PEAPACK GLADSTONE FINANCIAL CORP
Form 10-Q
August 09, 2011

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

FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarter Ended June 30, 2011

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File No. 001-16197

PEAPACK-GLADSTONE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation or organization)	22-3537895 (I.R.S. Employer Identification No.)

500 Hills Drive, Suite 300
Bedminster, New Jersey 07921-1538
(Address of principal executive offices, including zip code)

(908) 234-0700
(Registrant’s telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes o No o.

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

Large accelerated filer o	Accelerated filer ý
Non-accelerated filer (do not check if a smaller reporting company) o	Smaller reporting company o

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

Number of shares of Common Stock outstanding as of August 1, 2011:
8,825,882

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PEAPACK-GLADSTONE FINANCIAL CORPORATION
PART 1 FINANCIAL INFORMATION

PART 2 OTHER INFORMATION

Item 1. Financial Statements (Unaudited)

PEAPACK-GLADSTONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CONDITION
(Dollars in thousands)
(Unaudited)

	June 30, 2011	December 31, 2010
ASSETS		
Cash and due from banks	$8,678	$ 6,490
Federal funds sold	100	100
Interest-earning deposits	51,606	56,097
Total cash and cash equivalents	60,384	62,687
Investment securities held to maturity (approximate fair value $140,589 in 2011 and $138,438 in 2010)	140,572	140,277
Securities available for sale	249,837	275,076
FHLB and FRB Stock, at cost	4,704	4,624
Loans Held for Sale, at fair value	1,813	-
Loans	965,757	932,497
Less: Allowance for loan losses	14,056	14,282
Net Loans	951,701	918,215
Premises and equipment	33,098	33,820
Other real estate owned	3,000	4,000
Accrued interest receivable	4,391	4,231
Bank owned life insurance	27,537	27,074
Deferred tax assets, net	24,689	25,725
Other assets	9,014	9,696
TOTAL ASSETS	$1,510,740	$ 1,505,425
LIABILITIES		
Deposits:		
Noninterest-bearing demand deposits	$238,788	$ 228,764
Interest-bearing deposits:		
Checking	322,801	290,322
Savings	86,828	80,799
Money market accounts	507,159	524,449
Certificates of deposit $100,000 and over	73,186	79,311
Certificates of deposit less than $100,000	132,949	147,901
Total deposits	1,361,711	1,351,546
Federal Home Loan Bank advances	20,905	24,126
Capital lease obligation	6,426	6,304
Accrued expenses and other liabilities	6,489	5,733
TOTAL LIABILITIES	1,395,531	1,387,709

SHAREHOLDERS' EQUITY		
Preferred stock (no par value; authorized 500,000 shares; issued 14,341 shares at June 30, 2011 and 21,513 at December 31, 2010; liquidation preference of $1,000 per share)	13,898	20,746
Common stock (no par value; $0.83 per share; authorized 21,000,000 shares; issued shares, 9,234,060 at June 30, 2011 and 9,199,038 at December 31, 2010; outstanding shares 8,825,882 at June 30, 2011 and 8,790,860 at December 31, 2010)	7,679	7,650
Surplus	95,973	95,586
Treasury stock at cost, 408,178 shares at June 30, 2011 and 408,178 shares at December 31, 2010	(8,988)	(8,988)
Retained earnings	7,331	4,693
Accumulated other comprehensive loss, net of income tax	(684)	(1,971)
TOTAL SHAREHOLDERS' EQUITY	115,209	117,716
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	$1,510,740	$ 1,505,425

See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands, except share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
INTEREST INCOME				
Interest and fees on loans	$11,655	$12,756	$23,385	$25,731
Interest on investment securities:				
Taxable	606	542	1,217	1,056
Tax-exempt	91	123	184	264
Interest on securities available for sale:				
Taxable	1,603	1,862	3,261	3,858
Tax-exempt	119	139	240	279
Interest on loans held for sale	5	-	21	-
Interest-earning deposits	20	28	48	52
Total interest income	14,099	15,450	28,356	31,240
INTEREST EXPENSE				
Interest on savings and interest-bearing deposit accounts	925	1,518	1,904	3,120
Interest on certificates of deposit over $100,000	268	419	553	924
Interest on other time deposits	445	684	935	1,496
Interest on borrowed funds	198	291	401	615
Interest on capital lease obligation	80	51	159	51
Total interest expense	1,916	2,963	3,952	6,206
NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES	12,183	12,487	24,404	25,034
Provision for loan losses	2,000	2,750	4,000	5,150
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	10,183	9,737	20,404	19,884
OTHER INCOME				
Trust department income	2,829	2,686	5,547	5,050
Service charges and fees	755	691	1,458	1,348
Bank owned life insurance	261	219	512	416
Securities gains/(losses), net	277	2	473	2
Other income	202	188	503	443
Total other income	4,324	3,786	8,493	7,259
OPERATING EXPENSES				
Salaries and employee benefits	5,817	5,704	11,790	11,413
Premises and equipment	2,386	2,588	4,736	4,960
FDIC insurance expense	397	552	1,001	1,138
Other expenses	2,435	2,161	4,751	4,024
Total operating expenses	11,035	11,005	22,278	21,535
INCOME BEFORE INCOME TAX EXPENSE	3,472	2,518	6,619	5,608
Income tax expense	1,304	762	2,310	1,727
NET INCOME	2,168	1,756	4,309	3,881
Dividends on preferred stock and accretion	219	324	789	1,034

NET INCOME AVAILABLE TO COMMON				
SHAREHOLDERS	$1,949	$1,432	$3,520	$2,847
EARNINGS PER COMMON SHARE				
Basic	$0.22	$0.16	$0.40	$0.32
Diluted	$0.22	$0.16	$0.40	$0.32
WEIGHTED AVERAGE NUMBER OF COMMON				
SHARES OUTSTANDING				
Basic	8,824,169	8,783,615	8,822,125	8,781,203
Diluted	8,824,421	8,785,245	8,822,626	8,781,733

See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Dollars in thousands)
(Unaudited)
Six Months Ended June 30, 2011

(In Thousands, Except Per Share Data)	Preferred Stock	Common Stock	Surplus	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total
Balance at January 1, 2011							
8,790,860 Common Shares							
Outstanding	$20,746	$7,650	$95,586	$(8,988)	$4,693	$ (1,971)	$117,716
Comprehensive Income:							
Net Income 2011					4,309		4,309
Unrealized Holding Gains on							
Securities Arising During the							
Period, Net of Amortization							
(Net of Income Tax							
Expense of $1,116)						1,594	
Less: Reclassification							
Adjustment for Gain							
Included in Net Income (Net							
of Income Tax Expense							
of $166)						307	
Net Unrealized Holding							
Gains on Securities Arising							
During the Period (Net of							
Income Tax Expense							

of $950)						1,287	1,287
Total Comprehensive Income							5,596
Issuance of Restricted Stock 28,732 shares		24	(24)				-
Amortization of Restricted Stock			124				124
Redemption of Preferred Stock 7,172 shares	(7,172)						(7,172)
Accretion of Discount on Preferred Stock	324				(324)		-
Cash Dividends Declared on Common Stock ($0.05 per share)					(882)		(882)
Cash Dividends Declared on Preferred Stock					(465)		(465)
Common Stock Option Expense			212				212
Sales of Shares (Dividend Reinvestment Program), 6,290 shares		5	75				80
Balance at June 30, 2011 8,825,882 Common Shares Outstanding	$13,898	$7,679	$95,973	$(8,988)	$7,331	$ (684)	$115,209

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PEAPACK-GLADSTONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Six Months Ended June 30, 2011	2010
OPERATING ACTIVITIES:		
Net income:	$ 4,309	$ 3,881
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,432	1,695
Amortization of premium and accretion of discount on securities, net	1,390	69
Amortization of restricted stock	124	76
Provision for loan losses	4,000	5,150
Provision for deferred taxes	445	(559)
Stock-based compensation	212	151
Gains on security sales, available for sale	(473)	(2)
Loans originated for sale	(15,616)	(25,965)
Proceeds from sales of loans	14,050	26,238
Gains on loans sold	(247)	(273)
Gains on sale of other real estate owned	(47)	(15)
Increase in cash surrender value of life insurance, net	(463)	(380)
Increase in accrued interest receivable	(153)	(89)
Decrease/(increase) in other assets	324	(787)
(Decrease)/increase in accrued expenses and other liabilities	(284)	8,810
NET CASH PROVIDED BY OPERATING ACTIVITIES	9,003	18,000
INVESTING ACTIVITIES:		
Proceeds from maturities of investment securities held to maturity	12,761	9,205
Proceeds from maturities of securities available for sale	30,320	19,094
Proceeds from calls of investment securities held to maturity	10,105	11,458
Proceeds from calls of securities available for sale	40,000	99,326
Proceeds from sales of securities available for sale	33,246	1,763
Purchase of investment securities held to maturity	(23,421)	(32,837)
Purchase of securities available for sale	(81,627)	(98,296)
Net (increase)/decrease in loans	(31,723)	19,795
Proceeds from sales of other real estate owned	1,238	335
Purchases of premises and equipment	(710)	(2,483)
NET CASH (USED IN)/PROVIDED BY INVESTING ACTIVITIES	(9,811)	27,360
FINANCING ACTIVITIES:		
Net increase/(decrease) in deposits	10,165	(38,314)
Repayments of Federal Home Loan Bank advances	(3,221)	(8,157)
Redemption of preferred stock	(7,172)	(7,172)
Cash dividends paid on preferred stock	(465)	(588)
Cash dividends paid on common stock	(882)	(878)
Sales of shares (DRIP Program)	80	69
NET CASH USED IN FINANCING ACTIVITIES	(1,495)	(55,040)
Net decrease in cash and cash equivalents	(2,303)	(9,680)
Cash and cash equivalents at beginning of period	62,687	79,972
Cash and cash equivalents at end of period	$ 60,384	$ 70,292

Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 3,970	$ 6,560
Income taxes	2,208	3,120
Transfer of loans to other real estate owned	191	170
Acquisition of leased premises	-	6,097
Security purchases settled in subsequent period	1,162	-

See accompanying notes to consolidated financial statements.

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PEAPACK-GLADSTONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Certain information and footnote disclosures normally included in the unaudited consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the period ended December 31, 2010 for Peapack-Gladstone Financial Corporation (the "Corporation").

Principles of Consolidation: The Corporation considers that all adjustments necessary for a fair presentation of the statement of the financial position and results of operations in accordance with U.S. generally accepted accounting principles for these periods have been made. Results for such interim periods are not necessarily indicative of results for a full year.

The consolidated financial statements of Peapack-Gladstone Financial Corporation are prepared on the accrual basis and include the accounts of the Corporation and its wholly owned subsidiary, Peapack-Gladstone Bank. All significant intercompany balances and transactions have been eliminated from the accompanying consolidated financial statements.

Securities: Debt securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Debt securities are classified as available for sale when they might be sold before maturity. Equity securities with readily determinable fair values are classified as available for sale. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, Management considers the extent and duration of the unrealized loss and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) other-than-temporary impairment related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

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Loans: Loans are considered past due when they are not paid in accordance with contractual terms. The accrual of income on loans, including impaired loans, is discontinued if, in the opinion of Management, principal or interest is not likely to be paid in accordance with the terms of the loan agreement, or when principal or interest is past 90 days or more and collateral, if any, is insufficient to cover principal and interest. All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. A non-accrual loan is returned to accrual status only when interest and principal payments are brought current and future payments are reasonably assured. Commercial loans are generally charged off after an analysis is completed which indicates that collectability of the full principal balance is in doubt. Consumer loans are generally charged off after they become 120 days past due. Subsequent payments are credited to income only if collection of principal is not in doubt. If principal and interest payments are brought contractually current and future collectability is reasonably assured, loans are returned to accrual status. Mortgage loans are generally charged off when the value of the underlying collateral does not cover the outstanding principal balance. The majority of the Corporation's loans are secured by real estate in the State of New Jersey.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. 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. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in Management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component of the allowance relates to loans that are individually classified as impaired.

A loan is impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and are evaluated for impairment. 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.

All loans are individually evaluated for impairment when loans are classified as substandard by Management. If a loan is considered impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral less estimated disposition costs if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans, are collectively evaluated for impairment while they are performing assets. If and when a residential mortgage is placed on nonaccrual status and in the process of collection, such as through a foreclosure action, then they are evaluated for impairment on an individual basis and the loan is reported, net, at the fair value of the collateral less estimated disposition costs.

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A troubled debt restructuring is a renegotiated loan with concessions made by the lender to a borrower who is experiencing financial difficulty. Troubled debt restructurings are separately identified for impairment and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a troubled debt restructuring is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral, less estimated disposition costs. For troubled debt restructurings that subsequently default, the Corporation determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component of the allowance covers un-impaired loans and is based primarily on the Bank's historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Corporation on a weighted average basis over the previous two years. This actual loss experience is adjusted by other qualitative factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations.

In determining an appropriate amount for the allowance, the Bank segments and evaluates the loan portfolio based on Federal call report codes. The following portfolio segments have been identified:

a) Primary residential mortgage – comprised of conventional 1-4 family residential mortgage loans and commercial loans or other consumer purpose loans secured by a residential mortgage.

b) Home equity lines of credit

c) Junior lien loan on residence – comprised of loans secured by junior liens on residences of which the majority were for consumer purposes and the remaining were for commercial business purposes.

d) Multifamily property – comprised of loans secured by apartment buildings.

e) Owner-occupied commercial real estate – comprised of loans secured by primary commercial mortgages where the borrower used all or a majority of the property to conduct its own business or the business of a related entity.

f) Investment commercial real estate – comprised of loans secured by primary commercial mortgages where all or most of the property was not being used by the borrower or a related entity. These properties consist of office buildings, retail stores, warehouses and mixed-use properties.

g) Commercial and industrial – comprised of loans to business entities which were secured by the assets of the business.

h) Commercial construction – comprised of construction loans for the development of commercial projects such as office buildings, retail shopping centers and apartments.

i) Consumer and other – comprised of consumer loans, loans to government entities and loans to not-for-profit entities.

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Stock-Based Compensation: The Corporation has stock option plans that allow the granting of shares of the Corporation's common stock as incentive stock options, nonqualified stock options, restricted stock awards and stock appreciation rights to directors, officers, employees and independent contractors of the Corporation and its subsidiaries. The options granted under these plans are exercisable at a price equal to the fair market value of common stock on the date of grant and expire not more than ten years after the date of grant. Stock options may vest during a period of up to five years after the date of grant.

For the three months ended June 30, 2011 and 2010, the Corporation recorded total compensation cost for stock options of $105 thousand and $76 thousand respectively, with a recognized tax benefit of $18 thousand for the quarter ended June 30, 2011 and $12 thousand for the June 30, 2010 quarter. The Corporation recorded total compensation cost for stock options for the six months ended June 30, 2011 and 2010, of $212 thousand and $151 thousand, respectively, with a recognized tax benefit of $36 thousand for the six months ended June 30, 2011 and $25 thousand for the six months ended June 30, 2010.

There was approximately $823 thousand of unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Corporation's stock incentive plans at June 30, 2011. That cost is expected to be recognized over a weighted average period of 1.5 years.

For the Corporation's stock option plans, changes in options outstanding during the six months ended June 30, 2011 were as follows:

(Dollars in thousands except share data)	Number of Shares		Exercise Price Per Share		Weighted Average Exercise Price		Aggregate Intrinsic Value
Balance, January 1, 2011	578,763	$	10.83-$31.43	$	23.75		
Granted	58,400		12.79-13.62		13.52		
Expired	(66,875)		12.97-27.51		15.78		
Forfeited	(2,791)		13.00-27.00		15.21		
Balance, June 30, 2011	567,497	$	10.83-$31.43	$	23.70	$	0
Vested and Expected to Vest (1)	541,962	$	10.83-$31.43	$	24.06	$	3
Exercisable at June 30, 2011	417,293	$	11.05-$31.43	$	26.39	$	0

(1) Does not include shares which are not expected to vest as a result of anticipated forfeitures.

The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Corporation's closing stock price on the last trading day of the second quarter of 2011 and the exercise price, multiplied by the number of in-the-money options). The Corporation's closing stock price on June 30, 2011 was $11.78; therefore, there was almost no intrinsic value in the stock options outstanding at that date.

There were no stock options exercised during the six months ended June 30, 2011 or 2010.

The per share weighted-average fair value of stock options granted during the first six months of 2011 and 2010 for all plans was $3.92 and $7.89, respectively, on the date of grant using the Black Scholes option-pricing model with the following weighted average assumptions:

	2011		2010	
Dividend yield	1.51	%	1.30	%
Expected volatility	30	%	72	%

Expected life	7 years	7 years
Risk-free interest rate	2.04 %	2.94 %

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In January 2011 and 2010, the Corporation issued 28,732 and 55,993 restricted stock awards, respectively, at a fair value equal to the market price of the Corporation's common stock at the date of the grant. The awards fully vest on the fifth anniversary of the grant date. The Corporation recorded total compensation cost for restricted stock awards of $66 thousand for the second quarter of 2011 and $37 thousand for the same quarter of 2010. For the six months ended June 30, 2011 and 2010, the Corporation recorded total compensation cost for restricted stock awards of $124 thousand and $75 thousand respectively.

As of June 30, 2011, there was approximately $867 thousand of unrecognized compensation cost related to non-vested restricted stock awards granted under the Corporation's stock incentive plans. That cost is expected to be recognized over a weighted average period of 1.9 years.

Earnings per Common Share – Basic and Diluted: The following is a reconciliation of the calculation of basic and diluted earnings per share. Basic net income per common share is calculated by dividing net income to common shareholders by the weighted average common shares outstanding during the reporting period. Diluted net income per common share is computed similarly to that of basic net income per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares, stock options, were issued during the reporting period utilizing the Treasury stock method.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands, except per share data)	2011	2010	2011	2010
Net Income to Common Shareholders	$ 1,949	$ 1,432	$ 3,520	$ 2,847
Basic Weighted-Average Common Shares Outstanding	8,824,169	8,783,615	8,822,125	8,781,203
Plus: Common Stock Equivalents	252	1,630	501	530
Diluted Weighted-Average Common Shares Outstanding	8,824,421	8,785,245	8,822,626	8,881,733
Net Income Per Common Share				
Basic	$ 0.22	$ 0.16	$ 0.40	$ 0.32
Diluted	0.22	0.16	0.40	0.32

Stock options and warrants with an exercise price below the Corporation's market price equal to 717,793 and 674,584 shares were not included in the computation of diluted earnings per share in the second quarters of 2011 and 2010, respectively, because they were antidilutive to the earnings per share calculation. Stock options and warrants with an exercise price below the Corporation's market price equal to 717,793 and 729,370 shares were not included in the computation of diluted earnings per share in the six months ended June 30, 2011 and 2010, respectively, because they were antidilutive to the earnings per share calculation.

Income Taxes: The Corporation files a consolidated Federal income tax return and separate state income tax returns for each subsidiary based on current laws and regulations.

The Corporation is no longer subject to examination by the U.S. Federal tax authorities for years prior to 2007 or by New Jersey tax authorities for years prior to 2006.

The Corporation recognizes interest related to income tax matters as interest expense and penalties related to income tax matters as other expense. The Corporation did not have any amounts accrued for interest and penalties at June 30, 2011.

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Comprehensive Income: Comprehensive income consists of net income and the change during the period in the Corporation's net unrealized gains and losses on securities available for sale during the applicable period of time less adjustments for realized gains and losses, net amortization of the unrealized loss on securities transferred to held to maturity from available for sale and accretion of the non-credit component on certain held to maturity securities with other-than-temporary impairment charges in previous periods. Total comprehensive income for the second quarter of 2011 was $3.5 million as compared to total comprehensive income of $2.6 million for the same quarter in 2010. Total comprehensive income for the six months ended June 30, 2011 was $5.6 million and the total comprehensive income for the same period in 2010 was $4.8 million.

Reclassification: Certain reclassifications have been made in the prior periods' financial statements in order to conform to the 2011 presentation.

2. INVESTMENT SECURITIES HELD TO MATURITY

A summary of amortized cost and approximate fair value of investment securities held to maturity included in the consolidated statements of condition as of June 30, 2011 and December 31, 2010 follows:

	June 30, 2011			
(In Thousands)	Carrying Amount	Gross Unrecognized Gains	Gross Unrecognized Losses	Approximate Fair Value
U.S. Government-Sponsored Entities	$ 52,387	$ 17	$ (103)	$ 52,301
Mortgage-Backed Securities -				
Residential	60,180	1,186	(167)	61,199
State and Political Subdivisions	18,899	140	-	19,039
Trust Preferred Pooled Securities	9,106	-	(1,056)	8,050
Total	$ 140,572	$ 1,343	$ (1,326)	$ 140,589

	December 31, 2010			
(In Thousands)	Carrying Amount	Gross Unrecognized Gains	Gross Unrecognized Losses	Approximate Fair Value
U.S. Government-Sponsored Entities	$ 45,485	$ 11	$ (790)	$ 44,706
Mortgage-Backed Securities -				
Residential	67,745	921	(494)	68,172
State and Political Subdivisions	17,671	184	(31)	17,824
Trust Preferred Pooled Securities	9,376	-	(1,640)	7,736
Total	$ 140,277	$ 1,116	$ (2,955)	$ 138,438

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The following tables present the Corporation's investment securities held to maturity with continuous unrealized losses and the approximate fair value of these investments as of June 30, 2011 and December 31, 2010.

	June 30, 2011 Duration of Unrealized Loss					
	Less Than 12 Months		12 Months or Longer		Total	
(In Thousands)	Approximate Fair Value	Unrecognized Losses	Approximate Fair Value	Unrecognized Losses	Approximate Fair Value	Unrecognized Losses
U.S. Government-Sponsored Entities	$ 40,995	$ (103)	$ -	$ -	$ 40,995	$ (103)
Mortgage-Backed Securities - Residential	12,142	(167)	-	-	12,142	(167)
Trust Preferred Pooled Securities	-	-	2,210	(1,056)	2,210	(1,056)
Total	$ 53,137	$ (270)	$ 2,210	$ (1,056)	$ 55,347	$ (1,326)

	December 31, 2010 Duration of Unrealized Loss					
	Less Than 12 Months		12 Months or Longer		Total	
(In Thousands)	Approximate Fair Value	Unrecognized Losses	Approximate Fair Value	Unrecognized Losses	Approximate Fair Value	Unrecognized Losses
U.S. Government-Sponsored Entities	$ 39,707	$ (790)	$ -	$ -	$ 39,707	$ (790)
Mortgage-Backed Securities - Residential	32,553	(494)	-	-	32,553	(494)
State & Political Subdivisions	9,667	(31)	-	-	9,667	(31)
Trust Preferred Pooled Securities	-	-	1,782	(1,640)	1,782	(1,640)
Total	$ 81,927	$ (1,315)	$ 1,782	$ (1,640)	$ 83,709	$ (2,955)

The trust preferred pooled securities within the Corporation's held to maturity investment portfolio are collateralized by trust preferred securities issued primarily by individual bank holding companies, but also by insurance companies and real estate investment trusts. There has been little or no active trading in these securities for several years; therefore the Corporation believes in most cases it is more appropriate to estimate fair value using discounted cash flow analysis. As of December 31, 2008, to estimate fair value, and determine whether the securities were other-than-temporarily impaired, the Corporation retained and worked with a third party to review the issuers (the collateral) underlying each of the securities. Among the factors analyzed were the issuers' profitability, credit quality, asset mix, capital adequacy, leverage and liquidity position, as well as an overall assessment of credit, profitability and capital trends within the portfolio's issuer universe. These factors provided an assessment of the portion of the collateral of each security which was likely to default in future periods. The cash flows associated with the collateral likely to default, together with the cash flows associated with collateral which had already deferred or defaulted, were then eliminated. In addition, the Corporation assumed constant rates of default in excess of those based upon the historic performance of the underlying collateral. The resulting cash flows were then discounted to the current period to determine fair value for each security. The discount rate utilized was based on a risk-free rate (LIBOR) plus spreads appropriate for the product, which include consideration of liquidity and credit uncertainty.

Each quarter since December 2008, to periodically assess the credit assumptions and related input data that could affect the fair value of each security, Management compared actual deferrals and defaults to the assumed deferrals and defaults included in the valuation model.

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As of each year end since December 2008, the Corporation again worked with a third party to model the securities and review its valuation. The modeling process and related assumptions were similar to the process and related assumptions employed as of December 31, 2008. In 2010, as a result of this process additional impairment charges of $581 thousand were recorded on three trust preferred pooled securities for the year ended December 31, 2010. No additional impairment charges were recorded for the quarter ended June 30, 2011.

Further significant downturns in the real estate markets and/or the economy could cause additional issuers to defer paying dividends on these securities and/or ultimately default. Such occurrences, if beyond those assumed in the current valuation, could cause an additional write-down of the portfolio, with a negative impact on earnings; however, the Corporation has already recorded a substantial write-down of its trust preferred pooled securities portfolio. We do not expect that an additional write-down would have a material effect on the cash flows from the securities or on our liquidity position.

At June 30, 2011, other-than-temporary impairment recognized in accumulated other comprehensive income totaled $3.0 million.

Management has determined that any unrecognized losses on the U.S. Government-sponsored entities and mortgage-backed securities held to maturity at June 30, 2011, are temporary and due to interest rate fluctuations and/or volatile market conditions, rather than the creditworthiness of the issuers. The Corporation monitors creditworthiness of issuers periodically, including issuers of trust preferred securities on a quarterly basis. The Corporation does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery.

3. INVESTMENT SECURITIES AVAILABLE FOR SALE

A summary of amortized cost and approximate fair value of securities available for sale included in the consolidated statements of condition as of June 30, 2011 and December 31, 2010 follows:

	June 30, 2011			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
U.S. Government-Sponsored Entities	$ 7,299	$ 14	$ (19)	$ 7,294
Mortgage-Backed Securities - Residential	219,205	4,945	(182)	223,968
State and Political Subdivisions	13,570	422	(2)	13,990
Other Securities	4,499	14	(565)	3,948
Marketable Equity Securities	593	45	(1)	637
Total	$ 245,166	$ 5,440	$ (769)	$ 249,837

	December 31, 2010			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
U.S. Treasury and U.S. Government-Sponsored Entities	$ 50,926	$ 209	$ -	$ 51,135
Mortgage-Backed Securities -				

Residential	199,099	4,179	(1,188)	202,090
State and Political Subdivisions	16,418	243	(48)	16,613
Other Securities	5,499	-	(999)	4,500
Marketable Equity Securities	680	58	-	738
Total	$ 272,622	$ 4,689	$ (2,235)	$ 275,076

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The following tables present the Corporation's available for sale securities with continuous unrealized losses and the approximate fair value of these investments as of June 30, 2011 and December 31, 2010.

	June 30, 2011 Duration of Unrealized Loss					
	Less Than 12 Months		12 Months or Longer		Total	
(In Thousands)	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses
U.S. Government-Sponsored Entities	$ 2,981	$ (19)	$ -	$ -	$ 2,981	$ (19)
Mortgage-Backed Securities - Residential	18,608	(164)	355	(18)	18,963	(182)
State and Political Subdivisions	568	(2)	-	-	568	(2)
Other Securities	-	-	2,434	(565)	2,434	(565)
Marketable Equity Securities	-	-	-	(1)	-	(1)
Total	$ 22,157	$ (185)	$ 2,789	$ (584)	$ 24,946	$ (769)

	December 31, 2010 Duration of Unrealized Loss					
	Less Than 12 Months		12 Months or Longer		Total	
(In Thousands)	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses
Mortgage-Backed Securities - Residential	102,695	(984)	2,211	(204)	104,906	(1,188)
State and Political Subdivisions	777	(14)	446	(34)	1,223	(48)
Other Securities	1,499	(1)	3,001	(998)	4,500	(999)
Total	$ 104,971	$ (999)	$ 5,658	$ (1,236)	$ 110,629	$ (2,235)

Management believes that the unrealized losses on investment securities available for sale are temporary and due to interest rate fluctuations and/or volatile market conditions rather than the creditworthiness of the issuers. The Corporation does not intend to sell these securities nor is it likely that it will be required to sell the securities before their anticipated recovery; however, Management also closely monitors market conditions and may sell the securities if it determines it would be beneficial to do so.

At June 30, 2011, the unrealized loss, $565 thousand, is related to a debt security issued by a large bank holding company that has experienced declines in all its securities due to the turmoil in the financial markets and a merger. The security continues to be rated investment grade by Moody's. Additionally, at June 30, 2011, the fair value of this security has improved from the fair value at December 31, 2010. As the Corporation does not intend to sell this security nor is it likely that it will be required to sell the security before its anticipated recovery, the security is not considered other-than-temporarily impaired at June 30, 2011.

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4. LOANS

Loans outstanding, by general ledger classification, as of June 30, 2011 and December 31, 2010, consisted of the following:

(In Thousands)	2011	% of Total Loans	2010	% of Total Loans
Residential Mortgage	$ 432,735	44.8 %	$ 419,653	45.0 %
Commercial Mortgage	316,197	32.7	288,183	30.9
Commercial Loans	128,839	13.3	131,408	14.1
Construction Loans	15,385	1.6	25,367	2.7
Home Equity Lines of Credit	48,805	5.1	45,775	4.9
Consumer Loans, Including Fixed Rate Home Equity Loans	20,184	2.1	20,622	2.2
Other Loans	3,612	0.4	1,489	0.2
Total Loans	$ 965,757	100.0 %	$ 932,497	100.0 %

Included in the totals above for June 30, 2011 are $1.0 million of unamortized discount and $2.5 million of deferred origination costs net of deferred origination fees as compared to $1.4 million of unamortized discount and $2.3 million of deferred origination costs net of deferred origination fees for December 31, 2010.

The following tables present the loan balances by portfolio class, based on impairment method, and the corresponding balances in the allowance for loan losses as of June 30, 2011 and December 31, 2010:

	June 30, 2011					
(In Thousands)	Total Loans Individually Evaluated for Impairment	Ending ALLL Attributable to Loans Individually Evaluated for Impairment	Total Loans Collectively Evaluated for Impairment	Ending ALLL Attributable to Loans Collectively Evaluated for Impairment	Total Loans	Total Ending ALLL
Primary						
Residential Mortgage	$ 5,083	$ 91	$ 441,627	$ 1,571	$ 446,710	$ 1,662
Home Equity Lines of Credit	26	-	48,779	186	48,805	186
Junior Lien Loan On Residence	525	-	13,674	209	14,199	209
Multifamily Property	286	-	87,092	463	87,378	463
Owner-Occupied Commercial Real Estate	9,822	1,444	102,572	2,078	112,394	3,522
Investment Commercial Real Estate	5,474	-	194,983	4,099	200,457	4,099

Commercial and Industrial	1,899	175	24,869	2,224	26,768	2,399
Commercial Construction	-	-	15,370	794	15,370	794
Consumer and Other	-	-	13,676	98	13,676	98
Unallocated	-	-	-	624	-	624
Total ALLL	$ 23,115	$ 1,710	$ 942,642	$ 12,346	$ 965,757	$ 14,056

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December 31, 2010						
(In Thousands)	Total Loans Individually Evaluated for Impairment	Ending ALLL Attributable to Loans Individually Evaluated for Impairment	Total Loans Collectively Evaluated for Impairment	Ending ALLL Attributable to Loans Collectively Evaluated for Impairment	Total Loans	Total Ending ALLL
Primary Residential Mortgage	$ 4,578	$ -	$ 428,466	$ 1,502	$ 433,044	$ 1,502
Home Equity Lines of Credit	85	-	45,730	160	45,815	160
Junior Lien Loan On Residence	537	-	14,981	228	15,518	228
Multifamily Property	691	26	40,327	277	41,018	303
Owner-Occupied Commercial Real Estate	7,972	504	114,634	2,740	117,685	3,244
Investment Commercial Real Estate	6,979	1,141	203,692	3,151	215,592	4,292
Commercial and Industrial	2,330	308	25,448	2,411	27,778	2,719
Commercial Construction	5,225	500	20,149	746	25,374	1,246
Consumer and Other	-	-	10,673	66	10,673	66
Unallocated	-	-	-	522	-	522
Total ALLL	$ 28,397	$ 2,479	$ 904,100	$ 11,803	$ 932,497	$ 14,282

Impaired loans include non-accrual loans of $14.9 million at June 30, 2011 and $18.1 million at December 31, 2010. Impaired loans also includes performing commercial mortgage and commercial troubled debt restructured loans of $8.2 million at June 30, 2011 and $5.2 million at December 31, 2010. Allowance allocated to these troubled debt restructured loans totaled $324 thousand and $268 thousand, as of June 30, 2011 and December 31, 2010, respectively. All troubled debt restructured loans were paying in accordance with restructured terms as of June 30, 2011. The Corporation has not committed to lend additional amounts as of June 30, 2011 and December 31, 2010 to customers with outstanding loans that are classified as loan restructurings.

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The following tables present loans individually evaluated for impairment by class of loans as of June 30, 2011 and December 31, 2010:

June 30, 2011

(In Thousands)	Unpaid Principal Balance	Recorded Investment	Specific Reserves
With No Related Allowance Recorded:			
Primary Residential Mortgage	$3,783	$3,183	$-
Multifamily Property	312	286	-
Owner-Occupied Commercial Real Estate	3,600	3,091	-
Investment Commercial Real Estate	5,855	5,474	-
Commercial and Industrial	2,626	1,667	-
Home Equity Lines of Credit	100	26	-
Junior Lien Loan on Residence	660	525	-
Total Loans with No Related Allowance	$16,936	$14,252	$-
With Related Allowance Recorded:			
Primary Residential Mortgage	2,015	1,900	91
Owner-Occupied Commercial Real Estate	7,907	6,731	1,444
Commercial and Industrial	587	232	175
Total Loans with Related Allowance	$10,509	$8,863	$1,710
Total Loans Individually Evaluated for Impairment	$27,445	$23,115	$1,710

December 31, 2010

(In Thousands)	Unpaid Principal Balance	Recorded Investment	Specific Reserves
With No Related Allowance Recorded:			
Primary Residential Mortgage	$5,080	$4,578	$-
Home Equity Lines of Credit	100	85	-
Junior Lien Loan on Residence	660	537	-
Total Loans with No Related Allowance	$5,840	$5,200	$-
With Related Allowance Recorded:			
Multifamily Property	713	691	26
Owner-Occupied Commercial Real Estate	8,238	7,972	505
Investment Commercial Real Estate	6,979	6,979	1,141
Commercial and Industrial	3,464	2,330	307
Commercial Construction	8,199	5,225	500
Total Loans with Related Allowance	$27,593	$23,197	$2,479
Total Loans Individually Evaluated for Impairment	$33,433	$28,397	$2,479

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The following tables present the recorded investment in nonaccrual and loans past due over 90 days still on accrual by class of loans as of June 30, 2011 and December 31, 2010:

June 30, 2011		
(In Thousands)	Nonaccrual	Loans Past Due Over 90 Days And Still Accruing Interest
Primary Residential Mortgage	$5,083	$ -
Home Equity Lines of Credit	25	-
Junior Lien Loan on Residence	525	88
Multifamily Property	286	50
Owner-Occupied Commercial Real Estate	6,619	-
Investment Commercial Real Estate	1,046	-
Commercial and Industrial	1,359	274
Total	$14,943	$ 412

December 31, 2010		
(In Thousands)	Nonaccrual	Loans Past Due Over 90 Days And Still Accruing Interest
Primary Residential Mortgage	$4,578	$ -
Home Equity Lines of Credit	85	-
Junior Lien Loan on Residence	537	-
Multifamily Property	378	361
Owner-Occupied Commercial Real Estate	1,594	305
Investment Commercial Real Estate	3,966	-
Commercial and Industrial	1,751	-
Commercial Construction	5,225	-
Total	$18,114	$ 666

Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

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The following tables present the aging of the recorded investment in past due loans as of June 30, 2011 and December 31, 2010 by class of loans, excluding nonaccrual loans:

June 30, 2011 (In Thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due
Primary Residential Mortgage	$4,560	$1,228	$ -	$5,788
Home Equity Lines of Credit	137	-	-	137
Junior Lien Loan on Residence	-	162	88	250
Multifamily Property	-	-	50	50
Owner-Occupied Commercial Real Estate	-	1,347	-	1,347
Investment Commercial Real Estate	270	-	-	270
Commercial and Industrial	300	192	274	766
Consumer and Other	3	1	-	4
Total	$5,270	$2,930	$ 412	$8,612

December 31, 2010 (In Thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due
Primary Residential Mortgage	$3,490	$162	$ -	$3,652
Junior Lien Loan on Residence	-	-	-	-
Multifamily Property	-	-	361	361
Owner-Occupied Commercial Real Estate	820	-	305	1,125
Investment Commercial Real Estate	728	-	-	728
Commercial and Industrial	274	-	-	274
Consumer and Other	1	-	-	1
Total	$5,313	$162	$ 666	$6,141

Credit Quality Indicators:

The Corporation categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Corporation analyzes loans individually by classifying the loans as to credit risk. This analysis includes all commercial loans with an outstanding balance of $150 thousand or more. The risk rating analysis of loans is performed (i) when the loan is initially underwritten, (ii) annually for loans in excess of $500,000, (iii) on a random quarterly basis from either internal reviews with the Senior Credit Officer or externally through an independent loan review firm, or (iv) whenever management otherwise identifies a potentially negative trend or issue relating to a borrower. The Corporation uses the following definitions for risk ratings:

Special Mention: Loans subject to special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loans or of the institution's credit position at some future date.

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Substandard: Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful: Loans classified as doubtful have all the weakness inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. As of June 30, 2011, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(In Thousands)	Pass	Special Mention	Substandard	Doubtful
Primary Residential Mortgage	$ 435,766	$ 5,861	$ 5,083	$ -
Home Equity Lines of Credit	48,385	-	420	-
Junior Lien Loan on Residence	13,585	89	525	-
Multifamily Property	86,480	164	734	-
Owner-Occupied Commercial Real Estate	84,696	6,948	20,750	-
Investment Commercial Real Estate	167,038	11,998	21,421	-
Commercial and Industrial	23,118	997	2,534	119
Commercial Construction	11,320	4,050	-	-
Consumer and Other Loans	13,176	500	-	-
Total	$ 883,564	$ 30,607	$ 51,467	$ 119

As of December 31, 2010, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(In Thousands)	Pass	Special Mention	Substandard	Doubtful
Primary Residential Mortgage	$ 422,972	$ 5,495	$ 4,578	$ -
Home Equity Lines of Credit	45,730	-	85	-
Junior Lien Loan on Residence	14,877	104	537	-
Multifamily Property	39,709	166	1,142	-
Owner-Occupied Commercial Real Estate	89,136	14,722	13,827	-
Investment Commercial Real Estate	187,201	14,468	13,923	-
Commercial and Industrial	23,284	1,864	2,630	-
Commercial Construction	20,149	-	5,225	-
Consumer and Other Loans	10,673	-	-	-
Total	$ 853,731	$ 36,819	$ 41,947	$ -

At June 30, 2011, $23.1 million of the $51.6 million of the classified loans were also considered impaired as compared to December 31, 2010, when $28.4 million of the $41.9 million of the classified loans were also considered impaired.

The Corporation considers the performance of the loan portfolio and its impact on the allowance for loan losses. For residential and consumer loans, the Corporation also evaluated credit quality based on the aging status of the loan, which was previously presented.

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A summary of the allowance for loan losses for the quarterly periods indicated follows (in thousands):

	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
Allowance for loan losses:					
Beginning of period	$14,386	$14,282	$ 14,025	$ 13,856	$13,720
Provision for loan losses	2,000	2,000	2,850	2,000	2,750
Charge-offs, net	(2,330)	(1,896)	(2,593)	(1,831)	(2,614)
End of period	$14,056	$14,386	$ 14,282	$ 14,025	$13,856
Allowance for loan losses as a % of total loans	1.46 %	1.51 %	1.53 %	1.49 %	1.44 %
Allowance for loan losses as a % of nonperforming loans	91.54 %	73.79 %	76.05 %	78.02 %	65.68 %

The activity in the allowance for loan losses for the three months ended June 30, 2011 is summarized below:

(In Thousands)	March 31, 2011 Ending ALLL	Charge-Offs	Recoveries	Provision	June 30, 2011 Ending ALLL
Primary Residential Mortgage	$1,573	$(115)	$-	$204	$1,662
Home Equity Lines of Credit	174	-	-	12	186
Junior Lien Loan On Residence	208	(1)	14	(12)	209
Multifamily Property	367	-	-	96	463
Owner-Occupied Commercial Real Estate	3,387	(1,554)	39	1,650	3,522
Investment Commercial Real Estate	4,712	(618)	1	4	4,099
Commercial and Industrial	2,451	(29)	24	(47)	2,399
Commercial Construction	903	(86)	-	(23)	794
Consumer and Other	90	(5)	-	13	98
Unallocated	521	-	-	103	624
Total ALLL	$14,386	$(2,408)	$78	$2,000	$14,056

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The activity in the allowance for loan losses for the six months ended June 30, 2011 is summarized below:

(In Thousands)	December 31, 2010 Ending ALLL	Charge-Offs	Recoveries	Provision	June 30, 2011 Ending ALLL
Primary Residential Mortgage	$ 1,502	$ (288)	$ -	$ 448	$ 1,662
Home Equity Lines of Credit	160	(60)	-	86	186
Junior Lien Loan On Residence	228	(13)	14	(20)	209
Multifamily Property	303	(84)	8	236	463
Owner-Occupied Commercial Real Estate	2,777	(1,554)	39	2,260	3,522
Investment Commercial Real Estate	4,759	(1,632)	1	971	4,099
Commercial and Industrial	2,719	(96)	26	(250)	2,399
Commercial Construction	1,246	(586)	11	123	794
Consumer and Other	66	(12)	-	44	98
Unallocated	522	-	-	102	624
Total ALLL	$ 14,282	$ (4,325)	$ 99	$ 4,000	$ 14,056

5. FEDERAL HOME LOAN BANK ADVANCES AND OTHER BORROWINGS

Advances from the Federal Home Loan Bank of New York (FHLB) totaled $20.9 million and $24.1 million at June 30, 2011 and December 31, 2010, respectively, with a weighted average interest rate of 3.37 percent and 3.58 percent, respectively. Advances totaling $1.0 million at June 30, 2011, have fixed maturity dates, while advances totaling $905 thousand were amortizing advances with monthly payments of principal and interest. These advances are secured by blanket pledges of certain 1-4 family residential mortgages totaling $77.9 million at June 30, 2011.

At June 30, 2011, the Corporation had $19.0 million in fixed rate advances that were initially noncallable for one, two or three years and then callable quarterly with final maturities of three to ten years. These advances are secured by pledges of investment securities totaling $25.3 million at June 30, 2011.

There were no overnight borrowings at June 30, 2011 or at December 31, 2010. Overnight borrowings from the FHLB averaged $1.86 million with a weighted average interest rate of 0.35 percent for the six months ended June 30, 2011. There were no overnight borrowings for the six months ended June 30, 2010.

The final maturity dates of the advances and other borrowings are scheduled as follows:

(In thousands)

2011		225
2012		5,462
2013		218
2014		-
2015		3,000
Over 5 years		12,000
Total	$	20,905

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6. BUSINESS SEGMENTS

The Corporation assesses its results among two operating segments, Banking and PGB Trust and Investments. Management uses certain methodologies to allocate income and expense to the business segments. A funds transfer pricing methodology is used to assign interest income and interest expense. Certain indirect expenses are allocated to segments. These include support unit expenses such as technology and operations and other support functions. Taxes are allocated to each segment based on the effective rate for the period shown.

Banking

The Banking segment includes commercial, commercial real estate, residential and consumer lending activities; deposit generation; operation of ATMs; telephone and internet banking services; merchant credit card services and customer support and sales.

PGB Trust & Investments

PGB Trust & Investments includes asset management services provided for individuals and institutions; personal trust services, including services as executor, trustee, administrator, custodian and guardian; corporate trust services including services as trustee for pension and profit sharing plans; and other financial planning and advisory services.

The following table presents the statements of income and total assets for the Corporation's reportable segments for the three months ended June 30, 2011 and 2010.

(in thousands)	Three Months Ended June 30, 2011		
	Banking	PGB Trust & Investments	Total
Net interest income	$ 11,315	$ 868	$ 12,183
Noninterest income	1,427	2,897	4,324
Total income	12,742	3,765	16,507
Provision for loan losses	2,000	-	2,000
Salaries and benefits	4,616	1,201	5,817
Premises and equipment expense	2,218	168	2,386
Other noninterest expense	1,796	1,036	2,832
Total noninterest expense	10,630	2,405	13,035
Income before income tax expense	2,112	1,360	3,472
Income tax expense	802	502	1,304
Net income	$ 1,310	$ 858	$ 2,168

(in thousands)	Three Months Ended June 30, 2010		
	Banking	PGB Trust & Investments	Total
Net interest income	$ 11,692	$ 795	$ 12,487
Noninterest income	1,067	2,719	3,786
Total income	12,759	3,514	16,273
Provision for loan losses	2,750	-	2,750

Salaries and benefits	4,448	1,256	5,704
Premises and equipment expense	2,378	210	2,588
Other noninterest expense	1,723	990	2,713
Total noninterest expense	11,299	2,456	13,755
Income before income tax expense	1,460	1,058	2,518
Income tax expense	440	322	762
Net income	$ 1,020	$ 736	$ 1,756

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The following table presents the statements of income and total assets for the Corporation's reportable segments for the six months ended June 30, 2011 and 2010.

(in thousands)	Six Months Ended June 30, 2011 Banking	PGB Trust & Investments	Total
Net interest income	$ 22,641	$ 1,763	$ 24,404
Noninterest income	2,812	5,681	8,493
Total income	25,453	7,444	32,897
Provision for loan losses	4,000	-	4,000
Salaries and benefits	9,381	2,409	11,790
Premises and equipment expense	4,392	344	4,736
Other noninterest expense	3,566	2,186	5,752
Total noninterest expense	21,339	4,939	26,278
Income before income tax expense	4,114	2,505	6,619
Income tax expense	1,436	874	2,310
Net income	$ 2,678	$ 1,631	$ 4,309
Total assets at period end	$ 1,509,446	$ 1,294	$ 1,510,740

(in thousands)	Six Months Ended June 30, 2010 Banking	PGB Trust & Investments	Total
Net interest income	$ 23,260	$ 1,774	$ 25,034
Noninterest income	2,134	5,125	7,259
Total income	25,394	6,899	32,293
Provision for loan losses	5,150	-	5,150
Salaries and benefits	8,854	2,559	11,413
Premises and equipment expense	4,563	397	4,960
Other noninterest expense	3,275	1,887	5,162
Total noninterest expense	21,842	4,843	26,685
Income before income tax expense	3,552	2,056	5,608
Income tax expense	1,094	633	1,727
Net income	$ 2,458	$ 1,423	$ 3,881
Total assets at period end	$ 1,475,858	$ 1,405	$ 1,477,263

7. FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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The Corporation used the following methods and significant assumptions to estimate the fair value:

Investment Securities: The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). Discounted cash flows are calculated using spread to swap and LIBOR curves that are updated to incorporate loss severities, volatility, credit spread and optionality. During times when trading is more liquid, broker quotes are used, if available, to validate the model. Rating agency and industry research reports as well as defaults and deferrals on individual securities are reviewed and incorporated into the calculations.

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Other Real Estate Owned: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at fair value, less costs to sell. Fair values are based on recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

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The following table summarizes, for the periods indicated, assets measured at fair value on a recurring basis, including financial assets for which the Corporation has elected the fair value option:

Assets Measured on a Recurring Basis

		Fair Value Measurements Using		
(In Thousands)	June 30, 2011	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Available for Sale:				
U.S. Government-Sponsored Entities	$ 7,294	$ -	$ 7,294	$ -
Mortgage-Backed Securities - Residential	223,968	-	223,968	-
State and Political Subdivisions	13,990	-	13,990	-
Other Securities	2,434	-	2,434	-
CRA Investment Fund	1,514	-	1,514	-
Marketable Equity Securities	637	637	-	-
Total	$ 249,837	$ 637	$ 249,200	$ -
	December 31, 2010			
Assets:				
Available for Sale:				
U.S. Treasury and U.S. Government-Sponsored Entities	$ 51,135	$ -	$ 51,135	$ -
Mortgage-Backed Securities - Residential	202,090	-	202,090	-
State and Political Subdivisions	16,613	-	16,613	-
Other Securities	3,001	-	3,001	-
CRA Investment Fund	1,499	-	1,499	-
Marketable Equity Securities	738	738	-	-
Total	$ 275,076	$ 738	$ 274,338	$ -

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The following table summarizes, for the periods indicated, assets measured at fair value on a non-recurring basis:

Assets Measured on a Non-Recurring Basis

		Fair Value Measurements Using		
(In Thousands)	June 30, 2011	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Impaired Loans:				
Residential Mortgage	$ 1,809	$ -	$ -	$ 1,809
Commercial Mortgage	5,287	-	-	5,287
Commercial	57	-	-	57
	December 31, 2010			
Assets:				
Impaired Loans:				
Commercial Mortgage	$ 10,452	$ -	$ -	$ 10,452
Commercial	3,346	-	-	3,346

Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a recorded investment of $8.9 million, with a valuation allowance of $1.7 million at June 30, 2011. Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a recorded investment of $23.2 million, with a valuation allowance of $2.5 million at December 31, 2010.

The carrying amounts and estimated fair values for financial instruments at June 30, 2011 and December 31, 2010 are as follows:

	June 30, 2011		December 31, 2010	
(In Thousands)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets:				
Cash and Cash Equivalents	$ 60,384	$ 60,384	$ 62,687	$ 62,687
Investment Securities, Held to Maturity	140,572	140,589	140,277	138,438
Securities Available for Sale	249,837	249,837	275,076	275,076
FHLB and FRB Stock	4,704	N/A	4,624	N/A
Loans Held for Sale	1,813	1,813	-	-
Loans, Net of Allowance for Loan Losses	951,701	953,010	918,215	917,257

Accrued Interest Receivable	4,391	4,391	4,231	4,231
Financial Liabilities:				
Deposits	1,361,711	1364,263	1,351,546	1,353,834
Federal Home Loan Bank Advances	20,905	22,205	24,126	25,330
Accrued Interest Payable	539	539	716	716

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The methods and assumptions, not previously presented, used to estimate fair value are described as follows:

The carrying amount is the estimated fair value for cash and cash equivalents, interest-earning deposits, accrued interest receivable and payable, demand deposits, short-term debt, and variable-rate loans or deposits that reprice frequently and fully. For fixed-rate loans or deposits and for variable-rate loans or deposits with infrequent repricing or repricing limits, fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk, including consideration of credit spreads. Fair value of debt is based on current rates for similar financing. It was not practicable to determine the fair value of FHLB or FRB stock due to restrictions placed on its transferability. The fair value of off-balance sheet items is not considered material or is based on the current fees or cost that would be charged to enter into or terminate such arrangements.

8. PREFERRED STOCK

On January 9, 2009, as part of the U.S. Department of the Treasury (the “Treasury”) Troubled Asset Relief Program (“TARP”) Capital Purchase Program (“CPP”), the Corporation sold 28,685 shares of the Corporation’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation preference of $1,000 per share, and a ten-year warrant to purchase up to 150,295 shares of the Corporation’s common stock, no par value at an exercise price of $28.63 per share, after adjusting for the five percent stock dividend declared on June 18, 2009, for an aggregate purchase price of $28.7 million in cash. The aggregate purchase price was allocated $1.6 million to warrants and $27.1 million to preferred stock.

Cumulative dividends on the Preferred Shares will accrue on the liquidation preference at a rate of 5 percent per annum for the first five years, and at a rate of 9 percent per annum thereafter. Subject to the approval of the Board of Governors of the Federal Reserve System, the Preferred Shares are redeemable at the option of the Corporation at 100 percent of their liquidation preference. If the Corporation redeems the Preferred Stock and the Treasury still owns the warrant, the Corporation could repurchase the Warrant from the Treasury for its fair market value. Unless both the holder and the Corporation agree otherwise, the exercise of the Warrant will be a net exercise (i.e., the holder does not pay cash but gives up shares with a market value at the time of exercise equal to the exercise price, resulting in a net settlement with significantly fewer than the 150,295 shares of Common Stock being issued).

The Securities Purchase Agreement, pursuant to which the Preferred Shares and the Warrant were sold, contains limitations on the payment of dividends on the Common Stock, including with respect to the payment of cash dividends in excess of $0.16 per share, which was the amount of the last regular dividend declared by the Corporation prior to October 14, 2008 and on the Corporation’s ability to repurchase its Common Stock. The Corporation is also subject to certain executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 (the “EESA”).

On January 6, 2010, the Corporation redeemed 25 percent of the preferred shares issued under the Treasury’s CPP, repaying approximately $7.2 million to the Treasury, including accrued and unpaid dividends of approximately $51 thousand. The Corporation’s redemption of the shares was not subject to additional conditions or stipulations from the Treasury. As a result of the repurchase, the accretion related to the preferred stock was accelerated and approximately $330 thousand was recorded as a reduction to retained earnings in the first quarter of 2010.

On March 2, 2011, the Corporation redeemed an additional 25 percent of the original preferred shares issued under the Treasury’s CPP, repaying approximately $7.2 million to the Treasury, including accrued and unpaid dividends of approximately $15 thousand. The Corporation’s redemption of the shares was not subject to additional conditions or stipulations from the Treasury. As a result of the repurchase, the accretion related to the preferred stock was accelerated and approximately $246 thousand was recorded as a reduction to retained earnings in the first quarter of 2011.

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Item 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL: The following discussion and analysis contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about management's view of future interest income and net loans, management's confidence and strategies and management's expectations about new and existing programs and products, relationships, opportunities and market conditions. These statements may be identified by such forward-looking terminology as "expect", "look", "believe", "anticipate", "may", "will", or similar statements or variations of such terms. Actual results may differ materially from such forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, those risk factors identified in the Corporation's Form 10-K for the year ended December 31, 2010 and the following:

- a continued or unexpected decline in the economy, in particular in our New Jersey market area;
- declines in value in our investment portfolio;