

LAKELAND BANCORP INC
Form 10-Q
November 10, 2008
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2008

OR

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

Commission file number 33-27312

LAKELAND BANCORP, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of

22-2953275
(I.R.S. Employer

incorporation or organization)

Identification No.)

250 Oak Ridge Road, Oak Ridge, New Jersey
(Address of principal executive offices)

07438
(Zip Code)

(973) 697-2000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed

since last report.)

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting Company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.):

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of October 31, 2008 there were 23,643,377 outstanding shares of Common Stock, no par value.

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LAKELAND BANCORP, INC.

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| The Securities and Exchange Commission maintains a web site which contains reports, proxy and information statements and other information relating to registrants that file electronically at the address: http://www.sec.gov . | |

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CONSOLIDATED BALANCE SHEETS

| ASSETS | September 30, 2008 (unaudited) | December 31, 2007 |
|--|-----------------------------------|----------------------|
| | (dollars in thousands) | |
| Cash | \$ 43,443 | \$ 46,837 |
| Federal funds sold and Interest-bearing deposits due from banks | 15,297 | 10,351 |
| Total cash and cash equivalents | 58,740 | 57,188 |
| Investment securities available for sale, at fair value | 235,562 | 273,247 |
| Investment securities held to maturity; fair value of \$105,102 in 2008 and \$129,207 in 2007 | 105,182 | 129,360 |
| Loans and leases, net of deferred costs | 2,015,738 | 1,886,535 |
| Less: allowance for loan and lease losses | 20,182 | 14,689 |
| Net loans | 1,995,556 | 1,871,846 |
| Premises and equipment - net | 29,353 | 30,093 |
| Accrued interest receivable | 8,139 | 8,579 |
| Goodwill | 87,111 | 87,111 |
| Other identifiable intangible assets, net | 2,967 | 3,763 |
| Bank owned life insurance | 39,066 | 38,112 |
| Other assets | 19,052 | 14,472 |
| TOTAL ASSETS | \$ 2,580,728 | \$ 2,513,771 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| LIABILITIES: | | |
| Deposits: | | |
| Noninterest bearing | \$ 307,682 | \$ 292,029 |
| Savings and interest-bearing transaction accounts | 1,115,841 | 1,091,205 |
| Time deposits under \$100 thousand | 348,520 | 364,477 |
| Time deposits \$100 thousand and over | 179,498 | 239,694 |
| Total deposits | 1,951,541 | 1,987,405 |
| Federal funds purchased and securities sold under agreements to repurchase | 53,049 | 49,294 |
| Long-term debt | 266,003 | 171,755 |
| Subordinated debentures | 77,322 | 77,322 |
| Other liabilities | 13,146 | 16,396 |
| TOTAL LIABILITIES | 2,361,061 | 2,302,172 |
| Commitments and contingencies | | |
| Stockholders equity: | | |
| Common stock, no par value; authorized shares, 40,000,000; issued shares, 24,740,564 at September 30, 2008 and December 31, 2007; outstanding shares, 23,630,539 at September 30, 2008 and 23,281,015 at December 31, 2007 | 257,270 | 258,037 |
| Accumulated deficit | (17,771) | (24,465) |
| Treasury stock, at cost, 1,110,025 shares in 2008 and 1,459,549 shares in 2007 | (15,282) | (20,140) |
| Accumulated other comprehensive loss | (4,550) | (1,833) |
| TOTAL STOCKHOLDERS EQUITY | 219,667 | 211,599 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | \$ 2,580,728 | \$ 2,513,771 |

See accompanying notes to consolidated financial statements

Table of Contents**Lakeland Bancorp, Inc. and Subsidiaries****UNAUDITED CONSOLIDATED INCOME STATEMENTS**

For the three months ended September 30, 2008 and for the nine months ended September 30, 2007

| | 2008 | 2007 | 2008 | 2007 |
|--|---------------------------------------|----------------|---------------------------------------|-----------------|
| | (In thousands, except per share data) | | (In thousands, except per share data) | |
| INTEREST INCOME | | | | |
| Loans, leases and fees | \$32,336 | \$30,219 | \$95,725 | \$85,896 |
| Federal funds sold and interest-bearing deposits with banks | 68 | 571 | 293 | 1,251 |
| Taxable investment securities | 3,331 | 3,756 | 10,369 | 10,924 |
| Tax-exempt investment securities | 527 | 742 | 1,864 | 2,284 |
| TOTAL INTEREST INCOME | 36,262 | 35,288 | 108,251 | 100,355 |
| INTEREST EXPENSE | | | | |
| Deposits | 8,973 | 13,589 | 29,924 | 38,649 |
| Federal funds purchased and securities sold under agreements to repurchase | 437 | 665 | 1,356 | 1,834 |
| Long-term debt | 3,712 | 2,841 | 10,845 | 7,045 |
| TOTAL INTEREST EXPENSE | 13,122 | 17,095 | 42,125 | 47,528 |
| NET INTEREST INCOME | 23,140 | 18,193 | 66,126 | 52,827 |
| Provision for loan and lease losses | 3,273 | 789 | 12,698 | 2,062 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN AND LEASE LOSSES | 19,867 | 17,404 | 53,428 | 50,765 |
| NONINTEREST INCOME | | | | |
| Service charges on deposit accounts | 2,856 | 2,696 | 8,261 | 7,846 |
| Commissions and fees | 847 | 771 | 2,672 | 2,335 |
| Gains on investment securities | 1 | 0 | 53 | 1,769 |
| Income on bank owned life insurance | 344 | 331 | 1,015 | 973 |
| Leasing Income | 109 | 125 | 921 | 423 |
| Other income | 61 | 123 | 329 | 782 |
| TOTAL NONINTEREST INCOME | 4,218 | 4,046 | 13,251 | 14,128 |
| NONINTEREST EXPENSE | | | | |
| Salaries and employee benefits | 8,282 | 8,123 | 24,379 | 24,378 |
| Net occupancy expense | 1,511 | 1,493 | 4,574 | 4,369 |
| Furniture and equipment | 1,165 | 1,222 | 3,697 | 3,580 |
| Stationery, supplies and postage | 370 | 383 | 1,243 | 1,232 |
| Marketing expense | 648 | 456 | 1,650 | 1,411 |
| Core deposit intangible amortization | 265 | 298 | 796 | 893 |
| Other expenses | 2,679 | 2,357 | 8,336 | 7,231 |
| TOTAL NONINTEREST EXPENSE | 14,920 | 14,332 | 44,675 | 43,094 |
| Income before provision for income taxes | 9,165 | 7,118 | 22,004 | 21,799 |
| Provision for income taxes | 3,309 | 2,319 | 7,728 | 7,106 |
| NET INCOME | \$5,856 | \$4,799 | \$14,276 | \$14,693 |
| PER SHARE OF COMMON STOCK | | | | |
| Basic earnings | \$0.25 | \$0.21 | \$0.61 | \$0.63 |
| Diluted earnings | \$0.25 | \$0.21 | \$0.61 | \$0.63 |
| Dividends | \$0.10 | \$0.10 | \$0.30 | \$0.29 |

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

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For the three months ended September 30, 2008, nine months ended September 30,

| | 2008 | 2007 | 2008 | 2007 |
|--|----------------|----------------|-----------------|-----------------|
| | (in thousands) | | (in thousands) | |
| NET INCOME | \$5,856 | \$4,799 | \$14,276 | \$14,693 |
| OTHER COMPREHENSIVE INCOME NET OF TAX: | | | | |
| Unrealized securities gains (losses) arising during period | (985) | 1,414 | (2,643) | 504 |
| Less: reclassification for gains included in net income | 1 | 0 | 35 | 1,203 |
| Change in pension liability, net | 5 | 11 | (39) | 33 |
| Other Comprehensive Gain (Loss), net of income taxes | (981) | 1,425 | (2,717) | (666) |
| TOTAL COMPREHENSIVE INCOME | \$4,875 | \$6,224 | \$11,559 | \$14,027 |

See accompanying notes to consolidated financial statements

Table of Contents**Lakeland Bancorp, Inc. and Subsidiaries**

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Nine Months ended September 30, 2008

| | Common stock | | Accumulated deficit (dollars in thousands) | Treasury Stock | Accumulated Other Comprehensive Loss | Total |
|--|------------------|-----------|---|----------------|--------------------------------------|-----------|
| | Number of Shares | Amount | | | | |
| BALANCE DECEMBER 31, 2007 | 24,740,564 | \$258,037 | (\$24,465) | (\$20,140) | (\$1,833) | \$211,599 |
| Cumulative adjustment for adoption of EITF 06-04 | | | (546) | | | (546) |
| BALANCE JANUARY 1, 2008 as revised | 24,740,564 | \$258,037 | (\$25,011) | (\$20,140) | (\$1,833) | \$211,053 |
| Net Income | | | 14,276 | | | 14,276 |
| Other comprehensive loss net of tax | | | | | (2,717) | (2,717) |
| Issuance of stock for restricted stock awards | | (993) | | 993 | | |
| Stock based compensation | | 249 | | | | 249 |
| Exercise of stock options, net of excess tax benefits | | (31) | | 2,915 | | 2,884 |
| Issuance of stock to dividend reinvestment and stock purchase plan | | 8 | (908) | 950 | | 50 |
| Cash dividends | | | (6,128) | | | (6,128) |
| BALANCE September 30, 2008 (UNAUDITED) | 24,740,564 | \$257,270 | (\$17,771) | (\$15,282) | (\$4,550) | \$219,667 |

Nine Months ended September 30, 2007

| | Common stock | | Accumulated deficit (dollars in thousands) | Treasury Stock | Accumulated Other Comprehensive Loss | Total |
|--|------------------|-----------|---|----------------|--------------------------------------|-----------|
| | Number of Shares | Amount | | | | |
| BALANCE DECEMBER 31, 2006 | 23,563,463 | \$242,661 | (\$17,526) | (\$22,565) | (\$3,070) | \$199,500 |
| Cumulative adjustment for adoption of FIN 48 | | | 509 | | | 509 |
| BALANCE JANUARY 1, 2007 | 23,563,463 | \$242,661 | (\$17,017) | (\$22,565) | (\$3,070) | \$200,009 |
| Net Income | | | 14,693 | | | 14,693 |
| Other comprehensive loss net of tax | | | | | (666) | (666) |
| Stock based compensation | | 111 | | | | 111 |
| Issuance of stock for restricted stock awards | | (597) | | 597 | | |
| Exercise of stock options, net of excess tax benefits | | (398) | | 875 | | 477 |
| Issuance of stock to dividend reinvestment and stock purchase plan | | (94) | (464) | 558 | | |
| Repurchase of stock in rescission offer | | | | (11) | | (11) |
| Stock dividend | 1,178,173 | 16,577 | (16,577) | | | |
| Cash dividends | | | (6,167) | | | (6,167) |
| BALANCE September 30, 2007 | 24,741,636 | \$258,260 | (\$25,532) | (\$20,546) | (\$3,736) | \$208,446 |

BALANCE September 30, 2007
(UNAUDITED)

See accompanying notes to consolidated financial statements

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CONSOLIDATED STATEMENTS OF CASH FLOWS-(UNAUDITED)

| | For the nine months ended September 30, | |
|--|--|------------------|
| | 2008 | 2007 |
| | (in thousands) | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$14,276 | \$14,693 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Net amortization of premiums, discounts and deferred loan fees and costs | 1,022 | 250 |
| Depreciation and amortization | 3,397 | 3,602 |
| Provision for loan and lease losses | 12,698 | 2,062 |
| Gain on securities | (53) | (1,769) |
| Gain on sale of leases | (300) | (51) |
| Gain on sale of branch | | (319) |
| Stock-based compensation | 249 | 111 |
| Increase in other assets | (1,215) | (1,241) |
| Increase (decrease) in other liabilities | (4,146) | 217 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 25,928 | 17,555 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Proceeds from repayments on and maturity of securities: | | |
| Available for sale | 79,105 | 47,955 |
| Held to maturity | 30,143 | 25,220 |
| Proceeds from sales of securities: | | |
| Available for sale | 10,108 | 2,438 |
| Held to maturity | | |
| Purchase of securities: | | |
| Available for sale | (56,081) | (34,425) |
| Held to maturity | (6,107) | (12,209) |
| Net increase in loans and leases | (136,658) | (196,246) |
| Proceeds from the sale of branch premises and equipment | | 948 |
| Capital expenditures | (1,861) | (2,070) |
| Net change in other repossessed assets | (2,087) | |
| NET CASH USED IN INVESTING ACTIVITIES | (83,438) | (168,389) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Net increase (decrease) in deposits | (35,864) | 110,684 |
| Increase in federal funds purchased and securities sold under agreements to repurchase | 3,755 | 13,090 |
| Repayments of long-term debt | (30,855) | (40,855) |
| Issuance of long-term debt | 125,103 | 70,000 |
| Issuance of subordinated debentures | | 20,619 |
| Purchase of treasury stock | | (11) |
| Exercise of stock options | 2,884 | 389 |
| Excess tax benefits | 117 | 88 |
| Issuance of stock to dividend reinvestment and stock purchase plan | 50 | |
| Dividends paid | (6,128) | (6,167) |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 59,062 | 167,837 |
| Net increase in cash and cash equivalents | 1,552 | 17,003 |
| Cash and cash equivalents, beginning of year | 57,188 | 79,964 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$58,740 | \$96,967 |

See accompanying notes to consolidated financial statements

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Significant Accounting Policies

Basis of Presentation.

This quarterly report presents the consolidated financial statements of Lakeland Bancorp, Inc. (the Company) and its subsidiary, Lakeland Bank (Lakeland).

The Company's financial statements reflect all adjustments and disclosures which management believes are necessary for a fair presentation of interim results. The results of operations for the quarter presented do not necessarily indicate the results that the Company will achieve for all of 2008. You should read these interim financial statements in conjunction with the consolidated financial statements and accompanying notes that are presented in the Lakeland Bancorp, Inc. Annual Report on Form 10-K for the year ended December 31, 2007 (the 10-K).

The financial information in this quarterly report has been prepared in accordance with the Company's customary accounting practices; these financial statements have not been audited. Certain information and footnote disclosures required under generally accepted accounting principles have been condensed or omitted, as permitted by rules and regulations of the Securities and Exchange Commission.

All weighted average, actual shares and per share information set forth in this quarterly report on Form 10-Q have been adjusted retroactively for the effects of stock dividends including the stock dividend declared on October 16, 2007, paid on November 16, 2007 to shareholders of record on October 31, 2007.

Note 2. Stock-Based Compensation

The Company established the 2000 Equity Compensation Program which authorizes the granting of incentive stock options and supplemental stock options to employees of the Company, including those employees serving as officers and directors of the Company. The Plan authorizes options to purchase up to 2,257,368 shares of common stock of the Company. The Company has no option awards with market or performance conditions attached to them. The Company's equity compensation program allows for the grant of restricted shares, as well as stock option grants. The Company generally issues shares for option exercises from its treasury stock.

Share-based compensation expense of \$249,000 and \$111,000 was recognized for the nine months ended September 30, 2008 and 2007, respectively. As of September 30, 2008, there was unrecognized compensation cost of \$1.3 million related to unvested restricted stock; that cost is expected to be recognized over a weighted average period of 3.5 years. Unrecognized compensation expense related to unvested stock options was approximately \$103,000 as of September 30, 2008 and is expected to be recognized over a period of approximately three years.

In the first nine months of 2008, the Company granted 72,000 shares of restricted stock at a weighted market value of \$12.85 per share. Compensation expense is expected to be approximately \$194,000 per year over an average period of 4.1 years. In April 2008, the Company granted options to purchase 25,000 shares to a new non-employee director of the Company at an exercise price of \$13.16 per share. The director's options vest in five equal installments beginning on the date of grant and continuing on the next four anniversaries of the date of grant. The Company estimated the fair value of the option grant using a Black-Sholes option pricing model using the following assumptions: The risk-free interest rate was 3.09%; the expected dividend yield 3.25%; the expected volatility was 32% and the expected life was seven years. The fair value of the option granted was estimated to be \$3.42. The expected compensation expense to be recorded over the vesting period will be \$86,000.

There were no grants of stock options or restricted stock during the first nine months of 2007.

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Option activity under the Company's stock option plans as of September 30, 2008 is as follows:

| | Number of shares | Weighted average exercise price | Weighted average remaining contractual term (in years) | Aggregate intrinsic value |
|---|---------------------|--|--|---------------------------------|
| Outstanding, January 1, 2008 | 1,156,240 | \$12.71 | | |
| Granted | 25,000 | 13.16 | | |
| Exercised | (210,938) | 13.17 | | |
| Forfeited | (71,416) | 15.10 | | |
| Outstanding, September 30, 2008 | 898,886 | \$12.42 | 4.78 | \$907,109 |
| Options exercisable at September 30, 2008 | 863,136 | \$12.43 | 4.60 | \$902,991 |

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the third quarter of 2008 and the exercise price, multiplied by the number of in-the-money options).

Stock options outstanding were 898,886 and 1,158,978 at September 30, 2008 and 2007, respectively. The aggregate intrinsic value of options exercised during the first nine months ended September 30, 2008 and 2007 was \$364,000 and \$331,000, respectively. Exercise of stock options during the first nine months of 2008 and 2007 resulted in cash receipts of \$2.9 million and \$389,000, respectively.

Information regarding the Company's restricted stock (all unvested) and changes during the nine months ended September 30, 2008 is as follows:

| | Number of shares | Weighted average price |
|---------------------------------|---------------------|------------------------------|
| Outstanding, January 1, 2008 | 48,423 | \$12.75 |
| Granted | 72,000 | 12.85 |
| Forfeited | (2,192) | 12.77 |
| Outstanding, September 30, 2008 | 118,231 | \$12.81 |

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Note 3. Comprehensive Income

The components of other comprehensive income (loss) are as follows:

| For the quarter ended: | September 30, 2008 | | | September 30, 2007 | | |
|--|------------------------|-----------------------|-------------------|------------------------|-----------------------|-------------------|
| | Before tax amount | Tax Benefit (Expense) | Net of tax amount | Before tax amount | Tax Benefit (Expense) | Net of tax amount |
| | (dollars in thousands) | | | (dollars in thousands) | | |
| Net unrealized gains (losses) on available for sale securities | | | | | | |
| Net unrealized holding gains (losses) arising during period | (\$1,605) | \$620 | (\$985) | \$2,223 | (\$809) | \$1,414 |
| Less reclassification adjustment for net gains arising during the period | 1 | \$0 | 1 | 0 | 0 | 0 |
| Net unrealized gains (losses) | (\$1,606) | \$620 | (\$986) | \$2,223 | (\$809) | \$1,414 |
| Change in minimum pension liability | 7 | (2) | 5 | 17 | (6) | 11 |
| Other comprehensive income (loss), net | (\$1,599) | \$618 | (\$981) | \$2,240 | (\$815) | \$1,425 |
| For the nine months ended: | Before tax amount | Tax Benefit (Expense) | Net of tax amount | Before tax amount | Tax Benefit (Expense) | Net of tax amount |
| | (dollars in thousands) | | | (dollars in thousands) | | |
| Net unrealized losses on available for sale securities | | | | | | |
| Net unrealized holding gains (losses) arising during period | (\$4,222) | \$1,579 | (\$2,643) | \$704 | (\$200) | \$504 |
| Less reclassification adjustment for net gains arising during the period | 53 | (18) | 35 | 1,769 | (566) | 1,203 |
| Net unrealized losses | (\$4,275) | \$1,597 | (\$2,678) | (\$1,065) | \$366 | (\$699) |
| Change in minimum pension liability | (60) | 21 | (39) | 50 | (17) | 33 |
| Other comprehensive loss, net | (\$4,335) | \$1,618 | (\$2,717) | (\$1,015) | \$349 | (\$666) |

Note 4. Statement of Cash Flow Information.

| | For the nine months ended September 30, | |
|--|---|---------|
| | 2008 | 2007 |
| | (in thousands) | |
| Supplemental schedule of noncash investing and financing activities: | | |
| Cash paid during the period for income taxes | \$9,237 | \$6,033 |
| Cash paid during the period for interest | 43,781 | 47,080 |
| Transfers of loans and leases into other repossessed assets | 3,019 | |

Note 5. Earnings Per Share.

Basic earnings per share for a particular period of time is calculated by dividing net income by the weighted average number of common shares outstanding during that period.

Diluted earnings per share is calculated by dividing net income by the weighted average number of outstanding common shares and common share equivalents. The Company's only outstanding common share equivalents are options to purchase its common stock.

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All weighted average, actual shares and per share information set forth in this quarterly report on Form 10-Q have been adjusted retroactively for the effects of stock dividends including the stock dividend declared on October 16, 2007, paid

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on November 16, 2007 to shareholders of record on October 31, 2007. The following schedule shows the Company's earnings per share for the periods presented:

| (In thousands except per share data) | For the three months ended September 30, | | For the nine months ended September 30, | |
|---|--|---------|---|----------|
| | 2008 | 2007 | 2008 | 2007 |
| Income applicable to common stock | \$5,856 | \$4,799 | \$14,276 | \$14,693 |
| Weighted average number of common shares outstanding - basic | 23,541 | 23,205 | 23,423 | 23,177 |
| Share-based plans | 82 | 90 | 95 | 98 |
| Weighted average number of common shares and common share equivalents - diluted | 23,623 | 23,295 | 23,518 | 23,275 |
| Basic earnings per share | \$0.25 | \$0.21 | \$0.61 | \$0.63 |
| Diluted earnings per share | \$0.25 | \$0.21 | \$0.61 | \$0.63 |

Options to purchase 691,902 shares of common stock and 66,000 shares of restricted stock at a weighted average price of \$13.95 and \$13.06 per share, respectively, were outstanding and were not included in the computation of diluted earnings per share for the quarter ended September 30, 2008 because the option exercise price and the grant-date price were greater than the average market price. Options to purchase 902,205 shares of common stock at a weighted average price of \$14.11 per share were outstanding and were not included in the computations of diluted earnings per share for the quarter ended September 30, 2007.

Options to purchase 691,902 shares of common stock at a weighted average price of \$13.95 per share were outstanding and were not included in the computation of diluted earnings per share for the nine months ended September 30, 2008 because the option exercise price was greater than the average market price. Options to purchase 902,205 shares of common stock at a weighted average price of \$14.11 per share were outstanding and were not included in the computations of diluted earnings per share for the nine months ended September 30, 2007.

Table of Contents**Note 6. Investment Securities**

| AVAILABLE FOR SALE (in thousands) | September 30, 2008 | | | | December 31, 2007 | | | |
|---|--------------------|------------------------------|-------------------------------|---------------|-------------------|------------------------------|-------------------------------|---------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| U.S. government agencies | \$25,983 | \$185 | (\$98) | \$26,070 | \$48,314 | \$289 | \$(151) | \$48,452 |
| Mortgage-backed securities | 160,773 | 343 | (3,378) | 157,738 | 161,520 | 307 | (1,761) | 160,066 |
| Obligations of states and political subdivisions | 12,114 | 153 | (39) | 12,228 | 25,550 | 199 | (38) | 25,711 |
| Other debt securities | 16,580 | 5 | (3,267) | 13,318 | 17,124 | | (1,523) | 15,601 |
| Other equity securities | 26,504 | 178 | (474) | 26,208 | 22,856 | 921 | (360) | 23,417 |
| | \$241,954 | \$864 | \$(7,256) | \$235,562 | \$275,364 | \$1,716 | \$(3,833) | \$273,247 |

| HELD TO MATURITY (in thousands) | September 30, 2008 | | | | December 31, 2007 | | | |
|---|--------------------|------------------------------|-------------------------------|---------------|-------------------|------------------------------|-------------------------------|---------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| U.S. government agencies | \$21,757 | \$220 | \$ | \$21,977 | \$31,493 | \$151 | \$(13) | \$31,631 |
| Mortgage-backed securities | 36,150 | 40 | (281) | 35,909 | 40,849 | 73 | (338) | 40,584 |
| Obligations of states and political subdivisions | 45,686 | 337 | (146) | 45,877 | 55,421 | 200 | (158) | 55,463 |
| Other | 1,589 | | (250) | 1,339 | 1,597 | | (68) | 1,529 |
| | \$105,182 | \$597 | \$(677) | \$105,102 | \$129,360 | \$424 | \$(577) | \$129,207 |

| | September 30, 2008 | | | |
|--|--------------------|---------------|-------------------|---------------|
| | Available for Sale | | Held to Maturity | |
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| | (in thousands) | | | |
| Due in one year or less | \$11,158 | \$11,145 | \$20,227 | \$20,330 |
| Due after one year through five years | 27,295 | 27,462 | 22,458 | 22,759 |
| Due after five years through ten years | 13,484 | 10,716 | 24,008 | 23,783 |
| Due after ten years | 2,740 | 2,293 | 2,339 | 2,321 |
| | 54,677 | 51,616 | 69,032 | 69,193 |
| Mortgage-backed securities | 160,773 | 157,738 | 36,150 | 35,909 |
| Other investments | 26,504 | 26,208 | | |
| Total securities | \$241,954 | \$235,562 | \$105,182 | \$105,102 |

Management has evaluated the securities in the above table and has concluded that none of the securities with losses has impairments that are other-than-temporary. In its evaluation, management considered the types of securities including if the securities were US government issued, and what the credit rating was on the securities. Most of the securities that are in an unrealized loss position are in a loss position because of changes in interest rates since the securities were purchased. These securities include US government agency securities and mortgage-backed securities whose market values are sensitive to interest rates.

Table of Contents**Note 7. Loans and Leases.**

| | September 30, 2008 | December 31, 2007 |
|-----------------------------|-----------------------|----------------------|
| | (in thousands) | |
| Commercial | \$914,970 | \$821,621 |
| Leases | 348,928 | 355,644 |
| Real estate-construction | 102,032 | 91,706 |
| Real estate-mortgage | 329,423 | 301,798 |
| Installment | 315,528 | 310,359 |
| Total loans | 2,010,881 | 1,881,128 |
| Plus: deferred costs | 4,857 | 5,407 |
| Loans net of deferred costs | \$2,015,738 | \$1,886,535 |

The Company follows Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan (known as SFAS No. 114), and Statement of Financial Accounting Standards No. 118, Accounting by Creditors for Impairment of a Loan, Income Recognition and Disclosures. Impairment is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral-dependent. Regardless of the measurement method, a creditor must measure impairment based on the fair value of the collateral when the creditor determines that foreclosure is probable.

The following table shows the Company's recorded investment in impaired loans and leases and the related valuation allowance calculated under SFAS No. 114 as of September 30, 2008 and 2007, and the average recorded investment in impaired loans and leases during the nine months preceding those dates:

| Date | Investment | Valuation Allowance | Average Recorded Investment (over preceding nine months) |
|--------------------|----------------|---------------------|---|
| September 30, 2008 | \$ 9.5 million | \$1.9 million | \$ 9.4 million |
| September 30, 2007 | \$ 8.4 million | \$1.0 million | \$ 3.6 million |

Interest received on impaired loans and leases may be recorded as interest income. However, if management is not reasonably certain that an impaired loan will be repaid in full, or if a specific time frame to resolve full collection cannot yet be reasonably determined, all payments received are recorded as reductions of principal. The Company recognized interest on impaired loans and leases of \$184,000 and \$154,000 in the first nine months of 2008 and 2007, respectively. Interest that would have accrued had the loans and leases performed under original terms would have been \$509,000 and \$541,000 for the first nine months of 2008 and 2007, respectively.

Note 8. Employee Benefit Plans

The components of net periodic pension cost for the Newton defined pension plan are as follows:

| | For the three months ended September 30, | | For the nine months ended September 30, | |
|--------------------------------|---|--------|--|------|
| | 2008 | 2007 | 2008 | 2007 |
| | (in thousands) | | (in thousands) | |
| Interest cost | \$25 | \$24 | \$74 | \$75 |
| Expected return on plan assets | (23) | (\$21) | (69) | (64) |

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| | | | | |
|---|-----|------|------|------|
| Amortization of prior service cost | | | | |
| Amortization of unrecognized net actuarial loss | 6 | 8 | 17 | 23 |
| Net periodic benefit expense | \$8 | \$11 | \$22 | \$34 |

Table of Contents**Note 9. Directors Retirement Plan**

The components of net periodic plan costs for the directors retirement plan are as follows:

| | For the three months ended | | For the nine months ended | |
|---|----------------------------|------|---------------------------|------|
| | September 30, 2008 | 2007 | September 30, 2008 | 2007 |
| | (in thousands) | | (in thousands) | |
| Service cost | \$6 | \$5 | \$17 | \$14 |
| Interest cost | 15 | 13 | 45 | 40 |
| Amortization of prior service cost | 7 | 9 | 23 | 27 |
| Amortization of unrecognized net actuarial loss | 2 | | 7 | |
| Net periodic benefit expense | \$30 | \$27 | \$92 | \$81 |

The Company made contributions of \$99,000 to the plan in the nine months ended September 30, 2008 and does not expect to make any more contributions in 2008.

Note 10. Fair Value Measurements

In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements which is effective for fiscal years beginning after November 15, 2007 and for interim periods within those years. This statement defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest level priority to unobservable inputs (level 3 measurements).

In October 2008, the FASB issued FASB Staff Position (FSP) FAS 157-3 Determining the Fair Value of a Financial Asset When the Market for that Asset is not Active. FSP 157-3 clarifies the application of FASB Statement No. 157 in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active.

The following describes the three levels of fair value hierarchy:

Level 1 unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (such as interest rates, yield curves, volatilities, etc.)

Level 3 unobservable inputs for the asset or liability these shall be used to the extent that observable inputs are not available allowing for situations in which there is little, if any, market activity available.

The following table sets forth the Company's financial assets that were accounted for at fair values as of September 30, 2008 by level within the fair value hierarchy. The Company had no liabilities accounted for at fair value as of September 30, 2008. As required by SFAS No. 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

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| (in thousands) | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance as of September 30, 2008 |
|---|--|---|--|---|
| Assets: | | | | |
| Investment securities, available for sale | \$2,445 | \$233,117 | | \$235,562 |
| Investment securities, held to maturity | | 105,102 | | \$105,102 |
| Impaired Loans | | | 9,519 | 9,519 |

Impaired loans and leases are evaluated and valued at the time the loan is identified as impaired at the lower of cost or market value. Market value is measured based on the value of the collateral securing these loans and leases and is classified at a level 3 in the fair value hierarchy. Collateral may be real estate, accounts receivable, inventory, equipment and/or other business assets. The value of the real estate is assessed based on appraisals by qualified third party licensed appraisers. The value of the equipment may be determined by an appraiser, if significant, or by the value on the borrower's financial statements. Field examiner reviews of accounts receivable and inventory may be conducted based on the loan exposure and reliance on this type of collateral. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. Impaired loans and leases are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above. Impaired loans and leases were \$9.5 million and \$9.8 million at September 30, 2008 and December 31, 2007, respectively. During the first nine months of 2008, there were new impaired loans and leases of \$9.2 million, payments of \$6.0 million, charge-offs of \$3.1 million and repossessions of \$423,000.

Note 11. Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ratified a consensus opinion reached by the Emerging Issues Task Force on Issue 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements, (EITF 06-4) which requires employers that enter into endorsement split-dollar life insurance arrangements that provide an employee with a postretirement benefit to recognize a liability for the future benefits promised based on the substantive agreement made with the employee. Whether the accrual is based on a death benefit or on the future cost of maintaining the insurance would depend on what the employer has effectively agreed to provide during the employee's retirement. The purchase of an endorsement-type life insurance policy does not qualify as a settlement of the liability.

The consensus in EITF 06-4 is effective for fiscal years beginning after December 15, 2007. The Company adopted EITF 06-4 effective January 1, 2008. As a result of this adoption, the Company recorded an increase to accumulated deficit of \$546,000.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities-Including an amendment of FASB Statement No. 115. SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company did not elect the fair value option for any financial instruments.

In March, 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities (SFAS No. 161), which amends SFAS No. 133. The statement requires enhanced disclosures about an entity's derivative and hedging activities, specifically, how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations; how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for all entities for fiscal years and interim periods beginning after November 15, 2008. The Company does not expect the adoption of SFAS No. 161 to have a significant impact on its consolidated financial statements.

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In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, The Hierarchy of Generally Accepted Accounting Principles, (SFAS No. 162). This statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements presented in conformity with generally accepted accounting principles (GAAP) in the United States. The statement is not expected to result in a change in current practice nor have a material impact on the Company.

In April 2008, the FASB posted FASB Staff Position (FSP) No. 142-3, Determination of the Useful Life of Intangible Assets, (FSP FAS 142-3). This statement amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, Goodwill and Other Intangible Assets. The intent of the FSP is to improve the consistency between the useful life of a recognized intangible asset and the period of expected cash flows, particularly as used to measure fair value in business combinations. The FSP is effective for fiscal years beginning after December 15, 2008, and is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

In June 2008, the FASB posted FASB Staff Position No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities, (FSP EITF 03-6-1). This statement addressed whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the calculation of earnings per share (EPS) as described in FASB Statement No. 128, Earnings per Share. The FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008 with prior period EPS data adjusted retrospectively to conform to its provisions, and is not expected to have a material effect on the Company's EPS.

PART I ITEM 2

Management's Discussion and Analysis of

Financial Condition and Results of Operations

You should read this section in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007. All weighted average, actual share and per share information set forth in this Quarterly Report on Form 10-Q has been adjusted retroactively for the effects of stock dividends, including the stock dividend declared on October 16, 2007, payable on November 16, 2007 to shareholders of record on October 31, 2007.

Statements Regarding Forward Looking Information

The information disclosed in this document includes various forward-looking statements that are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 with respect to credit quality (including delinquency trends and the allowance for loan and lease losses), corporate objectives, and other financial and business matters. The words anticipates, projects, intends, estimates, expects, believes, plans, may, will, should, could, and other similar expressions are intended to identify such forward-looking statements. Company cautions that these forward-looking statements are necessarily speculative and speak only as of the date made, and are subject to numerous assumptions, risks and uncertainties, all of which may change over time. Actual results could differ materially from such forward-looking statements.

In addition to the factors disclosed by the Company elsewhere in this document, the following factors, among others, could cause the Company's actual results to differ materially and adversely from such forward-looking statements: pricing pressures on loan and deposit products; competition; changes in economic conditions nationally, regionally and in the Company's markets; the extent and timing of actions of the Federal Reserve Board; changes in levels of market interest rates; clients' acceptance of the Company's products and services; credit risks of lending activities; changes in the conditions of the capital markets in general and in the capital markets for financial institutions in particular and the impact of the war in Iraq or elsewhere on such markets; and the extent and timing of legislative and regulatory actions and reforms.

The above-listed risk factors are not necessarily exhaustive, particularly as to possible future events, and new risk factors may emerge from time to time. Certain events may occur that could cause the Company's actual results to be materially different than those described in the Company's periodic filings with the Securities and Exchange Commission.

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Any statements made by the Company that are not historical facts should be considered to be forward-looking statements. The Company is not obligated to update and does not undertake to update any of its forward-looking statements made herein.

Significant Accounting Policies, Judgments and Estimates

The accounting and reporting policies of the Company and its subsidiaries conform with accounting principles generally accepted in the United States of America and predominant practices within the banking industry. The consolidated financial statements include the accounts of the Company, Lakeland, Lakeland Investment Corp. and Lakeland NJ Investment Corp. All intercompany balances and transactions have been eliminated.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Significant estimates implicit in these financial statements are as follows:

The principal estimates that are particularly susceptible to significant change in the near term relate to the allowance for loan and lease losses, the analysis of goodwill impairment and the Company's deferred tax asset. The evaluation of the adequacy of the allowance for loan and lease losses includes, among other factors, an analysis of historical loss rates, by category, applied to current loan totals. However, actual losses may be higher or lower than historical trends, which vary. Actual losses on specified problem loans and leases, which also are provided for in the evaluation, may vary from estimated loss percentages.

The allowance for loan and lease losses is established through a provision for loan and lease losses charged to expense. Loan or lease principal considered to be uncollectible by management is charged against the allowance for loan and lease losses. The allowance is an amount that management believes will be adequate to absorb losses on existing loans and leases that may become uncollectible based upon an evaluation of known and inherent risks in the portfolio. The evaluation takes into consideration such factors as changes in the nature and size of the loan and lease portfolio, overall portfolio quality, specific problem loans and leases, and current economic conditions which may affect the borrowers ability to pay. The evaluation also details historical losses by loan category, the resulting loss rates for which are projected at current loan total amounts. Loss estimates for specified problem loans and leases are also detailed. All of the factors considered in the analysis of the adequacy of the allowance for loan and lease losses may be subject to change. To the extent actual outcomes differ from management estimates, additional provisions for loan and lease losses may be required that would adversely impact earnings in future periods.

Interest income is generally accrued as earned on a simple interest basis. Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of interest is doubtful. When a loan is placed on such non-accrual status, all accumulated accrued interest receivable is reversed out of current period income. Commercial loans and leases 90 days or more past due and still accruing interest must have both principal and accruing interest adequately secured and must be in the process of collection. Residential mortgage loans are placed on non-accrual status at the time when foreclosure proceedings are commenced except where there exists sufficient collateral to cover the defaulted principal and interest payments, and management's knowledge of the specific circumstances warrant continued accrual. Consumer loans are generally charged off when principal and interest payments are four months in arrears unless the obligations are well secured and in the process of collection. Interest thereafter on such charged-off consumer loans is taken into income when received only after full recovery of principal.

The Company accounts for impaired loans and leases in accordance with SFAS No. 114, Accounting by Creditors for Impairment of a Loan, as amended by SFAS No. 118, Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosures. Impairment is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, a creditor may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral-dependent. Regardless of the measurement method, a creditor must measure impairment based on the fair value of the collateral when the creditor determines that foreclosure is probable.

The Company accounts for income taxes under the liability method of accounting for income taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Deferred tax expense is the result of changes in deferred tax assets and liabilities. The principal types of differences between assets and liabilities for financial statement and tax return purposes are the allowance for loan and lease losses, deferred loan fees, deferred compensation and

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securities available for sale.

The Company follows FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48), to account for any tax positions that may be uncertain. FIN 48 prescribes a recognition threshold of more-likely-than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. Additional information regarding the Company's uncertain tax positions is set forth in Note 9 to the Financial Statements of the Company's Form 10-K for the year ended December 31, 2007.

The Company accounts for goodwill and other identifiable intangible assets in accordance with SFAS No. 142, Goodwill and Intangible Assets. SFAS No. 142 includes requirements to test goodwill and indefinite lived intangible assets for impairment rather than amortize them. The Company has tested its goodwill as of December 31, 2007 and determined that it is not impaired.

Results of Operations

(Third Quarter 2008 Compared to Third Quarter 2007)

Net Income

Net income for the third quarter of 2008 was \$5.9 million, compared to \$4.8 million for the same period in 2007, an increase of \$1.1 million or 22%. Diluted earnings per share were \$0.25 for the third quarter of 2008, compared to \$0.21 per share for the same period last year. Annualized Return on Average Assets was 0.90% and Annualized Return on Average Equity was 10.70% for the third quarter of 2008.

The factors that influenced third quarter net income in 2008 compared to the same period in 2007 included a \$4.9 million increase in net interest income resulting from a reduction in the cost of interest bearing liabilities and continued loan growth. A \$2.5 million increase in the provision for loan and lease losses was recorded primarily to reflect the impact that current economic conditions, particularly the increase in diesel fuel costs, have had on our lease portfolio. These factors will be discussed in further detail below.

Net Interest Income

Net interest income on a tax equivalent basis for the third quarter of 2008 was \$23.4 million, a \$4.8 million or 26% increase from the \$18.6 million earned in the third quarter of 2007. The increase in net interest income primarily resulted from a favorable mix of earning assets and a decrease in the cost of interest bearing liabilities. The components of net interest income will be discussed in greater detail below.

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The following table reflects the components of the Company's net interest income, setting forth for the periods presented, (1) average assets, liabilities and stockholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company's net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company's net interest margin. Rates are computed on a tax equivalent basis using a tax rate of 35%.

| | For the three months ended, September 30, 2008 | | | For the three months ended, September 30, 2007 | | |
|---|---|--------------------------------|---|---|--------------------------------|-------------------------------------|
| | Average Balance | Interest Income/ Expense | Average rates earned/ paid (dollars in thousands) | Average Balance | Interest Income/ Expense | Average rates earned/ paid |
| Assets | | | | | | |
| Interest-earning assets: | | | | | | |
| Loans and leases (A) | \$ 2,002,869 | \$ 32,336 | 6.42% | \$ 1,741,187 | \$ 30,219 | 6.89% |
| Taxable investment securities | 301,042 | 3,331 | 4.43% | 327,050 | 3,756 | 4.59% |
| Tax-exempt securities | 58,846 | 811 | 5.51% | 80,652 | 1,142 | 5.66% |
| Federal funds sold (B) | 14,718 | 68 | 1.85% | 44,620 | 571 | 5.12% |
| Total interest-earning assets | 2,377,475 | 36,546 | 6.12% | 2,193,509 | 35,688 | 6.46% |
| Noninterest-earning assets: | | | | | | |
| Allowance for loan and lease losses | (20,198) | | | (14,161) | | |
| Other assets | 217,506 | | | 224,867 | | |
| TOTAL ASSETS | \$ 2,574,783 | | | \$ 2,404,215 | | |
| Liabilities and Stockholders' Equity | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| Savings accounts | \$ 308,840 | \$ 879 | 1.13% | \$ 325,514 | \$ 1,519 | 1.85% |
| Interest-bearing transaction accounts | 816,474 | 3,437 | 1.67% | 751,895 | 5,738 | 3.03% |
| Time deposits | 519,949 | 4,657 | 3.58% | 544,471 | 6,332 | 4.65% |
| Borrowings | 391,567 | 4,149 | 4.24% | 253,564 | 3,506 | 5.53% |
| Total interest-bearing liabilities | 2,036,830 | 13,122 | 2.57% | 1,875,444 | 17,095 | 3.63% |
| Noninterest-bearing liabilities: | | | | | | |
| Demand deposits | 306,480 | | | 308,250 | | |
| Other liabilities | 13,705 | | | 15,787 | | |
| Stockholders' equity | 217,768 | | | 204,734 | | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 2,574,783 | | | \$ 2,404,215 | | |
| Net interest income/spread | | 23,424 | 3.55% | | 18,593 | 2.83% |
| Tax equivalent basis adjustment | | 284 | | | 400 | |
| NET INTEREST INCOME | | \$ 23,140 | | | \$ 18,193 | |
| Net interest margin (C) | | | 3.92% | | | 3.36% |

(A) Includes non-accrual loans, the effect of which is to reduce the yield earned on loans, and deferred loan fees.

(B) Includes interest-bearing cash accounts.

(C) Net interest income divided by interest-earning assets.

Interest income on a tax equivalent basis increased from \$35.7 million in the third quarter of 2007 to \$36.5 million in 2008, an increase of \$858,000 or 2%. The increase in interest income was due to an increase in average interest-earning assets of \$184.0 million, or 8%, and a change in the mix of interest-earning assets. Loans and leases as a percent of interest-earning assets increased from 79% in the third quarter of 2007 to 84% in 2008 while total investment securities as a percent of interest-earning assets decreased from 19% in the third quarter of 2007 to 15% in the third quarter of 2008. Loans and leases typically earn higher yields than investment securities. The yield on earning assets declined from

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6.46% in the third quarter of 2007 to 6.12% in the third quarter of 2008 due to the declining rate environment.

Total interest expense decreased from \$17.1 million in the third quarter of 2007 to \$13.1 million in the third quarter of 2008, a decrease of \$4.0 million, or 23%. Average interest-bearing liabilities increased \$161.4 million, but the cost of those liabilities decreased from 3.63% in 2007 to 2.57% in 2008. The decrease in liability yields reflects the decrease in short term interest rates, as the Federal Reserve Bank lowered the federal funds target rate from 4.25% at year end 2007 to 2.0% at the

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end of the third quarter of 2008. Lakeland lowered its deposit rates to reflect this lower interest rate environment. Average deposits increased from \$1.93 billion in the third quarter of 2007 to \$1.95 billion in the third quarter of 2008, an increase of \$21.6 million, or 1%. Average borrowings increased from \$253.6 million in 2007 to \$391.6 million in 2008 to fund loan growth. The average rate paid on these borrowings declined 129 basis points due to the declining rate environment.

Provision for Loan and Lease Losses

In determining the provision for loan and lease losses, management considers historical loan loss experience, changes in composition and volume of the portfolio, the level and composition of non-performing loans and leases, the adequacy of the allowance for loan and lease losses, and prevailing economic conditions.

In the third quarter of 2008, a \$3.3 million provision for loan and lease losses was recorded primarily to reflect the impact that current economic conditions have had on a portion of Lakeland's lease portfolio. This compares to a \$789,000 provision for the same period last year. Higher diesel fuel costs which peaked in third quarter 2008 have impacted independent truckers and equipment lease originators, including one originator which can no longer fulfill all of its obligations under contractual recourse provisions. As of September 30, 2008, the Company had \$37 million outstanding from this originator (down from \$46 million on June 30, 2008) of which approximately 71% is current or less than 30 days past due. The \$3.3 million provision in the third quarter included \$1.8 million for the leasing portfolio. The level of the provision in third quarter also considered trends in charge-offs and levels of non-performing loans in the Company's commercial and consumer loan portfolios.

During the third quarter of 2008, the Company charged off loans of \$3.5 million including \$2.9 million related to the leasing portfolio and recovered \$219,000 in previously charged off loans compared to \$161,000 and \$98,000 of charge-offs and recoveries, respectively, during the same period in 2007. For more information regarding the determination of the provision, see Risk Elements under Financial Condition.

Noninterest Income

Noninterest income increased \$172,000 from the third quarter of 2007 to the third quarter of 2008. Service charges on deposit accounts totaling \$2.9 million increased by \$160,000, or 6% in the third quarter of 2008, as compared to the same period last year, due to increased demand deposit and ATM fees. Commissions and fees increased from \$771,000 in the third quarter of 2007 to \$847,000 in the third quarter of 2008 primarily due to an increase in investment services income which increased by \$101,000 or 47% to \$314,000 in the third quarter of 2008 as compared to the same period last year.

Noninterest Expense

Noninterest expense for the third quarter of 2008 and 2007 was \$14.9 million and \$14.3 million, respectively. Salary and benefit expense increased by \$159,000 or 2% to \$8.3 million. Marketing expense increased \$192,000 to \$648,000 primarily due to deposit promotions. Other expenses increased by \$322,000 or 14% to \$2.7 million in the third quarter of 2008, primarily due to an increase in FDIC insurance assessments and legal fees. The Company's efficiency ratio was 53.0% in the third quarter of 2008, compared to 62.0% for the same period last year. The efficiency ratio expresses the relationship between noninterest expense (excluding other real estate expense and core deposit amortization) to total tax-equivalent revenue (excluding gains (losses) on sales of securities). The efficiency ratio decreased due to the increase in revenues resulting from the Company's improved net interest margin.

(Year-to-Date 2008 Compared to Year-to-Date 2007)

Net Income

Net income for the first nine months of 2008 was \$14.3 million, compared to \$14.7 million for the same period in 2007, a decrease of \$417,000 or 3%. Diluted earnings per share were \$0.61 for the first nine months of 2008, a \$0.02 or 3%

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decrease over what was reported for the same period last year. Annualized Return on Average Assets was 0.75% and Annualized Return on Average Equity was 8.83% for the first nine months of 2008.

Net Interest Income

Net interest income on a tax equivalent basis for the first nine months of 2008 was \$67.1 million, a \$13.1 million or 24% increase from the \$54.1 million earned in the first nine months of 2007. The increase in net interest income primarily resulted from a more favorable mix of earning assets and a decrease in the cost of interest bearing liabilities. The components of net interest income will be discussed in greater detail below.

The following table reflects the components of the Company's net interest income, setting forth for the periods presented, (1) average assets, liabilities and stockholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company's net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company's net interest margin. Rates are computed on a tax equivalent basis using a tax rate of 35%.

CONSOLIDATED STATISTICS ON A TAX EQUIVALENT BASIS

| | For the nine months ended, | | | For the nine months ended, | | |
|---|----------------------------|-----------|---------|----------------------------|-----------|-------|
| | September 30, 2008 | | | September 30, 2007 | | |
| | Average | Interest | rates | Average | Interest | rates |
| | | | | | | |
| Balance | Expense | paid | Balance | Expense | paid | |
| (dollars in thousands) | | | | | | |
| Assets | | | | | | |
| Interest-earning assets: | | | | | | |
| Loans (A) | \$ 1,952,680 | \$ 95,725 | 6.55% | \$ 1,670,292 | \$ 85,896 | 6.88% |
| Taxable investment securities | 310,516 | 10,369 | 4.45% | 326,718 | 10,924 | 4.46% |
| Tax-exempt securities | 68,496 | 2,868 | 5.58% | 82,806 | 3,514 | 5.66% |
| Federal funds sold (B) | 14,854 | 293 | 2.63% | 32,537 | 1,251 | 5.13% |
| Total interest-earning assets | 2,346,546 | 109,255 | 6.22% | 2,112,353 | 101,585 | 6.43% |
| Noninterest-earning assets: | | | | | | |
| Allowance for loan and lease losses | (16,995) | | | (13,847) | | |
| Other assets | 226,098 | | | 224,222 | | |
| TOTAL ASSETS | \$ 2,555,649 | | | \$ 2,322,728 | | |
| Liabilities and Stockholders' Equity | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| Savings accounts | \$ 316,644 | \$ 3,075 | 1.30% | \$ 327,986 | \$ 4,322 | 1.76% |
| Interest-bearing transaction accounts | 791,190 | 10,476 | 1.77% | 737,682 | 16,549 | 3.00% |
| Time deposits | 546,503 | 16,373 | 3.99% | 523,212 | 17,778 | 4.53% |
| Borrowings | 370,688 | 12,201 | 4.39% | 216,768 | 8,879 | 5.46% |
| Total interest-bearing liabilities | 2,025,025 | 42,125 | 2.78% | 1,805,648 | 47,528 | 3.51% |
| Noninterest-bearing liabilities: | | | | | | |
| Demand deposits | 299,209 | | | 299,300 | | |
| Other liabilities | 15,356 | | | 15,375 | | |
| Stockholders' equity | 216,059 | | | 202,405 | | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 2,555,649 | | | \$ 2,322,728 | | |
| Net interest income/spread | | 67,130 | 3.44% | | 54,057 | 2.91% |
| Tax equivalent basis adjustment | | 1,004 | | | 1,230 | |

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| | | | |
|-------------------------|-----------|-------|-----------|
| NET INTEREST INCOME | \$ 66,126 | | \$ 52,827 |
| Net interest margin (C) | | 3.82% | 3.42% |

(A) Includes non-accrual loans, the effect of which is to reduce the yield earned on loans, and deferred loan fees.

(B) Includes interest-bearing cash accounts.

(C) Net interest income divided by interest-earning assets.

Interest income on a tax equivalent basis increased from \$101.6 million in the first nine months of 2007 to \$109.3

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million in 2008, an increase of \$7.7 million or 8%. The increase in interest income was due to an increase in average interest-earning assets of \$234.2 million, or 11%, and a change in the mix of interest-earning assets similar to the change in mix described above in the comparison of the results of operations between the third quarter of 2008 and the third quarter of 2007.

Total interest expense decreased from \$47.5 million in the first nine months of 2007 to \$42.1 million in the first nine months of 2008, a decrease of \$5.4 million, or 11%. Average interest-bearing liabilities increased \$219.4 million, but the cost of those liabilities decreased from 3.51 % in 2007 to 2.78% in 2008. The decrease in liability yields reflects the decrease in short term interest rates resulting from the drop in the federal funds target rate. Lakeland lowered its deposit rates to reflect this lower interest rate environment. Average deposits increased from \$1.89 billion in the first nine months of 2007 to \$1.95 billion in the first nine months of 2008, an increase of \$65.4 million, or 3%. Average borrowings increased from \$216.8 million in 2007 to \$370.7 million in 2008 to fund loan growth. The average rate paid on these borrowings declined 107 basis points due to the declining rate environment.

Provision for Loan and Lease Losses

The provision for loan and lease losses increased to \$12.7 million for the first nine months of 2008 from \$2.1 million for the same period last year. This was a result of management's evaluation of the adequacy of the allowance for loan and lease losses and the impact current economic conditions have had on our lease portfolio as previously mentioned in the quarterly analysis. During the first nine months of 2008, the Company charged off loans of \$7.7 million and recovered \$460,000 in previously charged off loans compared to \$1.3 million and \$492,000, respectively, during the same period in 2007. The higher provision for loan and lease losses reflects trends in non-performing loans and leases and net charge-offs in the first nine months of 2008 compared to the first nine months of 2007. For more information regarding the determination of the provision, see Risk Elements under Financial Condition.

Noninterest Income

Noninterest income totaled \$13.3 million for the first nine months of 2008, as compared to \$14.1 million for the same period last year, a decrease of 6%. Gains on investment securities were \$53,000 for the first nine months of 2008, as compared to \$1.8 million for the first nine months of 2007. Service charges on deposit accounts increased because of the same factors discussed in the comparison of the results of operations between third quarter 2008 and third quarter 2007. Commissions and fees increased due to increases in investment services income and due to increased fee income on loans. Leasing income increased \$498,000 to \$921,000 resulting from a gain on sale of leases of \$452,000 in the first quarter of 2008. Other income decreased \$453,000 to \$329,000 due to a \$319,000 gain on the sale of a branch office in first quarter 2007.

Noninterest Expense

For the first nine months of 2008, noninterest expense was \$44.7 million, compared to \$43.1 million in 2007, an increase of 4%. Salary and benefit costs remained unchanged at \$24.4 million. Marketing expense increased \$239,000 or 17% to \$1.7 million as a result of the same factors discussed in the comparison of the result of operations between the third quarter of 2008 compared to the third quarter of 2007. Other expenses increased by \$1.1 million, or 15% to \$8.3 million primarily due to the increased FDIC assessment fees, consulting costs and legal fees. The Company's efficiency ratio was 54.6% in the first nine months of 2008, compared to 63.6% for the same period last year resulting from an increase in net interest income as discussed above.

Income Taxes

The Company's effective tax rate increased from 32.6% in the first nine months of 2007 to 35.1% in the first nine months of 2008 because of a decrease in the amount of tax advantaged income as a percent of taxable income.

Table of Contents**Financial Condition**

The Company's total assets increased \$67.0 million or 3% from \$2.51 billion at December 31, 2007, to \$2.58 billion at September 30, 2008. Total deposits decreased from \$1.99 billion on December 31, 2007 to \$1.95 billion on September 30, 2008, a decrease of \$35.9 million or 2%. Long term debt increased by \$94.2 million from \$171.8 million on December 31, 2007 to \$266.0 million on September 30, 2008 to finance loan growth.

Loans and Leases

Gross loans and leases increased from \$1.88 billion on December 31, 2007 to \$2.01 billion on September 30, 2008, an increase of \$129.8 million, or 7%. The major areas of loan growth were in commercial loans and residential mortgages which increased \$93.3 million and \$27.6 million, respectively, from December 31, 2007 to September 30, 2008. For more information on the loan portfolio, see Note 7 in Notes to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

Risk Elements

The following schedule sets forth certain information regarding the Company's non-accrual, past due and renegotiated loans and leases and other real estate owned on the dates presented:

| (in thousands) | September 30, 2008 | December 31, 2007 | September 30, 2007 |
|---|-----------------------|----------------------|-----------------------|
| Non-performing loans and leases: | | | |
| Non-accrual loans and leases | \$11,455 | \$10,159 | \$8,784 |
| Renegotiated loans and leases | | | |
| TOTAL NON-PERFORMING LOANS AND LEASES | 11,455 | 10,159 | 8,784 |
| Other real estate and other repossessed assets | 2,087 | 185 | |
| TOTAL NON-PERFORMING ASSETS | \$13,542 | \$10,344 | \$8,784 |
| Loans and leases past due 90 days or more and still accruing | \$329 | \$667 | \$252 |

Non-performing assets increased from \$10.3 million on December 31, 2007, or 0.41% of total assets, to \$13.5 million, or 0.52% of total assets, on September 30, 2008. The increase in non-accrual loans and leases from \$10.2 million on December 31, 2007 to \$11.4 million on September 30, 2008 included \$3.3 million in leases related to an originator who can no longer fulfill all of its obligations under contractual recourse provisions. Other repossessed assets also increased from \$185,000 on December 31, 2007 to \$2.1 million on September 30, 2008 which included \$1.7 million in repossessed assets from the aforementioned leasing originator. Loans and leases past due ninety days or more and still accruing at September 30, 2008 decreased \$338,000 to \$329,000 from \$667,000 on December 31, 2007. Loans and leases past due 90 days or more and still accruing are those loans and leases that are both well-secured and in process of collection.

As of September 30, 2008, the Company had \$9.5 million in impaired loans and leases (consisting primarily of non-accrual loans and leases) compared to \$9.8 million at year-end 2007. For more information on these loans and leases see Note 7 in Notes to the Consolidated Financial Statements of this Quarterly Report on Form 10-Q. The impairment of the loans and leases is measured using the present value of future cash flows on certain impaired loans and leases or is based on the fair value of the underlying collateral for the remaining loans and leases. Based on such evaluation, \$1.9 million has been allocated as a portion of the allowance for loan and lease losses for impairment at September 30, 2008. At September 30, 2008, the Company also had \$28.9 million in loans and leases that were rated substandard that were not classified as non-performing or impaired.

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In the second quarter of 2008, an \$8.2 million provision for loan and lease losses was recorded primarily to reflect the impact that current economic conditions, particularly the increase in diesel fuel costs, have had on a portion of the Company's lease portfolio. In the third quarter, an additional \$3.3 million provision for loan and lease losses was recorded

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including \$1.8 million for the Company's leasing portfolio. Future increases in fuel costs and a downturn in general economic conditions could impact other portions of the loan and lease portfolio, and result in the recording of additional provisions in the future to reflect any such impact.

In addition, the Company has taken various steps with respect to the Leasing Division, including realigning the reporting lines for all loan and lease originating activities of the Bank under the Chief Loan Officer and changing the Leasing Division's lending authority.

The following table sets forth for the periods presented, the historical relationships among the allowance for loan and lease losses, the provision for loan losses, the amount of loans and leases charged-off and the amount of loan recoveries:

| | Nine months ended September 30, 2008 | Year ended December 31, 2007 | Nine months ended September 30, 2007 |
|--|---|---------------------------------------|---|
| (dollars in thousands) | | | |
| Balance of the allowance at the beginning of the year | \$14,689 | \$13,454 | \$13,454 |
| Loans and leases charged off: | | | |
| Commercial | 528 | 3,601 | 112 |
| Leases | 5,903 | 425 | 364 |
| Home Equity and consumer | 1,111 | 1,341 | 836 |
| Real estate mortgage | 123 | | |
| Total loans charged off | 7,665 | 5,367 | 1,312 |
| Recoveries: | | | |
| Commercial | 94 | 209 | 206 |
| Leases | 61 | 2 | 2 |
| Home Equity and consumer | 305 | 415 | 284 |
| Real estate mortgage | | | |
| Total Recoveries | 460 | 626 | 492 |
| Net charge-offs: | 7,205 | 4,741 | 820 |
| Provision for loan and lease losses | 12,698 | 5,976 | 2,062 |
| Ending balance | \$20,182 | \$14,689 | \$14,696 |
| Ratio of annualized net charge-offs to average loans and leases outstanding | 0.49% | 0.28% | 0.07% |
| Ratio of allowance at end of period as a percentage of period end total loans and leases | 1.00% | 0.78% | 0.83% |

The ratio of the allowance for loan and lease losses to loans and leases outstanding reflects management's evaluation of the underlying credit risk inherent in the loan and lease portfolio. The determination of the adequacy of the allowance for loan and lease losses and periodic provisioning for estimated losses included in the consolidated financial statements is the responsibility of management and the Board of Directors. The evaluation process is undertaken on a quarterly basis.

Methodology employed for assessing the adequacy of the allowance for loan and lease losses consists of the following criteria:

The establishment of reserve amounts for all specifically identified classified loans and leases that have been designated as requiring attention by the Company or its external loan review consultant.

The establishment of reserves for pools of homogeneous types of loans and leases not subject to specific review, including 1-4 family residential mortgages and consumer loans.

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The establishment of reserve amounts for the non-classified loans and leases in each portfolio based upon the historical average loss experience of these portfolios and management's evaluation of key factors. Consideration is given to the results of ongoing credit quality monitoring processes, the adequacy and expertise of the Company's lending staff, underwriting policies, loss histories, delinquency trends, and the cyclical nature of economic and business conditions. Since many of the Company's loans depend on the sufficiency of collateral as a secondary means of repayment, any adverse trend in the real estate markets could affect underlying values available to protect the Company against loss.

Based upon the process employed and giving recognition to all accompanying factors related to the loan portfolio, management considers the allowance for loan and lease losses to be adequate at September 30, 2008. The preceding statement constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

Investment Securities

For detailed information on the composition and maturity distribution of the Company's investment security portfolio, see Note 6 in the Notes to Consolidated Financial Statements contained in this Form 10-Q. Total investment securities decreased from \$402.6 million on December 31, 2007 to \$340.7 million on September 30, 2008, a decrease of \$61.9 million, or 15% which included sales and maturities of securities used to fund loan growth.

Deposits

Total deposits decreased from \$1.99 billion on December 31, 2007 to \$1.95 billion on September 30, 2008, a decrease of \$35.9 million, or 2%. Total core deposits, which are defined as noninterest bearing and savings and interest-bearing transaction accounts, increased \$40.3 million, or 3%, from year-end 2007. This increase was fueled by an increase in money market deposit accounts of \$116.7 million or 76% due to a special promotion in 2008. Time deposits declined from \$604.2 million on December 31, 2007 to \$528.0 million on September 30, 2008, a decrease of \$76.2 million or 13%. This decrease was partially due to a \$60.2 million decrease in time deposits \$100,000 and over, primarily in the municipal sector. The Company elected not to bid on high rate short-term municipal deposits. Time deposits also declined because of the maturity of high rate time deposits that we gathered in a deposit promotion in the last half of 2007. Because of the lower interest rate environment, some of these deposits have migrated to core deposit accounts. As an alternative to higher costing, short-term municipal CDs, we elected to borrow long-term in this lower rate environment.

Liquidity

Cash and cash equivalents, totaling \$58.7 million on September 30, 2008, increased \$1.6 million from December 31, 2007. Operating activities, principally the result of the Company's net income, provided \$25.9 million in net cash. Investing activities used \$83.4 million in net cash, primarily reflecting the use of funds for loan originations. Financing activities provided \$59.1 million in net cash, reflecting a decrease of \$35.9 million in deposits and an increase of \$94.2 million in long-term debt. The Company anticipates that it will have sufficient funds available to meet its current loan commitments and deposit maturities. This constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995. At September 30, 2008, the Company had outstanding loan origination commitments of \$386.6 million. These commitments include \$321.2 million that mature within one year; \$27.5 million that mature after one but within three years; \$7.3 million that mature after three but within five years and \$30.6 million that mature after five years. The Company also had \$9.9 million in letters of credit outstanding at September 30, 2008. This included \$8.2 million that are maturing within one year and \$1.7 million that mature after one but within three years. Time deposits issued in amounts of \$100,000 or more maturing within one year total \$153.5 million.

Capital Resources

Stockholders' equity increased from \$211.6 million on December 31, 2007 to \$219.7 million on September 30, 2008. Book value per common share increased to \$9.30 on September 30, 2008 from \$9.09 on December 31, 2007. The increase in stockholders' equity from December 31, 2007 to September 30, 2008 was primarily due to net income offset by dividends and a cumulative adjustment for adoption of EITF 06-4 of \$546,000. For more information, please see Note 11 in

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Notes to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q. Stockholders equity also increased \$2.9 million resulting from the exercise of stock options. Accumulated other comprehensive loss increased (\$2.7) million to (\$4.6) million resulting from a decline in market value in the securities portfolio.

The Company and Lakeland are subject to various regulatory capital requirements that are monitored by federal banking agencies. Failure to meet minimum capital requirements can lead to certain supervisory actions by regulators; any supervisory action could have a direct material effect on the Company or Lakeland's financial statements. Management believes, as of September 30, 2008, that the Company and Lakeland meet all capital adequacy requirements to which they are subject.

The capital ratios for the Company and Lakeland at September 30, 2008 and the minimum regulatory guidelines for such capital ratios for qualification as a well-capitalized institution are as follows:

| | Tier 1 Capital to Total Average Assets Ratio September 30, 2008 | Tier 1 Capital to Risk-Weighted Assets Ratio September 30, 2008 | Total Capital to Risk-Weighted Assets Ratio September 30, 2008 |
|--|--|---|--|
| Capital Ratios: | | | |
| The Company | 8.38% | 10.43% | 11.49% |
| Lakeland Bank | 7.81% | 9.74% | 10.78% |
| Well-capitalized institution under FDIC Regulations | 5.00% | 6.00% | 10.00% |

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

The Company manages interest rate risk and market risk by identifying and quantifying interest rate risk exposures using simulation analysis, economic value at risk models and gap analysis. At September 30, 2008, the cumulative one-year gap was (\$286.2) million or (11.1%) of total assets.

The Company uses net interest income simulation because the Company's Asset/Liability Management Committee believes that the interest rate sensitivity modeling more accurately reflects the effects and exposure to changes in interest rates. Net interest income simulation considers the relative sensitivities of the balance sheet including the effects of interest rate caps on adjustable rate mortgages and the relatively stable aspects of core deposits. As such, net interest simulation is designed to address the probability of interest rate changes and the behavioral response of the balance sheet to those changes. Market Value of Portfolio Equity represents the fair value of the net present value of assets, liabilities and off-balance-sheet items. The Company's Market Value of Portfolio Equity at September 30, 2008 was \$341.7 million.

Based on its simulation models, the Company estimates that for a 200 basis point rate shock increase, the Company's Market Value of Portfolio Equity would decline (10.0%) and would increase 0.7% for a 200 basis point rate shock decrease. The simulation model also shows that for a 200 basis point rate increase, the Company's projected net interest income for the next 12 months would decrease (3.0%), and would increase 2.1% for a 200 basis point rate decrease. The information provided for net interest income over the next 12 months assumes that changes in interest rates of plus 200 basis points and minus 200 basis points change gradually in equal increments over the following 12 month period. The above information is based on significant estimates and assumptions and constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995. For more information regarding the Company's market risk and assumptions used in the Company's simulation models, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 4. Controls and Procedures

(a) **Disclosure controls and procedures.** As of the end of the Company's most recently completed fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) covered by this report, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Securities Exchange

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Act Rule 13a-15. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in ensuring 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 SEC's rules and forms.

(b) Changes in internal controls over financial reporting. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

For legal proceedings, please see the description under "Legal Proceedings" in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Item 1A. Risk Factors

There have been no material changes in risk factors from those disclosed under Item 1A, "Risk Factors," in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2007.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Not Applicable

Item 3. Defaults Upon Senior Securities Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders. Not Applicable

Item 5. Other Information Not Applicable

Item 6. Exhibits

31.1 Certification by Thomas J. Shara pursuant to Section 302 of the Sarbanes Oxley Act.

31.2 Certification by Joseph F. Hurley pursuant to Section 302 of the Sarbanes Oxley Act.

32.1 Certification by Thomas J. Shara and Joseph F. Hurley pursuant to Section 906 of the Sarbanes Oxley Act.

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SIGNATURES

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

Lakeland Bancorp, Inc.

(Registrant)

/s/ Thomas J Shara

Thomas J. Shara

President and Chief Executive Officer

/s/ Joseph F. Hurley

Joseph F. Hurley

Executive Vice President and

Chief Financial Officer

November 10, 2008

Date