

Solera National Bancorp, Inc.
Form 10-Q
August 09, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-53181

SOLERA NATIONAL BANCORP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

02-0774841
(IRS Employer
Identification No.)

319 S. Sheridan Blvd.
Lakewood, CO 80226
303-209-8600

(Address and telephone number of principal executive offices and principal place of business)

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes 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.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date: As of August 8, 2012, 2,553,671 shares of the registrant's common stock, \$0.01 par value, were issued and outstanding.

FORM 10-Q
SOLERA NATIONAL BANCORP, INC.

INDEX

	PAGE
INTRODUCTORY NOTE. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS	3
PART I - FINANCIAL INFORMATION	4
ITEM	
1. FINANCIAL STATEMENTS (unaudited)	4
Balance Sheets as of June 30, 2012 and December 31, 2011	4
Statements of Operations and Comprehensive Income (Loss) for the Three and Six Months Ended June 30, 2012 and 2011	5
Statements of Changes in Stockholders' Equity for the Six Months Ended June 30, 2012 and 2011	6
Statements of Cash Flows for the Six Months Ended June 30, 2012 and 2011	7
Unaudited Condensed Notes to Consolidated Financial Statements	9
ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND	
2. RESULTS OF OPERATIONS	34
ITEM	
3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	50
ITEM	
4. CONTROLS AND PROCEDURES	50
PART II - OTHER INFORMATION	51
ITEM	
1. LEGAL PROCEEDINGS	51
ITEM	
1A. RISK FACTORS	51
ITEM	
2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	51
ITEM	
3. DEFAULTS UPON SENIOR SECURITIES	51
ITEM	
4. MINE SAFETY DISCLOSURE	51
ITEM	
5. OTHER INFORMATION	51
ITEM	
6. EXHIBITS	51
SIGNATURES	52
EXHIBIT INDEX	53

INTRODUCTORY NOTE. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION AND RISK FACTORS

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 about Solera National Bancorp, Inc. (the “Company”) and our subsidiary, Solera National Bank (the “Bank,” collectively with the Company, sometimes referred to as “we,” “us” and “our”) that are subject to risks and uncertainties. Forward-looking statements include information concerning future financial performance, business strategy, projected plans and objectives. Statements preceded by, followed by or that otherwise include the words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “may increase,” “may fluctuate” and similar expressions, and future or conditional verbs such as “will,” “should,” “would,” and “could” are generally forward-looking in nature and not historical facts. Actual results may differ materially from those projected, implied, anticipated or expected in the forward-looking statements. Readers of this quarterly report should not rely solely on the forward-looking statements and should consider all uncertainties and risks throughout this report. The statements are representative only as of the date they are made, and Solera National Bancorp, Inc. undertakes no obligation to update any forward-looking statement.

These forward-looking statements, implicitly and explicitly, include the assumptions underlying the statements and other information with respect to the Company's beliefs, plans, objectives, goals, expectations, anticipations, estimates, financial condition, results of operations, future performance and business, including management's expectations and estimates with respect to revenues, expenses, return on equity, return on assets, efficiency ratio, asset quality and other financial data and capital and performance ratios.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, these statements involve risks and uncertainties that are subject to change based on various important factors, some of which are beyond the control of the Company. The following factors, among others, could cause the Company's results or financial performance to differ materially from its goals, plans, objectives, intentions, expectations and other forward-looking statements:

management of Solera National Bank may be unable to limit credit risk associated with our loan portfolio, which would affect the Company's profitability;

general economic conditions in the U.S. and within our market area may be less favorable than expected, causing an adverse impact on our financial performance;

the Company is subject to extensive regulatory oversight, which could restrain our growth and profitability;

interest rate volatility could adversely impact our business;

the Company may not be able to raise additional capital on terms favorable to us;

the Company continues to hold other real estate owned which may be vulnerable to declines in real estate values;

the recently proposed Basel capital standards may negatively impact our capital ratios, profitability and ability to lend;

the liquidity of our common stock is affected by its limited trading market; and

the Company faces competition from a variety of competitors.

For a discussion of these and other risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” in Item 1A of the Company’s 2011 Annual Report filed on Form 10-K with the SEC, which is available on the SEC’s website at www.sec.gov. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update this Quarterly Report on Form 10-Q to reflect events or circumstances after the date hereof. New factors emerge from time to time, and we cannot predict which factors, if any, will arise. In addition, the Company cannot assess the impact of each factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (unaudited)

Solera National Bancorp, Inc.

Balance Sheets as of June 30, 2012 and December 31, 2011
(unaudited)

(\$ in thousands, except share data)

	June 30, 2012	December 31, 2011
ASSETS		
Cash and cash equivalents	\$ 849	\$ 1,800
Interest-bearing deposits with banks	357	1,357
Investment securities, available-for-sale	89,141	83,195
Gross loans	58,537	55,645
Net deferred expenses/(fees)	94	(77)
Allowance for loan and lease losses	(1,009)	(1,067)
Net loans	57,622	54,501
Federal Home Loan Bank (FHLB) and Federal Reserve		
Bank stocks	1,164	1,134
Bank-owned life insurance	2,027	-
Other real estate owned	1,776	1,776
Premises and equipment, net	550	599
Accrued interest receivable	718	584
Other assets	348	420
Total assets	\$ 154,552	\$ 145,366

LIABILITIES AND STOCKHOLDERS' EQUITY

Deposits

Noninterest-bearing demand	\$ 3,312	\$ 3,550
Interest-bearing demand	8,950	9,355
Savings and money market	56,740	58,854
Time deposits	56,199	47,225
Total deposits	125,201	118,984

Securities sold under agreements to repurchase and federal funds purchased

Securities sold under agreements to repurchase and federal funds purchased	814	253
Accrued interest payable	63	56
Accounts payable and other liabilities	336	534
FHLB advances	8,500	6,500
Total liabilities	\$ 134,914	\$ 126,327

COMMITMENTS AND CONTINGENCIES (see Notes 10 and 12)

STOCKHOLDERS' EQUITY

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Common stock, \$0.01 par value; 5,000,000 shares authorized; 2,553,671 shares issued and outstanding	\$ 26	\$ 26
Additional paid-in capital	26,172	26,146
Accumulated deficit	(7,546)	(7,640)
Accumulated other comprehensive income	986	507
Total stockholders' equity	\$ 19,638	\$ 19,039
Total liabilities and stockholders' equity	\$ 154,552	\$ 145,366

See Notes to Consolidated Financial Statements.

Solera National Bancorp, Inc.

Statements of Operations and Comprehensive Income (Loss) for
the Three and Six Months Ended June 30, 2012 and 2011
(unaudited)

(\$ in thousands, except share data)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
INTEREST INCOME:				
Interest and fees on loans	\$787	\$847	\$1,575	\$1,671
Interest on investment securities	540	646	1,043	1,319
Dividends on FHLB and FRB stocks	10	8	18	17
Other interest income	3	2	5	3
Total interest income	1,340	1,503	2,641	3,010
INTEREST EXPENSE:				
Deposits	279	354	579	723
FHLB advances	33	49	64	106
Other borrowings	2	3	3	7
Total interest expense	314	406	646	836
NET INTEREST INCOME BEFORE PROVISION	1,026	1,097	1,995	2,174
Provision for loan and lease losses	-	120	-	120
NET INTEREST INCOME AFTER PROVISION	1,026	977	1,995	2,054
NONINTEREST INCOME:				
Service charges and fees	19	18	34	35
Other income	20	1	29	2
Gain on loans sold	25	-	25	-
Gain on sale of available-for-sale securities	166	225	280	223
Total noninterest income	230	244	368	260
NONINTEREST EXPENSE:				
Salaries and employee benefits	587	612	1,154	1,317
Occupancy	120	127	247	260
Professional fees	78	99	222	225
Other general and administrative	338	283	646	595
Total noninterest expense	1,123	1,121	2,269	2,397
INCOME (LOSS) BEFORE INCOME TAXES	133	100	94	(83)
Provision for income taxes	-	-	-	-
NET INCOME (LOSS)	\$133	\$100	\$94	\$(83)
OTHER COMPREHENSIVE INCOME, NET OF TAX:				
Change in net unrealized gains on securities	209	1,023	759	1,096
Less: Reclassification adjustment for net gains included in net income (loss)	(166)	(225)	(280)	(223)
OTHER COMPREHENSIVE INCOME	\$43	\$798	\$479	\$873
COMPREHENSIVE INCOME	\$176	\$898	\$573	\$790
NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS	\$133	\$100	\$94	\$(83)

INCOME (LOSS) PER COMMON SHARE				
Basic	\$0.05	\$0.04	\$0.04	\$(0.03)
Weighted-average common shares outstanding - basic	2,553,671	2,553,671	2,553,671	2,553,671
Diluted	\$0.05	\$0.04	\$0.04	\$(0.03)
Weighted-average common shares outstanding - diluted	2,558,283	2,553,671	2,558,283	2,553,671

See Notes to Consolidated Financial Statements.

Solera National Bancorp, Inc.

Statements of Changes in Stockholders' Equity for
the Six Months Ended June 30, 2012 and 2011
(unaudited)

(\$ in thousands, except share data)	Shares Outstanding	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Balance at December 31, 2010	2,553,671	\$26	\$ 25,980	\$ (7,882)	\$ 201	\$18,325
Stock-based compensation	-	-	115	-	-	115
Comprehensive income:						
Net loss	-	-	-	(83)	-	(83)
Other comprehensive income	-	-	-	-	873	873
Total comprehensive income						790
Balance at June 30, 2011	2,553,671	\$26	\$ 26,095	\$ (7,965)	\$ 1,074	\$19,230
Balance at December 31, 2011	2,553,671	\$26	\$26,146	\$ (7,640)	\$507	\$19,039
Stock-based compensation	-	-	26	-	-	26
Comprehensive income:						
Net income	-	-	-	94	-	94
Other comprehensive income	-	-	-	-	479	479
Total comprehensive income						573
Balance at June 30, 2012	2,553,671	\$26	\$26,172	\$ (7,546)	\$986	\$19,638

See Notes to Consolidated Financial Statements.

Solera National Bancorp, Inc.

Statements of Cash Flows for the
Six Months Ended June 30, 2012 and 2011
(unaudited)

(\$ in thousands)	For the Six Months Ended June 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$94	\$(83)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	61	76
Provision for loan and lease losses	-	120
Net accretion of deferred loan fees/expenses	(6)	(12)
Net amortization of premiums on investment securities	728	308
Gain on sale of available-for-sale investment securities	(280)	(223)
Federal Home Loan Bank stock dividend	(2)	(2)
Recognition of stock-based compensation on stock options	26	115
Increase in bank-owned life insurance cash surrender value	(27)	-
Changes in operating assets and liabilities:		
Accrued interest receivable	(134)	116
Other assets	72	41
Prepaid FDIC premiums	-	111
Accrued interest payable	7	(27)
Accounts payable and other liabilities	(174)	-
Deferred loan fees/expenses, net	(165)	(8)
Net cash provided by operating activities	\$200	\$532
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investment securities, available-for-sale	\$(32,369)	\$(27,307)
Proceeds from sales of investment securities, available-for-sale	19,444	25,058
Proceeds from maturities/calls/pay downs of investment securities, available-for-sale	7,010	5,060
Loan originations funded, net	(2,950)	(58)
(Purchase) / redemption of Federal Reserve Bank stock	(28)	53
Purchase of bank-owned life insurance	(2,000)	-
Purchase of premises and equipment	(12)	(2)
Proceeds from sale of foreclosed properties	-	1,838
Purchase of interest-bearing deposits with banks	-	(1,000)
Maturity of interest-bearing deposits with banks	1,000	160
Net cash (used in) / provided by investing activities	\$(9,905)	\$3,802
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in deposits	\$6,217	\$2,538
Net increase in securities sold under agreements to repurchase and federal funds purchased	561	137
Increase / (decrease) in FHLB advances	2,000	(3,500)
Principal payments on capital lease	(24)	(22)

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Net cash provided by / (used in) financing activities	\$8,754	\$(847)
Net (decrease) / increase in cash and cash equivalents	\$(951)	\$3,487
CASH AND CASH EQUIVALENTS		
Beginning of period	1,800	936
End of period	\$849	\$4,423
(continued)		

7

Solera National Bancorp, Inc.

Statements of Cash Flows for the
Six Months Ended June 30, 2012 and 2011, (continued)
(unaudited)

For the Six Months
Ended June 30,

(\$ in thousands) 2012 2011

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Cash paid during the period for:

Interest	\$639	\$863
Income taxes paid	\$-	\$-
Non-cash investing transactions:		
Unrealized gain on investment securities, available-for-sale	\$479	\$873

See Notes to Consolidated Financial Statements.

SOLERA NATIONAL BANCORP, INC.

UNAUDITED CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF ORGANIZATION

Solera National Bancorp, Inc. (the “Company”), is a Delaware corporation that was incorporated in 2006 to organize and serve as the holding company for Solera National Bank (the “Bank”), a national bank that opened for business on September 10, 2007. Solera National Bank is a full-service community, commercial bank headquartered in Lakewood, Colorado primarily serving the six-county Denver metropolitan area.

NOTE 2 - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to present fairly the financial position of the Company as of June 30, 2012, and the results of its operations for the three and six months ended June 30, 2012 and 2011. Cash flows are presented for the six months ended June 30, 2012 and 2011. Certain reclassifications have been made to the consolidated financial statements and related notes of prior periods to conform to the current presentation. These reclassifications had no impact on stockholders’ equity or net income (loss) for the periods. Additionally, certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to rules and regulations of the U.S. Securities and Exchange Commission. The Company believes that the disclosures in the unaudited condensed consolidated financial statements are adequate to make the information presented not misleading. However, these unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011.

The attainment of sustained profitable operations are dependent on future events, including the successful execution of the Company’s business plan and achieving a level of revenue adequate to support the Company’s cost structure.

Critical Accounting Policies

The following is a description of the Company’s significant accounting policies used in the preparation of the accompanying consolidated financial statements.

Provision and allowance for loan and lease losses: Implicit in the Company’s lending activities is the fact that loan and lease losses will be experienced and that the risk of loss will vary with the type of loans being made and the creditworthiness of the borrowers over the terms of the loans. The allowance for loan and lease losses represents the Company’s recognition of the risks of extending credit and its evaluation of the loan portfolio. The evaluation of the allowance is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan and lease losses is maintained at a level considered adequate to provide for probable loan and lease losses based on management’s assessment of various factors affecting the loan portfolio, including a review of problem loans, business conditions, historical loss experience, evaluation of the quality of the underlying collateral, and holding and disposal costs. In addition, because the Bank has limited history on which to base future loan and lease losses, a comparison of peer group allowance ratios to gross loans is made with the intention of maintaining similar levels until the Bank has sufficient historical data to see trends in our own loss history. The allowance for loan and lease losses is increased by provisions charged to expense and reduced by loans and leases charged-off, net of recoveries. Loan and lease losses are charged against the allowance for loan and lease losses when management believes the balance is uncollectible.

The Company has established a formal process for determining an adequate allowance for loan and lease losses. The allowance for loan and lease losses calculation has two components. The first component represents the allowance for loan and lease losses for impaired loans; that is loans where the Company believes collection of the contractual principal and interest payments is not probable. To determine this component of the calculation, impaired loans and leases are individually evaluated by either discounting the expected future cash flows or determining the fair value of the collateral, if repayment is expected solely from collateral. The fair value of the collateral is determined using internal analyses as well as third-party information, such as appraisals. That value, less estimated costs to sell, is compared to the recorded investment in the loan and any shortfall is charged-off. Unsecured loans and loans that are not collateral-dependent are evaluated by calculating the discounted cash flow of the payments expected over the life of the loan using the loan's effective interest rate and giving consideration to currently existing factors that would impact the amount or timing of the cash flows. The shortfall between the recorded investment in the loan and the discounted cash flows, or the fair value of the collateral less estimated costs to sell, represents the first component of the allowance for loan and lease losses.

The second component of the allowance for loan and lease losses represents contingent losses – the estimated probable losses inherent within the portfolio due to uncertainties. To determine this component, management calculates a weighted-average loss rate based on actual loss rates over the last two to three years for all banks in Colorado and for similarly-sized commercial banks with two or fewer locations in a metropolitan area. Management then adjusts the loss rate for environmental factors which include, but are not limited to, 1) historical and current trends in downgraded loans; 2) the level of the allowance in relation to total loans; 3) the levels and trends in non-performing and past due loans; and 4) management's assessment of economic conditions and certain qualitative factors as defined by bank regulatory guidance, including but not limited to, changes in the size, composition and concentrations of the loan portfolio, changes in the legal and regulatory environment, and changes in lending management. The qualitative factors also consider the risk elements within each segment of the loan portfolio. The primary risk comes from the difference between the expected and actual cash flows of the borrower and is influenced by the type of collateral securing the loans. For real estate secured loans, conditions in the real estate markets as well as the general economy influence real estate values and may impact the Company's ability to recover its investment due to declines in the fair value of the underlying collateral. The risks in non-real estate secured loans include general economic conditions as well as interest rate changes. Classified and criticized loans, which are closely monitored by management, are taken out of their original category for calculating their contingent loss rate and are assigned a loss rate ranging between 2.50% and 17.50% of the loan's principal balance. The aggregate of above described segments represents the contingent losses in the portfolio.

The recorded allowance for loan and lease losses is the aggregate of the impaired loan and lease component and the contingent loss component. We aggregate our loans into portfolio segments including: Commercial Real Estate Secured; Residential Real Estate Secured; Commercial and Industrial; and Consumer. These segments are based upon the loan's categorization in the Consolidated Report of Condition and Income, as set forth by banking regulators, (the "Call Report"). Our methodology for estimating the allowance has not changed during the current or prior reporting period and is consistent across all portfolio segments and classes of loans.

At June 30, 2012, the Company had an allowance for loan and lease losses of \$1.0 million. We believe that this is adequate to cover probable losses based on currently available evidence. Future additions to the allowance for loan and lease losses may be required based on management's continuing evaluation of the inherent risks in the portfolio. Additional provisions for loan and lease losses may be needed if the economy declines, asset quality deteriorates, or the loss experience changes.

Loans receivable: Loans receivable that the Company has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding unpaid principal balances net of any deferred fees or costs, and reduced by any charge-offs and the allowance for loan and lease losses.

Credit and loan decisions are made by management and the Board of Directors' Credit Committee in conformity with established loan policies. The Company's practice is to charge-off any loan or portion of a loan when the loan is determined to be uncollectible due to the borrower's failure to meet repayment terms, the borrower's deteriorated financial condition, the depreciation of the underlying collateral, the loan's classification as a loss, or for other reasons.

The Company considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due (principal and interest) according to the contractual terms of the loan agreement. Measurement of impairment is based on the expected future cash flows of an impaired loan, which are to be discounted at the loan's effective interest rate, or measured by reference to an observable market value, if one exists, or the fair value of the collateral for a collateral-dependent loan. The Company selects the measurement method on a loan-by-loan basis except that collateral-dependent loans for which foreclosure is probable are measured at the fair value of the collateral. The Company recognizes interest income on impaired loans based on its existing methods of recognizing interest income on nonaccrual loans (see Interest and fees on loans, below).

Interest and fees on loans: Interest income is recognized daily in accordance with the terms of the note based on the outstanding principal balance. Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans. The accrual of interest on loans is discontinued when principal or interest is 90 days past due based on contractual terms of the loan or when, in the opinion of management, there is reasonable doubt as to collectability. When loans are placed on nonaccrual status, all interest previously accrued but not collected is reversed against current period interest income. Income on nonaccrual loans is subsequently recognized only to the extent that cash is received and the Bank's recorded investment in the loan (the customer's balance less any partial charge-offs) is deemed collectible. Interest accruals are resumed on such loans only when they are brought current with respect to interest and principal and when, in the judgment of management, the loans are estimated to be fully collectible as to all interest and the Bank's recorded investment.

Generally, for all classes of loans, loans are considered past due when contractual payments are delinquent by 30 days or more.

Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment of the yield of the related loan using the effective interest method and without anticipating prepayments.

Share-based compensation: The Company grants stock options as incentive compensation to employees and directors. The cost of employee/director services received in exchange for an award of equity instruments is based on the grant-date fair value of the award, which is determined using a Black-Scholes-Merton model. This cost, net of estimated forfeitures, is expensed to salaries and employee benefits over the period in which the recipient is required to provide services in exchange for the award, generally the vesting period.

Estimation of fair value: The estimation of fair value is significant to a number of the Company's assets, including available-for-sale investment securities. These are all recorded at either fair value or at the lower of cost or fair value. Furthermore, accounting principles generally accepted in the United States require disclosure of the fair value of financial instruments as a part of the notes to the consolidated financial statements. Fair values are volatile and may be influenced by a number of factors, including market interest rates, prepayment speeds, discount rates and the shape of the yield curve. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the most advantageous market for the asset or liability in an orderly transaction between market participants. The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Current accounting standards describe three levels of inputs that may be used to measure fair values:

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

Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Impairment of investment securities: Investment securities are evaluated for impairment on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether a decline in their value below amortized cost is other-than-temporary. Securities are evaluated for impairment utilizing criteria such as the magnitude and duration of the decline, current market conditions, payment history, the credit worthiness of the obligor, the intent of the Company to retain the security or whether it is more likely than not that the Company will be required to sell the security before recovery of the value, as well as other qualitative factors. If a decline in value below amortized cost is determined to be other-than-temporary, which does not necessarily indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not favorable, the security is reviewed in more detail in order to determine the portion of the impairment that relates to credit (resulting in a charge to earnings) versus the portion of the impairment that is noncredit related (resulting in a charge to accumulated other comprehensive income). If it is more likely than not that sale of the security will be required prior to recovery of its amortized cost, the entire impairment is recognized in earnings equal to the difference between the amortized cost basis and the fair value. A credit loss is determined by comparing the amortized cost basis to the present value of cash flows expected to be collected, computed using the original yield as the discount rate.

Income (loss) per common share: Basic earnings per common share is based on the weighted-average number of common shares outstanding during the period. Diluted earnings per share is similar to basic earnings per share except that the weighted-average number of common shares outstanding is increased by the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. As of June 30, 2012, there were 4,612 dilutive stock options outstanding that increased the weighted-average diluted shares outstanding. Since the vast majority of the Company's stock options were out of the money during 2011, there were no dilutive potential common shares at June 30, 2011.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board, (“FASB”), issued an accounting standards update intended to improve the comparability of fair value accounting and reporting requirements between United States Generally Accepted Accounting Principles (U.S. GAAP) and International Financial Reporting Standards (IFRS). Additional disclosures required by the update are incorporated in Note 11 and include: (i) disclosure of quantitative information regarding the unobservable inputs used in any Level 3 measurement including an explanation of the valuation techniques used and the sensitivity to changes in the values assigned to unobservable inputs; (ii) categorization by level for the fair value of financial instruments; and (iii) instances where the fair values disclosed for non-financial assets were based on a highest and best use assumption when in fact the assets are not being utilized in that capacity. The amendments in the update are effective for the Company’s interim and annual reports beginning with the first quarter 2012. The provisions of this update did not have a material impact on the Company’s financial position, results of operations or cash flows but did cause changes to the Company’s fair value disclosure (see Note 11).

In June 2011, the FASB issued an accounting standards update to increase the prominence of items included in Other Comprehensive Income and facilitate the convergence of U.S. GAAP with IFRS. The update prohibits continued exclusive presentation of Other Comprehensive Income in the statement of stockholders' equity. The update requires that all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but continuous statements. The amendments in the update are effective for the Company's interim and annual reports beginning with the first quarter 2012. The provisions of this update did not have a material impact on the Company's financial position, results of operations or cash flows but did cause changes to the presentation of the Company's Statements of Operations.

During the first and second quarters of 2012, the FASB issued other accounting standards updates which may impact the banking community or other entities but do not, and are not expected to, have a material impact on our financial position, results of operations or cash flows.

NOTE 3 - INVESTMENTS

The amortized costs and estimated fair values of investment securities as of June 30, 2012 and December 31, 2011 are as follows:

(\$ in thousands)

	Amortized Cost	June 30, 2012		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Securities available-for-sale:				
Corporate	\$16,207	\$327	\$(255)	\$16,279
State and municipal	16,143	296	(32)	16,407
Residential agency mortgage-backed securities ("MBS")	55,805	701	(51)	56,455
Total securities available-for-sale	\$88,155	\$1,324	\$(338)	\$89,141

(\$ in thousands)

	Amortized Cost	December 31, 2011		Estimated Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Securities available-for-sale:				
Corporate	\$15,117	\$161	\$(460)	\$14,818
State and municipal	3,691	198	(4)	3,885
Residential agency MBS	63,880	747	(135)	64,492
Total securities available-for-sale	\$82,688	\$1,106	\$(599)	\$83,195

The amortized cost and estimated fair value of investment securities by contractual maturity at June 30, 2012 and December 31, 2011 are shown below. The timing of principal payments received differs from the contractual maturity because borrowers may be required to make contractual principal payments and often have the right to call or prepay obligations with or without call or prepayment penalties. As a result, the timing with which principal payments are received on mortgage-backed securities ("MBS") is not represented in the tables below. For instance, we received \$7.0 million in proceeds from the maturity/call/prepayment of securities during the six months ended June 30, 2012 (see our Consolidated Statements of Cash Flows on page 7) versus no dollars contractually maturing within one year as of December 31, 2011, as set forth in the table below.

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(\$ in thousands)

June 30, 2012

December 31, 2011

	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Securities available-for-sale:				
Due within one year	\$499	\$519	\$-	\$-
Due after one year through five years	6,887	7,017	8,540	8,583
Due after five years through ten years	23,661	23,889	13,799	13,720
Due after ten years	57,108	57,716	60,349	60,892
Total securities available-for-sale	\$88,155	\$89,141	\$82,688	\$83,195

The following tables show the estimated fair value and gross unrealized losses, aggregated by investment category and length of time the individual securities have been in a continuous loss position as of June 30, 2012 and December 31, 2011.

(\$ in thousands)	June 30, 2012								
	Less than 12 months			12 months or more			Total		
Description of securities:	Estimated Fair Value	Unrealized Losses	# of Securities	Estimated Fair Value	Unrealized Losses	# of Securities	Estimated Fair Value	Unrealized Losses	# of Securities
Corporate	\$ 2,547	\$ (96)	5	\$ 4,341	\$ (159)	7	\$ 6,888	\$ (255)	12
State and municipal	3,951	(32)	8	-	-	-	3,951	(32)	8
Residential agency									
MBS	9,488	(45)	11	931	(6)	1	10,419	(51)	12
Total temporarily-impaired	\$ 15,986	\$ (173)	24	\$ 5,272	\$ (165)	8	\$ 21,258	\$ (338)	32

(\$ in thousands)	December 31, 2011								
	Less than 12 months			12 months or more			Total		
Description of securities:	Estimated Fair Value	Unrealized Losses	# of Securities	Estimated Fair Value	Unrealized Losses	# of Securities	Estimated Fair Value	Unrealized Losses	# of Securities
Corporate	\$ 4,033	\$ (180)	8	\$ 4,220	\$ (280)	7	\$ 8,253	\$ (460)	15
State and municipal	502	(4)	1	-	-	-	502	(4)	1
Residential agency									
MBS	18,266	(135)	20	-	-	-	18,266	(135)	20
Total temporarily-impaired	\$ 22,801	\$ (319)	29	\$ 4,220	\$ (280)	7	\$ 27,021	\$ (599)	36

Management evaluates investment securities for other-than-temporary impairment taking into consideration the extent and length of time the fair value has been less than cost, the financial condition of the issuer, whether the Company has the intent to retain the security and whether it is more-likely-than-not that the Company will be required to sell the security before recovery of the value, as well as other qualitative factors. As of June 30, 2012, no declines were deemed to be other than temporary. The seven corporate securities that were in a continuous loss position for 12 months or longer at June 30, 2012 fluctuated in value primarily as a result of changes in market interest rates and the widening of spreads due to an increase in the perceived risk of these bonds largely due to the problems with European banks rather than due to a material deterioration in credit quality. Further, the amount of unrealized loss on these seven corporate bonds has improved by approximately \$121,000 since December 31, 2011. The one residential agency MBS in a continuous loss position for 12 months or longer at June 30, 2012 was primarily due to an expected acceleration in prepayment speeds given the bond's relatively high coupon. The Company has determined there is no credit impairment since the bond carries the implicit guarantee of the U.S. government. Further, the Company has the intent to hold the securities in an unrealized loss position as of June 30, 2012 and does not anticipate that these securities will be required to be sold before recovery of value, which may be upon maturity. Accordingly, the securities detailed in the table above, are not other than temporarily impaired. Similarly, management's evaluation of the securities in an unrealized loss position at December 31, 2011, determined these securities were not other than temporarily impaired.

The Company recorded a net unrealized gain in the investment portfolio of \$986,000 at June 30, 2012, a 94% increase over the \$507,000 net unrealized gain at December 31, 2011.

Sales of available-for-sale securities were as follows:

(\$ in thousands)	Three Months Ended June		Six Months Ended June 30,	
	2012	30, 2011	2012	2011
Proceeds	\$ 11,961	\$ 13,708	\$ 19,444	\$ 25,058
Gross gains	\$ 166	\$ 206	\$ 280	\$ 352
Gross losses	\$ -	\$ (48)	\$ -	\$ (129)

Realized gains and losses on sales are computed on a specific identification basis based on amortized cost on the date of sale. During the first quarter 2011, the Company recognized \$67,000 of loss on available-for-sale securities related to other than temporary impairment on five securities that management had the intent to sell before recovery of value. Those five securities were sold during the second quarter for a net loss of \$48,000, a \$19,000 improvement from their March 31, 2011 estimated fair values.

Securities with carrying values of \$24.0 million at June 30, 2012 and \$20.4 million at December 31, 2011, were pledged as collateral to secure public deposits, borrowings from the FHLB, repurchase agreements and for other purposes as required or permitted by law.

NOTE 4 - LOANS

The following table sets forth the composition of the loan portfolio according to the loan's purpose, which may differ from the categorization of the loan in subsequent tables which categorize the loan according to its underlying collateral:

(\$ in thousands)	June 30, 2012	December 31, 2011
Commercial real estate ("CRE")	\$ 38,163	\$ 37,862
Commercial and industrial	7,832	5,971
Residential real estate	11,083	10,460
Construction and land development	1,405	1,307
Consumer	54	45
GROSS LOANS	58,537	55,645
Net deferred loan expenses / (fees)	94	(77)
Allowance for loan and lease losses	(1,009)	(1,067)
LOANS, NET	\$ 57,622	\$ 54,501

During the first six months of 2012, the Bank purchased ten loans with principal balances totaling approximately \$2.3 million. No loans were purchased during the first or second quarter of 2011. During the second quarter 2012, the Bank sold the guaranteed portion of an SBA 7A note and recognized a \$25,000 gain on sale. No loans were sold during the first quarter of 2012 or during the first or second quarters of 2011.

In the ordinary course of business, and only if consistent with permissible exceptions to Section 402 of the Sarbanes-Oxley Act of 2002, the Bank may make loans to directors, executive officers, principal stockholders (holders of more than five percent of the outstanding common shares) and the businesses with which they are associated. In the Company's opinion, all loans and loan commitments to such parties are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons. There were approximately \$223,000 and \$481,000 in loans receivable from related parties at June 30, 2012 and December 31, 2011, respectively.

The Company's loan portfolio generally consists of loans to borrowers within Colorado. Although the Company seeks to avoid concentrations of loans to a single industry or based upon a single class of collateral, the Company's loan portfolio consists primarily of real estate loans secured by real estate located in Colorado, making the value of the portfolio more susceptible to declines in real estate values and other changes in economic conditions in Colorado. No single borrower can be approved for a loan over the Bank's current legal lending limit of approximately \$2.6 million. This regulatory requirement helps to ensure the Bank's exposure to one individual customer is limited.

NOTE 5 - ALLOWANCE FOR LOAN AND LEASE LOSSES

Activity in the allowance for loan and lease losses for the three and six months ended June 30, 2012 and 2011 is summarized as follows:

(\$ in thousands)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Balance, beginning of period	\$ 1,077	\$ 1,175	\$ 1,067	\$ 1,175
Charge-offs	(85)	(11)	(88)	(11)
Recoveries	17	-	30	-
Provision for loan and lease losses	-	120	-	120
Balance, end of period	\$ 1,009	\$ 1,284	\$ 1,009	\$ 1,284

The following allowance for loan and lease loss disclosures are broken out by portfolio segment. Portfolio segment is defined, under current U.S. GAAP, as the level of aggregation used by the Company to calculate its allowance for loan and lease losses. Our portfolio segments are based on how loans are categorized on the Call Report, which is primarily based on the collateral securing the loan. We have four main portfolio segments as follows:

- Commercial Real Estate (CRE) Secured – loans secured by nonfarm, nonresidential properties
- Residential Real Estate Secured – loans secured by 1-4 family residential properties or land
- Commercial and Industrial – loans to businesses not secured by real estate, and
- Consumer – loans to individuals not secured by real estate.

The portfolio segment categorization of loans differs from the categorization shown in Note 4 – Loans. Portfolio segment categorization is based on the Call Report and the loan's underlying collateral while the loan categorization in Note 4 – Loans is based on the loan's purpose as determined during the underwriting process.

The tables below provide a rollforward, by portfolio segment, of the allowance for loan and lease losses for the three and six months ended June 30, 2012 and 2011, respectively.

Rollforward of Allowance for Loan and Lease Losses by Portfolio Segment
Three Months Ended June 30, 2012

(\$ in thousands)	Commercial	Residential			Total
	Real Estate Secured	Real Estate Secured	Commercial and Industrial	Consumer	
Balance at March 31, 2012	\$699	\$247	\$130	\$1	\$1,077
Charge-offs	-	-	(85)	-	(85)
Recoveries	-	17	-	-	17
Provision for loan and lease losses	(34)	(17)	51	-	-
Balance at June 30, 2012	\$665	\$247	\$96	\$1	\$1,009

Rollforward of Allowance for Loan and Lease Losses by Portfolio Segment
Six Months Ended June 30, 2012

(\$ in thousands)	Commercial	Residential	Commercial and Industrial	Consumer	Total
	Real Estate Secured	Real Estate Secured			
Balance at December 31, 2011	\$726	\$244	\$97	\$-	\$1,067
Charge-offs	-	-	(85)	(3)	(88)
Recoveries	-	30	-	-	30
Provision for loan and lease losses	(61)	(27)	84	4	-
Balance at June 30, 2012	\$665	\$247	\$96	\$1	\$1,009

The components of the provision for loan and lease losses have changed during the three and six months ended June 30, 2012 primarily due to the need to replenish the allowance for commercial and industrial loans after the \$85,000 charge-off which didn't require provision expense during these periods due to improving asset quality in both commercial and residential real estate secured loans.

Rollforward of Allowance for Loan and Lease Losses by Portfolio Segment
Three Months Ended June 30, 2011

(\$ in thousands)	Commercial	Residential	Commercial and Industrial	Consumer	Total
	Real Estate Secured	Real Estate Secured			
Balance at March 31, 2011	\$581	\$338	\$255	\$1	\$1,175
Charge-offs	(11)	-	-	-	(11)
Recoveries	-	-	-	-	-
Provision for loan and lease losses	153	94	(127)	-	120
Balance at June 30, 2011	\$723	\$432	\$128	\$1	\$1,284

Rollforward of Allowance for Loan and Lease Losses by Portfolio Segment
Six Months Ended June 30, 2011

(\$ in thousands)	Commercial	Residential	Commercial and Industrial	Consumer	Total
	Real Estate Secured	Real Estate Secured			
Balance at December 31, 2010	\$ 524	\$ 314	\$ 336	\$ 1	\$ 1,175
Charge-offs	(11)	-	-	-	(11)
Recoveries	-	-	-	-	-
Provision for loan and lease losses	210	118	(208)	-	120
Balance at June 30, 2011	\$ 723	\$ 432	\$ 128	\$ 1	\$ 1,284

The following tables present the ending balance in loans and allowance for loan and lease losses, broken down by portfolio segment as of June 30, 2012 and December 31, 2011. The tables also identify the recorded investment in loans and the related allowance that correspond to individual versus collective impairment evaluation as derived from the Company's methodology of estimating the allowance for loan and lease losses (see additional discussion about our allowance methodology under Note 2: Critical Accounting Policies, Provision and allowance for loan and lease losses).

Ending Balances in Loans and Allowance for Loan and Lease Losses by Portfolio Segment
June 30, 2012

(\$ in thousands)	Commercial Real Estate Secured	Residential Real Estate Secured	Commercial and Industrial	Consumer	Total
Loans					
Individually evaluated for impairment	\$ 214	\$-	\$ 93	\$-	\$ 307
Collectively evaluated for impairment	34,501	16,313	7,362	54	58,230
Total	\$ 34,715	\$ 16,313	\$ 7,455	\$ 54	\$ 58,537
Allowance for loan losses					
Individually evaluated for impairment	\$-	\$-	\$-	\$-	\$-
Collectively evaluated for impairment	665	247	96	1	1,009
Total	\$ 665	\$ 247	\$ 96	\$ 1	\$ 1,009

Ending Balances in Loans and Allowance for Loan and Lease Losses by Portfolio Segment
December 31, 2011

(\$ in thousands)	Commercial Real Estate Secured	Residential Real Estate Secured	Commercial and Industrial	Consumer	Total
Loans					
Individually evaluated for impairment	\$ 274	\$-	\$ 336	\$-	\$ 610
Collectively evaluated for impairment	35,159	14,586	5,245	45	55,035
Total	\$ 35,433	\$ 14,586	\$ 5,581	\$ 45	\$ 55,645
Allowance for loan losses					
Individually evaluated for impairment	\$-	\$-	\$-	\$-	\$-
Collectively evaluated for impairment	726	244	97	-	1,067
Total	\$ 726	\$ 244	\$ 97	\$-	\$ 1,067

The remaining tables in the allowance for loan and lease losses footnote provide detail about loans according to their class, rather than their segment, as reflected above. The class level provides more detail than the portfolio segment level. The following tables contain reconciliation information between the portfolio segment levels and class levels:

Reconciliation between Portfolio Segment and Class
June 30, 2012 (Principal Balance)

(\$ in thousands)

Class	Portfolio Segment				Total
	Commercial Real Estate Secured	Residential Real Estate Secured	Commercial and Industrial	Consumer	
CRE – owner occupied	\$18,104	\$-	\$-	\$-	\$18,104
CRE – non-owner occupied	15,883	-	-	-	15,883
Commercial and industrial	-	-	7,455	-	7,455
Residential real estate	-	15,636	-	-	15,636
Construction and land development	728	677	-	-	1,405
Consumer	-	-	-	54	54
Total	\$34,715	\$16,313	\$7,455	\$54	\$58,537

Reconciliation between Portfolio Segment and Class
December 31, 2011 (Principal Balance)

(\$ in thousands)

Class	Portfolio Segment				Total
	Commercial Real Estate Secured	Residential Real Estate Secured	Commercial and Industrial	Consumer	
CRE – owner occupied	\$16,337	\$-	\$-	\$-	\$16,337
CRE – non-owner occupied	18,367	-	-	-	18,367
Commercial and industrial	-	-	5,581	-	5,581
Residential real estate	-	14,008	-	-	14,008
Construction and land development	729	578	-	-	1,307
Consumer	-	-	-	45	45
Total	\$35,433	\$14,586	\$5,581	\$45	\$55,645

Impaired Loans

The following tables provide detail of impaired loans broken out according to class as of June 30, 2012 and December 31, 2011. The class level represents a slightly more detailed level than the portfolio segment level. There were two impaired loans, totaling \$307,000, as of June 30, 2012 compared to three impaired loans totaling \$610,000 as of December 31, 2011. The recorded investment represents the customer balance less any partial charge-offs and excludes any accrued interest receivable since the majority of the loans are on nonaccrual status and therefore do not have interest accruing. The unpaid principal balance represents the unpaid principal prior to any partial charge-off.

Impaired Loans by Class as of June 30, 2012

(\$ in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment YTD	Interest Income Recognized YTD
Impaired loans with no related allowance					
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-
CRE – non-owner occupied	214	434	-	243	-
Commercial and industrial	93	93	-	309	2
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$307	\$527	\$-	\$552	\$2
Impaired loans with a related allowance					
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-
CRE – non-owner occupied	-	-	-	-	-
Commercial and industrial	-	-	-	-	-
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$-	\$-	\$-	\$-	\$-
Total impaired loans					
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-
CRE – non-owner occupied	214	434	-	243	-
Commercial and industrial	93	93	-	309	2
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$307	\$527	\$-	\$552	\$2

Impaired Loans by Class as of December 31, 2011

(\$ in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment YTD	Interest Income Recognized YTD
Impaired loans with no related allowance					
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-
CRE – non-owner occupied	274	494	-	345	-
Commercial and industrial	336	336	-	517	15
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$610	\$830	\$-	\$862	\$ 15
Impaired loans with a related allowance					
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-
CRE – non-owner occupied	-	-	-	-	-
Commercial and industrial	-	-	-	-	-
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$-	\$-	\$-	\$-	\$-
Total impaired loans					
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-
CRE – non-owner occupied	274	494	-	345	-
Commercial and industrial	336	336	-	517	15
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$610	\$830	\$-	\$862	\$ 15

As of both June 30, 2012 and December 31, 2011, the impaired loans without a valuation allowance did not have a related allowance because they have either been partially charged-off, bringing them to their net realizable value, or are well-secured.

Troubled debt restructurings (TDRs) are included in impaired loans above. No loans were modified as TDRs during the three or six months ended June 30, 2012. The Company has not committed additional funds to any of the borrowers whose loans are classified as a TDR. A TDR is considered to be in payment default once it is 90 days past due under the modified terms or when the loan is determined to be uncollectible and is classified as loss and charged-off. One loan, totaling \$85,000, that was restructured during the last 12 months subsequently defaulted and was charged-off during the second quarter 2012.

Age Analysis of Loans

The following tables summarize, by class, our past due and nonaccrual loans as of the dates indicated.

Age Analysis of Loans by Class as of June 30, 2012

(\$ in thousands)	30-59 Days Past Due	60-89 Days Past Due	Past Due 90 Days or More and Still Accruing	Nonaccrual	Total Past Due and Nonaccrual	Current	Total
CRE – owner occupied	\$-	\$-	\$-	\$-	\$-	\$18,104	\$18,104
CRE – non-owner occupied	-	-	-	214	214	15,669	15,883
Commercial and industrial	-	170	-	93	263	7,192	7,455
Residential real estate	-	-	-	-	-	15,636	15,636
Construction and land development	-	-	-	-	-	1,405	1,405
Consumer	-	-	-	-	-	54	54
Total	\$-	\$170	\$-	\$307	\$477	\$58,060	\$58,537

Age Analysis of Loans by Class as of December 31, 2011

(\$ in thousands)	30-59 Days Past Due	60-89 Days Past Due	Past Due 90 Days or More and Still Accruing	Nonaccrual	Total Past Due and Nonaccrual	Current	Total
CRE – owner occupied	\$-	\$1,040	\$-	\$-	\$1,040	\$15,297	\$16,337
CRE – non-owner occupied	-	-	-	274	274	18,093	18,367
Commercial and industrial	-	-	-	336	336	5,245	5,581
Residential real estate	139	170	-	-	309	13,699	14,008
Construction and land development	-	-	-	-	-	1,307	1,307
Consumer	-	-	-	-	-	45	45
Total	\$139	\$1,210	\$-	\$610	\$1,959	\$53,686	\$55,645

Credit Quality Information

The Company uses the following definitions for risk ratings, which are consistent with the definitions used in supervisory guidance and are the same for all classes of loans:

Special Mention: Loans in this category have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment at some future date.

Substandard: Loans in this category are inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. These loans have well-defined weaknesses that jeopardize the liquidation of the debt and have the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

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

Loss: Loans in this category are deemed not collectible and are charged-off.

Loans not meeting any of the definitions above are considered to be pass rated loans.

As of June 30, 2012, and based on the most recent analysis performed during the month of June 2012, the recorded investment in each risk category of loans by class of loan is as follows:

Credit Quality of Loans by Class as of June 30, 2012

(\$ in thousands)	Special				Total
	Pass	Mention	Substandard	Doubtful	
CRE – owner occupied	\$15,144	\$1,448	\$1,512	\$-	\$18,104
CRE – non-owner occupied	14,568	1,101	214	-	15,883
Commercial and industrial	7,106	170	179	-	7,455
Residential real estate	14,988	-	648	-	15,636
Construction and land development	531	-	874	-	1,405
Consumer	39	15	-	-	54
Total	\$52,376	\$2,734	\$3,427	\$-	\$58,537

As of December 31, 2011, and based on the most recent analysis performed during the month of December 2011, the recorded investment in each risk category of loans by class of loan is as follows:

(\$ in thousands)	Special				Total
	Pass	Mention	Substandard	Doubtful	
CRE – owner occupied	\$ 14,068	\$ 1,135	\$ 1,134	\$ -	\$ 16,337
CRE – non-owner occupied	15,395	1,796	1,176	-	18,367
Commercial and industrial	5,021	-	560	-	5,581
Residential real estate	13,344	-	664	-	14,008
Construction and land development	232	-	1,075	-	1,307
Consumer	45	-	-	-	45
Total	\$48,105	\$2,931	\$4,609	\$-	\$55,645

NOTE 6 - BANK-OWNED LIFE INSURANCE

During the first quarter of 2012, the Company invested \$2.0 million in bank-owned life insurance on certain key employees. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value. Increases in the cash surrender value are recognized as other noninterest income.

NOTE 7 - DEPOSITS

Deposits are summarized as follows:

(\$ in thousands)	June 30, 2012		December 31, 2011	
	Amount	% of Total	Amount	% of Total
Noninterest-bearing demand	\$ 3,312	3	% \$ 3,550	3
Interest-bearing demand	8,950	7	9,355	8
Money market accounts	10,295	8	9,781	8
Savings accounts	46,445	37	49,073	41
Time deposits, less than \$100,000	4,496	4	5,193	4
Time deposits, \$100,000 or more	51,703	41	42,032	36
Total deposits	\$ 125,201	100	% \$ 118,984	100

In the ordinary course of business, certain officers, directors, stockholders, and employees of the Bank have deposits with the Bank. In the Bank's opinion, all deposit relationships with such parties are made on substantially the same terms including interest rates and maturities, as those prevailing at the time for comparable transactions with other persons. The balances of related party deposits were approximately \$3.6 million and \$4.3 million at June 30, 2012 and December 31, 2011, respectively.

NOTE 8 - STOCK-BASED COMPENSATION

Under the terms of the Company's Stock Incentive Plan, (the "Plan"), employees may be granted both nonqualified and incentive stock options and directors and other consultants, who are not also officers or employees, may only be granted nonqualified stock options. The Board reserved approximately 510,700 shares of common stock for issuance under the Plan. Of that, approximately 482,600 are issued and outstanding, leaving approximately 28,100 available for future grants as of June 30, 2012. The Plan provides for options to purchase shares of common stock at a price not less than 100% of the fair market value of the stock on the date of grant. Stock options expire no later than ten years from the date of the grant and generally vest over four years. The Plan provides for accelerated vesting if there is a change of control, as defined in the Plan. The Company recognized stock-based compensation cost of approximately \$13,000 and \$54,000 during the three months ended June 30, 2012 and 2011, respectively and \$26,000 and \$115,000 during the six months ended June 30, 2012 and 2011, respectively. No tax benefit related to stock-based compensation will be recognized until the Company demonstrates an ability to maintain profitability.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes-Merton option pricing model. The Company granted 4,500 options during the second quarter 2012 as incentive compensation to employees.

During the three months ended June 30, 2012, 1,198 options were forfeited and no vested options expired unexercised. During the second quarter 2011, no options were forfeited and 1,000 vested options expired unexercised. No options were exercised during the three or six months ended June 30, 2012 or 2011. The Company recognized expense for approximately 13,000 options, representing a pro-rata amount of the options earned during the second quarter of 2012 that are expected to vest. As of June 30, 2012, there was approximately \$97,000 of total unrecognized compensation cost related to the outstanding stock options that will be recognized over a weighted-average period of 1.9 years.

The following is a summary of the Company's outstanding stock options and related activity for the six months ended June 30, 2012:

	Options	Weighted-Average Grant Date Fair Value	Weighted-Average Exercise Price
Outstanding at December 31, 2011	400,312	\$ 1.93	\$ 7.62
Granted	93,250	0.63	3.38
Exercised	-	-	-
Forfeited	(4,948)	0.60	3.15
Expired	(6,042)	1.83	8.14
Outstanding at June 30, 2012	482,572	\$ 1.69	\$ 6.84

The following is a summary of the Company's outstanding stock options and related activity for the six months ended June 30, 2011:

	Options	Weighted-Average Grant Date Fair Value	Weighted-Average Exercise Price
Outstanding at December 31, 2010	367,790	\$ 2.43	\$ 8.31
Granted	44,000	0.64	3.00
Exercised	-	-	-
Forfeited	(14,020)	2.29	8.90
Expired	(1,000)	1.32	5.90

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Outstanding at June 30, 2011	396,770	\$	2.24	\$	8.66
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NOTE 9 - NONINTEREST EXPENSE

The following table details the items comprising other general and administrative expenses:

(\$ in thousands)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
Other general and administrative expenses:	2012	2011	2012	2011
Data processing	\$84	\$77	\$159	\$155
FDIC assessment	50	38	96	117
Regulatory and reporting fees	41	48	73	82
Marketing and promotions	29	25	48	41
Directors' fees	23	22	42	45
Loan and collection expenses	21	16	52	35
OREO expense	11	-	33	-
Insurance	12	6	24	12
Telephone/communication	12	12	24	23
Travel and entertainment	11	5	23	15
Dues and memberships	10	7	15	13
Printing, stationery and supplies	8	7	13	14
ATM and debit card fees	4	3	8	7
Postage and shipping	4	3	7	7
Training and education	2	3	5	7
Franchise taxes	3	3	5	7
Miscellaneous	13	8	19	15
Total	\$338	\$283	\$646	\$595

NOTE 10 - COMMITMENTS AND CONTINGENCIES

The Company is a party to credit related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments consist of commitments to extend credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At June 30, 2012 and December 31, 2011, \$7.5 million and \$6.3 million, respectively, in unfunded commitments were outstanding whose contract amounts represent credit risk.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the commitments do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained is based on management's credit evaluation. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment and income producing commercial properties.

NOTE 11 - FAIR VALUE

The Company carries its available-for-sale securities at fair value. Fair value measurement is obtained from independent pricing services which utilize observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bonds' terms and conditions, among other things. As of June 30, 2012 and December 31, 2011, all of the Company's available-for-sale securities were valued using Level 2 inputs.

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or fair value. Fair value is measured based on the value of the collateral securing these loans or the present value of expected cash flows and is classified as Level 3 in the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory and/or accounts receivable and is determined based on appraisals performed by qualified licensed appraisers hired by the Company. Appraised and reported values may be adjusted 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. Such discounts are typically significant and result in a Level 3 classification of the inputs for determining fair value. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

Other real estate owned is valued at the time the loan is foreclosed upon and the asset is transferred to other real estate owned. The value is based primarily on third party appraisals, less costs to sell. The appraisals may be adjusted 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. Such discounts are typically significant and result in a Level 3 classification of the inputs for determining fair value. Other real estate owned is reviewed and evaluated on at least an annual basis for additional impairment and adjusted accordingly.

Assets and Liabilities Measured on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis are summarized below:

(\$ in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets at June 30, 2012				
Investment securities, available-for-sale:				
Corporate	\$-	\$ 16,279	\$ -	\$ 16,279
State and municipal	-	16,407	-	16,407
Residential agency MBS	-	56,455	-	56,455
Total	\$-	\$ 89,141	\$ -	\$ 89,141
Assets at December 31, 2011				
Investment securities, available-for-sale:				
Corporate	\$-	\$ 14,818	\$ -	\$ 14,818
State and municipal	-	3,885	-	3,885
Residential agency MBS	-	64,492	-	64,492
Total	\$-	\$ 83,195	\$ -	\$ 83,195

There were no transfers in or out of the levels during the periods presented.

Assets and Liabilities Measured on a Nonrecurring Basis

Assets and liabilities measured at fair value on a nonrecurring basis are summarized below:

(\$ in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets at June 30, 2012				
Impaired loans (Financial)	\$-	\$-	\$ 251	\$251
Other real estate owned (Non-financial)	\$-	\$-	\$ 1,989	\$1,989
Assets at December 31, 2011				
Impaired loans (Financial)	\$-	\$-	\$ 311	\$311
Other real estate owned (Non-financial)	\$-	\$-	\$ 1,989	\$1,989

Impaired loans, which are measured for impairment using either the fair value of collateral or present value of expected cash flows, had carrying amounts at June 30, 2012 totaling \$307,000 after partial charge-offs of \$220,000, which were recorded in 2011. In addition, these loans have \$37,000 of estimated selling costs which reduced the carrying value. Of the \$307,000 of impaired loans at June 30, 2012, \$214,000 were carried at fair value adjusted for the aforementioned charge-offs and estimated selling costs. The remaining \$93,000 was carried at cost at June 30, 2012, as the fair value of collateral or expected cash flows on these loans exceeded the book value.

Impaired loans at December 31, 2011 had carrying amounts totaling \$610,000 after partial charge-offs of \$220,000. These impaired loans had no specific valuation allowance at December 31, 2011. In addition, impaired loans had \$37,000 of estimated selling costs which reduced the carrying value. Of the \$610,000 of impaired loans at December 31, 2011, \$274,000 were carried at fair value adjusted for the aforementioned charge-offs and estimated selling costs. The remaining \$336,000 were carried at cost at December 31, 2011, as the fair value of collateral or expected cash flows on these loans exceeded the book value.

Other real estate owned (OREO) is real property taken by the Company either through foreclosure or through deed in lieu of foreclosure. The fair value of OREO is based on property appraisals adjusted at management's discretion to reflect further decline in fair value since the time the appraisal analysis was completed, if warranted. Therefore, the inputs used to determine the fair value of OREO fall within Level 3. OREO had a carrying amount of \$1.8 million at both June 30, 2012 and December 31, 2011, based on the current appraisals less reasonable costs to sell of approximately \$253,000 for the Company's two OREO properties. This value included partial charge-offs of \$40,000 which were recorded during 2011.

The following table provides information describing the valuation process used to determine recurring and nonrecurring fair value measurements categorized within Level 3 of the fair value hierarchy:

Asset Type	Valuation Method	Unobservable Inputs	Range
Impaired Loans	Property appraisals	Management discount for property type and/or recent	0% - 20% discount

		market volatility	
	Discounted cash flow	Estimated loss probability based on management's knowledge of client or client's business	0% - 50% discount
OREO	Property appraisals	Management discount for property type, recent market volatility, and/or management's knowledge of the property	0% - 20% discount

Fair Value of Financial Instruments

Disclosure of fair value information about financial instruments, whether or not recognized in the consolidated balance sheets, for which it is practicable to estimate such value is required by U.S. GAAP. Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instrument. Because no market value exists for a significant portion of the financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature, involve uncertainties and matters of judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value information is not required to be disclosed for certain financial instruments and all nonfinancial instruments. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the financial instruments held by the Company. Fair value estimates are based on financial instruments both on and off the balance sheet without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Additionally, tax consequences related to the realization of the unrealized gains and losses can have a potential effect on fair value estimates and have not been considered in many of the estimates.

The following methods and assumptions were used to estimate the fair value of significant financial instruments:

Cash and cash equivalents: The carrying amounts of cash and due from banks approximate their fair values.

Interest-bearing deposits with banks: The carrying amount of interest-bearing deposits with banks approximates fair values due to the relatively stable level of short-term interest rates.

Investment securities: Fair value measurement is obtained from independent pricing services which utilize observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bonds' terms and conditions, among other things.

Loans, net: The fair value of fixed rate loans is estimated by discounting the future cash flows using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are estimated to be equivalent to carrying values. Variable rate loans that are currently priced at their contractual floor or ceiling, and thus similar to fixed rate loans, are reviewed to determine the interest rate that would be currently offered on similar credits. If the current floor/ceiling rate is equivalent to current market rates, fair value is estimated to be equivalent to carrying value. If the current market rates differ from the loan's current rate, the contractual cash flows are discounted using the current market rate to derive the loan's estimated fair value. Both the estimated fair value and the carrying value have been reduced by specific and general reserves for loan losses.

Investment in FHLB and Federal Reserve Bank stocks: It is not practical to determine the fair value of bank stocks due to the restrictions placed on the transferability of FHLB stock and Federal Reserve Bank stock.

Bank-owned life insurance: The carrying amount of bank-owned life insurance is based on the cash surrender value of the policies which is a reasonable estimate of fair value.

Accrued interest receivable: The carrying value of interest receivable approximates fair value due to the short period of time between accrual and receipt of payment.

Deposits: The fair value of noninterest-bearing demand deposits, interest-bearing demand deposits and savings and money market accounts is determined to be the amount payable on demand at the reporting date. The fair value of fixed rate time deposits is estimated using a discounted cash flow calculation that applies interest rates currently being offered for deposits of similar remaining maturities. Carrying value is assumed to approximate fair value for all variable rate time deposits.

Securities sold under agreements to repurchase: The carrying amount of securities sold under agreements to repurchase approximates fair value due to the short-term nature of these agreements, which generally mature within one to four days from the transaction date.

Federal funds purchased: The carrying amount of federal funds purchased approximates fair value due to their short-term nature.

Federal Home Loan Bank advances: Fair value of the Federal Home Loan Bank advances is estimated using a discounted cash flow model based on current market rates for similar types of borrowing arrangements including similar remaining maturities.

Accrued interest payable: The carrying value of interest payable approximates fair value due to the short period of time between accrual and payment.

Loan commitments: The fair values of commitments are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. The difference between the carrying value of commitments to fund loans or standby letters of credit and their fair values are not significant and, therefore, are not included in the following table.

The carrying amounts and estimated fair values of financial instruments are summarized as follows:

(\$ in thousands)	Carrying Value	Fair Value Measurements at June 30, 2012			
Financial Assets:		Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$849	\$849	\$-	\$-	\$849
Interest-bearing deposits with banks	357	-	357	-	357
Investment securities	89,141	-	89,141	-	89,141
Loans, net	57,622	-	-	57,836	57,836
FHLB and FRB stocks	1,164	-	-	NA	NA
Bank-owned life insurance	2,027	-	-	2,027	2,027
Accrued interest receivable	718	-	519	199	718
Financial Liabilities:					
Deposits, demand, savings and money market	\$69,002	\$-	\$69,002	\$-	\$69,002
Time deposits	56,199	-	57,036	-	57,036
Securities sold under agreements to repurchase	254	-	254	-	254
Federal funds purchased	560	560	-	-	560
FHLB advances	8,500	-	8,716	-	8,716
Accrued interest payable	63	-	63	-	63

(\$ in thousands)	Carrying Value	Fair Value Measurements at December 31, 2011			
		Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash and cash equivalents	\$1,800	\$1,800	\$-	\$-	\$1,800
Interest-bearing deposits with banks	1,357	-	1,357	-	1,357
Investment securities	83,195	-	83,195	-	83,195
Loans, net	54,501	-	-	54,788	54,788
FHLB and FRB stocks	1,134	-	-	NA	NA
Accrued interest receivable	584	-	423	161	584
Financial Liabilities:					
Deposits, demand, savings and money market	\$71,759	\$-	\$71,759	\$-	\$71,759
Time deposits	47,225	-	47,917	-	47,917
Securities sold under agreements to repurchase	253	-	253	-	253
FHLB advances	6,500	-	6,692	-	6,692
Accrued interest payable	56	-	56	-	56

NOTE 12 – LEGAL CONTINGENCIES

In the ordinary course of our business, we are party to various legal actions, which we believe are incidental to the operation of our business. Although the ultimate outcome and amount of liability associated with these legal actions, if any, cannot presently be ascertained with certainty, in the opinion of management, based upon information currently available to us, any resulting liability is not likely to have a materially adverse effect on the Company's consolidated financial position, results of operations or cash flows.

NOTE 13 – TERMINATION OF CONSENT ORDER

On June 29, 2012, the Office of the Comptroller of the Currency, (the "OCC"), terminated the Amended Consent Order, (the "Consent Order"), by and between the OCC and Solera National Bank which was entered into on December 16, 2010. The Consent Order replaced and superseded the consent order entered into on March 18, 2010 by the Bank. As such, the Bank is no longer subject to any formal or informal regulatory agreement.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis presents the Company's consolidated financial condition as of June 30, 2012 and results of operations for the three and six months ended June 30, 2012 and 2011. The discussion should be read in conjunction with the financial statements and the notes related thereto which appear elsewhere in this Quarterly Report on Form 10-Q.

Executive Overview

We are a Delaware corporation that was incorporated to organize and serve as the holding company for Solera National Bank, a national bank that opened for business on September 10, 2007. Solera National Bank is a full-service commercial bank headquartered in Lakewood, Colorado primarily serving the six-county Denver metropolitan area. Our main banking office is located at 319 S. Sheridan Blvd., Lakewood, Colorado 80226. Our telephone number is (303) 209-8600.

Earnings are derived primarily from net interest income, which is interest income less interest expense, and noninterest income earned from gains on sales of investment securities, increased cash surrender value on bank-owned life insurance policies, and banking service fees, offset by noninterest expense and provision for loan losses. As the majority of assets are interest-earning and liabilities are interest-bearing, changes in interest rates impact net interest margin. We manage interest-earning assets and interest-bearing liabilities to reduce the impact of interest rate changes on operating results.

We offer a broad range of commercial and consumer banking services to small and medium-sized businesses, licensed professionals and individuals who are particularly responsive to the personalized service that Solera National Bank provides to its customers. We believe that local ownership and control allows the Bank to serve customers efficiently and effectively. Solera National Bank competes on the basis of providing a unique and personalized banking experience combined with a broad range of services, customized and tailored to fit the individual needs of its clients. While the Bank seeks to serve the entire market, it focuses on serving the local Hispanic and other minority populations which it believes are currently underserved. Since opening the bank in September of 2007, management has successfully executed its strategy of delivering prudent and controlled growth to efficiently leverage the Company's capital and expense base with the goal of achieving sustained profitability.

Since we operate in Colorado, our operating results are significantly influenced by economic conditions in Colorado, particularly the health of the real estate market. Additionally, we are subject to competition from other financial institutions and are impacted by fiscal and regulatory policies of the federal government as well as regulatory oversight by the Office of the Comptroller of the Currency, (the "OCC").

On June 29, 2012, the OCC terminated the Bank's Consent Order; as such, the Bank is no longer subject to any formal or informal regulatory agreement.

Comparative Results of Operations for the Three Months Ended June 30, 2012 and 2011

The following discussion focuses on the Company's financial condition and results of operations for the three months ended June 30, 2012 compared to the financial condition and results of operations for the three months ended June 30, 2011.

Net income for the quarter ended June 30, 2012 was \$133,000, or \$0.05 per share, compared with net income of \$100,000, or \$0.04 per share, for the second quarter of 2011. The \$33,000 increase was primarily the result of a

\$120,000 decrease in provision for loan and lease losses as a result of stabilizing asset quality which resulted in no provision expense during the second quarter 2012. This was partially offset by a \$71,000 decrease in net interest income primarily due to lower yields on our investment securities, along with a \$14,000 decrease in noninterest income primarily due to lower gains from the sale of investment securities. These and other changes are explained in more detail in the ensuing discussion.

As of June 30, 2012, the Company had total assets of \$154.6 million, an increase of \$9.2 million, or 6%, from December 31, 2011. Net loans increased 6%, from \$54.5 million at December 31, 2011 to \$57.6 million at June 30, 2012. Similarly, the Company's total deposits increased 5% to \$125.2 million as of June 30, 2012.

The following table presents, for the periods indicated, average assets, liabilities and stockholders' equity, as well as the components of net interest income and the resultant annualized yields / costs expressed in percentages.

Table 1

(\$ in thousands)	Three Months Ended June 30, 2012			Three Months Ended June 30, 2011		
	Average Balance	Interest	Yield / Cost	Average Balance	Interest	Yield / Cost
Assets:						
Interest-earning assets:						
Gross loans, net of unearned fees	\$ 56,309	\$ 787	5.62 %	\$ 58,154	\$ 847	5.84 %
Investment securities**	86,102	540	2.52	75,115	646	3.45
FHLB and FRB stocks	1,156	10	3.43	1,116	8	2.94
Federal funds sold	730	1	0.22	1,431	1	0.22
Interest-bearing deposits with banks	357	2	2.12	1,054	1	0.42
Total interest-earning assets	144,654	\$ 1,340	3.72 %	136,870	\$ 1,503	4.41 %
Noninterest-earning assets	6,067			2,144		
Total assets	\$ 150,721			\$ 139,014		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Money market and savings deposits	\$ 56,875	\$ 85	0.60 %	\$ 63,148	\$ 175	1.11 %
Interest-bearing checking accounts	8,905	18	0.82	11,623	34	1.16
Time deposits	52,782	176	1.34	37,555	145	1.55
Securities sold under agreements to repurchase and federal funds purchased	568	1	0.73	728	2	1.14
FHLB advances	8,526	33	1.56	4,624	49	4.25
Other borrowings	11	1	12.81	60	1	9.38
Total interest-bearing liabilities	127,667	\$ 314	0.99 %	117,738	\$ 406	1.38 %
Noninterest-bearing checking accounts	3,137			2,249		
Noninterest-bearing liabilities	366			388		
Stockholders' equity	19,551			18,639		
Total liabilities and stockholders' equity	\$ 150,721			\$ 139,014		
Net interest income		\$ 1,026			\$ 1,097	

Net interest spread	2.73	%	3.03	%
Net interest margin	2.85	%	3.22	%

**Yields on investment securities have not been adjusted to a tax-equivalent basis.

The following table presents the dollar amount of changes in interest income and interest expense for the major categories of interest-earning assets and interest-bearing liabilities. The information details the changes attributable to a change in volume (i.e. change in average balance multiplied by the prior-period average rate) and changes attributable to a change in rate (i.e. change in average rate multiplied by the prior-period average balance). There is a component that is attributable to both a change in volume and a change in rate. This component has been allocated proportionately to the rate and volume columns.

Table 2

(\$ in thousands)	Three Months Ended June 30, 2012 Compared to Three Months Ended June 30, 2011		
	Net Change	Rate	Volume
Interest income:			
Gross loans, net of unearned fees	\$(60)	\$(36)	\$(24)
Investment securities	(106)	(225)	119
FHLB and FRB stocks	2	2	-
Federal funds sold	-	-	-
Interest-bearing deposits with banks	1	1	-
Total interest income	\$(163)	\$(258)	\$95
Interest expense:			
Money market and savings deposits	\$(90)	\$(75)	\$(15)
Interest-bearing checking accounts	(16)	(9)	(7)
Time deposits	31	(17)	48
Securities sold under agreements to repurchase and federal funds purchased	(1)	-	(1)
FHLB advances	(16)	(151)	135
Other borrowings	-	1	(1)
Total interest expense	\$(92)	\$(251)	\$159
Net interest income	\$(71)	\$(7)	\$(64)

Net Interest Income and Net Interest Margin

Net interest income is the difference between interest and fee income, principally from loan and investment security portfolios, and interest expense, principally on customer deposits and borrowings. Net interest income is our principal source of earnings. Changes in net interest income result from changes in volume, spread and margin. Volume refers to the average dollar level of interest-earning assets and interest-bearing liabilities. Spread refers to the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities. Margin refers to net interest income divided by average interest-earning assets, and is influenced by the level and relative mix of interest-earning assets and interest-bearing liabilities.

For the three months ended June 30, 2012, the Company's net interest income decreased \$71,000, or 6%, compared to the three months ended June 30, 2011. The Company experienced a 37 basis point decrease in net interest margin declining from 3.22% for the second quarter 2011 to 2.85% for the second quarter 2012. The decrease was primarily due to the rate on interest-bearing assets declining by more than the rate on interest-bearing liabilities, combined with an unfavorable shift in volume from higher-yielding loans to lower-yielding investment securities.

Most notable was the unfavorable decrease in yield on the Company's investment securities, down 93 basis points from the prior year which was primarily attributable to the sale of longer-maturity, higher-yielding investments, along with principal payments received on mortgage-backed securities, which were reinvested in bonds that are earning at historically low rates. This unfavorable decrease in rate was partially offset by a favorable decrease in the cost of interest-bearing liabilities, which declined 39 basis points from the comparable period in the prior year. Contributing most significantly to the decline in interest-bearing liability costs was the \$90,000 decrease in interest expense related to money market and savings deposits which is a result of management's decision to lower promotional rates further and implement a tiered rate structure during the second quarter of 2012 where rates paid on smaller balance accounts were reduced more dramatically. Additionally, the Company realized a \$151,000 favorable decrease on the rate of FHLB advances due to the restructuring of \$3.5 million in fixed-rate advances during the fourth quarter 2011 that reduced the effective interest rate from 4.37% to 2.14% and extended the average maturity of those borrowings.

The combination of the aforementioned factors resulted in further compression in the Company's net interest spread (the yield earned on interest-earning assets less the cost of interest-bearing liabilities) which declined 30 basis points from 3.03% for the quarter ended June 30, 2011 to 2.73% for the quarter ended June 30, 2012.

Provision for Loan and Lease Losses

We determine a provision for loan and lease losses that we consider sufficient to maintain an allowance to absorb probable losses inherent in our portfolio as of the balance sheet date. For additional information concerning this determination, see the section of this discussion and analysis captioned Financial Condition, Allowance for Loan and Lease Losses.

During the second quarter of 2012, we did not recognize any provision for loan and lease losses reflecting improving asset quality. See additional discussion below under Financial Condition, Loan Portfolio.

Noninterest Income

Noninterest income for the quarter ended June 30, 2012 was \$230,000, a decrease of \$14,000 from \$244,000 for the second quarter 2011. The Company sold securities for gains of \$166,000 during the second quarter 2012 as compared to \$225,000 during the second quarter 2011. Gains on the sale of securities are not part of the Bank's expected ongoing operations and should not be considered recurring. Additionally, the Company recognized \$20,000 of other income during the second quarter 2012, compared to \$1,000 during the second quarter 2011 primarily due to increases in the cash surrender value of bank-owned life insurance which the Company purchased during the first quarter 2012. Finally, the Company recognized \$25,000 related to the sale of the guaranteed portion of an SBA 7(a) loan during the second quarter of 2012.

Service charges on deposits remained relatively unchanged from second quarter 2011 increasing \$1,000 during second quarter 2012.

Noninterest Expense

Our total noninterest expense for the quarter ended June 30, 2012 was \$1.1 million, which was unchanged from the quarter ended June 30, 2011. Professional fees decreased \$21,000, or 21%, primarily due to a shift in timing of internal audit fees which, during 2011, were incurred primarily during the second quarter but in 2012 many of these costs were incurred during the first quarter. Additionally, salaries and benefits decreased \$25,000, or 4%, partially due to reduced expense associated with stock options as many of the Company's options are now fully vested and partially due to an increase in deferred expenses on loan originations which directly correlates to more loans closed during the second quarter of 2012 compared to the same period of 2011. These cost savings were offset by the \$55,000 increase in other general and administrative costs as detailed in Table 3, below:

Table 3

(\$ in thousands)	Three Months Ended		Increase/ (Decrease)
	June 30, 2012	2011	
Other general and administrative expenses:			
Data processing	\$ 84	\$ 77	\$ 7
FDIC assessment	50	38	12
Regulatory and reporting fees	41	48	(7)
Marketing and promotions	29	25	4
Directors' fees	23	22	1
Loan and collection expenses	21	16	5
OREO expense	11	-	11
Insurance	12	6	6
Telephone/communication	12	12	-
Travel and entertainment	11	5	6
Dues and memberships	10	7	3
Printing, stationery and supplies	8	7	1
ATM and debit card fees	4	3	1
Postage and shipping	4	3	1
Training and education	2	3	(1)
Franchise taxes	3	3	-
Miscellaneous	13	8	5
Total	\$ 338	\$ 283	\$ 55

FDIC assessments increased \$12,000 due to higher average assets, and OREO expenses increased \$11,000. We expect OREO expense to continue to impact our 2012 operating results as we incur costs such as taxes, insurance, repairs and maintenance, among others, on these properties. The \$7,000 increase in data processing was primarily volume related. The Company experienced a \$6,000 increase in insurance expenses from enhanced coverage obtained during the third quarter 2011. Finally, the \$6,000 increase in travel and entertainment expense correlates to increased loan demand. As reflected in the table above, all other costs remained fairly consistent with the second quarter 2011.

Income Taxes

No federal or state tax expense has been recorded for the three months ended June 30, 2012 and 2011, based upon significant operating loss carry-forwards that can be used to offset approximately \$3.4 million of taxable income for federal tax purposes. Since it is uncertain that the Company will achieve sustained profitability, the deferred tax benefit accumulated to date has a full valuation allowance so that the net deferred tax benefit at June 30, 2012 and December 31, 2011 is \$0.

Comparative Results of Operations for the Six Months Ended June 30, 2012 and 2011

The following discussion focuses on the Company's financial condition and results of operations for the six months ended June 30, 2012 compared to the financial condition and results of operations for the six months ended June 30, 2011. The Company's principal operations for each of these periods consisted of the operations of Solera National Bank.

The Company recorded net income of \$94,000, or \$0.04 per share, for the six months ended June 30, 2012 compared with a net loss of \$83,000, or (\$0.03) per share, for the six months ended June 30, 2011. The most notable items contributing to the increase in net income were a \$108,000 increase in noninterest income, a \$128,000 favorable decline in noninterest expense partially offset by a \$59,000 decline in net interest income after the provision for loan and lease losses. These variances are discussed in more detail in the ensuing narrative.

The following table presents, for the periods indicated, average assets, liabilities and stockholders' equity, as well as the net interest income from average interest-earning assets and average interest-bearing liabilities and the resultant annualized yields expressed in percentages.

Table 4

(\$ in thousands)	Six Months Ended June 30, 2012			Yield / Cost	Six Months Ended June 30, 2011		
	Average Balance	Interest			Average Balance	Interest	Yield / Cost
Assets:							
Interest-earning assets:							
Gross loans, net of unearned fees	\$ 55,425	\$ 1,575	5.71	%	\$ 58,168	\$ 1,671	5.79 %
Investment securities**	84,609	1,043	2.48		74,530	1,319	3.57
FHLB and FRB stocks	1,148	18	3.15		1,137	17	3.04
Federal funds sold	677	1	0.22		1,023	1	0.22
Interest-bearing deposits with banks	385	4	2.04		728	2	0.46
Total interest-earning assets	142,244	\$ 2,641	3.73	%	135,586	\$ 3,010	4.48 %
Noninterest-earning assets	5,421				2,676		
Total assets	\$ 147,665				\$ 138,262		

Liabilities and Stockholders' Equity:

Interest-bearing liabilities:

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Money market and savings deposits	\$ 57,768	\$ 195	0.68	%	\$ 61,757	\$ 354	1.16	%
Interest-bearing checking accounts	8,937	37	0.84		11,524	67	1.18	
Time deposits	49,989	347	1.39		37,745	302	1.61	
Securities sold under agreements to repurchase and federal funds purchased	539	2	0.75		664	4	1.13	
FHLB advances	7,513	64	1.71		5,523	106	3.89	
Other borrowings	19	1	10.07		66	3	9.47	
Total interest-bearing liabilities	124,765	\$ 646	1.04	%	117,279	\$ 836	1.44	%
Noninterest-bearing checking accounts	3,178				2,276			
Noninterest-bearing liabilities	409				364			
Stockholders' equity	19,313				18,343			
Total liabilities and stockholders' equity	\$ 147,665				\$ 138,262			
Net interest income		\$ 1,995				\$ 2,174		
Net interest spread		2.69	%			3.04	%	
Net interest margin		2.82	%			3.23	%	

** Yields on investment securities have not been adjusted to a tax-equivalent basis.

The following table presents the dollar amount of changes in interest income and interest expense for the major categories of interest-earning assets and interest-bearing liabilities. The information details the changes attributable to a change in volume (i.e. change in average balance multiplied by the prior-period average rate) and changes attributable to a change in rate (i.e. change in average rate multiplied by the prior-period average balance). There is a component that is attributable to both a change in volume and a change in rate. This component has been allocated proportionately to the rate and volume columns.

Table 5

(\$ in thousands)	Six Months Ended June 30, 2012 Compared to Six Months Ended June 30, 2011		
	Net Change	Rate	Volume
Interest income:			
Gross loans, net of unearned fees	\$ (96)	\$ (18)	\$ (78)
Investment securities	(276)	(498)	222
FHLB and FRB stocks	1	1	-
Federal funds sold	-	-	-
Interest-bearing deposits with banks	2	2	-
Total interest income	\$ (369)	\$ (513)	\$ 144
Interest expense:			
Money market and savings deposits	\$ (159)	\$ (138)	\$ (21)
Interest-bearing checking accounts	(30)	(17)	(13)
Time deposits	45	(31)	76
Securities sold under agreements to repurchase and federal funds purchased	(2)	-	(2)
FHLB advances	(42)	(119)	77
Other borrowings	(2)	-	(2)
Total interest expense	\$ (190)	\$ (305)	\$ 115
Net interest income	\$ (179)	\$ (208)	\$ 29

Net Interest Income and Net Interest Margin

Net interest income is the difference between interest income, principally from loan and investment security portfolios, and interest expense, principally on customer deposits and borrowings. Net interest income is our principal source of earnings. Changes in net interest income result from changes in volume, spread and margin. Volume refers to the average dollar level of interest-earning assets and interest-bearing liabilities. Spread refers to the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities. Margin refers to net interest income divided by average interest-earning assets, and is influenced by the level and relative mix of interest-earning assets and interest-bearing liabilities.

The Federal Reserve Board influences the general market rates of short-term interest, including the deposit and loan rates offered by the Bank. The Bank's loan portfolio is significantly affected by changes in the prime interest rate. The prime interest rate has remained at 3.25% since December 2008 and, thus, has had no impact on the change in loan yields during this time period. The federal funds rate, which is the cost of immediately available, overnight funds, has behaved in a similar manner, changing insignificantly since the end of 2008. However, other treasury rates have hit historic lows in recent months. Our Bank's loan portfolio has been less impacted by these low rates but our investment portfolio has seen sharp declines given this economic environment.

As reflected in Table 4 above, the 41 basis point decrease in the Company's net interest margin, from 3.23% for the six months ended June 30, 2011 to 2.82% for the same period in 2012 is due to the decline in interest income earned on interest-earning assets outpacing the decline in expense on interest-bearing liabilities. The Bank's yield on interest-earning assets decreased 75 basis points from 4.48% for the six months ended June 30, 2011 to 3.73% for the six months ended June 30, 2012. This decline is primarily due to a decrease in the Bank's yield on investment securities which decreased 109 basis points during this time period. This decrease is attributable to the sale of longer-maturity, higher-yielding investments, along with principal payments received on mortgage-backed securities, which were reinvested in shorter-term, lower-yielding bonds to help shorten the duration of the investment portfolio.

The rate paid on money market, savings and time deposits all decreased year-over-year due to a decision to lower promotional rates further and implement a tiered rate structure on savings accounts during the second quarter of 2012 where rates paid on smaller balance accounts were significantly reduced. This, in conjunction with the restructuring of \$3.5 million in fixed-rate FHLB advances during the fourth quarter 2011, which produced a \$119,000 savings due to lower rates, enabled the Bank to save 40 basis points on the cost of interest-bearing liabilities during the six months ended June 30, 2012 as compared to the same period of 2011.

The Company's balance sheet is currently marginally asset sensitive, meaning that interest-earning assets generally reprice more quickly than interest-bearing liabilities. Therefore, the Company could experience expansion in its net interest margin during periods of rising short-term interest rates.

Total interest income was \$2.6 million for the six months ended June 30, 2012, consisting primarily of interest on loans of \$1.6 million and interest on investment securities of \$1.0 million. Average gross loans, net of unearned fees, declined \$2.7 million, from \$58.2 million at June 30, 2011 to \$55.4 million at June 30, 2012. Average investment securities increased \$10.1 million from \$74.5 million at June 30, 2011 to \$84.6 million at June 30, 2012.

Total interest expense was \$646,000 for the six months ended June 30, 2012, a decrease of \$190,000 from \$836,000 during the same period of 2011. Net interest income was \$2.0 million for the first six months of 2012, a decrease of \$179,000, or 8.2%, from \$2.2 million for the same period of 2011. Our net interest spread decreased 35 basis points from 3.04% for the six months ended June 30, 2011 to 2.69% for the six months ended June 30, 2012.

Provision for Loan and Lease Losses

We determine a provision for loan and lease losses that we consider sufficient to maintain an allowance to absorb probable losses inherent in our portfolio as of the balance sheet date. For additional information concerning this determination, see the section of this discussion and analysis captioned Financial Condition, Allowance for Loan and Lease Losses.

During the first six months of 2012, our provision for loan and lease losses was \$0 compared to \$120,000 for the same time period of 2011. The amount of the provision reflects the estimated probable losses inherent within the portfolio due to uncertainties in economic conditions which have caused increases in our classified loans. Impaired loans totaled \$307,000 at June 30, 2012 versus \$2.3 million at June 30, 2011. The decrease in provision expense during the first six months of 2012 is primarily a reflection of improving asset quality. See additional discussion below under Financial Condition, Nonperforming Loans, Leases and Assets.

Noninterest Income

Noninterest income for the six months ended June 30, 2012 was \$368,000, a \$108,000, or 42%, increase from \$260,000 for the six months ended June 30, 2011. The increase was due to increased gains on the sales of investment securities. The Company sold securities for net gains of \$280,000 during the first half of 2012 compared to net gains on the sale of investment securities of \$223,000 during the first half of 2011. Gains on the sale of securities are not part of the Bank's expected ongoing operations and should not be considered recurring. Additionally, the Company recognized \$29,000 of other income during the first six months of 2012, compared to \$2,000 during the same period of 2011 due to increases in the cash surrender value of bank-owned life insurance which the Company purchased during the first quarter 2012. Finally, the Company recognized a \$25,000 gain related to the sale of the guaranteed portion of an SBA 7(a) loan during the second quarter of 2012.

Noninterest Expense

Our total noninterest expense was \$2.3 million for the six months ended June 30, 2012, a 5%, or \$128,000, decrease from \$2.4 million for the six months ended June 30, 2011 due to the following:

- A) Decreased salaries and employee benefits expense of \$163,000, or 12%, related to the following: 1) costs associated with the separation agreement of an employee recorded during the first quarter of 2011, 2) increased salary expense deferral on loan originations which directly correlates to more loans closed during the first half of 2012 compared to 2011, and 3) reduced stock option expense, as many of the Company's options are now fully vested.
- B) Decreased occupancy expense of \$13,000, or 5%, year-over-year primarily due to a lease extension that was negotiated at a reduced rate.
- C) Decreased professional fees of \$3,000, partially offset by a \$51,000, or 9%, increase in other general and administrative expenses as detailed in Table 6, below:

Table 6

(\$ in thousands)	Six Months Ended		Increase/ (Decrease)
	June 30, 2012	2011	
Other general and administrative expenses:			
Data processing	\$ 159	\$ 155	\$ 4
FDIC assessment	96	117	(21)
Regulatory and reporting fees	73	82	(9)
Marketing and promotions	48	41	7
Directors' fees	42	45	(3)
Loan and collection expenses	52	35	17
OREO expense	33	-	33
Insurance	24	12	12
Telephone/communication	24	23	1
Travel and entertainment	23	15	8
Dues and memberships	15	13	2
Printing, stationery and supplies	13	14	(1)
ATM and debit card fees	8	7	1
Postage and shipping	7	7	-
Training and education	5	7	(2)
Franchise taxes	5	7	(2)
Miscellaneous	19	15	4
Total	\$ 646	\$ 595	\$ 51

The most significant changes included an increase of \$33,000 related to expenses incurred on the Bank's two OREO properties and a \$17,000 increase in loan and collection expenses related to the collection of problem loans. We expect OREO expense to continue to impact our 2012 operating results as we incur costs such as taxes, insurance, repairs and maintenance, among others, on these properties. Additionally, management realizes there is some exposure to additional impairment on these properties if there are declines in real estate values.

Other significant changes in other general and administrative expenses include a \$12,000 increase in insurance expenses from enhanced coverage obtained during the third quarter 2011. Travel and entertainment increased \$8,000 and marketing and promotion costs increased \$7,000 – both are correlated to the increase in loan demand. These increases were partially offset by a \$21,000 decrease in FDIC fees due to lower assessments associated with the revised calculation methodology implemented during the second quarter of 2011.

Income Taxes

No federal or state tax expense has been recorded for the six months ended June 30, 2012 and 2011, based upon significant operating loss carry-forwards that can be used to offset approximately \$3.4 million of taxable income for federal tax purposes. Since it is uncertain that the Company will achieve sustained profitability, the deferred tax benefit accumulated to date has a full valuation allowance so that the net deferred tax benefit at June 30, 2012 and December 31, 2011 is \$0.

Financial Condition

At June 30, 2012, the Company had total assets of \$154.6 million, a \$9.2 million, or 6%, increase from \$145.4 million in total assets at December 31, 2011 primarily due to increases in gross loans, up 5%, investment securities, up 7%, and a \$2.0 million new investment in bank-owned life insurance made in the first quarter of 2012. As of June 30, 2012, stockholders' equity was \$19.6 million, a \$599,000 increase versus \$19.0 million at December 31, 2011. The increase was primarily due to the \$479,000 increase in other comprehensive income related to changes in the fair value of available-for-sale securities, \$94,000 of net income for the six months ended June 30, 2012 and \$26,000 of stock-based compensation expense related to the Company's stock incentive plan.

Key Ratios

Ratio:	June 30, 2012		December 31, 2011	
Return on Average Assets	0.13	%	0.17	%
Return on Average Equity	0.98	%	1.29	%
Average Equity to Average Assets	13.08	%	13.39	%

Federal Home Loan Bank (FHLB) and Federal Reserve Bank Stocks

At June 30, 2012, the Bank had a total of \$1.2 million invested in FHLB and Federal Reserve Bank stocks carried at cost consisting of \$514,000 in Federal Reserve Bank stock and \$650,000 in FHLB stock. These investments allow Solera National Bank to conduct business with these entities. As of June 30, 2012, the Federal Reserve Bank stock was yielding an average rate of 5.8% and the FHLB stock was yielding an average rate of 1.1%.

Investment Securities

Our investment portfolio serves as a source of interest income, a source of liquidity and a management tool for managing interest rate sensitivity. We manage our investment portfolio according to a written investment policy approved by our Board of Directors.

At June 30, 2012, Solera National Bank's securities consisted of available-for-sale securities of \$89.1 million. The following tables set forth the estimated market values and approximate weighted average yields of the debt securities in the investment portfolio by contractual maturity at June 30, 2012 and December 31, 2011:

(\$ in thousands)	At June 30, 2012							
	Within One Year		After One Year but within Five Years		After Five Years but within Ten Years		After Ten Years	
Securities available-for-sale	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Corporate	\$519	5.44 %	\$4,820	3.03 %	\$10,940	3.80 %	\$-	- %
State and municipal	-	-	2,197	4.13	10,923	3.56	3,287	3.19
Residential agency MBS	-	-	-	-	2,026	2.25	54,429	2.18
Total	\$519	5.44 %	\$7,017	3.37 %	\$23,889	3.56 %	\$57,716	2.24 %

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At December 31, 2011

(\$ in thousands) Securities available-for-sale	Within One Year		After One Year but within Five Years		After Five Years but within Ten Years		After Ten Years		
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	
Corporate	\$-	-	% \$6,794	3.39	% \$8,024	4.14	% \$-	-	%
State and municipal	-	-	1,789	4.33	2,096	4.39	-	-	
Residential agency MBS	-	-	-	-	3,600				