of special mention, substandard, doubtful and loss, respectively.

Risk ratings assigned to loans are recommended by management and approved by the Company's loan committee. The loan officer presents a proposed risk rating based on the underlying loan and the proposal is reviewed for accuracy and confirmed by the credit department. Risk ratings take into account a variety of commonly employed financial metrics, both quantitative and qualitative, which serve to measure risk. As part of the determination, all ratings of 5 or better (which are collectively considered "Pass" ratings by the Company) require that the customers have furnished timely financial information and other data pertinent to the relationships. Cash flow is reviewed and analyzed over a period

of two to five years, but a particular emphasis is placed on recent data in the event of a material change in performance, particularly a downward trend. New companies are generally considered riskier than established entities and length of time in business is factored into the risk rating decision. As part of the risk rating system, the health of the overall industry in which the company operates is also considered. Risk ratings are reviewed not less than annually.

Consumer Loans. The Company does not assign risk ratings to consumer loans. Consumer loans are considered Pass loans until such time that it is determined that the loan is impaired. In the event a consumer loan becomes impaired, the entire balance of the loan is typically charged off immediately.

The following table presents credit risk ratings by class of loan as of September 30, 2011 and December 31, 2010:

September 30, 2011 Risk Rating:	Commercial Loans		Construction and Land	Residential Mortgages	Consumer	Total
	Secured by Real Estate	Commercial				
Pass	\$62,619,766	\$30,031,456	\$ 1,292,853	\$12,125,716	\$361,714	\$106,431,505
Special Mention	5,482,503	1,314,121	—	—	—	6,796,624
Substandard	1,816,314	2,680,589	1,500,000	759,818	—	6,756,721
Total	\$69,918,583	\$34,026,166	\$ 2,792,853	\$12,885,534	\$361,714	\$119,984,850

December 31, 2010 Risk Rating:	Commercial Loans		Construction and Land	Residential Mortgages	Consumer	Total
	Secured by Real Estate	Commercial				
Pass	\$ 63,470,074	\$ 33,703,750	\$ 1,139,856	\$ 11,421,898	\$ 332,985	\$ 110,068,563
Special Mention	6,663,133	1,460,366	1,500,000	191,563	—	9,815,062
Substandard	4,249,974	2,934,656	—	711,604	—	7,896,234
Total	\$ 74,383,181	\$ 38,098,772	\$ 2,639,856	\$ 12,325,065	\$ 332,985	\$ 127,779,859

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

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are considered impaired. For such impaired loans, an allowance is established when the discounted cash flows (or observable market price or collateral value if the loan is collateral dependent) of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans, segregated generally by loan type (and further segregated by risk rating), and is based on historical loss experience with adjustments for qualitative factors which are made after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss data.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience

insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and real estate loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer loans for impairment disclosures, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

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

A modified loan is considered a troubled debt restructuring (“TDR”) when two conditions are met: (1) the borrower is experiencing documented financial difficulty and (2) concessions are made by the Company that would not otherwise be considered for a borrower with similar credit characteristics. The most common types of modifications include interest rate reductions and/or maturity extensions. Modified terms are dependent upon the financial position and needs of the individual borrower, as the Bank does not employ modification programs for temporary or trial periods. All modifications are permanent. The modified loan does not revert back to its original terms, even if the modified loan agreement is violated. The Company’s workout committee continues to monitor the modified loan and if a re-default occurs, the loan is classified as a re-defaulted TDR and collection is pursued through liquidation of collateral, from guarantors, if any, or through other legal action.

The Bank places all TDRs on nonaccrual status. At September 30, 2011, all of the Bank’s TDRs were on nonaccrual status. All TDRs were reported as impaired loans at September 30, 2011. TDRs continue as nonaccrual loans until they have performed under the revised terms of the modified loan agreement for a minimum of six months. TDRs are classified as impaired loans and remain as TDRs for the remaining life of the loan. At September 30, 2011, all TDRs have been performing in accordance with the restructured terms.

Impairment analysis is performed on a loan by loan basis for all modified commercial loans, residential mortgages and consumer loans that are deemed to be TDRs, and specific reserves are established as appropriate. Commercial loans include loans categorized as commercial loans secured by real estate, commercial loans, and construction and land loans. Impairment is measured by the present value of expected future cash flows discounted at the loan’s effective interest rate. The original contractual interest rate for the loan is used as the discount rate for fixed rate loan modifications. The current rate is used as the discount rate when the loan’s interest rate floats with a specified index. A change in terms or payments would be included in the impairment calculation.

The allowances established for losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor’s ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed by the credit department, in consultation with the loan officers, for all commercial loans. Specific valuation allowances are determined by analyzing the borrower’s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower’s industry, among other things.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans. The Company calculates historical loss ratios for pools of similar loans with analogous characteristics based on the proportion of actual charge-offs experienced in relation to the total population of loans in the pool. Due to the relatively small asset size and loans outstanding of the Company, the Company uses readily available data from the FDIC regarding the loss experience of national banks with assets between \$100 million and \$300 million and combines this data with the Company’s actual loss experience to develop average loss factors by weighting the national banks’ loss experience and the Company’s loss experience. As both the Company’s asset size and outstanding loan balance increased significantly during the prior year, beginning with the quarter ended March 31, 2011, the Company determined to place greater emphasis on the Company’s loss experience and to utilize the average loss experience for

the prior four years instead of the prior three years used in the Company's previous valuation. The Company increased the weighting of its loss experience from 25% to 50%. The historical loss period was extended by an additional year which is considered more representative of average annual losses inherent in the loan portfolio. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool. The Company's pools of similar loans include analogous risk-graded groups of commercial and industrial loans, commercial real estate loans, consumer real estate loans and consumer and other loans.

Due to the Company's increased loan charge-off experience during 2011, for the quarter ended September 30, 2011 the Company updated its historical loss factors by combining annualized data relating to the loss experience of national banks with assets between \$100 million and \$300 million for the six months ended June 30, 2011 that was obtained from the FDIC, with the Company's actual loss experience data. This change resulted in an increase in the general reserve allowances used by the Company in determining its allowance for loan losses at September 30, 2011.

General valuation allowances are based on general economic conditions and other qualitative risk factors, both internal and external, to the Company. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank's lending management and staff; (ii) the effectiveness of the Company's loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; and (vi) the impact of national and local economic trends and conditions. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. Each component is determined to have either a high, moderate or low degree of risk. The results are then entered into a general allocation matrix to determine an appropriate general valuation allowance.

The following table details activity in the allowance for loan losses by portfolio segment for the nine months ended September 30, 2011. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

September 30, 2011	Commercial Loans Secured by Real Estate	Commercial	Residential Mortgages	Construction and Land	Consumer	Total
Balance at beginning of year	\$1,587,196	\$821,981	\$316,146	\$55,182	\$6,136	\$2,786,641
Provision for loan losses	779,147	255,354	24,333	(26,959)	7,337	1,039,212
Loans charged-off	(1,344,057)	(138,779)	(40,909)	—	(9,675)	(1,533,420)
Recoveries of loans previously charged-off	—	4,104	—	—	2,301	6,405
Net charge-offs	(1,344,057)	(134,675)	(40,909)	—	(7,374)	(1,527,015)
Balance at end of period	\$1,022,286	\$942,660	\$299,570	\$28,223	\$6,099	\$2,298,838
Period-end amount allocated to:						
Loans collectively evaluated for impairment	\$831,817	\$719,009	\$157,646	\$28,223	\$6,099	\$1,742,794
Loans individually evaluated for impairment	190,469	223,651	141,924	—	—	556,044
Balance at end of period	\$1,022,286	\$942,660	\$299,570	\$28,223	\$6,099	\$2,298,838

Period-end loan balances:	Commercial Loans Secured by Real Estate	Commercial	Residential Mortgages	Construction and Land	Consumer	Total
Loans collectively evaluated for impairment	\$ 68,102,269	\$ 32,646,565	\$ 12,125,716	\$ 1,292,853	\$ 361,714	\$ 114,529,117
Loans individually evaluated for impairment	1,816,314	1,379,601	759,818	1,500,000	—	5,455,733
Total	\$ 69,918,583	\$ 34,026,166	\$ 12,885,534	\$ 2,792,853	\$ 361,714	\$ 119,984,850

Note 5. Deposits

At September 30, 2011 and December 31, 2010, deposits consisted of the following:

	2011	2010
Noninterest bearing	\$ 27,827,904	\$ 29,970,070
Interest bearing:		
Checking	5,798,833	5,611,458
Money Market	44,946,287	36,795,756
Savings	2,407,452	2,579,585
Time certificates, less than \$100,000 (1)	26,277,241	28,652,997
Time certificates, \$100,000 or more (2)	35,176,092	32,211,593
Total interest bearing	114,605,905	105,851,389
Total deposits	\$ 142,433,809	\$ 135,821,459

- (1) Included in time certificates of deposit, less than \$100,000, at September 30, 2011 and December 31, 2010 were brokered deposits totaling \$5,842,196 and \$5,944,563, respectively.
- (2) Included in time certificates of deposit, \$100,000 or more, at September 30, 2011 and December 31, 2010 were brokered deposits totaling \$6,600,200 and \$4,736,043, respectively.

Brokered deposits at September 30, 2011 and December 31, 2010 were as follows:

	2011	2010
Bank customer time certificates of deposit placed through CDARS to ensure FDIC coverage	\$ 5,154,255	\$ 2,151,904
Time certificates of deposit purchased by the Bank through CDARS	2,164,868	3,292,528
Other brokered time certificates of deposit	5,123,273	5,236,174
Total brokered deposits	\$ 12,442,396	\$ 10,680,606

Note 6. Available Borrowings

The Bank is a member of the Federal Home Loan Bank of Boston ("FHLB"). At September 30, 2011, the Bank had the ability to borrow from the FHLB based on a certain percentage of the value of the Bank's qualified collateral, as defined in the FHLB Statement of Products Policy, at the time of the borrowing. In accordance with an agreement

with the FHLB, the qualified collateral must be free and clear of liens, pledges and encumbrances. There were no borrowings outstanding with the FHLB at September 30, 2011.

The Bank is required to maintain an investment in capital stock of the FHLB in an amount equal to a percentage of its outstanding mortgage loans and contracts secured by residential properties, including mortgage-backed securities. No ready market exists for FHLB stock and it has no quoted fair value. For disclosure purposes, such stock is assumed to have a fair value which is equal to cost based upon the redemption provisions of the FHLB.

Note 7. Income (Loss) Per Share

The Company is required to present basic income (loss) per share and diluted income (loss) per share in its statements of operations. Basic per share amounts are computed by dividing net income (loss) by the weighted average number of common shares outstanding. Diluted per share amounts assume exercise of all potential common stock equivalents in weighted average shares outstanding, unless the effect is antidilutive. The Company is also required to provide a reconciliation of the numerator and denominator used in the computation of both basic and diluted income (loss) per share.

The following is information about the computation of (loss) income per share for the three and nine months ended September 30, 2011 and 2010:

Three Months Ended September 30,	Net Loss	2011 Weighted Average Shares	Amount Per Share	Net Income	2010 Weighted Average Shares	Amount Per Share
Basic (Loss) Income Per Share						
(Loss) income available to common shareholders	\$(251,070)	2,697,902	\$(0.09)	\$26,671	2,696,902	\$0.01
Effect of Dilutive Securities Warrants/Stock Options outstanding/Restricted Stock	—	—	—	—	252	
Diluted (Loss) Income Per Share						
(Loss) income available to common shareholders plus assumed conversions	\$(251,070)	2,697,902	\$(0.09)	\$26,671	2,697,154	\$0.01
 Nine Months Ended September 30,						
	Net Loss	2011 Weighted Average Shares	Amount Per Share	Net Income	2010 Weighted Average Shares	Amount Per Share
Basic (Loss) Income Per Share						
(Loss) Income available to common shareholders	\$ (710,836)	2,697,407	\$ (0.26)	\$ 61,931	2,696,448	\$ 0.02
Effect of Dilutive Securities Warrants/Stock Options outstanding/Restricted Stock	—	—	—	—	1,454	—
Diluted (Loss) Income Per Share						
(Loss) income available to common shareholders plus assumed conversions	\$ (710,836)	2,697,407	\$ (0.26)	\$ 61,931	2,697,902	\$ 0.02

For the three and nine months ended September 30, 2011, common stock equivalents of 0 and 495 shares, respectively, have been excluded from the computation of net loss per share because the inclusion of such common

stock equivalents is anti-dilutive.

Note 8. Other Comprehensive Income

Under guidance relating to reporting comprehensive income, certain transactions and other economic events that bypass the Company's income statement must be displayed as other comprehensive income. The Company's other comprehensive income, which is comprised solely of the change in unrealized gains on available for sale securities, was as follows:

	Nine Months Ended September 30, 2011		
	Before-Tax Amount	Taxes	Net-of-Tax Amount
Unrealized holding gains arising during period	\$ 197	\$ (76)	\$ 121
Reclassification adjustment for amounts recognized in net loss	—	—	—
Reduction in deferred tax valuation allowance allocated to equity	—	76	76
Unrealized holding gains on available for sale securities, net of taxes	\$ 197	\$ —	\$ 197

	Nine Months Ended September 30, 2010		
	Before-Tax Amount	Taxes	Net-of-Tax Amount
Unrealized holding gains arising during period	\$ 40,675	\$ —	\$ 40,675
Reclassification adjustment for amounts recognized in net income	28,979	—	28,979
Unrealized holding gains on available for sale securities, net of taxes	\$ 11,696	\$ —	\$ 11,696

Note 9. Financial Instruments with Off-Balance-Sheet Risk

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

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

Financial instruments whose contract amounts represent credit risk at September 30, 2011 and December 31, 2010 were as follows:

	September 30, 2011	December 31, 2010
Commitments to extend credit:		
Future loan commitments	\$ 1,700,000	\$ 700,000
Unused lines of credit	20,996,051	20,663,844
Financial standby letters of credit	3,083,829	3,355,769
Undisbursed construction loans	508,826	761,189
	\$ 26,288,706	\$ 25,480,802

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

Standby letters of credit are written commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The liability related to guarantees recorded at September 30, 2011 and December 31, 2010 was not significant.

Note 10. Fair Value

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. A description of the valuation methodologies used for assets and liabilities recorded at fair value, and for estimating fair value for financial and non-financial instruments not recorded at fair value, is set forth below.

Cash and due from banks, Federal funds sold, short-term investments, interest bearing certificates of deposit, accrued interest receivable, Federal Home Loan Bank stock, accrued interest payable and repurchase agreements

The carrying amount is a reasonable estimate of fair value. The Company does not record these assets at fair value on a recurring basis.

Available for sale securities

These financial instruments are recorded at fair value in the financial statements on a recurring basis. Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted prices are not available, then fair values are estimated by using pricing models (i.e., matrix pricing) or quoted prices of securities with similar characteristics and are classified within Level 2 of the valuation hierarchy. Examples of such instruments include government agency bonds and mortgage-backed securities. Level 3 securities are securities for which significant unobservable inputs are utilized. Available-for-sale-securities are recorded at fair value on a recurring basis.

Loans receivable

For variable rate loans that reprice frequently and have no significant change in credit risk, carrying values are a reasonable estimate of fair values, adjusted for credit losses inherent in the portfolios. The fair value of fixed rate loans is estimated by discounting the future cash flows using estimated period end market rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities, adjusted for credit losses inherent in the portfolios. The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for credit losses is established. The specific reserves for collateral dependent impaired loans are based on the fair value of collateral less estimated costs to sell. The fair value of collateral is determined based on appraisals. In some cases, adjustments are made to the appraised values due to various factors including age of the appraisal, age of comparables included in the appraisal, and known changes in the market and in the collateral. When significant adjustments are based on unobservable inputs, the resulting fair value measurement is categorized as a Level 3 measurement.

Servicing assets

The fair value is based on market prices for comparable servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The Company does not record these assets at fair value on a recurring basis.

Other assets held for sale and other real estate owned

Other assets held for sale represents real estate that is not intended for use in operations and real estate acquired through foreclosure, and are recorded at fair value on a nonrecurring basis. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company classifies the asset as Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company classifies the asset as Level 3.

Interest only strips

The fair value is based on a valuation model that calculates the present value of estimated future cash flows. The Company does not record these assets at fair value on a recurring basis.

Deposits

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

Off-balance-sheet instruments

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

In February 2010, the FASB issued guidance which amended the existing guidance related to Fair Value Measurements and Disclosures. The amendments require the following new fair value disclosures:

- Separate disclosure of the significant transfers in and out of Level 1 and Level 2 fair value measurements, and a description of the reasons for the transfers; and
- In the rollforward of activity for Level 3 fair value measurements (significant unobservable inputs), purchases, sales, issuances, and settlements should be presented separately (on a gross basis rather than as one net number).

In addition, the amendments clarify existing disclosure requirements as follows:

- Fair value measurements and disclosures should be presented for each class of assets and liabilities within a line item in the statement of financial position; and
- Reporting entities should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements that fall in either Level 2 or Level 3.

The new disclosures and clarifications of existing disclosures were effective for the Company for the quarter ended March 31, 2010, except for the disclosures included in the rollforward of activity for Level 3 fair value measurements, which became effective for the Company beginning in the quarter ended March 31, 2011. Adoption of this guidance did not affect the Company's financial statements.

The following table details the financial instruments carried at fair value and measured at fair value on a recurring basis as of September 30, 2011 and December 31, 2010 and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine the fair value:

	Balance as of September 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury Bills	\$3,249,923	\$ 3,249,923	\$—	\$—

	Balance as of December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury Bills	\$ 1,749,726	\$ 1,749,726	\$ —	\$ —

The following table details the financial instruments carried at fair value and measured at fair value on a nonrecurring basis as of September 30, 2011 and December 31, 2010 and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine the fair value:

	Balance as of September 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets held at fair value				
Impaired loans (1)	\$ 251,511	\$ —	\$—	\$ 251,511
	Balance as of December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets held at fair value				
Impaired loans (1)	\$ 3,370,154	\$ —	\$—	\$ 3,370,154

- (1) Represents carrying value and related write-downs for which adjustments are based on appraised value. Management makes adjustments to the appraised values as necessary to consider declines in real estate values since the time of the appraisal. Such adjustments are based on management's knowledge of the local real estate markets.

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

The estimated fair value amounts for September 30, 2011 and December 31, 2010 have been measured as of their respective periods and have not been reevaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than amounts reported at each period.

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

The following is a summary of the recorded book balances and estimated fair values of the Company's financial instruments at September 30, 2011 and December 31, 2010:

	September 30, 2011		December 31, 2010	
	Recorded Book Balance	Fair Value	Recorded Book Balance	Fair Value
Financial Assets:				
Short-term investments	\$ 7,956,793	\$ 7,956,793	\$ 8,643,548	\$ 8,643,548
Interest bearing certificates of deposit	99,371	99,371	99,426	99,426
Available for sale securities	3,249,923	3,249,923	1,749,726	1,749,726
Federal Home Loan Bank stock	66,100	66,100	66,100	66,100
Loans receivable, net	117,547,977	120,172,000	124,857,040	128,265,000
Accrued interest receivable	444,582	444,582	504,706	504,706
Servicing rights	10,590	16,308	13,045	20,088
Interest only strips	13,237	9,836	16,415	12,198
Financial Liabilities:				
Noninterest-bearing deposits	27,827,904	27,827,904	29,970,070	29,970,070
Interest bearing checking accounts	5,798,833	5,798,833	5,611,458	5,611,458
Money market deposits	44,946,287	44,946,287	36,795,756	36,795,756
Savings deposits	2,407,452	2,407,452	2,579,585	2,579,585
Time certificates of deposits	61,453,333	62,528,000	60,864,590	62,155,000
Repurchase agreements	129,684	129,684	395,410	395,410
Accrued interest payable	244,407	244,407	227,483	227,483

Unrecognized financial instruments

Loan commitments on which the committed interest rate is less than the current market rate are insignificant at September 30, 2011 and December 31, 2010.

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

Note 11. Segment Reporting

For the seven months ended July 31, 2010, the Company had three reporting segments for purposes of reporting business line results: Community Banking, Mortgage Brokerage and the Holding Company. The Community Banking segment is defined as all operating results of the Bank. The Mortgage Brokerage segment is defined as the results of Evergreen, and the Holding Company segment is defined as the results of Southern Connecticut Bancorp on an

unconsolidated or standalone basis. The Company uses an internal reporting system to generate information by operating segment. Estimates and allocations are used for noninterest expenses. Effective August 1, 2010, the Company discontinued its licensed mortgage brokerage business associated with SCB Capital, Inc. However, the Company expects to continue mortgage brokerage activities through the Bank.

Information about the reporting segments and reconciliation of such information to the consolidated financial statements was as follows:

	Three Months Ended September 30, 2011				
	Community Banking	Mortgage Brokerage	Holding Company	Elimination Entries	Consolidated Total
Net interest income	\$1,269,796	\$5,957	\$439	\$-	\$1,276,192
Provision for loan losses	373,152	-	-	-	373,152
Net interest income after provision for loan losses	896,644	5,957	439	-	903,040
Noninterest income	155,026	-	(4,500)	-	150,526
Noninterest expense	1,282,832	375	21,429	-	1,304,636
Net (loss) income	(231,162)	5,582	(25,490)	-	(251,070)
Total assets as of September 30, 2011	157,197,684	36,403	13,584,891	(12,881,934)	157,937,044
	Three Months Ended September 30, 2010				
	Community Banking	Mortgage Brokerage	Holding Company	Elimination Entries	Consolidated Total
Net interest income	\$1,417,995	\$12,244	\$1,630	\$-	\$1,431,869
Provision for loan losses	106,450	-	-	-	106,450
Net interest income after provision for loan losses	1,311,545	12,244	1,630	-	1,325,419
Noninterest income	133,101	(3,552)	6,000	-	135,549
Noninterest expense	1,356,046	46,856	31,395	-	1,434,297
Net income (loss)	88,600	(38,164)	(23,765)	-	26,671
Total assets as of September 30, 2010	155,443,199	107,555	15,739,107	(14,914,719)	156,375,142
	Nine Months Ended September 30, 2011				
	Community Banking	Mortgage Brokerage	Holding Company	Elimination Entries	Consolidated Total
Net interest income	\$3,894,279	\$19,813	\$1,800	\$-	\$3,915,892
Provision for loan losses	1,039,212	-	-	-	1,039,212
	2,855,067	19,813	1,800	-	2,876,680

Net interest income after provision for loan losses					
Noninterest income	414,737	-	7,500	-	422,237
Noninterest expense	3,936,433	1,697	71,623	-	4,009,753
Net (loss) income	(666,629)	18,116	(62,323)	-	(710,836)
Total assets as of September 30,					
2011	157,197,684	36,403	13,584,891	(12,881,934)	157,937,044

	Nine Months Ended September 30, 2010				
	Community Banking	Mortgage Brokerage	Holding Company	Elimination Entries	Consolidated Total
Net interest income	\$4,087,233	\$32,791	\$4,332	\$-	\$4,124,356
Provision for loan losses	224,088	-	-	-	224,088
Net interest income after provision for loan losses	3,863,145	32,791	4,332	-	3,900,268
Noninterest income	465,594	(10,656)	18,000	-	472,938
Noninterest expense	4,065,908	154,105	91,262	-	4,311,275
Net income (loss)	262,831	(131,970)	(68,930)	-	61,931
Total assets as of September 30, 2010	155,443,199	107,555	15,739,107	(14,914,719)	156,375,142

Note 12. Recent Accounting Pronouncements

In April 2011, the FASB issued Accounting Standards Update (“ASU”) No. 2011-02, Receivables (Topic 310): A Creditor’s Determination of Whether a Restructuring Is a Troubled Debt Restructuring. ASU 2011-02 clarifies the guidance in Accounting Standards Codification Section 310-40 Receivables: Troubled Debt Restructurings by Creditors. This ASU indicates that creditors are required to identify a restructuring as a troubled debt restructuring if the restructuring constitutes a concession and the debtor is experiencing financial difficulties. ASU 2011-02 clarifies guidance on whether a creditor has granted a concession and clarifies the guidance on a creditor’s evaluation of whether a debtor is experiencing financial difficulties. In addition, ASU 2011-02 also precludes the creditor from using the effective interest rate test in the debtor’s guidance on restructuring of payables when evaluating whether a restructuring constitutes a troubled debt restructuring. The effective date of ASU 2011-02 for the Company was the quarter ended September 30, 2011. The Company adopted the methodologies prescribed by this ASU for the quarter ended September 30, 2011 and applied the guidance retrospectively to the beginning of 2011. Adoption of this guidance did not have a material effect on the Company’s financial statements.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRs, (ASU 2011-04). ASU 2011-04 converges the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in existing guidance. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. Management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Company’s financial statements.

Note 13. Commitments and Contingencies

Effective March 3, 2011, the Bank adopted a Director Retirement Plan (the “Director Plan”) for each non-employee director of the Bank. Under the Director Plan, each non-employee director of the Bank who Retires (as defined below) from the Board of Directors of the Bank (the “Bank Board”) with a minimum of five years of service on the Bank Board shall be entitled to receipt of a one-time payment of \$50,000 upon his or her Retirement (as defined below). The years

of service began accruing on March 3, 2011, the date of adoption of the Director Plan, and will not include any periods in which the person was an employee of the Bank. “Retire” and “Retirement” means termination of service as a director of the Bank and all its subsidiaries for any reason other than death, Disability (as defined in the Director Plan) or Specially-Defined Cause (as defined in the Director Plan). In addition, the one-time payment of \$50,000 will also become due and payable to the non-employee directors of the Bank regardless of their number of years of service on the Bank Board in the event of (i) a change in control of the Bank (as may be defined by the Bank Board), (ii) the death of a director, (iii) the Disability of a director or (iv) the failure of a director to stand for reelection due to any age restriction.

Based upon actuarial calculations completed in March 2011, the Company anticipated incurring a net periodic cost for the year ending December 31, 2011 of \$47,493. The five-year projection of the net periodic cost for the Director Plan was \$333,147.

On October 18, 2011, the Bank terminated the Director Plan for each non-employee director of the Bank effective September 30, 2011. As noted above, the Director Plan was initially adopted on March 3, 2011, and there have been no payments made under the Director Plan prior to the date that the Director Plan was terminated. During the third quarter, the Bank reversed the \$33,000 of retirement benefits expense that had been accrued during 2011 related to the Director Plan.

Note 14. Subsequent Events

Effective October 24, 2011, the Company and the Bank hired a Chief Executive Officer, which is a newly created position for the Company and the Bank. The Chief Executive Officer will serve as an at-will employee at an annual salary of \$245,000 until such time that the banking regulators approve the form of his employment agreement and such employment agreement is executed by all parties thereto. The Chief Executive Officer is entitled to the use of a vehicle owned by the Bank and customary benefits associated with the hiring of employees by the Bank.

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

The following discussion and analysis is intended to assist you in understanding the financial condition and results of operations of the Company. This discussion should be read in conjunction with the accompanying unaudited financial statements as of and for the three and nine months ended September 30, 2011 and 2010 together with the audited financial statements as of and for the year ended December 31, 2010, included in the Company's Form 10-K filed with the Securities and Exchange Commission on March 28, 2011.

Summary

As of September 30, 2011, the Company had \$157.9 million of total assets, \$119.8 million of gross loans receivable, and \$142.4 million of total deposits. Total equity capital at September 30, 2011 was \$13.6 million, and the Company's Tier I Leverage Capital Ratio was 8.52%.

The Company had a net loss for the quarter ended September 30, 2011 of \$251,000 (or basic and diluted loss per share of \$0.09) compared to net income of \$27,000 (or basic and diluted income per share of \$0.01) for the third quarter of 2010. The net loss recognized by the Company was largely attributable to a provision for loan losses of \$373,000 for the three months ended September 30, 2011 compared to a provision for loan losses of \$107,000 for the same period in 2010. The increase in the provision for loan losses during the third quarter of 2011 compared to the same period in 2010 was primarily related to net increases in the general reserve allowances on performing loans resulting from the Company's increased loan charge-off experience during 2011.

In addition to the impact of the increase in the provision for loan losses, the Company's operating results for the third quarter of 2011, when compared to the same period of 2010, were influenced by the following factors:

Net interest income decreased due to the combined effects of decreases in asset volumes and lower yields on interest earning assets (primarily attributable to a decline in yields in the loan portfolio) and increases in liability volumes, which were partially offset by lower rates paid on interest bearing liabilities;

Noninterest income improved as a result of increases in service charges and fees resulting from changes in the business practices of customers of the Bank; and
Noninterest expenses decreased due to lower salaries and benefits expense during the third quarter of 2011 compared to 2010, as well as a decline in professional service fees, which were partially offset by an increase in other operating expenses and a loss recognized on the sale of an OREO property. The decrease in salaries and benefits expense during the three months ended September 30, 2011 when compared to the same period in 2010, was primarily due to a reduction in staffing levels for SCB Capital, Inc. and expense savings attributable to the departure of the former President of the Company and the Bank in April 2011 and open staff positions at the Bank. The decline in professional service fees relates to expenses incurred in the third quarter of 2010 relating to the proposed merger with Naugatuck Valley Financial Corporation, which was mutually terminated by the merger parties on November 12, 2010 due to an inability to obtain regulatory approval of the transaction. The increase in other operating expenses for the three months ended September 30, 2011 when compared to the same period in 2010 was primarily related to an increase in loan related legal fees and collection expenses, which was partially offset by a decrease in directors' fees attributable to termination of the directors' retirement plan adopted in the first quarter of 2011.

The Company had a net loss for the nine months ended September 30, 2011 of \$711,000 (or basic and diluted loss per share of \$0.26), compared to net income of \$62,000 (or basic and diluted income per share of \$0.02) for the same period in 2010. The net loss sustained by the Company was largely attributable to a provision for loan losses of \$1,039,000 for the nine months ended September 30, 2011 compared to a provision for loan losses of \$224,000 for the nine months ended September 30, 2010. The significant increase in the provision for loan losses during the nine months ended September 30, 2011 was primarily related to one construction and land loan that was severely impacted by prevailing economic conditions as well as net increases in the general reserve allowances on performing loans resulting from the Company's increased loan charge-off experience during 2011.

In addition to the impact of the increase in the provision for loan losses, the Company's operating results for the first nine months of 2011, when compared to the same period of 2010, were influenced by the following factors:

Net interest income decreased due to the combined effects of lower yields on interest earning assets (primarily attributable to a decline in yields in the loan portfolio) and increases in liability volumes, which were partially offset by increases in loan volume and lower rates paid on interest bearing liabilities;

Noninterest income decreased because of recognition of a gain on the sale of an available for sale security during the first nine months of 2010 with no similar gain recognized in the first nine months of 2011, and decreases in service charges and fees resulting from changes in the business practices of customers of the Bank; and

Noninterest expenses decreased due to lower salaries and benefits expense during the first nine months of 2011 compared to 2010, as well as a decline in professional service fees, which were partially offset by an increase in other operating expenses. The decrease in salaries and benefits expense during the nine months ended September 30, 2011 when compared to the same period in 2010, was primarily due to a reduction in staffing levels for SCB Capital, Inc. and expense savings attributable to the departure of the former President of the Company and the Bank in April 2011 and open staff positions at the Bank. The decline in professional service fees relates to expenses incurred in the first nine months of 2010 relating to the proposed merger with Naugatuck Valley Financial Corporation, which was mutually terminated by the merger parties on November 12, 2010 due to an inability to obtain regulatory approval of the transaction. The increase in other operating expenses for the nine months ended September 30, 2011 when compared to the same period in 2010 was primarily related to an increase in loan related collection expenses and legal fees, as well as

increases in waived service charges and directors' fees.

Critical Accounting Policy

In the ordinary course of business, the Company makes a number of estimates and assumptions relating to reporting results of operations and financial condition in preparing its financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ significantly from those estimates under different assumptions and conditions. The Company believes the following discussion addresses the Company's only critical accounting policy, which is the policy that is most important to the portrayal of the Company's financial condition and results of operations, and requires management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The Company has reviewed this critical accounting policy and estimate with its audit committee. Refer to the discussion below under "Allowance for Loan Losses" and Note 1 to the audited financial statements as of and for the year ended December 31, 2010 included in the Company's Form 10-K filed with the Securities and Exchange Commission on March 28, 2011.

Allowance for Loan Losses

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

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are considered impaired. For such impaired loans, an allowance is established when the discounted cash flows (or observable market price or collateral value if the loan is collateral dependent) of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans, segregated generally by loan type (and further segregated by risk rating), and is based on historical loss experience with adjustments for qualitative factors which are made after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss data.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and real estate loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer loans for impairment disclosures, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

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

A modified loan is considered a troubled debt restructuring (“TDR”) when two conditions are met: (1) the borrower is experiencing documented financial difficulty and (2) concessions are made by the Company that would not otherwise be considered for a borrower with similar credit characteristics. The most common types of modifications include interest rate reductions and/or maturity extensions. Modified terms are dependent upon the financial position and needs of the individual borrower, as the Bank does not employ modification programs for temporary or trial periods. All modifications are permanent. The modified loan does not revert back to its original terms, even if the modified loan agreement is violated. The Company’s workout committee continues to monitor the modified loan and if a re-default occurs, the loan is classified as a re-defaulted TDR and collection is pursued through liquidation of collateral, from guarantors, if any, or through other legal action.

The Bank places all TDRs on nonaccrual status. At September 30, 2011, all of the Bank’s TDRs were on nonaccrual status. All TDRs were reported as impaired loans at September 30, 2011. TDRs continue as nonaccrual loans until they have performed under the revised terms of the modified loan agreement for a minimum of six months. TDRs are classified as impaired loans and remain as TDRs for the remaining life of the loan. At September 30, 2011, all TDRs have been performing in accordance with the restructured terms.

Impairment analysis is performed on a loan by loan basis for all modified commercial loans, residential mortgages and consumer loans that are deemed to be TDRs, and specific reserves are established as appropriate. Commercial loans include loans categorized as commercial loans secured by real estate, commercial loans and construction and land loans. Impairment is measured by the present value of expected future cash flows discounted at the loan’s effective interest rate. The original contractual interest rate for the loan is used as the discount rate for fixed rate loan modifications. The current rate is used as the discount rate when the loan’s interest rate floats with a specified index. A change in terms or payments would be included in the impairment calculation.

The allowances established for losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk rating process that evaluates, among other things: (i) the borrower’s ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed by the credit department, in consultation with the loan officers, for all commercial loans. Specific valuation allowances are determined by analyzing the borrower’s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower’s industry, among other things.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans. The Company calculates historical loss ratios for pools of similar loans with analogous characteristics based on the proportion of actual charge-offs experienced in relation to the total population of loans in the pool. Due to the relatively small asset size and loans outstanding of the Company, the Company uses readily available data from the FDIC regarding the loss experience of national banks with assets between \$100 million and \$300 million and combines this data with the Company’s actual loss experience to develop average loss factors by weighting the national banks’ loss experience and the Company’s loss experience. As both the Company’s asset size and outstanding loan balance increased significantly during the prior year, beginning with the quarter ended March 31, 2011, the Company determined to place greater emphasis on the Company’s loss experience and to utilize the average loss experience for the prior four years instead of the prior three years used in the Company’s previous valuation. The Company increased the weighting of its loss experience from 25% to 50%. The historical loss period was extended by an additional year which is considered more representative of average annual losses inherent in the loan portfolio. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total

dollar amount of the loans in the pool. The Company's pools of similar loans include analogous risk-graded groups of commercial and industrial loans, commercial real estate loans, consumer real estate loans and consumer and other loans.

Due to the Company's increased loan charge-off experience during 2011, for the quarter ended September 30, 2011 the Company updated its historical loss factors by combining annualized data relating to the loss experience of national banks with assets between \$100 million and \$300 million for the six months ended June 30, 2011 that was obtained from the FDIC, with the Company's actual loss experience data. This change resulted in an increase in the general reserve allowances used by the Company in determining its allowance for loan losses at September 30, 2011.

General valuation allowances are based on general economic conditions and other qualitative risk factors, both internal and external, to the Company. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank's lending management and staff; (ii) the effectiveness of the Company's loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; and (vi) the impact of national and local economic trends and conditions. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. Each component is determined to have either a high, moderate or low degree of risk. The results are then entered into a general allocation matrix to determine an appropriate general valuation allowance.

Based upon this evaluation, management believes the allowance for loan losses of \$2,299,000 or 1.92% of gross loans outstanding at September 30, 2011 is adequate, under prevailing economic conditions, to absorb losses on existing loans. At December 31, 2010, the allowance for loan losses was \$2,787,000 or 2.18% of gross loans outstanding. The decrease in the allowance was attributable to a \$657,000 decrease in the specific component of the allowance, which was partially offset by a \$169,000 increase in the general component of the allowance. The decrease in the specific component of the allowance was due to a decrease in specific reserves totaling \$269,000 for loans charged off during 2011 that were classified as impaired at December 31, 2010; receipt of \$271,000 in principal payments; a \$257,000 improvement in collateral for loans that were impaired at both September 30, 2011 and December 31, 2010, as well as a decrease of \$107,000 relating to a loan classified as impaired at December 31, 2010 that returned to performing status in 2011. This decrease was partially offset by an increase in specific reserves totaling \$247,000 for several loans identified as impaired during the nine months ended September 30, 2011. The increase in the general component of the reserve was due to changes in the reserve factors of \$361,000, which was partially offset by \$192,000 due to a decline in loan volume. In addition, the Company had charge-offs of \$977,000 for loans that were not impaired at December 31, 2010, which were adequately provided for during the nine months ended September 30, 2011. The charge-offs during the first nine months of 2011 primarily relate to one commercial loan secured by real estate that was severely impacted by current economic conditions.

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

Management considers all non-accrual loans and troubled-debt restructured loans to be impaired. In most cases, loan payments that are past due less than 90 days and the related loans are not considered to be impaired.

Allowance for Loan Losses and Non-Accrual, Past Due and Restructured Loans

The table below details the changes in the allowance for loan losses for the nine months ended September 30, 2011 and 2010:

	2011	2010
Balance at beginning of year	\$2,786,641	\$2,768,567
Provision for loan losses	1,039,212	224,088
Recoveries of loans previously charged-off:		
Commercial	4,104	-
Consumer	2,301	3,705
Total recoveries	6,405	3,705
Loans charged-off:		
Commercial	(138,778)	-
Commercial loans secured by real estate	(1,344,057)	(84,387)
Residential mortgages	(40,910)	-
Consumer	(9,675)	(4,412)
Total charge-offs	(1,533,420)	(88,799)
Balance at end of period	\$2,298,838	\$2,907,561
Net charge-offs to average loans	(1.24)%	(0.07)%

Non Performing Assets and Potential Problem Loans

The following table represents nonperforming assets and potential problem loans at September 30, 2011 and December 31, 2010:

	2011	2010
Non-accrual loans:		
Commercial loans secured by real estate	\$1,699,685	\$4,844,823
Commercial	1,379,601	560,140
Construction and land	1,500,000	-
Residential mortgages	759,818	731,604
Total non-accrual loans	5,339,104	6,136,567
Troubled debt restructured loans: (not already included in non-accrual loans above)		
Commercial	-	280,482
Total troubled debt restructured loans	-	280,482
Foreclosed assets:		
Commercial	360,878	127,453
Total non-performing assets	\$5,699,982	\$6,544,502
Ratio of non-performing assets to:		
Total loans and foreclosed assets	4.83 %	5.24 %
Total assets	3.61 %	4.29 %
Accruing past due loans:		
30 to 89 days past due	\$796,013	\$1,649,941
90 or more days past due	969,329	205,262
Total accruing past due loans	\$1,765,342	\$1,855,203

Ratio of accruing past due loans to total net loans:

30 to 89 days past due	0.68	%	1.32	%
90 or more days past due	0.82	%	0.16	%
Total accruing past due loans	1.50	%	1.48	%

Recent Accounting Changes

In April 2011, the FASB issued Accounting Standards Update (“ASU”) No. 2011-02, Receivables (Topic 310): A Creditor’s Determination of Whether a Restructuring Is a Troubled Debt Restructuring. ASU 2011-02 clarifies the guidance in Accounting Standards Codification Section 310-40 Receivables: Troubled Debt Restructurings by Creditors. This ASU indicates that creditors are required to identify a restructuring as a troubled debt restructuring if the restructuring constitutes a concession and the debtor is experiencing financial difficulties. ASU 2011-02 clarifies guidance on whether a creditor has granted a concession and clarifies the guidance on a creditor’s evaluation of whether a debtor is experiencing financial difficulties. In addition, ASU 2011-02 also precludes the creditor from using the effective interest rate test in the debtor’s guidance on restructuring of payables when evaluating whether a restructuring constitutes a troubled debt restructuring. The effective date of ASU 2011-2 for the Company was September 30, 2011. The Company adopted the methodologies prescribed by this ASU for the quarter ended September 30, 2011 and applied the guidance retrospectively to the beginning of 2011. Adoption of this guidance did not have a material effect on the Company’s financial statements.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRs, (ASU 2011-04). ASU 2011-04 converges the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in existing guidance. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. Management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Company’s financial statements.

Comparison of Financial Condition as of September 30, 2011 versus December 31, 2010

General

The Company’s total assets were \$157.9 million at September 30, 2011, an increase of \$5.5 million over total assets of \$152.4 million at December 31, 2010. While the Bank’s net loans receivable decreased to \$117.6 million at September 30, 2011 from \$124.9 million at December 31, 2010, cash and cash equivalents, including short term investments, increased to \$31.5 million as of September 30, 2011 from \$20.8 million as of December 31, 2010. Total deposits increased to \$142.4 million as of September 30, 2011 from \$135.8 million as of December 31, 2010. The increase in deposit liabilities combined with decreases in net loans receivable funded the growth in cash and cash equivalents during the nine months ended September 30, 2011.

Short-term investments

Short-term investments, consisting of money market investments decreased to \$8.0 million at September 30, 2011 compared to \$8.6 million at December 31, 2010.

Investments

Available for sale securities, consisting of U.S. Treasury Bills, were \$3.2 million at September 30, 2011 compared to a balance of \$1.7 million as of December 31, 2010. The Company uses its available for sale securities portfolio to meet pledge requirements for public deposits and repurchase agreements. The \$1.5 million increase in available for sale securities was in response to an increase in pledge requirements at September 30, 2011. The Company classifies its securities as “available for sale” to provide greater flexibility to respond to changes in interest rates as well as future liquidity needs.

Loans

Interest income on loans is the most important component of our net interest income. The loan portfolio is the largest component of earning assets, and it, therefore, generates the largest portion of revenues. The Company's net loan portfolio was \$117.6 million at September 30, 2011 versus \$124.9 million at December 31, 2010, a decrease of \$7.3 million. The Company attributes the decline in loan balances during the first nine months of 2011 to charge-offs of loan balances as well as a decline in loan demand. The Bank's loans have been made to small to medium-sized businesses, primarily in the Greater New Haven Market. There are no other significant loan concentrations in the loan portfolio.

Allowance for loan losses

The following represents the activity in the allowance for loan losses for the nine months ended September 30, 2011 and 2010:

	2011	2010
Balance at beginning of year	\$2,786,641	\$2,768,567
Provision for loan losses	1,039,212	224,088
Recoveries of loans previously charged-off:		
Commercial	4,104	-
Consumer	2,301	3,705
Total recoveries	6,405	3,705
Loans charged-off:		
Commercial	(138,778)	-
Commercial loans secured by real estate	(1,344,057)	(84,387)
Residential mortgages	(40,910)	-
Consumer	(9,675)	(4,412)
Total charge-offs	(1,533,420)	(88,799)
Balance at end of period	\$2,298,838	\$2,907,561
Net charge-offs to average loans	(1.24)%	(0.07)%

Deposits

Total deposits were \$142.4 million at September 30, 2011, an increase of \$6.6 million (4.9%) in comparison to total deposits of \$135.8 million at December 31, 2010. Non-interest bearing deposits were \$27.8 million at September 30, 2011, a decrease of \$2.2 million (7.3%) from \$30.0 million at December 31, 2010. Total interest bearing checking, money market and savings deposits increased \$8.2 million or 18.2% to \$53.2 million at September 30, 2011 from \$45.0 million at December 31, 2010. Time deposits increased to \$61.5 million at September 30, 2011 from \$60.9 million at December 31, 2010, a \$600,000 or 1% increase. Included in time deposits at September 30, 2011 and December 31, 2010 were \$12.4 million and \$10.7 million, respectively, in brokered deposits. This included the Company's placement of \$5.1 million and \$2.2 million, respectively, in customer deposits and the purchase of \$2.2 million and \$3.3 million, respectively, in brokered certificates of deposit through the CDARS program. The CDARS program offers the Bank both reciprocal and one way swap programs which allow customers to enjoy additional FDIC insurance for deposits that might not otherwise be eligible for FDIC insurance and gives the Bank additional access to funding.

The Bank maintains relationships with several deposit brokers and could continue to utilize the services of one or more of these brokers if management determines that issuing brokered certificates of deposit would be in the best interest of the Bank and the Company.

The Greater New Haven Market is highly competitive. The Bank faces competition from a large number of banks (ranging from small community banks to large international banks), credit unions, and other providers of financial services. The level of rates offered by the Bank reflects the high level of competition in our market.

Other

Repurchase agreement balances totaled \$130,000 at September 30, 2011 as compared to \$395,000 at December 31, 2010. The decrease was due to normal customer activity.

Results of Operations: Comparison of Results for the three months and nine months ended September 30, 2011 and 2010

General

The Company had a net loss for the quarter ended September 30, 2011 of \$251,000 (or basic and diluted loss per share of \$0.09) compared to net income of \$27,000 (or basic and diluted income per share of \$0.01) for the third quarter of 2010. The net loss recognized by the Company was largely attributable to a provision for loan losses of \$373,000 for the three months ended September 30, 2011 compared to a provision for loan losses of \$107,000 for the same period in 2010. The increase in the provision for loan losses during the third quarter of 2011 compared to the same period in 2010 was primarily related to net increases in the general reserve allowances on performing loans resulting from the Company's increased loan charge-off experience during 2011.

In addition to the impact of the increase in the provision for loan losses, the Company's operating results for the third quarter of 2011, when compared to the same period of 2010, were influenced by the following factors:

Net interest income decreased due to the combined effects of decreases in asset volumes and lower yields on interest earning assets (primarily attributable to a decline in yields in the loan portfolio) and increases in liability volumes, which were partially offset by lower rates paid on interest bearing liabilities;

Noninterest income improved as a result of increases in service charges and fees resulting from changes in the business practices of customers of the Bank; and

Noninterest expenses decreased due to lower salaries and benefits expense during the third quarter of 2011 compared to 2010, as well as a decline in professional service fees, which were partially offset by an increase in other operating expenses and a loss recognized on the sale of an OREO property. The decrease in salaries and benefits expense during the three months ended September 30, 2011 when compared to the same period in 2010, was primarily due to a reduction in staffing levels for SCB Capital, Inc. and expense savings attributable to the departure of the former President of the Company and the Bank in April 2011 and open staff positions at the Bank. The decline in professional service fees relates to expenses incurred in the third quarter of 2010 relating to the proposed merger with Naugatuck Valley Financial Corporation, which was mutually terminated by the merger parties on November 12, 2010 due to an inability to obtain regulatory approval of the transaction. The increase in other operating expenses for the three months ended September 30, 2011 when compared to the same period in 2010 was primarily related to an increase in loan related legal fees and collection expenses, which was partially offset by a decrease in directors' fees attributable to termination of the directors' retirement plan adopted in the first quarter of 2011.

The Company had a net loss for the nine months ended September 30, 2011 of \$711,000 (or basic and diluted loss per share of \$0.26), compared to net income of \$62,000 (or basic and diluted income per share of \$0.02) for the same period in 2010. The net loss sustained by the Company was largely attributable to a provision for loan losses of \$1,039,000 for the nine months ended September 30, 2011 compared to a provision for loan losses of \$224,000 for the nine months ended September 30, 2010. The significant increase in the provision for loan losses during the nine

months ended September 30, 2011 was primarily related to one construction and land loan that was severely impacted by prevailing economic conditions as well as net increases in the general reserve allowances on performing loans resulting from the Company's increased loan charge-off experience during 2011.

In addition to the impact of the increase in the provision for loan losses, the Company's operating results for the first nine months of 2011, when compared to the same period of 2010, were influenced by the following factors:

Net interest income decreased due to the combined effects of lower yields on interest earning assets (primarily attributable to a decline in yields in the loan portfolio) and increases in liability volumes, which were partially offset by increases in loan volume and lower rates paid on interest bearing liabilities;

Noninterest income decreased because of recognition of a gain on the sale of an available for sale security during the first nine months of 2010 with no similar gain recognized in the first nine months of 2011, and decreases in service charges and fees resulting from changes in the business practices of customers of the Bank; and

Noninterest expenses decreased due to lower salaries and benefits expense during the first nine months of 2011 compared to 2010, as well as a decline in professional service fees, which were partially offset by an increase in other operating expenses. The decrease in salaries and benefits expense during the nine months ended September 30, 2011 when compared to the same period in 2010, was primarily due to a reduction in staffing levels for SCB Capital, Inc. and expense savings attributable to the departure of the former President of the Company and the Bank in April 2011 and open staff positions at the Bank. The decline in professional service fees relates to expenses incurred in the first nine months of 2010 relating to the proposed merger with Naugatuck Valley Financial Corporation, which was mutually terminated by the merger parties on November 12, 2010 due to an inability to obtain regulatory approval of the transaction. The increase in other operating expenses for the nine months ended September 30, 2011 when compared to the same period in 2010 was primarily related to an increase in loan related collection expenses and legal fees, as well as increases in waived service charges and directors' fees.

Net Interest Income

The principal source of revenue for the Bank is net interest income. The Bank's net interest income is dependent primarily upon the difference or spread between the average yield earned on loans receivable and securities and the average rate paid on deposits and borrowings, as well as the relative amounts of such assets and liabilities. The Bank, like other banking institutions, is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different times, or on a different basis, than its interest-earning assets.

For the quarter ended September 30, 2011, net interest income was \$1,276,000 versus \$1,432,000 for the same period in 2010. The \$156,000 or 10.9% decrease was the result of an \$189,000 decrease in interest income partially offset by a \$33,000 decrease in interest expense. This net decrease was primarily the result of decreased asset volumes, as well as lower yields on interest earning assets and increases in average balances on interest bearing liabilities, partially offset by favorable changes in rates on interest bearing liabilities.

The Company's average total interest earning assets were \$131.6 million during the quarter ended September 30, 2011 compared to \$142.6 million for the same period in 2010, a decrease of \$11.0 million or 7.7%. The decrease in average interest earning assets of \$11.0 million during the quarter ended September 30, 2011 was comprised of decreases in average balances of loans of \$8.8 million, as well as decreases in average balances of short-term and other investments of \$900,000 and investments of \$1.3 million.

The yield on average interest earning assets for the quarter ended September 30, 2011 was 5.38% compared to 5.49% for the same period in 2010, a decrease of 11 basis points. The decrease in the yield on average interest earning assets was attributable to lower yields on the Bank's loan portfolio because of the lower interest rate environment, as well as an increase in non-performing loans.

The combined effects of the \$11.0 million decrease in average balances of interest earning assets and the 11 basis point decrease in yield on average interest earning assets resulted in the \$189,000 decline in interest income for the quarter ended September 30, 2011 compared to the quarter ended September 30, 2010.

The average balance of the Company's interest bearing liabilities was \$116.9 million during the quarter ended September 30, 2011 compared to \$111.6 million for the quarter ended September 30, 2010, an increase of \$5.3 million or 4.8%. The cost of average interest bearing liabilities decreased 20 basis points to 1.73% for the quarter ended September 30, 2011 compared to 1.93% for the same period in 2010, which was primarily due to a general decrease in market interest rates.

The effect of the 20 basis point decrease in cost of average interest bearing liabilities, partially offset by the \$5.3 million increase in average balances of interest bearing liabilities, resulted in the \$33,000 decrease in interest expense for the quarter ended September 30, 2011 compared to the quarter ended September 30, 2010.

For the nine months ended September 30, 2011, net interest income was \$3,916,000 versus \$4,124,000 for the same period in 2010. The \$208,000 or 5.0% decrease in net interest income was the result of an \$186,000 decrease in interest income and a \$22,000 increase in interest expense. This decrease was primarily the result of lower yields on interest earning assets and increases in average balances of interest bearing liabilities, which were partially offset by increased loan volume, as well as lower rates paid on interest bearing liabilities.

The Company's average total interest earning assets were \$134.9 million during the nine months ended September 30, 2011 compared to \$135.7 million for the same period in 2010, a decrease of \$850,000 or 0.6%. The decrease in average interest earning assets of \$850,000 during the nine months ended September 30, 2011 was comprised of decreases in average balances of short-term and other investments of \$1.7 million and investments of \$850,000, which was partially offset by increases in average balances of loans of \$1.7 million

The yield on average interest earning assets for the nine months ended September 30, 2011 was 5.40% compared to 5.56% for the same period in 2010, a decrease of 16 basis points. The decrease in the yield on average interest earning assets was primarily attributable to lower yields on the Bank's loan portfolio because of the lower interest rate environment.

The effect of the 16 basis point decrease in yield on average interest earning assets, which was partially offset by the \$1.7 million increase in average loan balances, resulted in the \$186,000 decrease in interest income for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010.

The average balance of the Company's interest bearing liabilities was \$115.8 million during the nine months ended September 30, 2011 compared to \$100.8 million for the nine months ended September 30, 2010, an increase of \$15.0 million or 14.9%. The cost of average interest bearing liabilities decreased 24 basis points to 1.77% for the nine months ended September 30, 2011 compared to 2.01% for the same period in 2010, which was primarily due to a general decrease in market interest rates.

The combined effects of the \$15.0 million increase in average balances of interest bearing liabilities and the 24 basis point decrease in cost of average interest bearing liabilities resulted in the \$22,000 increase in interest expense for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010.

Average Balances, Yields, and Rates

The following table presents average balance sheets (daily averages), interest income, interest expense, and the corresponding annualized rates on interest earning assets and rates paid on interest bearing liabilities for the three months ended September 30, 2011 and 2010.

Distribution of Assets, Liabilities and Shareholders' Equity;
Interest Rates and Interest Differential

	2011				2010				Change in Interest	Change in Average Balance
	Average Balance	Interest Income/ Expense	Average Rate	Average Balance	Interest Income/ Expense	Average Rate	Average Rate			
(Dollars in thousands)										
Interest earning assets										
Loans (1) (2)	\$ 120,017	\$ 1,761	5.82 %	\$ 128,856	\$ 1,947	5.99 %	\$ (186)	\$ (8,839)		
Short-term and other investments	8,706	24	1.09 %	9,569	25	1.04 %	(1)	(863)		
Investments	2,928	-	0.00 %	4,215	2	0.19 %	(2)	(1,287)		
Total interest earning assets	131,651	1,785	5.38 %	142,640	1,974	5.49 %	(189)	(10,989)		
Cash and due from banks	24,070			13,228				10,842		
Premises and equipment, net	2,065			2,326				(261)		
Allowance for loan losses	(2,222)			(2,874)				652		
Other	3,672			2,836				836		
Total assets	\$ 159,236			\$ 158,156				\$ 1,080		
Interest bearing liabilities										
Time certificates	\$ 62,576	334	2.12 %	\$ 69,284	392	2.24 %	(58)	\$ (6,708)		
Savings deposits	2,560	4	0.62 %	2,482	4	0.64 %	-	78		
Money market / checking deposits	49,728	128	1.02 %	36,486	102	1.12 %	26	13,242		
Capital lease obligations	1,165	43	14.64 %	1,172	44	14.89 %	(1)	(7)		
Repurchase agreements	895	-	0.00 %	2,138	-	0.00 %	-	(1,243)		
Total interest bearing liabilities	116,924	509	1.73 %	111,562	542	1.93 %	(33)	5,362		

Non-interest bearing deposits	27,602	30,029	(2,427)
Accrued expenses and other liabilities	729	742	(13)
Shareholder's equity	13,981	15,823	(1,842)
Total liabilities and equity	\$ 159,236	\$ 158,156	\$ 1,080
Net interest income	\$ 1,276	\$ 1,432	\$ (156)
Interest spread	3.65 %	3.56 %	
Interest margin	3.85 %	3.98 %	

(1) Includes nonaccruing loans.

(2) Interest income includes loan fees, which are not material.

Changes in Assets and Liabilities and Fluctuations in Interest Rates

The following table summarizes the variance in interest income and interest expense for the three months ended September 30, 2011 and 2010 resulting from changes in assets and liabilities and fluctuations in interest rates earned and paid. The changes in interest attributable to both rate and volume have been allocated to both rate and volume on a pro rata basis.

(Dollars in thousands)	Three Months Ended September 30, 2011 vs 2010		
	Due to Change in Average Volume	Rate	(Decrease) Increase
Interest earning assets			
Loans	\$(135)	\$(51)	\$(186)
Short-term and other investments	(2)	1	(1)
Investments	(1)	(1)	(2)
Total interest earning assets	(138)	(51)	(189)
Interest bearing liabilities			
Time certificates	(37)	(21)	(58)
Savings deposits	-	-	-
Money market / checking deposits	35	(9)	26
Capital lease obligations	-	(1)	(1)
Repurchase agreements	-	-	-
Total interest bearing liabilities	(2)	(31)	(33)
Net interest income	\$(136)	\$(20)	\$(156)

The decrease in net interest income during the third quarter of 2011 reflected a decrease in total average interest earning asset balances to \$131.6 million for the three months ended September 30, 2011 when compared to the same period of 2010, as well as a \$5.3 million increase in average interest bearing liabilities to \$116.9 million in the third quarter of 2011 from \$111.6 million in the third quarter of 2010, and a decrease in the yields on interest earning assets to 5.38% for the three months ended September 30, 2011 from 5.49% in the same period of 2010. The combined effects of these unfavorable changes were partially offset by a favorable decrease in rates on interest bearing liabilities to 1.73% for the three months ended September 30, 2011 from 1.93% for the same period in 2010. Overall, the decrease in net interest income attributed to volume changes was \$136,000 and the decrease attributed to interest rate changes was \$20,000. Interest income from interest earning assets in the third quarter of 2011 when compared to the same period in 2010 decreased by \$189,000 because of the combined effects of a \$51,000 decrease due to a decline in interest rates and a \$138,000 decrease due to volume considerations. Variances in the cost of interest bearing liabilities during the three months ended September 30, 2011 in comparison to the same period in 2010 were due to decreased rate considerations of \$31,000 and decreased volume considerations of \$2,000.

Average Balances, Yields, and Rates

The following table presents average balance sheets (daily averages), interest income, interest expense, and the corresponding annualized rates on interest earning assets and rates paid on interest bearing liabilities for the nine months ended September 30, 2011 and 2010.

Distribution of Assets, Liabilities and Shareholders' Equity;
Interest Rates and Interest Differential

	2011				2010				Change in Average
	Average Balance	Interest Income/ Expense	Average Rate	Average Balance	Interest Income/ Expense	Average Rate	Change in Interest Income/Expense		
(Dollars in thousands)									
Interest earning assets									
Loans (1)(2)	\$ 123,263	\$ 5,384	5.84 %	\$ 121,603	\$ 5,561	6.11 %	\$ (177)	\$ 1,660	
Short-term and other investments	8,850	69	1.04 %	10,508	67	0.85 %	2	(1,658)	
Investments	2,755	-	0.00 %	3,605	11	0.41 %	(11)	(850)	
Total interest earning assets	134,868	5,453	5.40 %	135,716	5,639	5.56 %	(186)	(848)	
Cash and due from banks	22,388			8,000				14,388	
Premises and equipment, net	2,125			2,392				(267)	
Allowance for loan losses	(2,669)			(2,809)				140	
Other	3,029			2,786				243	
Total assets	\$ 159,741			\$ 146,085				\$ 13,656	
Interest bearing liabilities									
Time certificates	\$ 64,218	1,016	2.12 %	\$ 60,271	1,080	2.40 %	(64)	\$ 3,947	
Savings deposits	2,660	13	0.65 %	2,403	12	0.67 %	1	257	
Money market / checking deposits	46,628	378	1.08 %	34,934	287	1.10 %	91	11,694	
Capital lease obligations	1,167	129	14.78 %	1,173	131	14.93 %	(2)	(6)	
Repurchase agreements	1,120	1	0.12 %	2,009	5	0.33 %	(4)	(889)	
Total interest bearing	115,793	1,537	1.77 %	100,790	1,515	2.01 %	22	15,003	

liabilities			
Non-interest bearing deposits	29,096	28,677	419
Accrued expenses and other liabilities	726	848	(122)
Shareholder's equity	14,126	15,770	(1,644)
Total liabilities and equity	\$ 159,741	\$ 146,085	\$ 13,656
Net interest income	\$ 3,916	\$ 4,124	\$ (208)
Interest spread	3.63 %	3.55 %	
Interest margin	3.88 %	4.06 %	

(1) Average balance includes nonaccruing loans.

(2) Interest income includes loan fees, which are not material.

Changes in Assets and Liabilities and Fluctuations in Interest Rates

The following table summarizes the variance in interest income and interest expense for the nine months ended September 30, 2011 and 2010 resulting from changes in assets and liabilities and fluctuations in interest rates earned and paid. The changes in interest attributable to both rate and volume have been allocated to both rate and volume on a pro rata basis.

(Dollars in thousands)	2011 vs 2010		(Decrease) Increase
	Due to Change in Average Volume	Rate	
Interest earning assets			
Loans	\$74	\$(251)	\$(177)
Short-term and other investments	(9)	11	2
Investments	(2)	(9)	(11)
Total interest earning assets	63	(249)	(186)
Interest bearing liabilities			
Time certificates	69	(133)	(64)
Savings deposits	1	-	1
Money market / checking deposits	97	(6)	91
Capital lease obligations	(1)	(1)	(2)
Repurchase agreements	(1)	(3)	(4)
Total interest bearing liabilities	165	(143)	22
Net interest income	\$(102)	\$(106)	\$(208)

The decrease in net interest income during the first nine months of 2011 reflects the \$15.0 million increase in average interest bearing liabilities to \$115.8 million in the first nine months of 2011 from \$100.8 million in the first nine months of 2010 as well as a decrease in the yields on earning assets to 5.40% for the nine months ended September 30, 2011 from 5.56% in the same period of 2010. The combined effect of these unfavorable changes were partially offset by a \$1.7 million increase in total average interest earning loan balances to \$123.3 million during the first nine months of 2011 and a decrease in rates on interest bearing liabilities to 1.77% for the nine months ended September 30, 2011 from 2.01% for the same period in 2010. Overall, the decrease in net interest income was attributed to interest rate changes of \$106,000 and volume changes of \$102,000. Interest income from interest earning assets in the first nine months of 2011 decreased by \$186,000 when compared to the corresponding period of 2010 because of the combined effect of a \$249,000 decrease due to a decline in interest rates, which was partially offset by a \$63,000 increase due to volume considerations. Variances in the cost of interest bearing liabilities during the nine months ended September 30, 2011 in comparison to the same period in 2010 were due to increased volume considerations of \$165,000, which were partially offset by decreased rate considerations of \$143,000.

The Company intends for the Bank to continue to emphasize lending to small to medium-sized businesses in its market area as it maintains its strategy to increase assets under management and to improve earnings. The Bank will seek opportunities through marketing to increase its deposit base, with a primary objective of attracting core non-interest checking and related money market deposit accounts, in order to support its earning assets and through the consideration of additional branch locations and new product and service offerings.

Provision for Loan Losses

The Bank's provision for loan losses was \$373,000 and \$1,039,000 for the three and nine months ended September 30, 2011, respectively, as compared to a provision for loan losses of \$107,000 and \$224,000, respectively, for the same periods in 2010.

The increase in the provision for loan losses during the third quarter of 2011 when compared to the same period in 2010 was primarily related to net increases to the general reserve allowances on performing loans resulting from the increase in the Company's loan charge-off experience during 2011.

The significant increase in the provision for loan losses during the nine months ended September 30, 2011 was primarily related to one construction and land loan that was severely impacted by prevailing economic conditions as well as net increases in the general reserve allowances on performing loans resulting from the Company's increased loan charge-off experience during 2011.

Noninterest Income

Total noninterest income was \$151,000 for the three months ended September 30, 2011 versus \$136,000 for the same period in 2010. Service charges and fees increased \$8,000 due to changes in business practices of customers of the Bank during the third quarter of 2011 as compared to the same period in 2010. Other noninterest income increased \$7,000 to \$42,000 for the three months ended September 30, 2011 from \$35,000 in the same period in 2010.

Total noninterest income was \$422,000 for the nine months ended September 30, 2011 versus \$473,000 for the same period in 2010. Noninterest income for the nine months ended September 30, 2010 included a \$29,000 gain on the sale of an available for sale security. There was no such gain in the first nine months of 2011. Service charges and fees decreased \$20,000 due to changes in business practices of customers of the Bank during the first nine months of 2011 as compared to the same period in 2010. Other noninterest income decreased \$2,000 to \$106,000 for the nine months ended September 30, 2011 from \$108,000 in the same period in 2010.

Noninterest Expense

Total noninterest expense was \$1,305,000 for the three months ended September 30, 2011 compared with \$1,434,000 for the same period in 2010, a decrease of \$129,000 or 9.0%.

Salaries and benefits expense declined \$146,000 to \$597,000 for the three months ended September 30, 2011 compared to \$743,000 for the same period in 2010. The decrease was primarily due to a reduction in staffing levels for SCB Capital, Inc. and expense savings attributable to open staff positions at the Bank.

Professional services expense decreased by \$48,000 to \$108,000 for the three months ended September 30, 2011 from \$156,000 for the same period in 2010. The professional services expense for the quarter ended September 30, 2010 included legal and accounting fees related to the proposed merger with Naugatuck Valley Financial Corporation, which was mutually terminated by the merger parties on November 12, 2010 due to an inability to obtain regulatory approval of the transaction.

The Bank incurred a loss on the sale of an OREO property of \$51,000 during the third quarter of 2011 with no such loss incurred in the corresponding period of 2010.

Other operating expenses increased by \$26,000 to \$226,000 for the three months ended September 30, 2011 when compared to \$200,000 for the same period in 2010.

Total noninterest expense was \$4,010,000 for the nine months ended September 30, 2011 compared with \$4,311,000 for the same period in 2010, a decrease of \$301,000 or 7.0%.

Salaries and benefits expense declined \$285,000 to \$1,977,000 for the nine months ended September 30, 2011 compared to \$2,262,000 for the same period in 2010. The decrease was primarily due to a reduction in staffing levels for SCB Capital, Inc. and expense savings attributable to the departure of the former President of the Company and the Bank in April 2011 and open staff positions at the Bank.

Professional services expense decreased by \$282,000 for the nine months ended September 30, 2011 to \$282,000 from \$564,000 for the same period in 2010. The professional services expense for the nine months ended September 30, 2010 included legal and accounting fees related to the proposed merger with Naugatuck Valley Financial Corporation, which was mutually terminated by the merger parties on November 12, 2010 due to an inability to obtain regulatory approval of the transaction.

The Bank incurred a loss on the sale of an OREO property of \$51,000 during the nine months ended September 30, 2011 with no such loss incurred in the corresponding period of 2010.

Other operating expenses increased by \$198,000 to \$712,000 for the nine months ended September 30, 2011 compared to the same period in 2010. The increase included a \$48,000 increase in director fees related to an annual stipend of \$15,000 payable to each director of the Bank effective January 1, 2011. The increase in other operating expenses was also influenced by a \$87,000 increase in loan related legal fees and collection expenses, waived service charges of \$43,000 and other miscellaneous adjustments totaling \$20,000.

Off-Balance Sheet Arrangements

See Note 9 to the Financial Statements for information regarding the Company's off-balance sheet arrangements.

Liquidity

Management believes that the Company's short-term assets offer sufficient liquidity to cover potential fluctuations in deposit accounts and loan demand and to meet other anticipated operating cash requirements.

The Company's liquidity position as of September 30, 2011 and December 31, 2010 consisted of liquid assets totaling \$34.9 million and \$22.7 million, respectively. This represented 22.1% and 14.9% of total assets at September 30, 2011 and December 31, 2010, respectively. The liquidity ratio is defined as the percentage of liquid assets to total assets. The following categories of assets as described in the accompanying balance sheet are considered liquid assets: cash and due from banks, short-term investments, interest bearing certificates of deposit and securities available for sale. Liquidity is a measure of the Company's ability to generate adequate cash to meet financial obligations. The principal cash requirements of a financial institution are to cover downward fluctuations in deposits and increases in its loan portfolio.

In addition to the foregoing sources of liquidity, the Bank maintains a relationship with the Federal Home Loan Bank of Boston and has the ability to pledge certain of the Bank's assets as collateral for borrowings from that institution. In addition, the Bank maintains relationships with several brokers of certificates of deposits and could utilize the services of these brokers if the Bank desires additional liquidity to meet its needs.

Capital

The Company's and Bank's actual capital amounts and ratios at September 30, 2011 and December 31, 2010 were as follows:

The Company's actual capital amounts and ratios at September 30, 2011 and December 31, 2010 were

(dollars in thousands):

September 30, 2011	Actual		For Capital Adequacy Purposes				To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
Total Capital to Risk-Weighted Assets	\$ 15,171	11.93 %	\$ 10,174	8.00 %	N/A	N/A		
Tier 1 Capital to Risk-Weighted Assets	13,573	10.67 %	5,087	4.00 %	N/A	N/A		
Tier 1 (Leverage) Capital to Average Assets	13,573	8.52 %	6,369	4.00 %	N/A	N/A		

December 31, 2010	Actual		For Capital Adequacy Purposes				To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
Total Capital to Risk-Weighted Assets	\$ 15,971	11.91 %	\$ 10,730	8.00 %	N/A	N/A		
Tier 1 Capital to Risk-Weighted Assets	14,281	10.65 %	5,365	4.00 %	N/A	N/A		
Tier 1 (Leverage) Capital to Average Assets	14,281	9.00 %	6,344	4.00 %	N/A	N/A		

The Bank's actual capital amounts and ratios at September 30, 2011 and December 31, 2010 were (dollars in thousands):

September 30, 2011	Actual		For Capital Adequacy Purposes				To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
	\$ 14,328	11.33 %	\$ 10,114	8.00 %	\$ 12,643	10.00 %		

Total Capital to Risk-Weighted Assets									
Tier 1 Capital to Risk-Weighted Assets	12,739	10.08 %	5,057	4.00 %	7,586	6.00 %			
Tier 1 (Leverage) Capital to Average Assets	12,739	8.04 %	6,339	4.00 %	7,924	5.00 %			

December 31, 2010	Actual		For Capital Adequacy Purposes				To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
Total Capital to Risk-Weighted Assets	\$ 14,914	11.20 %	\$ 10,657	8.00 %	\$ 13,321	10.00 %		
Tier 1 Capital to Risk-Weighted Assets	13,235	9.94 %	5,329	4.00 %	7,993	6.00 %		
Tier 1 (Leverage) Capital to Average Assets	13,235	8.39 %	6,308	4.00 %	7,885	5.00 %		

Capital adequacy is one of the most important factors used to determine the safety and soundness of individual banks and the banking system. Based on the above ratios, the Bank is considered to be “well capitalized” under applicable regulations. To be considered “well capitalized” an institution must generally have a leverage capital ratio of at least 5%, a Tier 1 risk-based capital ratio of at least 6% and a total risk-based capital ratio of at least 10%.

Market Risk

Market risk is defined as the sensitivity of income to fluctuations in interest rates, foreign exchange rates, equity prices, commodity prices and other market-driven rates or prices. Based upon the nature of the Company's business, market risk is primarily limited to interest rate risk, which is defined as the impact of changing interest rates on current and future earnings.

The Company's goal is to maximize long-term profitability, while minimizing its exposure to interest rate fluctuations. The first priority is to structure and price the Company's assets and liabilities to maintain an acceptable interest rate spread, while reducing the net effect of changes in interest rates. In order to reach an acceptable interest rate spread, the Company must generate loans and seek acceptable investments to replace the lower yielding balances in Federal Funds sold and short-term investments. The focus also must be on maintaining a proper balance between the timing and volume of assets and liabilities re-pricing within the balance sheet. One method of achieving this balance is to originate variable loans for the portfolio to offset the short-term re-pricing of the liabilities. In fact, a number of the interest bearing deposit products have no contractual maturity. Customers may withdraw funds from their accounts at any time and deposits balances may therefore run off unexpectedly due to changing market conditions.

The exposure to interest rate risk is monitored by senior management of the Bank and reported quarterly to the Asset and Liability Management Committee and the Board of Directors. Management reviews the interrelationships within the balance sheet to maximize net interest income within acceptable levels of risk.

Impact of Inflation and Changing Prices

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

Factors Affecting Future Results

Some of the statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Report on Form 10-Q may include forward-looking statements which reflect our current views with respect to future events and financial performance. Statements which include the words "expect," "intend," "plan," "believe," "project," "anticipate" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in these statements or that could adversely affect the holders of our common stock. These factors include, but are not limited to, (1) changes in prevailing interest rates which would affect the interest earned on the Company's interest earning assets and the interest paid on its interest bearing liabilities, (2) the timing of re-pricing of the Company's interest earning assets and interest bearing liabilities, (3) the effect of changes in governmental monetary policy, (4) the impact of recently enacted federal legislation and the effect of changes in regulations applicable to the Company and the conduct of its business, (5) changes in competition among financial service companies, including possible further encroachment of non-banks on services traditionally provided by banks, (6) the ability of competitors which are larger than the Company to provide products and services which are impractical for the Company to provide, (7) the volatility of quarterly earnings, (8) the effect of a loss of any executive officer, key personnel, or directors, (9) the effect of the Company's opening of branches and the

receipt of regulatory approval to complete such actions, (10) the concentration of the Company's business in southern and southeastern Connecticut, (11) the concentration of the Company's loan portfolio in commercial loans to small-to-medium sized businesses, which may be impacted more severely than larger businesses during periods of economic weakness, (12) lack of seasoning in the Company's loan portfolio, which may increase the risk of future credit defaults, and (13) the effect of any decision by the Company to engage in any business not historically permitted to it. Other such factors may be described in other filings made by the Company with the SEC.

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

Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of the Company's disclosure controls and procedures performed by the Company's management, with participation of the Company's President and Chief Credit Officer, Chief Financial Officer, and Chief Accounting Officer as of the end of the period covered by this report, the Company's President and Chief Credit Officer, Chief Financial Officer, and Chief Accounting Officer concluded that the Company's disclosure controls and procedures have been effective in ensuring that material information relating to the Company, including its consolidated subsidiary, is made known to the certifying officers by others within the Company and the Bank during the period covered by this report.

As used herein, "disclosure controls and procedures" means controls and other procedures of the Company that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - Other Information

Item 1. Legal Proceedings

Periodically, there have been various claims and lawsuits against the Company, such as claims to enforce liens, condemnation proceedings on properties in which the Company holds security interests, claims involving the making and servicing of real property loans and other issues incident to our business. However, neither the Company nor any subsidiary is a party to any pending legal proceedings that management believes would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Item 1A. Risk Factors

Not required.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. [Removed and Reserved]

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
3(i)	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(i) to the Registrant's Quarterly Report on Form 10-QSB filed on August 14, 2002)
3(ii)	By-Laws of the Registrant (incorporated by reference to Exhibit 3(ii) to the Registrant's Current Report on Form 8-K filed on March 6, 2007)
<u>31.1</u>	<u>Rule 13a-14(a)/15d-14(a) Certification by President and Chief Credit Officer</u> (filed herewith)
<u>31.2</u>	<u>Rule 13a-14(a)/15d-14(a) Certification by Senior Vice President and Chief Financial Officer</u> (filed herewith)
<u>31.3</u>	<u>Rule 13a-14(a)/15d-14(a) Certification by Vice President and Chief Accounting Officer</u> (filed herewith)
<u>32.1</u>	<u>Section 1350 Certification by President and Chief Credit Officer</u> (filed herewith)
<u>32.2</u>	<u>Section 1350 Certification by Senior Vice President and Chief Financial Officer</u> (filed herewith)

32.3 Section 1350 Certification by Vice President and Chief Accounting Officer (filed herewith)

101.INS XBRL Instance Document* (filed herewith)

101.SCH XBRL Taxonomy Extension Schema Document* (filed herewith)

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document* (filed herewith)

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- 101.LAB XBRL Taxonomy Extension Label Linkbase Document* (filed herewith)
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document* (filed herewith)
- 101.DEF Taxonomy Extension Definitions Linkbase Document* (filed herewith)

* As provided in Rule 406T of Regulation S-T, this information is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, and is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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.

SOUTHERN CONNECTICUT BANCORP, INC.

Date: November 14, 2011

By:	/s/ SUNIL PALLAN
Name:	Sunil Pallan
Title:	President & Chief Credit Officer

Date: November 14, 2011

By:	/s/ STEPHEN V. CIANCARELLI
Name:	Stephen V. Ciancarelli
Title:	Senior Vice President & Chief Financial Officer

Date: November 14, 2011

By:	/s/ ANTHONY M. AVELLANI
Name:	Anthony M. Avellani
Title:	Vice President & Chief Accounting Officer