



(Address of principal executive offices)

(Zip Code)

**Registrant's  
telephone  
number,  
including  
area code:  
(860)  
435-9801**

**(Former  
name or  
former  
address, if  
changed  
since last  
report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) 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. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act). (Check one):

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

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

Yes No

The number of shares of Common Stock outstanding as of August 14, 2012 is 1,689,691.

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## PART I - FINANCIAL INFORMATION

**Salisbury Bancorp, Inc. and Subsidiary****CONSOLIDATED BALANCE SHEETS (unaudited)**

| (in thousands, except share data)  | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| <b>ASSETS</b>  |               |                   |
| Cash and due from banks  | \$ 6,917      | \$ 4,829          |
| Interest bearing demand deposits with other banks                        | 37,058        | 32,057            |
| Total cash and cash equivalents  | 43,975        | 36,886            |
| Securities   |               |                   |
| Available-for-sale at fair value   | 135,662       | 155,794           |
| Held-to-maturity at amortized cost (fair value: \$ - and \$52)           | -             | 50                |
| Federal Home Loan Bank of Boston stock at cost                           | 5,747         | 6,032             |
| Loans held-for-sale  | 3,155         | 948               |
| Loans receivable, net (allowance for loan losses: \$4,208 and \$4,076)   | 377,212       | 370,766           |
| Other real estate owned  | -             | 2,744             |
| Bank premises and equipment, net   | 11,725        | 12,023            |
| Goodwill   | 9,829         | 9,829             |
| Intangible assets (net of accumulated amortization: \$1,635 and \$1,523) | 909           | 1,020             |
| Accrued interest receivable  | 2,652         | 2,126             |
| Cash surrender value of life insurance policies                          | 7,172         | 7,037             |
| Deferred taxes   | 367           | 829               |
| Other assets   | 2,452         | 3,200             |
| Total Assets   | \$ 600,857    | \$ 609,284        |
| <b>LIABILITIES and SHAREHOLDERS' EQUITY</b>                              |               |                   |
| <b>Deposits</b>  |               |                   |
| Demand (non-interest bearing)  | \$ 87,615     | \$ 82,202         |
| Demand (interest bearing)  | 62,728        | 66,332            |
| Money market   | 130,976       | 124,566           |
| Savings and other  | 97,147        | 94,503            |
| Certificates of deposit  | 99,444        | 103,703           |
| Total deposits   | 477,910       | 471,306           |
| Repurchase agreements  | 6,181         | 12,148            |
| Federal Home Loan Bank of Boston advances                                | 42,801        | 54,615            |
| Accrued interest and other liabilities                                   | 4,839         | 4,353             |
| Total Liabilities  | 531,731       | 542,422           |
| Commitments and contingencies  | -             | -                 |
| <b>Shareholders' Equity</b>  |               |                   |
| Preferred stock - \$.01 per share par value                              |               |                   |
| Authorized: 25,000; Issued: 16,000 (Series B);                           |               |                   |
| Liquidation preference: \$1,000 per share                                | 16,000        | 16,000            |
| Common stock - \$.10 per share par value                                 |               |                   |
| Authorized: 3,000,000;   |               |                   |
| Issued: 1,689,691 and 1,688,731  | 169           | 169               |
| Paid-in capital  | 13,158        | 13,134            |
| Retained earnings  | 39,554        | 38,264            |

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|  |            |            |
|--|------------|------------|
| Accumulated other comprehensive income (loss), net | 245        | (705)      |
| Total Shareholders' Equity                         | 69,126     | 66,862     |
| Total Liabilities and Shareholders' Equity         | \$ 600,857 | \$ 609,284 |

**Salisbury Bancorp, Inc. and Subsidiary****CONSOLIDATED STATEMENTS OF INCOME (unaudited)**

| Periods ended June 30, (in thousands except per share amounts)<br>unaudited | Three months ended |          | Six months ended |          |
|---|--------------------|----------|------------------|----------|
|   | 2012               | 2011     | 2012             | 2011     |
| Interest and dividend income  |                    |          |                  |          |
| Interest and fees on loans  | \$ 4,582           | \$ 4,695 | \$ 9,178         | \$ 9,359 |
| Interest on debt securities   |                    |          |                  |          |
| Taxable   | 659                | 733      | 1,375            | 1,516    |
| Tax exempt  | 510                | 554      | 1,044            | 1,108    |
| Other interest and dividends  | 15                 | 38       | 27               | 75       |
| Total interest and dividend income  | 5,766              | 6,020    | 11,624           | 12,058   |
| Interest expense  |                    |          |                  |          |
| Deposits  | 623                | 829      | 1,290            | 1,700    |
| Repurchase agreements   | 6                  | 12       | 19               | 27       |
| Federal Home Loan Bank of Boston advances                                   | 451                | 562      | 946              | 1,207    |
| Total interest expense  | 1,080              | 1,403    | 2,255            | 2,934    |
| Net interest and dividend income  | 4,686              | 4,617    | 9,369            | 9,124    |
| Provision for loan losses   | 180                | 350      | 360              | 680      |
| Net interest and dividend income after provision for loan losses            | 4,506              | 4,267    | 9,009            | 8,444    |
| Non-interest income   |                    |          |                  |          |
| Trust and wealth advisory   | 735                | 596      | 1,490            | 1,263    |
| Service charges and fees  | 547                | 522      | 1,068            | 1,022    |
| Gains on sales of mortgage loans, net                                       | 263                | 59       | 635              | 192      |
| Mortgage servicing, net   | (5)                | (5)      | (89)             | 26       |
| Gains on securities, net  | 267                | -        | 279              | 11       |
| Other   | 83                 | 58       | 166              | 117      |
| Total non-interest income   | 1,890              | 1,230    | 3,549            | 2,631    |
| Non-interest expense  |                    |          |                  |          |
| Salaries  | 1,748              | 1,657    | 3,458            | 3,386    |
| Employee benefits <sup>(1)</sup>  | 957                | 650      | 1,647            | 1,283    |
| Premises and equipment  | 591                | 568      | 1,196            | 1,151    |
| Data processing   | 418                | 285      | 821              | 662      |
| Professional fees   | 303                | 300      | 616              | 577      |
| Collections and OREO <sup>(2)</sup>   | 356                | 243      | 467              | 367      |
| FDIC insurance  | 119                | 182      | 247              | 405      |
| Marketing and community support   | 87                 | 92       | 175              | 160      |
| Amortization of intangibles   | 56                 | 56       | 111              | 111      |
| Other   | 390                | 399      | 788              | 754      |
| Total non-interest expense  | 5,025              | 4,432    | 9,526            | 8,856    |
| Income before income taxes  | 1,371              | 1,065    | 3,032            | 2,219    |
| Income tax provision  | 254                | 183      | 666              | 394      |
| Net income  | \$ 1,117           | \$ 882   | \$ 2,366         | \$ 1,825 |
| Net income available to common shareholders                                 | \$ 1,069           | \$ 766   | \$ 2,234         | \$ 1,594 |
| Basic and diluted earnings per common share                                 | \$ 0.63            | \$ 0.45  | \$ 1.32          | \$ 0.94  |
| Common dividends per share  | 0.28               | 0.28     | 0.56             | 0.56     |

*(1) Included pension plan curtailment expense of \$341,000 for the three and six month periods ended June 30, 2012.*

*(2) Included litigation expense of \$294,000 and \$340,000, respectively, for the three and six month periods ended June 30, 2012.*



**Salisbury Bancorp, Inc. and Subsidiary****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)**

| Periods ended June 30, (in thousands)                         | Three months ended |          | Six months ended |          |
|---|--------------------|----------|------------------|----------|
|   | 2012               | 2011     | 2012             | 2011     |
| Net income  | \$ 1,117           | \$ 882   | \$ 2,366         | \$ 1,825 |
| Other comprehensive income                                    |                    |          |                  |          |
| Net unrealized gains on securities available-for-sale         | 495                | 2,762    | 1,219            | 3,600    |
| Reclassification of net realized gains in net income          | 267                | -        | 279              | 11       |
| Unrealized gains on securities available-for-sale             | 762                | 2,762    | 1,498            | 3,611    |
| Income tax benefit (expense)                                  | (259)              | (939)    | (509)            | (1,228)  |
| Unrealized gains on securities available-for-sale, net of tax | 503                | 1,823    | 989              | 2,383    |
| Pension plan (loss) income                                    | (96)               | 17       | (59)             | 33       |
| Income tax expense  | 33                 | (6)      | 20               | (11)     |
| Pension plan (loss) income, net of tax                        | (63)               | 11       | (39)             | 22       |
| Other comprehensive income, net of tax                        | 440                | 1,834    | 950              | 2,405    |
| Comprehensive income  | \$ 1,557           | \$ 2,716 | \$ 3,316         | \$ 4,230 |

## Salisbury Bancorp, Inc. and Subsidiary

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (unaudited)**

| (dollars in thousands)<br>unaudited         | Common Stock |                     |           | Warrants | Paid-in<br>capital | Retained<br>earnings | Accumulated<br>other comp-<br>rehensive<br>income (loss) | Total<br>share-holders'<br>equity |
|---|--------------|---------------------|-----------|----------|--------------------|----------------------|--|-----------------------------------|
|   | Shares       | Preferred<br>Amount | Stock     |          |                    |                      |  |                                   |
| Balances at December 31, 2010               | 1,687,661    | \$ 168              | \$ 8,738  | \$ 112   | \$13,200           | \$ 36,567            | \$ (3,769)   | \$ 55,016                         |
| Net income for period                       | -            | -                   | -         | -        | -                  | 1,825                | -  | 1,825                             |
| Other comprehensive income, net of tax      | -            | -                   | -         | -        | -                  | -                    | 2,405  | 2,405                             |
| Amortization (accretion) of preferred stock | -            | -                   | 11        | -        | -                  | (11)                 | -  | -                                 |
| Common stock dividends paid                 | -            | -                   | -         | -        | -                  | (945)                | -  | (945)                             |
| Preferred stock dividends declared          | -            | -                   | -         | -        | -                  | (220)                | -  | (220)                             |
| Issuance of common stock for director fees  | 1,070        | 1                   | -         | -        | 27                 | -                    | -  | 28                                |
| Balances June 30, 2011                      | 1,688,731    | \$ 169              | \$ 8,749  | \$ 112   | \$13,227           | \$ 37,216            | \$ (1,364)   | \$ 58,109                         |
| Balances at December 31, 2011               | 1,688,731    | \$ 169              | \$ 16,000 | \$ -     | \$13,134           | \$ 38,264            | \$ (705)   | \$ 66,862                         |
| Net income for period                       | -            | -                   | -         | -        | -                  | 2,366                | -  | 2,366                             |

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|  |           |        |           |      |          |           |        |           |
|--|-----------|--------|-----------|------|----------|-----------|--------|-----------|
| Other comprehensive income, net of tax     | -         | -      | -         | -    | -        | -         | 950    | 950       |
| Common stock dividends paid                |           | -      | -         | -    | -        | (946)     | -      | (946)     |
| Preferred stock dividends declared         | -         | -      | -         | -    | -        | (130)     | -      | (130)     |
| Issuance of common stock for director fees |           | 960-   | -         | -    | 24       | -         | -      | 24        |
| Balances at June 30, 2012                  | 1,689,691 | \$ 169 | \$ 16,000 | \$ - | \$13,158 | \$ 39,554 | \$ 245 | \$ 69,126 |

Salisbury Bancorp, Inc. and Subsidiary

**CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

| Six months ended June 30, (in thousands) unaudited                                | 2012     | 2011     |
|---|----------|----------|
| Operating Activities  |          |          |
| Net income  | \$ 2,366 | \$ 1,825 |
| Adjustments to reconcile net income to net cash provided by operating activities: |          |          |
| (Accretion), amortization and depreciation  |          |          |
| Securities  | 323      | 163      |
| Bank premises and equipment   | 447      | 414      |
| Core deposit intangible   | 111      | 111      |
| Mortgage servicing rights   | 163      | 114      |
| Fair value adjustment on loans  | 17       | 22       |
| Gains on calls of securities available-for-sale                                   | (12)     | (11)     |
| Gains on sales of securities available-for-sale                                   | (267)    | -        |
| Loss on sale/disposals of premises and equipment                                  | 1        | -        |
| Gain recognized on other real estate owned  | (1)      | -        |
| Write down of other real estate owned   | -        | 163      |
| Provision for loan losses   | 360      | 680      |
| (Increase) decrease in loans held-for-sale  | (2,207)  | 1,038    |
| Increase in deferred loan origination fees and costs, net                         | (31)     | (116)    |
| Mortgage servicing rights originated  | (308)    | (106)    |
| Decrease in mortgage servicing rights impairment reserve                          | 102      | 15       |
| (Increase) decrease in interest receivable  | (526)    | 45       |
| Deferred tax benefit  | (25)     | (27)     |
| Decrease in prepaid expenses  | 279      | 391      |
| Increase in cash surrender value of life insurance policies                       | (135)    | (80)     |
| Decrease in income tax receivable   | 534      | 715      |
| (Increase) decrease in other assets   | (22)     | 17       |
| Increase (decrease) in accrued expenses   | 446      | (28)     |
| Decrease in interest payable  | (56)     | (128)    |
| Increase (decrease) in other liabilities  | 50       | (613)    |
| Issuance of shares for directors' fee   | 24       | 27       |
| Net cash provided by operating activities   | 1,633    | 4,631    |
| Investing Activities  |          |          |
| Proceeds from maturities of interest-bearing time deposits                        | -        | 5,000    |
| Purchases of securities available-for-sale  | -        | (15,034) |
| Redemption of Federal Home Loan Bank stock  | 285      | -        |
| Proceeds from calls of securities available-for-sale                              | 7,148    | 19,000   |
| Proceeds from maturities of securities available-for-sale                         | 11,672   | 7,507    |
| Proceeds from sale of securities available-for-sale                               | 2,767    | -        |
| Proceeds from maturities of securities held-to-maturity                           | 50       | 3        |
| Loan originations and principle collections, net                                  | (5,821)  | (13,326) |
| Recoveries of loans previously charged-off  | 29       | 22       |
| Proceeds from sale of other real estate owned                                     | 1,745    | 308      |
| Capital expenditures  | (150)    | (467)    |
| Net cash provided by investing activities   | 17,725   | 3,013    |

## Financing Activities

|   |           |           |
|---|-----------|-----------|
| Increase in deposit transaction accounts, net                   | 10,863    | 44,058    |
| Decrease in time deposits, net                                  | (4,259)   | (15,318)  |
| Decrease in securities sold under agreements to repurchase, net | (5,967)   | (831)     |
| Principal payments on Federal Home Loan Bank of Boston advances | (11,814)  | (17,352)  |
| Common stock dividends paid                                     | (946)     | (945)     |
| Preferred stock dividends paid                                  | (146)     | (220)     |
| Net cash (used) provided by financing activities                | (12,269)  | 9,392     |
| Net increase in cash and cash equivalents                       | 7,089     | 17,036    |
| Cash and cash equivalents, beginning of period                  | 36,886    | 26,908    |
| Cash and cash equivalents, end of period                        | \$ 43,975 | \$ 43,944 |
| Cash paid during period   |           |           |
| Interest  | \$ 2,311  | \$ 3,062  |
| Income taxes  | 1,175     | 449       |
| Non-cash transfers  |           |           |
| Transfer from loans to other real estate owned                  | -         | 321       |
| Loans originated to finance the sale of other real estate owned | 1,000     | -         |

**Salisbury Bancorp, Inc. and Subsidiary**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - BASIS OF PRESENTATION**

The interim (unaudited) consolidated financial statements of Salisbury Bancorp, Inc. ("Salisbury") include those of Salisbury and its wholly owned subsidiary, Salisbury Bank and Trust Company (the "Bank"). In the opinion of management, the interim unaudited consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary to present fairly the financial position of Salisbury and the statements of income, comprehensive income, shareholders' equity and cash flows for the interim periods presented.

The financial statements have been prepared in accordance with generally accepted accounting principles. In preparing the financial statements, management is required to make extensive use of estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet, and revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowance for loan losses and valuation of real estate, management obtains independent appraisals for significant properties.

Certain financial information, which is normally included in financial statements prepared in accordance with generally accepted accounting principles, but which is not required for interim reporting purposes, has been condensed or omitted. Operating results for the interim period ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. The accompanying condensed financial statements should be read in conjunction with the financial statements and notes thereto included in Salisbury's 2011 Annual Report on Form 10-K for the period ended December 31, 2011.

The allowance for loan losses is a significant accounting policy and is presented in the Notes to Consolidated Financial Statements and in Management's Discussion and Analysis, which provide information on how significant assets are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions and estimates underlying those amounts, management has identified the determination of the allowance for loan losses to be the accounting area that requires the most subjective judgments, and as such could be most subject to revision as new information becomes available.

**Impact of New Accounting Pronouncements Issued**

In December 2011, the FASB issued ASU 2011-12, "Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. The amendments in this update defer those changes in ASU 2011-05 that relate to the presentation of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. All other requirements in ASU 2011-05 are not affected by this update. The amendments are effective during interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-12 did not have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

In December 2011, the FASB issued ASU 2011-11, "Disclosures about Offsetting Assets and Liabilities." This ASU is to enhance current disclosures. Entities are required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The amendments in this ASU are effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The adoption of ASU 2011-11 is not expected to have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

In September 2011, the FASB issued ASU 2011-08, "Intangibles – Goodwill and Other", an update to ASC 350, "Intangibles – Goodwill and Other." ASU 2011-08 simplifies how entities, both public and nonpublic, test goodwill for impairment. The amendments in this update permit an entity to first assess qualitative factors to determine whether it is more likely than not the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in ASC 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. For public and nonpublic entities, the amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The adoption of ASU 2011-08 is not expected to have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU 2011-05, "Presentation of Comprehensive Income." The objective of this ASU is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. Under this ASU, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. An entity is required to present each

component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. An entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. The amendments in this ASU should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of ASU 2011-05 did not have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

In May 2011, the FASB issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards." The amendments in this ASU explain how to measure fair value. They do not require additional fair value measurements and are not intended to establish valuation standards or affect valuation practices outside of financial reporting. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

In April 2011, the FASB issued ASU 2011-03, "Reconsideration of Effective Control for Repurchase Agreements." The objective of this ASU is to improve the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. This ASU prescribes when an entity may or may not recognize a sale upon the transfer of financial assets subject to repurchase agreements. The guidance in this ASU is effective for the first interim or annual period beginning on or after December 15, 2011. Early adoption is not permitted. The adoption of ASU 2011-03 did not have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

In April 2011, the FASB issued ASU 2011-02, "A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring." This ASU provides additional guidance or clarification to help creditors determine whether a restructuring constitutes a troubled debt restructuring. For public entities, the amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and were applied retrospectively to the beginning of the 2011 annual period. The adoption of ASU 2011-02 did not have a material impact on Salisbury's consolidated financial position, results of operations or cash flows.

## NOTE 2 - SECURITIES

The composition of securities is as follows:

| (in thousands)                      | Amortized<br>cost (1) | Gross un-<br>realized gains | Gross un-realized losses | Fair value |
|-------------------------------------|-----------------------|-----------------------------|--------------------------|------------|
| June 30, 2012                       |                       |                             |                          |            |
| Available-for-sale                  |                       |                             |                          |            |
| U.S. Treasury notes                 | \$ 2,495              | \$ 252                      | -                        | \$ 2,747   |
| U.S. Government Agency notes        | 12,519                | 282                         | -                        | 12,801     |
| Municipal bonds                     | 45,902                | 1,774                       | (512)                    | 47,164     |
| Mortgage backed securities          |                       |                             |                          |            |
| U.S. Government Agencies            | 49,072                | 1,412                       | (1)                      | 50,483     |
| Collateralized mortgage obligations |                       |                             |                          |            |
| U.S. Government Agencies            | 6,134                 | 53                          | -                        | 6,187      |
| Non-agency                          | 12,776                | 377                         | (282)                    | 12,871     |
| SBA bonds                           | 3,195                 | 71                          | -                        | 3,266      |

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|  |            |          |          |            |
|--|------------|----------|----------|------------|
| Preferred Stock                        | 20         | 123      | -        | 143        |
| Total securities available-for-sale    | \$ 132,113 | \$ 4,344 | \$ (795) | \$ 135,662 |
| Non-marketable securities              |            |          |          |            |
| Federal Home Loan Bank of Boston stock | \$ 5,747   | \$ -     | \$ -     | \$ 5,747   |

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| (in thousands)                         | Amortized<br>cost (1) | Gross un-<br>realized gains | Gross un-realized losses | Fair value |
|--|-----------------------|-----------------------------|--------------------------|------------|
| December 31, 2011                      |                       |                             |                          |            |
| Available-for-sale                     |                       |                             |                          |            |
| U.S. Treasury notes                    | \$ 5,000              | \$ 528                      | \$ -                     | \$ 5,528   |
| U.S. Government Agency notes           | 14,544                | 380                         | -                        | 14,924     |
| Municipal bonds                        | 50,881                | 1,067                       | (1,152)                  | 50,796     |
| Mortgage backed securities             |                       |                             |                          |            |
| U.S. Government Agencies               | 57,193                | 1,126                       | (19)                     | 58,300     |
| Collateralized mortgage obligations    |                       |                             |                          |            |
| U.S. Government Agencies               | 7,077                 | 76                          | -                        | 7,153      |
| Non-agency                             | 14,300                | 355                         | (488)                    | 14,167     |
| SBA bonds                              | 3,629                 | 77                          | -                        | 3,706      |
| Corporate bonds                        | 1,100                 | 4                           | -                        | 1,104      |
| Preferred Stock                        | 20                    | 96                          | -                        | 116        |
| Total securities available-for-sale    | \$ 153,744            | \$ 3,709                    | \$ (1,659)               | \$ 155,794 |
| Held-to-maturity                       |                       |                             |                          |            |
| Mortgage backed security               | \$ 50                 | \$ 2                        | -                        | \$ 52      |
| Non-marketable securities              |                       |                             |                          |            |
| Federal Home Loan Bank of Boston stock | \$ 6,032              | \$ -                        | -                        | \$ 6,032   |

(1) Net of other-than-temporary impairment write-down recognized in earnings.

Salisbury sold a \$2,500,000 Treasury bond available-for-sale during the six month period ended June 30, 2012. The gain recognized on this sale was \$267,000. Salisbury did not sell any securities available-for-sale in the six months ended June 30, 2011.

The following table summarizes, for all securities in an unrealized loss position, including debt securities for which a portion of other-than-temporary impairment has been recognized in other comprehensive income, the aggregate fair value and gross unrealized loss of securities that have been in a continuous unrealized loss position as of the date presented:

|  | Less than 12 Months |            | 12 Months or Longer |            | Total |            |
|--|---------------------|------------|---------------------|------------|-------|------------|
|  | Fair                | Unrealized | Fair                | Unrealized | Fair  | Unrealized |
|  | Value               | losses     | value               | losses     | Value | losses     |

(in thousands)

June 30, 2012

Available-for-sale

|  |    |     |   |          |        |          |        |
|--|----|-----|---|----------|--------|----------|--------|
| Municipal bonds  | \$ | -\$ | - | \$ 5,483 | \$ 512 | \$ 5,483 | \$ 512 |
| Mortgage backed securities                                       | -  | -   | - | 54       | 1      | 54       | 1      |
| Collateralized mortgage obligations                              |    |     |   |          |        |          |        |
| Non-agency   | -  | -   | - | 1,864    | 84     | 1,864    | 84     |
| Total temporarily impaired securities                            | -  | -   | - | 7,401    | 597    | 7,401    | 597    |
| Other-than-temporarily impaired securities                       |    |     |   |          |        |          |        |
| Collateralized mortgage obligations                              |    |     |   |          |        |          |        |
| Non-agency   | -  | -   | - | 3,551    | 198    | 3,551    | 198    |
| Total temporarily and other-than-temporarily impaired securities | \$ | -\$ | - | \$10,952 | \$ 795 | \$10,952 | \$ 795 |

Salisbury evaluates securities for Other Than Temporary Impairment (“OTTI”) where the fair value of a security is less than its amortized cost basis at the balance sheet date. As part of this process, Salisbury considers its intent to sell each debt security and whether it is more likely than not that it will be required to sell the security before its anticipated recovery. If either of these conditions is met, Salisbury recognizes an OTTI charge to earnings equal to the entire difference between the security’s amortized cost basis and its fair value at the balance sheet date. For securities that meet neither of these conditions, an analysis is performed to determine if any of these securities are at risk for OTTI.

The following summarizes, by security type, the basis for evaluating if the applicable securities were OTTI at June 30, 2012.

U.S Government Agency notes, U.S. Government Agency mortgage-backed securities and U.S. Government Agency CMOs: The contractual cash flows are guaranteed by U.S. government agencies and U.S. government-sponsored enterprises. Changes in fair values are a function of changes in investment spreads and interest rate movements and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities. Furthermore, Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider these securities to be OTTI at June 30, 2012.

Municipal bonds: Contractual cash flows are performing as expected. Salisbury purchased substantially all of these securities during 2006-to-2008 as bank qualified, insured, AAA rated general obligation or revenue bonds. Salisbury's portfolio is mostly comprised of tax-exempt general obligation bonds or public-purpose revenue bonds for schools, municipal offices, sewer infrastructure and fire houses, for small towns and municipalities across the United States. In the wake of the financial crisis, most monoline bond insurers had their ratings downgraded or withdrawn because of excessive exposure to insurance for collateralized debt obligations. Where appropriate, Salisbury performs credit underwriting reviews of issuers, including some that have had their ratings withdrawn or are insured by insurers that have had their ratings withdrawn, to assess default risk. Management expects to recover the entire amortized cost basis of these securities. Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis, which may be maturity. Management does not consider these securities to be OTTI at June 30, 2012.

Non-agency CMOs: Salisbury performed a detailed cash flow analysis of its non-agency CMOs at June 30, 2012 to assess whether any of the securities were OTTI. Salisbury uses first party provided cash flow forecasts of each security based on a variety of market driven assumptions and securitization terms, including prepayment speed, default or delinquency rate, and default severity for losses including interest, legal fees, property repairs, expenses and realtor fees, that, together with the loan amount are subtracted from collateral sales proceeds to determine severity. In 2009 Salisbury determined that five non-agency CMO securities reflected OTTI and recognized losses for deterioration in credit quality of \$1,128,000. Salisbury judged the four remaining securities not to have additional OTTI and all other CMO securities not to be OTTI as of June 30, 2012. It is possible that future loss assumptions could change, necessitating Salisbury to recognize future OTTI for further deterioration in credit quality. Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis.

The following table presents activity related to credit losses recognized into earnings on the non-agency CMOs held by Salisbury for which a portion of an OTTI charge was recognized in accumulated other comprehensive income:

| Six months ended June 30, (in thousands)  | 2012     | 2011     |
|---|----------|----------|
| Balance, beginning of period  | \$ 1,128 | \$ 1,128 |
| Credit component on debt securities in which OTTI was not previously recognized | -        | -        |
| Balance, end of period  | \$ 1,128 | \$ 1,128 |

Federal Home Loan Bank of Boston ("FHLBB"): The Bank is a member of the FHLBB. The FHLBB is a cooperative that provides services, including funding in the form of advances, to its member banking institutions. As a requirement of membership, the Bank must own a minimum amount of FHLBB stock, calculated periodically based primarily on its level of borrowings from the FHLBB. No market exists for shares of the FHLBB and therefore, they are carried at par value. FHLBB stock may be redeemed at par value five years following termination of FHLBB membership, subject to limitations which may be imposed by the FHLBB or its regulator, the Federal Housing Finance Board, to maintain capital adequacy of the FHLBB. While the Bank currently has no intentions to terminate its FHLBB membership, the ability to redeem its investment in FHLBB stock would be subject to the conditions imposed by the FHLBB. In 2008, the FHLBB announced to its members that it is focusing on preserving capital in response to ongoing market volatility including the extension of a moratorium on excess stock repurchases, and in 2009 announced the suspension of its quarterly dividends. In 2011, the FHLBB resumed modest quarterly cash dividends to its members and in early 2012 the FHLBB repurchased its excess stock pool. Based on the capital adequacy and the liquidity position of the FHLBB, management believes there is no impairment related to the carrying amount of the Bank's FHLBB stock as of June 30, 2012. Further deterioration of the FHLBB's capital levels may require the Bank to deem its restricted investment in FHLBB stock to be OTTI. If evidence of impairment exists in the future, the FHLBB stock would reflect fair value using either observable or unobservable inputs. The Bank will continue to monitor its investment in FHLBB stock.



## NOTE 3 - LOANS

The composition of loans receivable and loans held-for-sale is as follows:

| (in thousands)                                | June 30, 2012 | December 31, 2011 |
|---|---------------|-------------------|
| Residential 1-4 family                        | \$ 194,784    | \$ 187,676        |
| Residential 5+ multifamily                    | 3,583         | 3,187             |
| Construction of residential 1-4 family        | 2,478         | 5,305             |
| Home equity credit                            | 35,584        | 34,621            |
| Residential real estate                       | 236,429       | 230,789           |
| Commercial                                    | 83,227        | 81,958            |
| Construction of commercial                    | 7,969         | 7,069             |
| Commercial real estate                        | 91,196        | 89,027            |
| Farm land                                     | 3,818         | 4,925             |
| Vacant land                                   | 11,489        | 12,828            |
| Real estate secured                           | 342,932       | 337,569           |
| Commercial and industrial                     | 30,678        | 29,358            |
| Municipal                                     | 2,689         | 2,415             |
| Consumer                                      | 4,085         | 4,496             |
| Loans receivable, gross                       | 380,384       | 373,838           |
| Deferred loan origination fees and costs, net | 1,036         | 1,004             |
| Allowance for loan losses                     | (4,208)       | (4,076)           |
| Loans receivable, net                         | \$ 377,212    | \$ 370,766        |
| Loans held-for-sale                           |               |                   |
| Residential 1-4 family                        | \$ 3,155      | \$ 948            |

**Concentrations of Credit Risk**

Salisbury's loans consist primarily of residential and commercial real estate loans located principally in northwestern Connecticut and nearby New York and Massachusetts towns, which constitute Salisbury's service area. Salisbury offers a broad range of loan and credit facilities to borrowers in its service area, including residential mortgage loans, commercial real estate loans, construction loans, working capital loans, equipment loans, and a variety of consumer loans, including home equity lines of credit, and installment and collateral loans. All residential and commercial mortgage loans are collateralized by first or second mortgages on real estate. The ability of single family residential and consumer borrowers to honor their repayment commitments is generally dependent on the level of overall economic activity within the market area and real estate values. The ability of commercial borrowers to honor their repayment commitments is dependent on the general economy as well as the health of the real estate economic sector in Salisbury's market area.

## Credit Quality

The composition of loans receivable by credit risk rating is as follows:

| (in thousands)                         | Pass       | Special mention | Substandard | Doubtful | Loss | Total      |
|--|------------|-----------------|-------------|----------|------|------------|
| June 30, 2012                          |            |                 |             |          |      |            |
| Residential 1-4 family                 | \$ 177,444 | \$ 13,283       | \$ 4,057    | \$ -     | \$ - | \$ 194,784 |
| Residential 5+ multifamily             | 2,797      | 786             | -           | -        | -    | 3,583      |
| Construction of residential 1-4 family | 1,271      | 413             | 794         | -        | -    | 2,478      |
| Home equity credit                     | 32,410     | 1,578           | 1,596       | -        | -    | 35,584     |
| Residential real estate                | 213,922    | 16,060          | 6,447       | -        | -    | 236,429    |
| Commercial                             | 62,246     | 10,038          | 10,943      | -        | -    | 83,227     |

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|                            |            |           |           |      |      |            |
|----------------------------|------------|-----------|-----------|------|------|------------|
| Construction of commercial | 7,198      | 300       | 471       | -    | -    | 7,969      |
| Commercial real estate     | 69,444     | 10,338    | 11,414    | -    | -    | 91,196     |
| Farm land                  | 2,272      | 344       | 1,202     | -    | -    | 3,818      |
| Vacant land                | 6,774      | 873       | 3,842     | -    | -    | 11,489     |
| Real estate secured        | 292,412    | 27,615    | 22,905    | -    | -    | 342,932    |
| Commercial and industrial  | 21,167     | 7,276     | 2,235     | -    | -    | 30,678     |
| Municipal                  | 2,689      | -         | -         | -    | -    | 2,689      |
| Consumer                   | 3,877      | 160       | 48        | -    | -    | 4,085      |
| Loans receivable, gross    | \$ 320,145 | \$ 35,051 | \$ 25,188 | \$ - | \$ - | \$ 380,384 |

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| (in thousands)                         | Pass       | Special mention | Substandard | Doubtful | Loss | Total      |
|--|------------|-----------------|-------------|----------|------|------------|
| December 31, 2011                      |            |                 |             |          |      |            |
| Residential 1-4 family                 | \$ 168,326 | \$ 15,517       | \$ 3,833    | \$ -     | \$ - | \$ 187,676 |
| Residential 5+ multifamily             | 2,752      | 435             | -           | -        | -    | 3,187      |
| Construction of residential 1-4 family | 4,116      | 415             | 774         | -        | -    | 5,305      |
| Home equity credit                     | 31,843     | 1,451           | 1,327       | -        | -    | 34,621     |
| Residential real estate                | 207,037    | 17,818          | 5,934       | -        | -    | 230,789    |
| Commercial                             | 64,458     | 6,187           | 11,313      | -        | -    | 81,958     |
| Construction of commercial             | 6,296      | 302             | 471         | -        | -    | 7,069      |
| Commercial real estate                 | 70,754     | 6,489           | 11,784      | -        | -    | 89,027     |
| Farm land                              | 2,327      | 1,768           | 830         | -        | -    | 4,925      |
| Vacant land                            | 8,039      | 883             | 3,906       | -        | -    | 12,828     |
| Real estate secured                    | 288,157    | 26,958          | 22,454      | -        | -    | 337,569    |
| Commercial and industrial              | 21,104     | 6,847           | 1,407       | -        | -    | 29,358     |
| Municipal                              | 2,415      | -               | -           | -        | -    | 2,415      |
| Consumer                               | 4,254      | 178             | 64          | -        | -    | 4,496      |
| Loans receivable, gross                | \$ 315,930 | \$ 33,983       | \$ 23,925   | \$ -     | \$ - | \$ 373,838 |

Credit quality segments of loans receivable by credit risk rating are as follows:

| (in thousands)                            | Pass       | Special mention | Substandard | Doubtful | Loss | Total      |
|---|------------|-----------------|-------------|----------|------|------------|
| June 30, 2012                             |            |                 |             |          |      |            |
| Performing loans                          | \$ 319,145 | \$ 33,460       | \$ -        | \$ -     | \$ - | \$ 352,605 |
| Potential problem loans                   | -          | -               | 12,635      | -        | -    | 12,635     |
| Troubled debt restructurings: accruing    | 1,000      | 1,591           | 4,144       | -        | -    | 6,735      |
| Troubled debt restructurings: non-accrual | -          | -               | 1,606       | -        | -    | 1,606      |
| Other non-accrual loans                   | -          | -               | 6,803       | -        | -    | 6,803      |
| Impaired loans                            | 1,000      | 1,591           | 12,553      | -        | -    | 15,144     |
| Loans receivable, gross                   | \$ 320,145 | \$ 35,051       | \$ 25,188   | \$ -     | \$ - | \$ 380,384 |
| December 31, 2011                         |            |                 |             |          |      |            |
| Performing loans                          | \$ 314,551 | \$ 32,570       | \$ -        | \$ -     | \$ - | \$ 347,121 |
| Potential problem loans                   | -          | -               | 14,039      | -        | -    | 14,039     |
| Troubled debt restructurings: accruing    | 1,379      | 1,413           | 1,810       | -        | -    | 4,602      |
| Troubled debt restructurings: non-accrual | -          | -               | 1,753       | -        | -    | 1,753      |
| Other non-accrual loans                   | -          | -               | 6,323       | -        | -    | 6,323      |
| Impaired loans                            | 1,379      | 1,413           | 9,886       | -        | -    | 12,678     |
| Loans receivable, gross                   | \$ 315,930 | \$ 33,983       | \$ 23,925   | \$ -     | \$ - | \$ 373,838 |

Potential problem loans are performing loans risk rated substandard that are not classified as impaired. Impaired loans are loans for which it is probable that Salisbury will not be able to collect all principal and interest amounts due according to the contractual terms of the loan agreements.

The composition of loans receivable delinquency status by credit risk rating is as follows:

| (in thousands)          | Pass       | Special mention | Substandard | Doubtful | Loss | Total      |
|-------------------------|------------|-----------------|-------------|----------|------|------------|
| June 30, 2012           |            |                 |             |          |      |            |
| Current                 | \$ 314,409 | \$ 30,252       | \$ 13,748   | \$ -     | \$ - | \$ 358,409 |
| Past due 001-029        | 5,241      | 3,784           | 2,642       | -        | -    | 11,667     |
| Past due 030-059        | 392        | 659             | 856         | -        | -    | 1,907      |
| Past due 060-089        | 103        | 356             | 732         | -        | -    | 1,191      |
| Past due 090-179        | -          | -               | 879         | -        | -    | 879        |
| Past due 180+           | -          | -               | 6,331       | -        | -    | 6,331      |
| Loans receivable, gross | \$ 320,145 | \$ 35,051       | \$ 25,188   | \$ -     | \$ - | \$ 380,384 |
| December 31, 2011       |            |                 |             |          |      |            |
| Current                 | \$ 311,741 | \$ 31,407       | \$ 12,618   | \$ -     | \$ - | \$ 355,766 |
| Past due 001-029        | 3,696      | 1,195           | 3,517       | -        | -    | 8,408      |
| Past due 030-059        | 435        | 1,024           | 674         | -        | -    | 2,133      |
| Past due 060-089        | 58         | 357             | 46          | -        | -    | 461        |
| Past due 090-179        | -          | -               | 1,095       | -        | -    | 1,095      |
| Past due 180+           | -          | -               | 5,975       | -        | -    | 5,975      |
| Loans receivable, gross | \$ 315,930 | \$ 33,983       | \$ 23,925   | \$ -     | \$ - | \$ 373,838 |

The composition of loans receivable by delinquency status is as follows:

| (in thousands)                      | Current   | Past due  |            |            |             |                   | 30 days and over | Accruing 90 days and over | Non-accrual |
|-------------------------------------|-----------|-----------|------------|------------|-------------|-------------------|------------------|---------------------------|-------------|
|                                     |           | 1-29 days | 30-59 days | 60-89 days | 90-179 days | 180 days and over |                  |                           |             |
| June 30, 2012                       |           |           |            |            |             |                   |                  |                           |             |
| Residential 1-4 family              | \$185,821 | \$ 7,039  | \$ 562     | \$ 534     | \$ 97       | \$ 731            | \$ 1,924         | \$ -                      | \$ 1,185    |
| Residential 5+ multifamily          | 3,583     | -         | -          | -          | -           | -                 | -                | -                         | -           |
| Residential 1-4 family construction | 2,065     | -         | 413        | -          | -           | -                 | 413              | -                         | -           |
| Home equity credit                  | 34,289    | 783       | 47         | 76         | 355         | 34                | 512              | -                         | 463         |
| Residential real estate             | 225,758   | 7,822     | 1,022      | 610        | 452         | 765               | 2,849            | -                         | 1,648       |
| Commercial                          | 77,435    | 3,082     | 733        | 58         | 427         | 1,492             | 2,710            | -                         | 2,511       |
| Construction of commercial          | 7,804     | 144       | -          | -          | -           | 21                | 21               | -                         | 21          |
| Commercial real estate              | 85,239    | 3,226     | 733        | 58         | 427         | 1,513             | 2,731            | -                         | 2,532       |
| Farm land                           | 3,427     | 14        | -          | 377        | -           | -                 | 377              | -                         | -           |
| Vacant land                         | 7,794     | -         | -          | 94         | -           | 3,601             | 3,695            | -                         | 3,601       |
| Real estate secured                 | 322,218   | 11,062    | 1,755      | 1,139      | 879         | 5,879             | 9,652            | -                         | 7,781       |
| Commercial and industrial           | 29,558    | 494       | 122        | 52         | -           | 452               | 626              | -                         | 628         |
| Municipal                           | 2,689     | -         | -          | -          | -           | -                 | -                | -                         | -           |
| Consumer                            | 3,944     | 112       | 29         | -          | -           | -                 | 29               | -                         | -           |
| Loans receivable, gross             | \$358,409 | \$ 11,668 | \$ 1,906   | \$ 1,191   | \$ 879      | \$ 6,331          | \$ 10,307        | \$ -                      | \$ 8,409    |



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December 31, 2011

|                                     |           |          |          |        |          |          |          |      |          |
|-------------------------------------|-----------|----------|----------|--------|----------|----------|----------|------|----------|
| Residential 1-4 family              | \$182,263 | \$ 3,772 | \$ 811   | \$ 121 | \$ -     | \$ 709   | \$ 1,641 | \$ - | \$ 1,240 |
| Residential 5+ multifamily          | 2,918     | -        | 112      | 157    | -        | -        | 269      | -    | -        |
| Residential 1-4 family construction | 5,305     | -        | -        | -      | -        | -        | -        | -    | -        |
| Home equity credit                  | 34,124    | 298      | 50       | -      | 83       | 66       | 199      | -    | 173      |
| Residential real estate             | 224,610   | 4,070    | 973      | 278    | 83       | 775      | 2,109    | -    | 1,413    |
| Commercial                          | 75,486    | 3,887    | 483      | 180    | 930      | 992      | 2,585    | -    | 2,317    |
| Construction of commercial          | 6,796     | 108      | 145      | -      | 20       | -        | 165      | -    | 20       |
| Commercial real estate              | 82,282    | 3,995    | 628      | 180    | 950      | 992      | 2,750    | -    | 2,337    |
| Farm land                           | 4,499     | 46       | 380      | -      | -        | -        | 380      | -    | -        |
| Vacant land                         | 9,047     | 73       | 50       | -      | -        | 3,658    | 3,708    | -    | 3,658    |
| Real estate secured                 | 320,438   | 8,184    | 2,031    | 458    | 1,033    | 5,425    | 8,947    | -    | 7,408    |
| Commercial and industrial           | 28,542    | 152      | 51       | 1      | 62       | 550      | 664      | -    | 668      |
| Municipal                           | 2,415     | -        | -        | -      | -        | -        | -        | -    | -        |
| Consumer                            | 4,371     | 72       | 51       | 2      | -        | -        | 53       | -    | -        |
| Loans receivable, gross             | \$355,766 | \$ 8,408 | \$ 2,133 | \$ 461 | \$ 1,095 | \$ 5,975 | \$ 9,664 | \$ - | \$ 8,076 |

## Troubled Debt Restructurings

Troubled debt restructurings occurring during the periods are as follows:

| (in thousands)                        | Three months ended June 30, 2012 |                          |                           | Six months ended June 30, 2012 |                          |                           |
|---------------------------------------|----------------------------------|--------------------------|---------------------------|--------------------------------|--------------------------|---------------------------|
|                                       | Quantity                         | Pre-modification balance | Post-modification balance | Quantity                       | Pre-modification balance | Post-modification balance |
| Residential real estate               | -                                | \$ -                     | \$ -                      | 1                              | \$ 326                   | \$ 326                    |
| Commercial and industrial             | 1                                | 1,570                    | 1,570                     | 6                              | 2,349                    | 2,349                     |
| Troubled debt restructurings          | 1                                | \$ 1,570                 | \$ 1,570                  | 7                              | \$ 2,675                 | \$ 2,675                  |
| Rate reduction and term extension     | -                                | \$ -                     | \$ -                      | 2                              | \$ 373                   | \$ 373                    |
| Debt consolidation and term extension | 1                                | 1,570                    | 1,570                     | 4                              | 2,276                    | 2,276                     |
| Seasonal interest only concession     | -                                | -                        | -                         | 1                              | 26                       | 26                        |
| Troubled debt restructurings          | 1                                | \$ 1,570                 | \$ 1,570                  | 7                              | \$ 2,675                 | \$ 2,675                  |

Seven loans were restructured during the first half of 2012 and all were current at June 30, 2012.

## Allowance for Loan Losses

Changes in the allowance for loan losses are as follows:

| (in thousands)          | Three months ended June 30 |           |             |             |                | Six months ended June 30 |           |             |             |                |
|-------------------------|----------------------------|-----------|-------------|-------------|----------------|--------------------------|-----------|-------------|-------------|----------------|
|                         | Beginning balance          | Provision | Charge-offs | Reco-veries | Ending balance | Beginning balance        | Provision | Charge-offs | Reco-veries | Ending balance |
| 2012 Periods            |                            |           |             |             |                |                          |           |             |             |                |
| Residential             | \$ 1,500                   | \$ 95     | \$ (118)    | \$ -        | \$ 1,477       | \$ 1,479                 | \$ 134    | \$ (136)    | \$ -        | \$ 1,477       |
| Commercial              | 1,061                      | 214       | -           | 1           | 1,276          | 1,139                    | 135       | -           | 2           | 1,276          |
| Land                    | 339                        | (120)     | -           | -           | 219            | 409                      | (148)     | (42)        | -           | 219            |
| Real estate             | 2,900                      | 189       | (118)       | 1           | 2,972          | 3,027                    | 121       | (178)       | 2           | 2,972          |
| Commercial & industrial | 778                        | 38        | -           | 5           | 821            | 704                      | 138       | (29)        | 8           | 821            |
| Municipal               | 28                         | (1)       | -           | -           | 27             | 24                       | 3         | -           | -           | 27             |
| Consumer                | 132                        | (41)      | (39)        | 13          | 65             | 79                       | 17        | (49)        | 18          | 65             |
| Unallocated             | 328                        | (5)       | -           | -           | 323            | 242                      | 81        | -           | -           | 323            |
| Totals                  | \$ 4,166                   | \$ 180    | \$ (157)    | \$ 19       | \$ 4,208       | \$ 4,076                 | \$ 360    | \$ (256)    | \$ 28       | \$ 4,208       |
| 2011 Periods            |                            |           |             |             |                |                          |           |             |             |                |
| Residential             | \$ 1,462                   | \$ 139    | \$ (20)     | \$ 2        | \$ 1,583       | \$ 1,504                 | \$ 197    | \$ (121)    | \$ 3        | \$ 1,583       |
| Commercial              | 1,343                      | (9)       | (96)        | -           | 1,238          | 1,132                    | 282       | (175)       | -           | 1,239          |
| Land                    | 296                        | (25)      | -           | -           | 271            | 392                      | (42)      | (79)        | -           | 271            |

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|                            |          |        |          |       |          |          |        |          |       |          |
|----------------------------|----------|--------|----------|-------|----------|----------|--------|----------|-------|----------|
| Real estate                | 3,101    | 105    | (116)    | 2     | 3,092    | 3,028    | 437    | (375)    | 3     | 3,093    |
| Commercial<br>& industrial | 531      | 79     | (89)     | -     | 521      | 541      | 69     | (89)     | -     | 521      |
| Municipal                  | 55       | (27)   | -        | -     | 28       | 51       | (23)   | -        | -     | 28       |
| Consumer                   | 167      | 70     | (159)    | 13    | 91       | 164      | 86     | (179)    | 19    | 92       |
| Unallocated                | 124      | 123    | -        | -     | 247      | 136      | 111    | -        | -     | 245      |
| Totals                     | \$ 3,978 | \$ 350 | \$ (364) | \$ 15 | \$ 3,979 | \$ 3,920 | \$ 680 | \$ (643) | \$ 22 | \$ 3,979 |

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The composition of loans receivable and the allowance for loan losses is as follows:

| (in thousands)                         | Collectively evaluated |           | Individually evaluated |           | Total portfolio |           |
|--|------------------------|-----------|------------------------|-----------|-----------------|-----------|
|  | Loans                  | Allowance | Loans                  | Allowance | Loans           | Allowance |
| June 30, 2012                          |                        |           |                        |           |                 |           |
| Residential 1-4 family                 | \$ 190,514             | \$ 762    | \$ 4,270               | \$ 269    | \$ 194,784      | \$ 1,031  |
| Residential 5+ multifamily             | 2,842                  | 22        | 741                    | -         | 3,583           | 22        |
| Construction of residential 1-4 family | 2,478                  | 12        | -                      | -         | 2,478           | 12        |
| Home equity credit                     | 35,098                 | 396       | 486                    | 16        | 35,584          | 412       |
| Residential real estate                | 230,932                | 1,192     | 5,497                  | 285       | 236,429         | 1,477     |
| Commercial                             | 76,898                 | 882       | 6,329                  | 288       | 83,227          | 1,170     |
| Construction of commercial             | 7,948                  | 85        | 21                     | 21        | 7,969           | 106       |
| Commercial real estate                 | 84,846                 | 967       | 6,350                  | 309       | 91,196          | 1,276     |
| Farm land                              | 3,818                  | 63        | -                      | -         | 3,818           | 63        |
| Vacant land                            | 7,745                  | 96        | 3,744                  | 60        | 11,489          | 156       |
| Real estate secured                    | 327,341                | 2,318     | 15,591                 | 654       | 342,932         | 2,972     |
| Commercial and industrial              | 28,632                 | 374       | 2,046                  | 447       | 30,678          | 821       |
| Municipal                              | 2,689                  | 27        | -                      | -         | 2,689           | 27        |
| Consumer                               | 4,024                  | 39        | 61                     | 26        | 4,085           | 65        |
| Unallocated allowance                  | -                      | -         | -                      | -         | -               | 323       |
| Totals                                 | \$ 362,686             | \$ 2,758  | \$ 17,698              | \$ 1,127  | \$ 380,384      | \$ 4,208  |

| (in thousands)                         | Collectively evaluated |           | Individually evaluated |           | Total portfolio |           |
|--|------------------------|-----------|------------------------|-----------|-----------------|-----------|
|  | Loans                  | Allowance | Loans                  | Allowance | Loans           | Allowance |
| December 31, 2011                      |                        |           |                        |           |                 |           |
| Residential 1-4 family                 | \$ 182,695             | \$ 762    | \$ 4,981               | \$ 297    | \$ 187,676      | \$ 1,059  |
| Residential 5+ multifamily             | 2,437                  | 17        | 750                    | 4         | 3,187           | 21        |
| Construction of residential 1-4 family | 4,606                  | 17        | 699                    | -         | 5,305           | 17        |
| Home equity credit                     | 34,333                 | 382       | 288                    | -         | 34,621          | 382       |
| Residential real estate                | 224,071                | 1,178     | 6,718                  | 301       | 230,789         | 1,479     |
| Commercial                             | 74,419                 | 840       | 7,539                  | 202       | 81,958          | 1,042     |
| Construction of commercial             | 7,049                  | 77        | 20                     | 20        | 7,069           | 97        |
| Commercial real estate                 | 81,468                 | 917       | 7,559                  | 222       | 89,027          | 1,139     |
| Farm land                              | 4,095                  | 35        | 830                    | 150       | 4,925           | 185       |
| Vacant land                            | 9,021                  | 104       | 3,807                  | 120       | 12,828          | 224       |
| Real estate secured                    | 318,655                | 2,234     | 18,914                 | 793       | 337,569         | 3,027     |
| Commercial and industrial              | 28,091                 | 368       | 1,267                  | 336       | 29,358          | 704       |
| Municipal                              | 2,415                  | 24        | -                      | -         | 2,415           | 24        |
| Consumer                               | 4,431                  | 44        | 65                     | 35        | 4,496           | 79        |
| Unallocated allowance                  | -                      | -         | -                      | -         | -               | 242       |
| Totals                                 | \$ 353,592             | \$ 2,670  | \$ 20,246              | \$ 1,164  | \$ 373,838      | \$ 4,076  |

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The credit quality segments of loans receivable and the allowance for loan losses are as follows:

| (in thousands)          | Collectively evaluated |           | Individually evaluated |           | Total portfolio |           |
|-------------------------|------------------------|-----------|------------------------|-----------|-----------------|-----------|
|                         | Loans                  | Allowance | Loans                  | Allowance | Loans           | Allowance |
| June 30, 2012           |                        |           |                        |           |                 |           |
| Performing loans        | \$ 352,544             | \$ 2,451  | \$ 61                  | \$ 26     | \$ 352,605      | \$ 2,477  |
| Potential problem loans | 10,142                 | 307       | 2,493                  | 106       | 12,635          | 413       |
| Impaired loans          | -                      | -         | 15,144                 | 995       | 15,144          | 995       |
| Unallocated allowance   | -                      | -         | -                      | -         | -               | 323       |
| Totals                  | \$ 362,686             | \$ 2,758  | \$ 17,698              | \$ 1,127  | \$ 380,384      | \$ 4,208  |
| December 31, 2011       |                        |           |                        |           |                 |           |
| Performing loans        | \$ 346,303             | \$ 2,436  | \$ 819                 | \$ 35     | \$ 347,122      | \$ 2,471  |
| Potential problem loans | 7,289                  | 234       | 6,750                  | 255       | 14,039          | 489       |
| Impaired loans          | -                      | -         | 12,677                 | 874       | 12,677          | 874       |
| Unallocated allowance   | -                      | -         | -                      | -         | -               | 242       |
| Totals                  | \$ 353,592             | \$ 2,670  | \$ 20,246              | \$ 1,164  | \$ 373,838      | \$ 4,076  |

Certain data with respect to impaired loans individually evaluated is as follows:

| (in thousands)            | Impaired loans with specific allowance |          |          |           |            | Impaired loans with no specific allowance |           |          |            |  |
|---------------------------|--|----------|----------|-----------|------------|---|-----------|----------|------------|--|
|                           | Loan balance                           |          |          | Specific  | Income     | Loan balance                              |           |          | Income     |  |
|                           | Book                                   | Note     | Average  | allowance | recognized | Book                                      | Note      | Average  | recognized |  |
| June 30, 2012             |  |          |          |           |            |   |           |          |            |  |
| Residential 1-4 family    | \$ 1,892                               | \$ 2,087 | \$ 2,178 | \$ 214    | \$ 22      | \$ 1,587                                  | \$ 1,614  | \$ 1,321 | \$ 17      |  |
| Home equity credit        | 149                                    | 209      | 72       | 16        | -          | 314                                       | 337       | 208      | -          |  |
| Residential real estate   | 2,041                                  | 2,296    | 2,250    | 230       | 22         | 1,901                                     | 1,951     | 1,529    | 17         |  |
| Commercial                | 1,866                                  | 2,008    | 1,879    | 309       | 26         | 3,718                                     | 4,146     | 2,722    | 25         |  |
| Vacant land               | 134                                    | 154      | 331      | 10        | -          | 3,467                                     | 4,236     | 3,297    | -          |  |
| Real estate secured       | 4,041                                  | 4,458    | 4,460    | 549       | 48         | 9,086                                     | 10,333    | 7,548    | 42         |  |
| Commercial and industrial | 1,057                                  | 1,142    | 823      | 446       | 9          | 960                                       | 1,710     | 844      | 17         |  |
| Consumer                  | -                                      | -        | -        | -         | -          | -   | 143       | -        | -          |  |
| Totals                    | \$ 5,098                               | \$ 5,600 | \$ 5,283 | \$ 995    | \$ 57      | \$ 10,046                                 | \$ 12,186 | \$ 8,392 | \$ 59      |  |

| (in thousands)          | Impaired loans with specific allowance |          |          |           |            | Impaired loans with no specific allowance |        |          |            |  |
|-------------------------|--|----------|----------|-----------|------------|---|--------|----------|------------|--|
|                         | Loan balance                           |          |          | Specific  | Income     | Loan balance                              |        |          | Income     |  |
|                         | Book                                   | Note     | Average  | allowance | recognized | Book                                      | Note   | Average  | recognized |  |
| December 31, 2011       |  |          |          |           |            |   |        |          |            |  |
| Residential 1-4 family  | \$ 3,012                               | \$ 3,160 | \$ 1,822 | \$ 266    | \$ 38      | \$ 390                                    | \$ 426 | \$ 3,875 | \$ -       |  |
| Home equity credit      | -                                      | -        | -        | -         | -          | 173                                       | 177    | 227      | -          |  |
| Residential real estate | 3,012                                  | 3,160    | 1,822    | 266       | 38         | 563                                       | 603    | 4,102    | -          |  |
| Commercial              | 2,151                                  | 2,405    | 2,550    | 203       | 77         | 2,157                                     | 2,612  | 2,175    | 37         |  |
| Vacant land             | 594                                    | 774      | 639      | 70        | -          | 3,063                                     | 3,627  | 3,243    | -          |  |

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|                           |          |          |          |        |        |          |          |           |       |
|---------------------------|----------|----------|----------|--------|--------|----------|----------|-----------|-------|
| Real estate secured       | 5,757    | 6,339    | 5,011    | 539    | 115    | 5,783    | 6,842    | 9,520     | 37    |
| Commercial and industrial | 560      | 639      | 364      | 335    | -      | 577      | 1,221    | 876       | 16    |
| Consumer                  | -        | -        | -        | -      | -      | -        | 142      | 14        | -     |
| Totals                    | \$ 6,317 | \$ 6,978 | \$ 5,375 | \$ 874 | \$ 115 | \$ 6,360 | \$ 8,205 | \$ 10,410 | \$ 53 |

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## NOTE 4 - MORTGAGE SERVICING RIGHTS

Loans serviced for others are not included in the Consolidated Balance Sheets. The balance of loans serviced for others and the fair value of mortgage servicing rights are as follows:

| June 30, (in thousands)                        | 2012       | 2011       |
|--|------------|------------|
| Residential mortgage loans serviced for others | \$ 132,770 | \$ 101,584 |
| Fair value of mortgage servicing rights        | 887        | 760        |

Changes in mortgage servicing rights are as follows:

| Periods ended June 30, (in thousands)         | Three months |        | Six months |        |
|---|--------------|--------|------------|--------|
|   | 2012         | 2011   | 2012       | 2011   |
| Loan Servicing Rights                         |              |        |            |        |
| Balance, beginning of period                  | \$ 875       | \$ 701 | \$ 772     | \$ 683 |
| Originated                                    | 128          | 29     | 308        | 105    |
| Amortization (1)                              | (86)         | (56)   | (164)      | (114)  |
| Balance, end of period                        | 917          | 674    | 916        | 674    |
| Valuation Allowance                           |              |        |            |        |
| Balance, beginning of period                  | (114)        | (8)    | (22)       | (10)   |
| (Increase) decrease in impairment reserve (1) | (10)         | (17)   | (101)      | (15)   |
| Balance, end of period                        | (124)        | (25)   | (123)      | (25)   |
| Loan servicing rights, net                    | \$ 793       | \$ 649 | \$ 793     | \$ 649 |

(1) Amortization expense and changes in the impairment reserve are recorded in loan servicing fee income.

## NOTE 5 - PLEDGED ASSETS

The following securities and loans were pledged to secure public and trust deposits, securities sold under agreements to repurchase, FHLBB advances and credit facilities available.

| in thousands)                                 | June 30, 2012 | December 31, 2011 |
|---|---------------|-------------------|
| Securities available-for-sale (at fair value) | \$ 55,456     | \$ 68,839         |
| Loans receivable                              | 114,455       | 132,720           |
| Total pledged assets                          | \$ 169,911    | \$ 201,559        |

At June 30, 2012, securities were pledged as follows: \$44.2 million to secure public deposits, \$11.0 million to secure repurchase agreements and \$0.2 million to secure FHLBB advances. Loans receivable were pledged to secure FHLBB advances and credit facilities.

## NOTE 6 – EARNINGS PER SHARE

| Periods ended June 30, (in thousands, except per share amounts) | Three months |        | Six months |          |
|---|--------------|--------|------------|----------|
|   | 2012         | 2011   | 2012       | 2011     |
| Net income  | \$ 1,117     | \$ 882 | \$ 2,366   | \$ 1,825 |
| Preferred stock net accretion                                   | -            | 6      | -          | 11       |
| Preferred stock dividends paid                                  | 48           | 110    | 132        | 220      |
| Net income available to common shareholders                     | \$ 1,069     | \$ 766 | \$ 2,234   | \$ 1,594 |
| Weighted average common stock outstanding – basic               | 1,690        | 1,689  | 1,690      | 1,689    |

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Weighted average common and common equivalent stock outstanding- diluted | 1,690   | 1,689   | 1,690   | 1,689   |
| Earnings per common and common equivalent share                          |         |         |         |         |
| Basic  | \$ 0.63 | \$ 0.45 | \$ 1.32 | \$ 0.94 |
| Diluted  | 0.63    | 0.45    | 1.32    | 0.94    |

## NOTE 7 – SHAREHOLDERS’ EQUITY

**Capital Requirements**

Salisbury and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional and discretionary actions by the regulators that, if undertaken, could have a direct material effect on Salisbury and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Salisbury and the Bank must meet specific guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. Salisbury and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.



Quantitative measures established by regulation to ensure capital adequacy require Salisbury and the Bank to maintain minimum amounts and ratios (set forth in the table below) of Tier 1 capital (as defined) to average assets (as defined) and total and Tier 1 capital (as defined) to risk-weighted assets (as defined). Management believes, as of June 30, 2012, that Salisbury and the Bank meet all of their capital adequacy requirements.

The Bank was classified, as of its most recent notification, as "well capitalized". The Bank's actual regulatory capital position and minimum capital requirements as defined "To Be Well Capitalized Under Prompt Corrective Action Provisions" and "For Capital Adequacy Purposes" are as follows:

|  | Actual    |        | For Capital Adequacy Purposes |       | To be Well Capitalized Under Prompt Corrective Action Provisions |       |
|--|-----------|--------|-------------------------------|-------|--|-------|
|  | Amount    | Ratio  | Amount                        | Ratio | Amount   | Ratio |
| (dollars in thousands)                   |           |        |                               |       |  |       |
| June 30, 2012                            |           |        |                               |       |  |       |
| Total Capital (to risk-weighted assets)  |           |        |                               |       |  |       |
| Salisbury                                | \$ 62,438 | 16.65% | \$ 30,007                     | 8.0%  | n/a  | -     |
| Bank                                     | 52,176    | 13.73  | 30,411                        | 8.0   | \$ 38,014  | 10.0% |
| Tier 1 Capital (to risk-weighted assets) |           |        |                               |       |  |       |
| Salisbury                                | 58,143    | 15.50  | 15,003                        | 4.0   | n/a  | -     |
| Bank                                     | 47,882    | 12.60  | 15,206                        | 4.0   | 22,808   | 6.0   |
| Tier 1 Capital (to average assets)       |           |        |                               |       |  |       |
| Salisbury                                | 58,143    | 9.92   | 23,448                        | 4.0   | n/a  | -     |
| Bank                                     | 47,882    | 8.17   | 23,447                        | 4.0   | 29,308   | 5.0   |
| December 31, 2011                        |           |        |                               |       |  |       |
| Total Capital (to risk-weighted assets)  |           |        |                               |       |  |       |
| Salisbury                                | \$ 60,869 | 15.97% | \$ 30,490                     | 8.0%  | n/a  | -     |
| Bank                                     | 50,729    | 13.16  | 30,840                        | 8.0   | \$ 38,550  | 10.0% |
| Tier 1 Capital (to risk-weighted assets) |           |        |                               |       |  |       |
| Salisbury                                | 56,718    | 14.88  | 15,245                        | 4.0   | n/a  | -     |
| Bank                                     | 46,578    | 12.08  | 15,420                        | 4.0   | 23,130   | 6.0   |
| Tier 1 Capital (to average assets)       |           |        |                               |       |  |       |
| Salisbury                                | 56,718    | 9.45   | 24,014                        | 4.0   | n/a  | -     |
| Bank                                     | 46,578    | 7.77   | 23,969                        | 4.0   | 29,961   | 5.0   |

## DIVIDENDS

### Cash Dividends to Common Shareholders

Salisbury's ability to pay cash dividends is substantially dependent on the Bank's ability to pay cash dividends to Salisbury. Under Connecticut law, a bank cannot declare a cash dividend except from net profits, defined as the remainder of all earnings from current operations. The total of all cash dividends declared by a bank shall not, unless specifically approved by the Banking Commissioner, exceed the total of its net profits of that year combined with its retained net profits of the preceding two years.

Federal Reserve Board ("FRB") Supervisory Letter SR 09-4, February 24, 2009, revised March 27, 2009, notes that, as a general matter, the Board of Directors of a Bank Holding Company ("BHC") should inform the FRB and should eliminate, defer, or significantly reduce dividends if (1) net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the prospective rate of earnings retention is not consistent with capital needs and overall current and prospective financial condition;

or (3) the BHC will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Moreover, a BHC should inform the FRB reasonably in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the BHC capital structure.

### **Preferred Stock Dividends**

In August 2011, Salisbury issued to the U.S. Secretary of the Treasury (the “Treasury”) \$16,000,000 of its Series B Preferred Stock under the Small Business Lending Fund (the “SBLF”) program. The SBLF program is a \$30 billion fund established under the Small Business Jobs Act of 2010 to encourage lending to small businesses by providing Tier 1 capital to qualified community banks with assets of less than \$10 billion. The Preferred Stock qualifies as Tier 1 capital for regulatory purposes and ranks senior to the Common Stock.

The Series B Preferred Stock pays noncumulative dividends. The dividend rate on the Series B Preferred Stock for the initial quarterly dividend period ending September 30, 2011 and each of the next nine quarterly dividend periods the Series B Preferred Stock is outstanding is determined each quarter based on the increase in the Bank’s Qualified Small Business Lending. The dividend rates for the quarterly dividend period ended June 30, 2012 and March 31, 2012, were 1.51925% and 1.89425%, respectively. For the tenth quarterly dividend period through four and one-half years after its issuance, the dividend rate on the Series B Preferred Stock will be fixed at the rate in effect at the end of the ninth quarterly dividend period and after four and one-half years from its issuance the dividend rate will be fixed at 9 percent per annum. On June 29, 2012, Salisbury declared a Series B Preferred Stock dividend of \$48,016, payable on July 2, 2012. The Series B Preferred Stock is non-voting, other than voting rights on matters that could adversely affect the Series B Preferred Stock. The Series B Preferred Stock is redeemable at any time at one hundred percent of the issue price plus any accrued and unpaid dividends.

Simultaneously with the receipt of the SBLF capital, Salisbury repurchased for \$8,816,000 all of its Series A Preferred Stock sold to the Treasury in 2009 under the Capital Purchase Program (“CPP”), a part of the Troubled Asset Relief Program of the Emergency Economic Stabilization Act of 2008, and made a payment for accrued dividends. The transaction resulted in net capital proceeds to Salisbury of \$7,184,000, of which Salisbury invested \$6,465,600, or 90%, in the Bank as Tier 1 Capital.

In 2009, as part of the CPP, Salisbury issued to the Treasury a 10-year Warrant to purchase 57,671 shares of Common Stock at an exercise price of \$22.93 per share. The Warrant was repurchased for \$205,000 on November 2, 2011 and simultaneously cancelled.

#### NOTE 8 – PENSION AND OTHER BENEFITS

The components of net periodic cost for Salisbury’s insured noncontributory defined benefit retirement plan were as follows:

| Periods ended June 30, (in thousands) | Three months |       | Six months |        |
|---------------------------------------|--------------|-------|------------|--------|
|                                       | 2012         | 2011  | 2012       | 2011   |
| Service cost                          | \$ 87        | \$ 95 | \$ 202     | \$ 191 |
| Interest cost on benefit obligation   | 86           | 93    | 179        | 187    |
| Expected return on plan assets        | (112)        | (106) | (227)      | (212)  |
| Amortization of net loss              | 25           | 17    | 61         | 33     |
| Settlements and curtailments          | 341          | -     | 341        | -      |
| Net periodic benefit cost             | \$ 427       | \$ 99 | \$ 556     | \$ 199 |

Salisbury’s 401(k) Plan contribution expense was \$70,000 and \$96,000, respectively, for the three month periods ended June 30, 2012 and 2011. Other post-retirement benefit obligation expense for endorsement split-dollar life insurance arrangements was \$11,000 and \$12,000, respectively, for the three month periods ended June 30, 2012 and 2011.

#### NOTE 9 – COMPREHENSIVE INCOME

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

| June 30, (in thousands)  | 2012     | 2011       |
|--|----------|------------|
| Unrealized gains (losses) on securities available-for-sale, net of tax | \$ 2,342 | \$ (199)   |
| Unrecognized pension plan expense, net of tax                          | (2,097)  | (1,165)    |
| Accumulated other comprehensive income (loss), net                     | \$ 245   | \$ (1,364) |

#### NOTE 10 – FAIR VALUE OF ASSETS AND LIABILITIES

Salisbury uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available-for-sale are recorded at fair value on a recurring basis. Additionally, from time to time, other assets are recorded at fair value on a nonrecurring basis, such as loans held for sale, collateral dependent impaired loans, property acquired through foreclosure or repossession and mortgage servicing rights. These nonrecurring fair value adjustments typically involve the application of lower-of-cost-or-market accounting or write-downs of individual assets.

Salisbury adopted ASC 820-10, “Fair Value Measurements and Disclosures,” which provides a framework for measuring fair value under generally accepted accounting principles, in 2008. This guidance permitted Salisbury the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and

liabilities on a contract-by-contract basis. Salisbury did not elect fair value treatment for any financial assets or liabilities upon adoption.

In accordance with ASC 820-10, Salisbury groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

GAAP specifies a hierarchy of valuation techniques based on whether the types of valuation information (“inputs”) are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect Salisbury’s market assumptions. These two types of inputs have created the following fair value hierarchy

Level 1. Quoted prices in active markets for identical assets. Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury, other U.S. Government and agency mortgage-backed securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2. Significant other observable inputs. Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from first party pricing services for identical or comparable assets or liabilities.

Level 3. Significant unobservable inputs. Valuations for assets and liabilities that are derived from other methodologies, including option pricing models, discounted cash flow models and similar techniques, are not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets and liabilities.

A financial instrument’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The following is a description of valuation methodologies for assets recorded at fair value, including the general classification of such assets and liabilities pursuant to the valuation hierarchy.

Securities available-for-sale. Securities available-for-sale are recorded at fair value on a recurring basis. Level 1 securities include exchange-traded equity securities. Level 2 securities include debt securities with quoted prices, which are traded less frequently than exchange-traded instruments, whose value is determined using matrix pricing with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes obligations of the U.S. Treasury and U.S. government-sponsored enterprises, mortgage-backed securities, collateralized mortgage obligations, municipal bonds, SBA bonds, corporate bonds and certain preferred equities. Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used. Subsequent to inception, management only changes level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending first-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalization and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows.

Collateral dependent loans that are deemed to be impaired are valued based upon the fair value of the underlying collateral less costs to sell. Such collateral primarily consists of real estate and, to a lesser extent, other business assets. Management may adjust appraised values to reflect estimated market value declines or apply other discounts to appraised values resulting from its knowledge of the property. Internal valuations are utilized to determine the fair value of other business assets. Collateral dependent impaired loans are categorized as Level 3.

Other real estate owned acquired through foreclosure or repossession is adjusted to fair value less costs to sell upon transfer out of loans. Subsequently, it is carried at the lower of carrying value or fair value less costs to sell. Fair value is generally based upon independent market prices or appraised values of the collateral. Management adjusts appraised values to reflect estimated market value declines or apply other discounts to appraised values for unobservable factors resulting from its knowledge of the property, and such property is categorized as Level 3.

Assets measured at fair value are as follows:

| (in thousands)                                | Fair Value Measurements Using |            |          | Assets at<br>fair value |
|---|-------------------------------|------------|----------|-------------------------|
|   | Level 1                       | Level 2    | Level 3  |                         |
| <b>June 30, 2012</b>                          |                               |            |          |                         |
| Assets at fair value on a recurring basis     |                               |            |          |                         |
| U.S. Treasury notes                           | \$ -                          | \$ 2,747   | \$ -     | \$ 2,747                |
| U.S. Government agency notes                  | -                             | 12,801     | -        | 12,801                  |
| Municipal bonds                               | -                             | 47,164     | -        | 47,164                  |
| Mortgage-backed securities:                   |                               |            |          |                         |
| U.S. Government agencies                      | -                             | 50,483     | -        | 50,483                  |
| Collateralized mortgage obligations:          |                               |            |          |                         |
| U.S. Government agencies                      | -                             | 6,187      | -        | 6,187                   |
| Non-agency                                    | -                             | 12,871     | -        | 12,871                  |
| SBA bonds                                     | -                             | 3,266      | -        | 3,266                   |
| Preferred stocks                              | 143                           | -          | -        | 143                     |
| Securities available-for-sale                 | \$ 143                        | \$ 135,519 | \$ -     | \$ 135,662              |
| Assets at fair value on a non-recurring basis |                               |            |          |                         |
| Collateral dependent impaired loans           | \$ -                          | \$ -       | \$ 4,103 | \$ 4,103                |
| <b>December 31, 2011</b>                      |                               |            |          |                         |
| Assets at fair value on a recurring basis     |                               |            |          |                         |
| U.S. Treasury notes                           | \$ -                          | \$ 5,528   | \$ -     | \$ 5,528                |
| U.S. Government agency notes                  | -                             | 14,924     | -        | 14,924                  |
| Municipal bonds                               | -                             | 50,796     | -        | 50,796                  |
| Mortgage-backed securities:                   |                               |            |          |                         |
| U.S. Government agencies                      | -                             | 58,300     | -        | 58,300                  |
| Collateralized mortgage obligations:          |                               |            |          |                         |
| U.S. Government agencies                      | -                             | 7,153      | -        | 7,153                   |
| Non-agency                                    | -                             | 14,167     | -        | 14,167                  |
| SBA bonds                                     | -                             | 3,706      | -        | 3,706                   |
| Corporate bonds                               | -                             | 1,104      | -        | 1,104                   |
| Preferred stocks                              | 116                           | -          | -        | 116                     |
| Securities available-for-sale                 | \$ 116                        | \$ 155,678 | \$ -     | \$ 155,794              |
| Assets at fair value on a non-recurring basis |                               |            |          |                         |
| Collateral dependent impaired loans           | \$ -                          | \$ -       | \$ 5,443 | \$ 5,443                |
| Other real estate owned                       | -                             | -          | 2,744    | 2,744                   |

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Carrying values and estimated fair values of financial instruments are as follows:

| (in thousands)                | Carrying value | Estimated fair value | Fair value measurements using |         |           |
|-------------------------------|----------------|----------------------|-------------------------------|---------|-----------|
|                               |                |                      | Level 1                       | Level 2 | Level 3   |
| June 30, 2012                 |                |                      |                               |         |           |
| Financial Assets              |                |                      |                               |         |           |
| Cash and due from banks       | \$ 43,975      | \$ 43,975            | \$ 43,975                     | \$ -    | \$ -      |
| Securities available-for-sale | 135,662        | 135,662              | 118                           | 135,544 | -         |
| Federal Home Loan Bank stock  | 5,747          | 5,747                | -                             | 5,747   | -         |
| Loans held-for-sale           | 3,155          | 3,155                | -                             | -       | 3,155     |
| Loans receivable net          | 377,212        | 381,052              | -                             | -       | 381,052   |
| Accrued interest receivable   | 2,652          | 2,652                | -                             | -       | 2,652     |
| Financial Liabilities         |                |                      |                               |         |           |
| Demand (non-interest-bearing) | \$ 87,615      | \$ 87,615            | \$ -                          | \$ -    | \$ 87,615 |
| Demand (interest-bearing)     | 62,728         | 62,728               | -                             | -       | 62,728    |
| Money market                  | 130,976        | 130,976              | -                             | -       | 130,976   |
| Savings and other             | 97,147         | 97,147               | -                             | -       | 97,147    |
| Certificates of deposit       | 99,444         | 100,981              | -                             | -       | 100,981   |
| Deposits                      | 477,910        | 479,447              | -                             | -       | 479,447   |
| FHLBB advances                | 42,801         | 42,801               | -                             | -       | 42,801    |
| Repurchase agreements         | 6,181          | 6,181                | -                             | -       | 6,181     |
| Accrued interest payable      | 215            | 215                  | -                             | -       | 215       |
| December 31, 2011             |                |                      |                               |         |           |
| Financial Assets              |                |                      |                               |         |           |
| Cash and due from banks       | \$ 36,886      | \$ 36,886            | \$ 36,886                     | \$ -    | \$ -      |
| Securities available-for-sale | 155,794        | 155,794              | 116                           | 155,678 | -         |
| Security held-to-maturity     | 50             | 52                   | -                             | 52      | -         |
| Federal Home Loan Bank stock  | 6,032          | 6,032                | -                             | -       | 6,032     |
| Loans held-for-sale           | 948            | 955                  | -                             | -       | 955       |
| Loans receivable net          | 370,766        | 373,071              | -                             | -       | 373,071   |
| Accrued interest receivable   | 2,126          | 2,126                | -                             | -       | 2,126     |
| Financial Liabilities         |                |                      |                               |         |           |
| Demand (non-interest-bearing) | \$ 82,202      | \$ 82,202            | \$ -                          | \$ -    | \$ 82,202 |
| Demand (interest-bearing)     | 66,332         | 66,332               | -                             | -       | 66,332    |
| Money market                  | 124,566        | 124,566              | -                             | -       | 124,566   |
| Savings and other             | 94,503         | 94,503               | -                             | -       | 94,503    |
| Certificates of deposit       | 103,703        | 104,466              | -                             | -       | 104,466   |
| Deposits                      | 471,306        | 472,069              | -                             | -       | 472,069   |
| FHLBB advances                | 54,615         | 58,808               | -                             | -       | 58,808    |
| Repurchase agreements         | 12,148         | 12,148               | -                             | -       | 12,148    |
| Accrued interest payable      | 271            | 271                  | -                             | -       | 271       |

The carrying amounts of financial instruments shown in the above table are included in the consolidated balance sheets under the indicated captions.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations of Salisbury and its subsidiary should be read in conjunction with Salisbury's Annual Report on Form 10-K for the year ended December 31, 2011.

### **BUSINESS**

Salisbury Bancorp, Inc. ("Salisbury"), a Connecticut corporation, formed in 1998, is a bank holding company for Salisbury Bank and Trust Company ("Bank"), a Connecticut-chartered and Federal Deposit Insurance Corporation (the "FDIC") insured commercial bank headquartered in Lakeville, Connecticut. Salisbury's principal business consists of the business of the Bank. The Bank, formed in 1848, is engaged in customary banking activities, including general deposit taking and lending activities to both retail and commercial markets, and trust and wealth advisory services. The Bank conducts its banking business from eight full-service offices in the towns of Canaan, Lakeville, Salisbury and Sharon, Connecticut, South Egremont and Sheffield, Massachusetts, Millerton and Dover Plains, New York, and operates its trust and wealth advisory services from offices in Lakeville, Connecticut.

#### Critical Accounting Policies and Estimates

Salisbury's consolidated financial statements follow GAAP as applied to the banking industry in which it operates. Application of these principles requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements. These estimates, assumptions and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event.

Salisbury's significant accounting policies are presented in Note 1 of Notes to Consolidated Financial Statements in Salisbury's 2011 Annual Report on Form 10-K for the year ended December 31, 2011 and, along with this Management's Discussion and Analysis, provide information on how significant assets are valued in the financial statements and how those values are determined. Management believes that the following accounting estimates are the most critical to aid in fully understanding and evaluating Salisbury's reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain.

The allowance for loan losses represents management's estimate of credit losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on the balance sheet. Note 1 of Notes to Consolidated Financial Statements in Salisbury's 2011 Annual Report on Form 10-K for the period ended December 31, 2011 describes the methodology used to determine the allowance for loan losses. In addition, a discussion of the factors driving changes in the amount of the allowance for loan losses are included in the "Provision and Allowance for Loan Losses" section of Management's Discussion and Analysis of this Quarterly Report.



Management evaluates goodwill and identifiable intangible assets for impairment annually using valuation techniques that involve estimates for discount rates, projected future cash flows and time period calculations, all of which are susceptible to change based on changes in economic conditions and other factors. Future events or changes in the estimates, which are used to determine the carrying value of goodwill and identifiable intangible assets or which otherwise adversely affects their value or estimated lives, could have a material adverse impact on the results of operations.

Management evaluates securities for other-than-temporary impairment giving consideration to the extent to which the fair value has been less than cost, estimates of future cash flows, delinquencies and default severity, and the intent and ability of Salisbury to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. The consideration of the above factors is subjective and involves estimates and assumptions about matters that are inherently uncertain. Should actual factors and conditions differ materially from those used by management, the actual realization of gains or losses on investment securities could differ materially from the amounts recorded in the financial statements.

The determination of the obligation and expense for pension and other postretirement benefits is dependent on certain assumptions used in calculating such amounts. Key assumptions used in the actuarial valuations include the discount rate, expected long-term rate of return on plan assets and rates of increase in compensation and health care costs.

Actual results could differ from the assumptions and market driven rates may fluctuate. Significant differences in actual experience or significant changes in the assumptions may materially affect the future pension and other postretirement obligations and expense.

## RESULTS OF OPERATIONS

### For the three month periods ended June 30, 2012 and 2011

#### Overview

Net income available to common shareholders was \$1,069,000, or \$0.63 per common share, for the quarter ended June 30, 2012 (second quarter 2012), compared with \$1,167,000, or \$0.69 per common share, for the quarter ended March 31, 2012 (first quarter 2012), and \$766,000, or \$0.45 per common share, for the quarter ended June 30, 2011 (second quarter 2011).

Earnings per common share decreased \$0.06, or 8.7%, to \$0.63 versus first quarter 2012, and increased \$0.18, or 40.0%, versus second quarter 2011.

Tax equivalent net interest income decreased \$10,000, or 0.2%, versus first quarter 2012, and increased \$48,000, or 1.0%, versus second quarter 2011.

Provision for loan losses was \$180,000, unchanged versus first quarter 2012 and down from \$350,000 for second quarter 2011. Net loan charge-offs were \$138,000, versus \$90,000 for first quarter 2012 and \$349,000 for second quarter 2011.

Non-interest income increased \$231,000, or 13.9%, versus first quarter 2012 and \$660,000, or 53.7%, versus second quarter 2011. Second quarter 2012 included a \$267,000 securities gain.

Non-interest expense increased \$525,000, or 11.7%, versus first quarter 2012 and \$594,000, or 13.4%, versus second quarter 2011. Second quarter 2012 included a pension plan curtailment expense of \$341,000 and litigation expenses of \$294,000, of which \$250,000 was non-recurring.

Preferred stock dividends paid declined to \$48,000, versus \$84,000 for first quarter 2012 and \$115,000 for second quarter 2011.

Non-performing assets increased \$0.8 million, or 10.6%, to \$8.4 million, or 1.4% of total assets, at June 30, 2012 versus March 31, 2012 and decreased \$6.6 million versus June 30, 2011. Accruing loans receivable 30-to-89 days past due decreased \$1.7 million to \$2.5 million, or 0.65% of gross loans receivable, at June 30, 2012 versus March 31, 2012 and increased \$1.3 million versus June 30, 2011.

#### Net Interest Income

Tax equivalent net interest income for second quarter 2012 decreased \$10,000, or 0.2%, versus first quarter 2012, and increased \$48,000, or 1.0%, versus second quarter 2011. Average total interest bearing deposits increased \$7.7 million versus first quarter 2012 and increased \$25.2 million, or 6.9%, versus second quarter 2011. Average earning assets increased \$10.9 million versus first quarter 2012 and increased \$30.0 million, or 5.6%, versus second quarter 2011. The net interest margin increased 1 basis point versus first quarter 2012 and decreased 3 basis points versus second quarter 2011 to 3.53% for second quarter 2012.

The following table sets forth the components of Salisbury's fully tax-equivalent ("FTE") net interest income and yields on average interest-earning assets and interest-bearing funds.

| Three months ended June 30,<br>(dollars in thousands) | Average Balance |           | Income /<br>Expense |         | Average Yield /<br>Rate |       |
|---|-----------------|-----------|---------------------|---------|-------------------------|-------|
|   | 2012            | 2011      | 2012                | 2011    | 2012                    | 2011  |
| Loans (a)   | \$382,602       | \$368,420 | \$4,583             | \$4,695 | 4.79%                   | 5.10% |
| Securities (c)(d)                                     | 139,621         | 138,950   | 1,398               | 1,544   | 4.00                    | 4.44  |
| FHLBB stock   | 5,747           | 6,032     | 8                   | 6       | 0.54                    | 0.42  |
| Short term funds (b)                                  | 29,830          | 35,111    | 15                  | 33      | 0.20                    | 0.38  |
| Total earning assets                                  | 557,800         | 548,513   | 6,004               | 6,278   | 4.31                    | 4.58  |
| Other assets  | 39,130          | 34,074    |                     |         |                         |       |
| Total assets  | \$596,930       | \$582,587 |                     |         |                         |       |
| Interest-bearing demand deposits                      | \$64,702        | \$62,468  | 93                  | 107     | 0.58                    | 0.68  |
| Money market accounts                                 | 125,142         | 108,975   | 105                 | 159     | 0.34                    | 0.58  |
| Savings and other                                     | 98,170          | 96,739    | 71                  | 97      | 0.29                    | 0.40  |
| Certificates of deposit                               | 100,091         | 112,932   | 354                 | 466     | 1.42                    | 1.66  |
| Total interest-bearing deposits                       | 388,105         | 381,114   | 623                 | 829     | 0.65                    | 0.87  |
| Repurchase agreements                                 | 5,911           | 9,466     | 6                   | 12      | 0.38                    | 0.50  |
| FHLBB advances  | 42,938          | 55,605    | 452                 | 562     | 4.16                    | 4.00  |
| Total interest-bearing liabilities                    | 436,954         | 446,185   | 1,081               | 1,403   | 0.99                    | 1.26  |
| Demand deposits                                       | 86,676          | 75,703    |                     |         |                         |       |
| Other liabilities                                     | 4,237           | 3,734     |                     |         |                         |       |
| Shareholders' equity                                  | 69,063          | 56,965    |                     |         |                         |       |
| Total liabilities & shareholders' equity              | \$596,930       | \$582,587 |                     |         |                         |       |
| Net interest income                                   |                 |           | \$4,923             | \$4,875 |                         |       |
| Spread on interest-bearing funds                      |                 |           |                     |         | 3.32                    | 3.32  |
| Net interest margin (e)                               |                 |           |                     |         | 3.53                    | 3.56  |

(a) *Includes non-accrual loans.*

(b) *Includes interest-bearing deposits in other banks and federal funds sold.*

(c) *Average balances of securities are based on historical cost.*

(d) *Includes tax exempt income benefit of \$236,000 and \$259,000, respectively for 2012 and 2011 on tax-exempt securities whose income and yields are calculated on a tax-equivalent basis.*

(e) *Net interest income divided by average interest-earning assets.*

The following table sets forth the changes in FTE interest due to volume and rate.

| Three months ended June 30, (in thousands) | 2012 versus 2011 |         |         |
|--|------------------|---------|---------|
|  | Volume           | Rate    | Net     |
| Change in interest due to                  |                  |         |         |
| Interest-earning assets                    |                  |         |         |
| Loans                                      | \$175            | \$(287) | \$(112) |
| Securities                                 | 7                | (153)   | (146)   |
| FHLBB stock                                | —                | 2       | 2       |
| Short term funds                           | (4 )             | (14 )   | (18 )   |
| Total                                      | 178              | (452)   | (274)   |
| Interest-bearing liabilities               |                  |         |         |
| Deposits                                   | (25 )            | (181)   | (206)   |
| Repurchase agreements                      | (4 )             | (2 )    | (6 )    |
| FHLBB advances                             | (131 )           | 21      | (110)   |
| Total                                      | (160 )           | (162)   | (322)   |

Net change in net interest income                      \$338              \$(290) \$48

Interest Income

Tax equivalent interest income decreased \$274,000, or 4.4%, to \$6.0 million for second quarter 2012 as compared with second quarter 2011. Loan income decreased \$112,000, or 2.4%, primarily due to a 31 basis points decline in the average loan yield offset in part by a \$14.2 million, or 3.8%, increase in average loans. Tax equivalent securities income decreased \$146,000, or 9.5%, primarily due to a 44 basis points decline in the average yield offset in part by a \$0.7 million, or 0.5%, increase in average volume. Changes in securities yields resulted from the effect of changes in market interest rates on securities purchases, calls of agency bonds and prepayments of mortgage backed securities. Income from short term funds decreased \$18,000 as a result of an 18 basis points decline in the average yield and by a \$5.3 million decrease in the average balance.

Interest Expense

Interest expense decreased \$322,000, or 23.0%, to \$1.1 million for second quarter 2012 as compared with second quarter 2011.

Interest on deposit accounts and retail repurchase agreements decreased \$212,000, or 25.2%, as a result of lower average rates, down 22 and 12 basis points respectively. Decreased rates were offset in part by a \$3.4 million, or 8.7%, increase in the average balance of deposits and repurchase agreements. The lower average rate resulted from the effect of lower market interest rates on rates paid and changes in product mix. The higher average volume resulted from deposit growth. Interest expense on FHLBB borrowings decreased \$110,000 as a result of lower average borrowings, down \$12.7 million, and an average borrowing rate decrease of 16 basis points as compared with second quarter 2011. The decline in advances resulted from scheduled maturities that were not replaced with new advances.

Provision and Allowance for Loan Losses

The provision for loan losses was \$180,000 for second quarter 2012 and \$350,000 for second quarter 2011. Net loan charge-offs were \$138,000 and \$349,000, for the respective quarters. The following table sets forth changes in the allowance for loan losses and other selected statistics:

| Periods ended June 30, (dollars in thousands)                          | Three months |          | Six months |            |
|--|--------------|----------|------------|------------|
|  | 2012         | 2011     | 2012       | 2011       |
| Balance, beginning of period   | \$ 4,166     | \$ 3,978 | \$ 4,076   | \$ 3,920   |
| Provision for loan losses  | 180          | 350      | 360        | 680        |
| Charge-offs  |              |          |            |            |
| Real estate mortgages  | (118)        | (116)    | (178)      | (375)      |
| Commercial & industrial  | -            | (89)     | (29)       | (89)       |
| Consumer   | (39)         | (159)    | (49)       | (179)      |
| Total charge-offs  | (157)        | (364)    | (256)      | (643)      |
| Recoveries   |              |          |            |            |
| Real estate mortgages  | 1            | 2        | 2          | 3          |
| Commercial & industrial  |              | 5        | - 8        | -          |
| Consumer   | 13           | 13       | 18         | 19         |
| Total recoveries   | 19           | 15       | 28         | 22         |
| Net charge-offs  | (138)        | (349)    | (228)      | (621)      |
| Balance, end of period   | \$ 4,208     | \$ 3,979 | \$ 4,208   | \$ 3,979   |
| Loans receivable, gross  |              |          | \$ 380,384 | \$ 367,894 |
| Non-performing loans   |              |          | 8,409      | 14,563     |
| Accruing loans past due 30-89 days                                     |              |          | 2,459      | 1,482      |
| Ratio of allowance for loan losses:                                    |              |          |            |            |
| to loans receivable, gross   |              |          | 1.11%      | 1.08%      |
| to non-performing loans  |              |          | 50.04      | 27.31      |
| Ratio of non-performing loans to loans receivable, gross               |              |          | 2.21       | 3.96       |
| Ratio of accruing loans past due 30-89 days to loans receivable, gross |              |          | 0.65       | 0.40       |

Reserve coverage at June 30, 2012, as measured by the ratio of allowance for loan losses to gross loans, remained unchanged at 1.11% as compared with 1.11% at March 31, 2012 and a little higher than 1.08% a year ago at June 30, 2011. During the first six months of 2012, non-performing loans (non-accrual loans and accruing loans past-due 90 days or more) decreased \$0.3 million to \$8.4 million, or 2.21% of gross loans receivable, from 2.16% at December 31,

2011 and 3.96% at June 30, 2011 while accruing loans past due 30-89 days remained unchanged at \$2.5 million, or 0.65% of gross loans receivable, from 0.66% at December 31, 2011 and 0.40% at June 30, 2011. See “Financial Condition – Loan Credit Quality” for further discussion and analysis.

The credit quality segments of loans receivable and the allowance for loan losses are as follows:

| (in thousands)          | June 30, 2012 |           | December 31, 2011 |           |
|-------------------------|---------------|-----------|-------------------|-----------|
|                         | Loans         | Allowance | Loans             | Allowance |
| Performing loans        | \$ 352,544    | \$ 2,451  | \$ 346,303        | \$ 2,436  |
| Potential problem loans | 10,142        | 307       | 7,289             | 234       |
| Collectively evaluated  | 362,686       | 2,758     | 353,592           | 2,670     |
| Performing loans        | 61            | 26        | 819               | 35        |
| Potential problem loans | 2,493         | 106       | 6,750             | 255       |
| Impaired loans          | 15,144        | 995       | 12,677            | 874       |
| Individually evaluated  | 17,698        | 1,127     | 20,246            | 1,164     |
| Unallocated allowance   | -             | 323       | -                 | 242       |
| Totals                  | \$ 380,384    | \$ 4,208  | \$ 373,838        | \$ 4,076  |

The allowance for loan losses represents management's estimate of the probable credit losses inherent in the loan portfolio as of the reporting date. The allowance is increased by provisions charged to earnings and by recoveries of amounts previously charged off, and is reduced by loan charge-offs. Loan charge-offs are recognized when management determines a loan or portion of a loan to be uncollectible. The allowance for loan losses is computed by segregating the portfolio into three components: (1) loans collectively evaluated for impairment: general loss allocation factors for non-impaired loans are segmented into pools of loans based on similar risk characteristics such as loan product, collateral type and loan-to-value, loan risk rating, historical loss experience, delinquency factors and other similar economic indicators, (2) loans individually evaluated for impairment: individual loss allocations for loans deemed to be impaired based on discounted cash flows or collateral value, and (3) unallocated: general loss allocations for other environmental factors.

Impaired loans and certain potential problem loans, where warranted, are individually evaluated for impairment. Impairment is measured for each individual loan, or for a borrower's aggregate loan exposure, using either the fair value of the collateral if the loan is collateral dependent or the present value of expected future cash flows discounted at the loan's effective interest rate. An allowance is established when the collateral value or discounted cash flows of the loan is lower than the carrying value of that loan.

The component of the allowance for loan losses for loans collectively evaluated for impairment is estimated by stratifying loans into segments and credit risk ratings and applying management's general loss allocation factors. The general loss allocation factors are based on expected loss experience adjusted for historical loss experience and other qualitative factors, including levels/trends in delinquencies; trends in volume and terms of loans; effects of changes in risk selection and underwriting standards and other changes in lending policies, procedures and practices; experience/ability/depth of lending management and staff; and national and local economic trends and conditions. The qualitative factors are determined based on the various risk characteristics of each loan segment. There were no significant changes in Salisbury's policies or methodology pertaining to the general component of the allowance for loan losses during the quarter ended June 30, 2012.

The unallocated component of the allowance is maintained to cover uncertainties that could affect management's estimate of probable losses. It reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating allocated and general reserves in the portfolio.

Determining the adequacy of the allowance at any given period is difficult, particularly during deteriorating or uncertain economic periods, and management must make estimates using assumptions and information that are often

subjective and changing rapidly. The review of the loan portfolio is a continuing event in light of a changing economy and the dynamics of the banking and regulatory environment. Should the economic climate deteriorate, borrowers could experience difficulty and the level of non-performing loans, charge-offs and delinquencies could rise and require increased provisions. In management's judgment, Salisbury remains adequately reserved both against total loans and non-performing loans at June 30, 2012.

Management's loan risk rating assignments, loss percentages and specific reserves are subjected annually to an independent credit review by an external firm. In addition, the bank is examined annually on a rotational process by one of its two primary regulatory agencies, the FDIC and State of Connecticut Department of Banking ("CTDOB"). As an integral part of their examination process, the FDIC and CTDOB review the Bank's credit risk ratings and allowance for loan losses. The Bank was examined by the CTDOB in July 2012 and by the FDIC in May 2011.



Non-interest income

The following table details the principal categories of non-interest income.

| Three months ended June 30, (dollars in thousands) | 2012     | 2011     | 2012 vs. 2011 |        |
|--|----------|----------|---------------|--------|
| Trust and wealth advisory fees                     | \$ 735   | \$ 596   | \$ 139        | 23.32% |
| Service charges and fees                           | 547      | 522      | 25            | 4.79   |
| Gains on sales of mortgage loans, net              | 263      | 59       | 204           | 345.76 |
| Mortgage servicing, net                            | (5)      | (5)      | -             | -      |
| Gains on securities, net                           | 267      | -        | 267           | 100.00 |
| Other  | 83       | 58       | 25            | 43.10  |
| Total non-interest income                          | \$ 1,890 | \$ 1,230 | \$ 660        | 53.66% |

Non-interest income for second quarter 2012 increased \$660,000 versus second quarter 2011. Trust and Wealth Advisory revenues increased \$139,000 due primarily from growth in managed assets and higher estate fees collected in second quarter 2012. Service charges and fees increased \$25,000. Income from sales and servicing of mortgage loans increased \$204,000 due to interest rate driven fluctuations in the volume of fixed rate residential mortgage loan sales and mortgage servicing valuations. Mortgage loans sales totaled \$12.2 million for second quarter 2012 versus \$2.4 million for second quarter 2011. Second quarter 2012 and second quarter 2011 included mortgage servicing valuation impairment charges of \$10,000 and \$17,000, respectively. The second quarter 2012 securities gain of \$267,000 resulted from the sale of \$2.5 million of US Treasury bonds. Other income consisted of bank owned life insurance income and rental income.

Non-interest expense

The following table details the principal categories of non-interest expense.

| Three months ended June 30, (dollars in thousands) | 2012     | 2011     | 2012 vs. 2011 |         |
|--|----------|----------|---------------|---------|
| Salaries   | \$ 1,748 | \$ 1,657 | \$ 91         | 5.49%   |
| Employee benefits                                  | 957      | 650      | 307           | 47.23   |
| Premises and equipment                             | 591      | 568      | 23            | 4.05    |
| Data processing                                    | 418      | 285      | 133           | 46.67   |
| Professional fees                                  | 303      | 300      | 3             | 1.00    |
| Collections and OREO                               | 356      | 243      | 113           | 46.50   |
| FDIC insurance                                     | 119      | 182      | (63)          | (34.62) |
| Marketing and community contributions              | 87       | 92       | (5)           | (5.43)  |
| Amortization of intangible assets                  | 56       | 56       | -             | 0.00    |
| Other  | 390      | 399      | (9)           | (2.26)  |
| Total non-interest expense                         | \$ 5,025 | \$ 4,432 | \$ 593        | 13.38%  |

Non-interest expense for second quarter 2012 increased \$594,000 versus second quarter 2011. Compensation and employee benefits increased \$398,000 due to a second quarter 2012 pension plan curtailment expense of \$341,000 from retiree lump-sum withdrawals and also due to changes in staffing levels and mix. Premises and equipment increased \$23,000 due primarily to higher depreciation and increased machine and software maintenance, due to replaced and upgraded equipment and software, offset slightly by lower building maintenance and repairs and utilities.

Data processing increased \$133,000 due primarily to a vendor rebate in second quarter 2011 and a higher volume of debit card and ATM transactions. Professional fees increased \$3,000. Collections and OREO increased \$245,000 versus second quarter 2011 due primarily to increased litigation expenses, up \$255,000, offset in part by lower foreclosed property expense, down \$145,000. Salisbury has no foreclosed property at June 30, 2012. FDIC insurance

decreased \$63,000 due primarily to a change in the basis of assessment effective July 1, 2011 that lowered the overall assessment rate for subsequent periods. Other operating expenses decreased \$18,000 due to lower other administrative and operational expenses.

Income taxes

The effective income tax rates for second quarter 2012, first quarter 2012 and second quarter 2011 were 18.54%, 24.82% and 17.18%, respectively. Fluctuations in the effective tax rate result from changes in the mix of taxable and tax exempt income. Salisbury's effective tax rate is generally less than the 34% federal statutory rate due to holdings of tax-exempt municipal bonds, some tax-exempt loans and bank owned life insurance.

Salisbury did not incur Connecticut income tax in 2012 or 2011, other than minimum state income tax, as a result of its utilization of Connecticut tax legislation that permits banks to shelter certain mortgage income from the Connecticut corporation business tax through the use of a special purpose entity called a Passive Investment Company ("PIC"). In accordance with this legislation, in 2004 the Bank formed a PIC, SBT Mortgage Service Corporation. Salisbury's income tax provision reflects the full impact of the Connecticut legislation. Salisbury does not expect to pay other than minimum state income tax in the foreseeable future unless there is a change in the State of Connecticut corporate tax law.

**For the six month periods ended June 30, 2012 and 2011**

Overview

Net income available to common shareholders was \$2,234,000, or \$1.32 per common share, for the six month period ended June 30, 2012 (six month period 2012), compared with \$1,594,000, or \$0.94 per common share, for the six month period ended June 30, 2011 (six month period 2011).

Earnings per common share increased \$0.38, or 40.4%, to \$1.32 versus six month period 2011.

Tax equivalent net interest income increased \$215,000, or 2.2%, to \$9.9 million, versus six month period 2011.

Provision for loan losses was \$360,000, versus \$680,000 for six month period 2011. Net loan charge-offs were \$228,000, versus \$621,000 for six month period 2011.

Non-interest income increased \$660,000, or 53.7%, versus six month period 2011. Six month period 2012 included a \$267,000 securities gain.

Non-interest expense increased \$594,000, or 13.4%, versus six month period 2011. Six month period 2012 included a pension plan curtailment expense of \$341,000 and litigation expenses of \$340,000, of which \$250,000 was non-recurring.

Net Interest Income

Tax equivalent net interest income for six month period 2012 increased \$215,000, or 2.2%, versus six month period 2011. The net interest margin decreased 3 basis points to 3.53% from 3.56%.

The following table sets forth the components of Salisbury's fully tax-equivalent ("FTE") net interest income and yields on average interest-earning assets and interest-bearing funds.

| Six months ended June 30,<br>(dollars in thousands) | Average Balance |            | Income /<br>Expense |          | Average<br>Yield / Rate |       |
|---|-----------------|------------|---------------------|----------|-------------------------|-------|
|   | 2012            | 2011       | 2012                | 2011     | 2012                    | 2011  |
| Loans (a)   | \$ 380,152      | \$ 365,445 | \$ 9,178            | \$ 9,360 | 4.83%                   | 5.13% |
| Securities (c)(d)                                   | 144,660         | 142,066    | 2,887               | 3,137    | 3.99                    | 4.42  |
| FHLBB stock   | 5,855           | 6,032      | 15                  | 12       | 0.52                    | 0.42  |
| Short term funds (b)                                | 28,472          | 29,463     | 28                  | 64       | 0.19                    | 0.45  |
| Total earning assets                                | 559,139         | 543,006    | 12,108              | 12,573   | 4.33                    | 4.64  |
| Other assets  | 40,480          | 33,756     |                     |          |                         |       |
| Total assets  | \$ 599,619      | \$ 576,762 |                     |          |                         |       |
| Interest-bearing demand deposits                    | \$ 66,182       | \$ 62,779  | 198                 | 223      | 0.60                    | 0.71  |
| Money market accounts                               | 123,505         | 96,709     | 219                 | 269      | 0.36                    | 0.56  |
| Savings and other                                   | 97,469          | 96,100     | 152                 | 194      | 0.31                    | 0.41  |
| Certificates of deposit                             | 101,254         | 116,788    | 721                 | 1,014    | 1.43                    | 1.75  |
| Total interest-bearing deposits                     | 388,410         | 372,376    | 1,290               | 1,700    | 0.67                    | 0.92  |
| Repurchase agreements                               | 8,515           | 10,764     | 18                  | 27       | 0.43                    | 0.50  |
| FHLBB advances                                      | 44,951          | 59,322     | 946                 | 1,207    | 4.16                    | 4.05  |
| Total interest-bearing liabilities                  | 441,876         | 442,462    | 2,254               | 2,934    | 1.02                    | 1.33  |
| Demand deposits                                     | 85,001          | 74,354     |                     |          |                         |       |
| Other liabilities                                   | 4,326           | 3,864      |                     |          |                         |       |
| Shareholders' equity                                | 68,416          | 56,082     |                     |          |                         |       |
| Total liabilities & shareholders' equity            | \$ 599,619      | \$ 576,762 |                     |          |                         |       |
| Net interest income                                 |                 |            | \$ 9,854            | \$ 9,639 |                         |       |
| Spread on interest-bearing funds                    |                 |            |                     |          | 3.31                    | 3.31  |
| Net interest margin (e)                             |                 |            |                     |          | 3.53                    | 3.56  |

(a) *Includes non-accrual loans.*

(b) *Includes interest-bearing deposits in other banks and federal funds sold.*

(c) *Average balances of securities are based on historical cost.*

(d) *Includes tax exempt income benefit of \$484,000 and \$517,000, respectively for 2012 and 2011 on tax-exempt securities whose income and yields are calculated on a tax-equivalent basis.*

(e) *Net interest income divided by average interest-earning assets.*

The following table sets forth the changes in FTE interest due to volume and rate.

| Six months ended June 30, (in thousands)             | 2012 versus 2011 |          |          |
|--|------------------|----------|----------|
|  | Volume           | Rate     | Net      |
| Change in interest due to<br>Interest-earning assets |                  |          |          |
| Loans  | \$ 366           | \$ (548) | \$ (182) |
| Securities   | 55               | (305)    | (250)    |
| FHLBB stock  | -                | 3        | 3        |
| Short term funds                                     | (2)              | (36)     | (38)     |
| Total  | 419              | (886)    | (467)    |
| Interest-bearing liabilities                         |                  |          |          |
| Deposits   | (49)             | (361)    | (410)    |
| Repurchase agreements                                | (5)              | (4)      | (9)      |
| FHLBB advances                                       | (297)            | 36       | (261)    |
| Total  | (351)            | (329)    | (680)    |

|                                   |    |     |    |       |    |     |
|-----------------------------------|----|-----|----|-------|----|-----|
| Net change in net interest income | \$ | 770 | \$ | (557) | \$ | 213 |
|-----------------------------------|----|-----|----|-------|----|-----|

Interest Income

Tax equivalent interest income increased \$213,000, or 2.2%, to \$9.9 million for six month period 2012 versus six month period 2011.

Loan income decreased \$182,000, or 1.9%, primarily due to a 30 basis points decline in the average loan yield offset in part by a \$14.7 million, or 4.0%, increase in average loans. Tax equivalent securities income decreased \$250,000, or 8.0%, primarily due to a 43 basis points decline in the average yield offset in part by a \$2.6 million, or 1.8%, increase in average volume. Changes in securities yields resulted from the effect of changes in market interest rates on securities purchases, calls of agency bonds and prepayments of mortgage backed securities. Income from short term funds decreased \$36,000 as a result of a 26 basis points decline in the average yield and by a \$1.0 million decrease in the average balance.

Interest Expense

Interest expense decreased \$680,000, or 23.2%, to \$2.3 million for six month period 2012 versus six month period 2011.

Interest on deposit accounts and retail repurchase agreements decreased \$419,000, or 24.3%, as a result of lower average rates, down 25 and 7 basis points respectively, along with an average balance decrease of \$2.2 million in repurchase agreements. Decreased rates were offset in part by a \$16.0 million, or 4.3%, increase in the average balance of deposits. The lower average rate resulted from the effect of lower market interest rates on rates paid and changes in product mix. The higher average volume resulted from deposit growth.

Interest expense on FHLBB borrowings decreased \$261,000 as a result of lower average borrowings, down \$14.4 million, offset in part by a higher average borrowing rate, up 11 basis points, due to scheduled maturities that were not replaced with new advances.

Provision and Allowance for Loan Losses

The provision for loan losses was \$360,000 for six month period 2012 and \$680,000 for six month period 2011. Net loan charge-offs were \$228,000 and \$621,000, for the respective periods.

Reserve coverage at June 30, 2012, as measured by the ratio of allowance for loan losses to gross loans, remained substantially unchanged at 1.11%, as compared with 1.08% a year ago at June 30, 2011. During the first six months of 2012, non-performing loans (non-accrual loans and accruing loans past-due 90 days or more) decreased \$6.1 million to \$8.4 million, or 2.21% of gross loans receivable, from 3.96% at June 30, 2011 while accruing loans past due 30-89 days increased \$1.0 million to \$2.5 million, or 0.65% of gross loans receivable from 0.40% at June 30, 2011. See “Financial Condition – Loan Credit Quality” for further discussion and analysis.

Non-interest income

The following table details the principal categories of non-interest income.

| Six months ended June 30, (dollars in thousands) | 2012     | 2011     | 2012 vs. 2011 |          |
|--|----------|----------|---------------|----------|
| Trust and wealth advisory fees                   | \$ 1,490 | \$ 1,263 | \$ 227        | 17.97%   |
| Service charges and fees                         | 1,068    | 1,022    | 46            | 4.50     |
| Gains on sales of mortgage loans, net            | 635      | 192      | 443           | 230.73   |
| Mortgage servicing, net                          | (89)     | 26       | (115)         | (442.31) |
| Gains on securities, net                         | 279      | 11       | 268           | 2436.36  |
| Other  | 166      | 117      | 49            | 41.88    |
| Total non-interest income                        | \$ 3,549 | \$ 2,631 | \$ 918        | 34.89%   |

Non-interest income for the six month period 2012 increased \$918,000 versus six month period 2011. Trust and Wealth Advisory revenues increased \$227,000 from growth in managed assets and higher estate fees collected in second quarter 2012. Service charges and fees increased \$46,000 due primarily to higher interchange fees resulting from increased volume. Income from sales and servicing of mortgage loans increased \$443,000 due to interest rate driven fluctuations in the volume of fixed rate residential mortgage loan sales and mortgage servicing valuations. Mortgage loans sales totaled \$28.5 million for six month period 2012 and \$8.5 million for six month period 2011. Six month period 2012 and 2011 included mortgage servicing valuation impairment charges of \$102,000 and \$15,000, respectively. Six month period 2012 gains on securities resulted from the sale of \$2.5 million of US Treasury bonds, while six month period 2011 gains on securities represent accretion of discounts on called securities. Other income

consisted of bank owned life insurance income and rental income.

Non-interest expense

The following table details the principal categories of non-interest expense.

| Six months ended June 30, (dollars in thousands) | 2012 |       | 2011 |       | 2012 vs. 2011 |
|--|------|-------|------|-------|---------------|
| Salaries   | \$   | 3,458 | \$   | 3,386 | \$ 72 2.13%   |
| Employee benefits                                |      | 1,647 |      | 1,283 | 364 28.37     |
| Premises and equipment                           |      | 1,196 |      | 1,151 | 45 3.91       |
| Data processing                                  |      | 821   |      | 662   | 159 24.02     |
| Professional fees                                |      | 616   |      | 577   | 39 6.76       |
| Collections and OREO                             |      | 467   |      | 367   | 100 27.25     |
| FDIC insurance                                   |      | 247   |      | 405   | (158) (39.01) |
| Marketing and community contributions            |      | 175   |      | 160   | 15 9.38       |
| Amortization of intangible assets                |      | 111   |      | 111   | - -           |
| Other  |      | 788   |      | 754   | 34 4.51       |
| Non-interest expense                             | \$   | 9,526 | \$   | 8,856 | \$ 670 7.57%  |

Non-interest expense for six month period 2012 increased \$670,000 versus six month period 2011. Salaries increased \$72,000 due to changes in staffing levels and mix. Employee benefits increased \$364,000 due primarily to a six month period 2012 pension plan curtailment expense of \$341,000 from retiree lump-sum withdrawals. Premises and equipment increased \$45,000 due primarily to higher depreciation and increased machine and software maintenance due to replaced and upgraded equipment and software. The increase was offset slightly by lower building maintenance and repairs, snow removal and utilities due to the mild winter experienced in the Northeast.

Data processing increased \$159,000 due primarily to a vendor rebate in six month period 2011 and a higher volume of debit card and ATM transactions. Professional fees increased \$39,000 due primarily to higher investment management fees associated with the growth in trust and wealth advisory assets under management. Collections and OREO expense increased \$100,000 due primarily to higher litigation expenses, up \$266,000, and delinquent real estate taxes, up \$24,000, offset in part by lower foreclosed property expenses, down \$186,000. Salisbury had no foreclosed property at June 30, 2012. FDIC insurance decreased \$158,000 due primarily to a change in the basis of assessment effective July 1, 2011 that lowered the overall assessment rate for subsequent periods. Other operating expenses increased \$34,000 due to higher other administrative and operational expenses.

#### Income taxes

The effective income tax rates for six month period 2012 and six month period 2011 were 21.97% and 17.75%, respectively. Fluctuations in the effective tax rate result from changes in the mix of taxable and tax exempt income. Salisbury's effective tax rate is generally less than the 34% federal statutory rate due to holdings of tax-exempt municipal bonds, some tax-exempt loans and bank owned life insurance.

### FINANCIAL CONDITION

#### Overview

Total assets were \$601 million at June 30, 2012, down \$8 million from December 31, 2011. Loans receivable, net, were \$377 million at June 30, 2012, up \$6.4 million, or 1.6%, from December 31, 2011. Non-performing assets were \$8.4 million at June 30, 2012, down \$2.4 million from \$10.8 million at December 31, 2011. Reserve coverage, as measured by the ratio of the allowance for loan losses to gross loans, was 1.11%, 1.09% and 1.08%, at June 30, 2012, December 31, 2011 and June 30, 2011, respectively. Deposits were \$478 million, up \$7 million from \$471 million at December 31, 2011.

At June 30, 2012, book value and tangible book value per common share were \$31.44 and \$25.09, respectively as compared with \$30.12 and \$23.69, respectively, at December 31, 2011 and \$29.17 and \$22.68, respectively, at June 30, 2011. Salisbury's Tier 1 leverage and total risk-based capital ratios were 9.92% and 16.65%, respectively, and above the "well capitalized" limits as defined by the FRB.

#### Securities and Short Term Funds

During second quarter 2012, securities decreased \$10.3 million to \$141 million, while cash and cash-equivalents (interest-bearing deposits with other banks, money market funds and federal funds sold) increased \$6 million to \$44 million. Salisbury continued to maintain a relatively high level of cash and cash-equivalents in response to historically low market interest rates and a higher level of volatile deposits.

Salisbury evaluates securities for OTTI where the fair value of a security is less than its amortized cost basis at the balance sheet date. As part of this process, Salisbury considers its intent to sell each debt security and whether it is more likely than not that it will be required to sell the security before its anticipated recovery. If either of these conditions is met, Salisbury recognizes an OTTI charge to earnings equal to the entire difference between the security's



amortized cost basis and its fair value at the balance sheet date. For securities that meet neither of these conditions, an analysis is performed to determine if any of these securities are at risk for OTTI.

Salisbury does not intend to sell any of its securities and it is not more likely than not that Salisbury will be required to sell any of its securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider any of its securities, other than four non-agency CMO securities reflecting OTTI, to be OTTI at June 30, 2012.

In 2009 Salisbury determined that five non-agency CMO securities reflected OTTI and recognized losses for deterioration in credit quality of \$1.1 million. Salisbury judged the four remaining securities not to have additional OTTI and all other CMO securities not to be OTTI as of June 30, 2012. It is possible that future loss assumptions could change necessitating Salisbury to recognize future OTTI for further deterioration in credit quality. Salisbury does not intend to sell these securities and it is not more likely than not that Salisbury will be required to sell these securities before recovery of their cost basis.

Accumulated other comprehensive income of \$0.2 million at June 30, 2012 included net unrealized securities gains, net of tax, of \$2.3 million, mostly offset by unrecognized pension plan expense, net of tax, of \$2.1 million.

## Loans

Net loans receivable increased \$6.4 million during the first half of 2012 to \$377.2 million at June 30, 2012, compared with \$370.8 million at December 31, 2011.

The composition of loans receivable and loans held-for-sale is as follows:

| (in thousands)                                | June 30, 2012 | December 31, 2011 |
|---|---------------|-------------------|
| Residential 1-4 family                        | \$ 194,784    | \$ 187,676        |
| Residential 5+ multifamily                    | 3,583         | 3,187             |
| Construction of residential 1-4 family        | 2,478         | 5,305             |
| Home equity credit                            | 35,584        | 34,621            |
| Residential real estate                       | 236,429       | 230,789           |
| Commercial                                    | 83,227        | 81,958            |
| Construction of commercial                    | 7,969         | 7,069             |
| Commercial real estate                        | 91,196        | 89,027            |
| Farm land                                     | 3,818         | 4,925             |
| Vacant land                                   | 11,489        | 12,828            |
| Real estate secured                           | 342,932       | 337,569           |
| Commercial and industrial                     | 30,678        | 29,358            |
| Municipal                                     | 2,689         | 2,415             |
| Consumer                                      | 4,085         | 4,496             |
| Loans receivable, gross                       | 380,384       | 373,838           |
| Deferred loan origination fees and costs, net | 1,036         | 1,004             |
| Allowance for loan losses                     | (4,208)       | (4,076)           |
| Loans receivable, net                         | \$ 377,212    | \$ 370,766        |
| Loans held-for-sale                           |               |                   |
| Residential 1-4 family                        | \$ 3,155      | \$ 948            |

## Loan Credit Quality

The persistent weakness in the local and regional economies continues to impact the credit quality of Salisbury's loans receivable. During the first half of 2012, while non-performing assets decreased \$2.4 million, total impaired and potential problem loans increased \$1.1 million to \$27.8 million, or 7.30% of gross loans receivable at June 30, 2012, from \$26.7 million, or 7.15% of gross loans receivable at December 31, 2011.

The credit quality segments of loans receivable and their credit risk ratings are as follows:

| (in thousands)                             | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| Pass                                       | \$ 319,145    | \$ 314,551        |
| Special mention                            | 33,460        | 32,570            |
| Performing loans                           | 352,605       | 347,121           |
| Substandard                                | 12,635        | 14,039            |
| Potential problem loans                    | 12,635        | 14,039            |
| Pass                                       |               |                   |
| Troubled debt restructured loans, accruing | 1,000         | 1,379             |
| Special mention                            |               |                   |
| Troubled debt restructured loans, accruing | 1,591         | 1,413             |
| Substandard                                |               |                   |
| Troubled debt restructured loans, accruing | 4,144         | 1,810             |

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|   |            |            |
|---|------------|------------|
| Troubled debt restructured loans, non-accrual | 1,606      | 1,753      |
| All other non-accrual loans                   | 6,803      | 6,323      |
| Impaired loans                                | 15,144     | 12,678     |
| Loans receivable, gross                       | \$ 380,384 | \$ 373,838 |

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Changes in impaired and potential problem loans are as follows:

| Six months ended (in thousands)             | June 30, 2012                 |          |                            |          | June 30, 2011                 |            |                            |          |
|---|-------------------------------|----------|----------------------------|----------|-------------------------------|------------|----------------------------|----------|
|   | Impaired loans<br>Non-accrual | Accruing | Potential<br>problem loans | Total    | Impaired loans<br>Non-accrual | Accruing   | Potential<br>problem loans | Total    |
| Loans placed on non-accrual status          | \$ 1,807                      | \$ (646) | \$ (739)                   | \$ 422   | \$ 5,892                      | \$ (2,960) | \$ (2,268)                 | \$ 664   |
| Loans restored to accrual status            | (887)                         | 563      | 22                         | (302)    | -                             | -          | 10,763                     | 10,763   |
| Loan risk rating downgrades to substandard  | -                             | -        | 1,666                      | 1,666    | -                             | -          | (1,008)                    | (1,008)  |
| Loan risk rating upgrades from substandard  | -                             | -        | (320)                      | (320)    | (456)                         | (22)       | (266)                      | (744)    |
| Loan repayments                             | (419)                         | (86)     | (203)                      | (708)    | (606)                         | -          | -                          | (606)    |
| Loan charge-offs                            | (203)                         | -        | -                          | (203)    | -                             | (417)      | -                          | (417)    |
| Increase (decrease) in TDR loans            | 35                            | 2,302    | (1,830)                    | 507      | (314)                         | -          | -                          | (314)    |
| Real estate acquired in settlement of loans | -                             | -        | -                          | -        | \$ 4,516                      | \$ (3,399) | \$ 7,221                   | \$ 8,338 |
| Increase (decrease) in loans                | \$ 333                        | \$ 2,133 | \$ (1,404)                 | \$ 1,062 | \$ 5,892                      | \$ (2,960) | \$ (2,268)                 | \$ 664   |

During the first half of 2012 Salisbury downgraded risk ratings on \$1.7 million of loans, placed \$1.8 million of loans on non-accrual status as a result of deteriorated payment and financial performance and charged-off \$203,000 of losses primarily as a result of collateral deficiencies. Offsetting these deteriorations were loan risk rating upgrades resulting from improved performance, loans returned to accrual status as a result of sustained performance, and loan repayments.

Salisbury has cooperative relationships with the vast majority of its non-performing loan customers. Substantially all non-performing loans are collateralized with real estate and the repayment of such loans is largely dependent on the return of such loans to performing status or the liquidation of the underlying real estate collateral. Salisbury pursues the resolution of non-performing loans through collections, restructures, voluntary liquidation of collateral by the borrower and, where necessary, legal action. When reasonable attempts to work with a customer to return a loan to performing status, including restructuring the loan, are unsuccessful, Salisbury initiates appropriate legal action seeking to acquire property by deed in lieu of foreclosure or through foreclosure, or to liquidate business assets.

### Credit Quality Segments

Salisbury categorizes loans receivable into the following credit quality segments.

Impaired loans consist of all non-accrual loans and troubled debt restructured loans, and represent loans for which it is probable that Salisbury will not be able to collect all principal and interest amounts due according to the contractual terms of the loan agreements.

Non-accrual loans, a sub-set of impaired loans, are loans for which the accrual of interest has been discontinued because, in the opinion of management, full collection of principal or interest is unlikely.

Non-performing loans consist of non-accrual loans, and accruing loans past due 90 days and over that are well collateralized, in the process of collection and where full collection of principal and interest is assured.

Non-performing assets consist of non-performing loans plus real estate acquired in settlement of loans.

Troubled debt restructured loans are loans for which concessions such as reduction of interest rates, other than normal market rate adjustments, or deferral of principal or interest payments, extension of maturity dates, or reduction of principal balance or accrued interest, have been granted due to a borrower's financial condition. Loan restructuring is employed when management believes the granting of a concession will increase the probability of the full or partial collection of principal and interest.

Potential problem loans consist of performing loans that have been assigned a substandard credit risk rating and that are not classified as impaired.

#### Credit Risk Ratings

Salisbury assigns credit risk ratings to loans receivable in order to manage credit risk and to determine the allowance for loan losses. Credit risk ratings categorize loans by common financial and structural characteristics that measure the credit strength of a borrower. Salisbury's rating model has eight risk rating grades, with each grade corresponding to a progressively greater risk of default. Grades 1 through 4 are pass ratings and 5 through 8 are ratings (special mention, substandard, doubtful and loss) defined by the bank's regulatory agencies, the FDIC and CTDOB. Risk ratings are assigned to differentiate risk within the portfolio and are reviewed on an ongoing basis and revised, if needed, to reflect changes in the borrowers' current financial position and outlook, risk profiles and the related collateral and structural positions.

Loans risk rated as "special mention" possesses credit deficiencies or potential weaknesses deserving management's close attention that if left uncorrected may result in deterioration of the repayment prospects for the loans at some future date.

Loans risk rated as "substandard" are loans where the Bank's position is clearly not protected adequately by borrower current net worth or payment capacity. These loans have well defined weaknesses based on objective evidence and include loans where future losses to the Bank may result if deficiencies are not corrected, and loans where the primary source of repayment such as income is diminished and the Bank must rely on sale of collateral or other secondary sources of collection.

Loans risk rated as "doubtful" have the same weaknesses as substandard loans with the added characteristic that the weakness makes collection or liquidation in full, given current facts, conditions, and values, to be highly questionable and improbable. The possibility of loss is high, but due to certain important and reasonably specific pending factors, which may work to strengthen the loan, its reclassification as an estimated loss is deferred until its exact status can be determined.

Loans risk rated as "loss" are considered uncollectible and of such little value, that continuance as Bank assets is unwarranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather, it is not practical or desirable to defer writing off this basically worthless loan even though partial recovery may be made in the future.

Management actively reviews and tests its credit risk ratings against actual experience and engages an independent third-party to annually validate its assignment of credit risk ratings. In addition, the Bank's loan portfolio and risk ratings are examined annually on a rotating basis by its two primary regulatory agencies, the FDIC and CTDOB.

### Impaired Loans

Impaired loans increased \$2.5 million during first half of 2012 to \$15.1 million, or 3.98% of gross loans receivable at June 30, 2012, from \$12.7 million, or 3.39% of gross loans receivable at December 31, 2011. The components of impaired loans are as follows:

| (in thousands)                           | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| Troubled debt restructurings, accruing   | \$ 6,735      | \$ 4,602          |
| Troubled debt restructuring, non-accrual | 1,606         | 1,753             |
| All other non-accrual loans              | 6,803         | 6,323             |
| Impaired loans                           | \$ 15,144     | \$ 12,678         |

### Non-Performing Assets

Non-performing assets decreased \$2.4 million during first half of 2012 to \$8.4 million, or 1.40% of assets at June 30, 2012, from \$10.8 million, or 1.78% of assets at December 31, 2011. The components of non-performing assets are as follows:

| (in thousands)                              | June 30, 2012 | December 31, 2011 |
|---|---------------|-------------------|
| Residential 1-4 family                      | \$ 1,185      | \$ 1,240          |
| Home equity credit                          | 463           | 173               |
| Commercial                                  | 2,532         | 2,337             |
| Vacant land                                 | 3,601         | 3,658             |
| Real estate secured                         | 7,781         | 7,408             |
| Commercial and industrial                   | 628           | 668               |
| Consumer                                    | -             | -                 |
| Non-accruing loans                          | 8,409         | 8,076             |
| Accruing loans past due 90 days and over    | -             | -                 |
| Non-performing loans                        | 8,409         | 8,076             |
| Real estate acquired in settlement of loans | -             | 2,744             |
| Non-performing assets                       | \$ 8,409      | \$ 10,820         |

The past due status of non-performing loans is as follows:

| (in thousands)             | June 30, 2012 | December 31, 2011 |
|----------------------------|---------------|-------------------|
| Current                    | \$ 487        | \$ 734            |
| Past due 001-029 days      | 74            | 138               |
| Past due 030-059 days      | 453           | 134               |
| Past due 060-089 days      | 185           | -                 |
| Past due 090-179 days      | 879           | 1,095             |
| Past due 180 days and over | 6,331         | 5,975             |
| Total non-performing loans | \$ 8,409      | \$ 8,076          |

At June 30, 2012, 5.79% of non-accrual loans were current with respect to loan payments, compared with 9.09% at December 31, 2011. Loans past due 180 days include a \$3.0 million loan secured by vacant land (residential building lots) where Salisbury has initiated a foreclosure action that is referred to in Item 1 of Part II, Legal Proceedings.

#### Troubled Debt Restructured Loans

Troubled debt restructured loans increased \$2.0 million during first half of 2012 to \$8.3 million, or 2.19% of gross loans receivable at June 30, 2012, from \$6.4 million, or 1.70% of gross loans receivable at December 31, 2011.

The components of troubled debt restructured loans are as follows:

| (in thousands)                               | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| Residential 1-4 family                       | \$ 2,294      | \$ 2,163          |
| Commercial                                   | 3,052         | 1,970             |
| Real estate secured                          | 5,346         | 4,133             |
| Commercial and industrial                    | 1,389         | 469               |
| Accruing troubled debt restructured loans    | 6,735         | 4,602             |
| Residential 1-4 family                       | 215           | 52                |
| Commercial                                   | 905           | 1,132             |
| Vacant land                                  | 418           | 461               |
| Real estate secured                          | 1,538         | 1,645             |
| Commercial and industrial                    | 68            | 108               |
| Non-accrual troubled debt restructured loans | 1,606         | 1,753             |
| Troubled debt restructured loans             | \$ 8,341      | \$ 6,355          |

The past due status of troubled debt restructured loans is as follows:

| (in thousands)                               | June 30, 2012 | December 31, 2011 |
|--|---------------|-------------------|
| Current                                      | \$ 4,969      | \$ 3,375          |
| Past due 001-029 days                        | 1,766         | 1,072             |
| Past due 030-059 days                        | -             | 155               |
| Accruing troubled debt restructured loans    | 6,735         | 4,602             |
| Current                                      | 233           | 251               |
| Past due 001-029 days                        | -             | -                 |
| Past due 030-059 days                        | 453           | 98                |
| Past due 060-089 days                        | 50            | -                 |
| Past due 090-179 days                        | -             | 493               |
| Past due 180 days and over                   | 870           | 911               |
| Non-accrual troubled debt restructured loans | 1,606         | 1,753             |
| Total troubled debt restructured loans       | \$ 8,341      | \$ 6,355          |

At June 30, 2012, 62.36% of troubled debt restructured loans were current with respect to loan payments, as compared with 57.06% at December 31, 2011.

#### Past Due Loans

Loans past due 30 days or more increased \$0.6 million during first half of 2012 to \$10.3 million, or 2.71% of gross loans receivable at June 30, 2012, compared with \$9.7 million, or 2.59% of gross loans receivable at December 31, 2011.

The components of loans past due 30 days or greater are as follows:

| (in thousands)        | June 30, 2012 | December 31, 2011 |
|-----------------------|---------------|-------------------|
| Past due 030-059 days | \$ 1,453      | \$ 1,999          |
| Past due 060-089 days | 1,006         | 461               |
| Past due 090-179 days | -             | -                 |
| Accruing loans        | 2,459         | 2,460             |
| Past due 030-059 days | 453           | 134               |
| Past due 060-089 days | 185           | -                 |



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|   |           |          |
|---|-----------|----------|
| Past due 090-179 days                   | 879       | 1,095    |
| Past due 180 days and over              | 6,331     | 5,975    |
| Non-accrual loans                       | 7,848     | 7,204    |
| Total loans past due 30 days or greater | \$ 10,307 | \$ 9,664 |

Potential Problem Loans

Potential problem loans decreased \$1.4 million during first half of 2012 to \$12.6 million, or 3.32% of gross loans receivable at June 30, 2012, compared with \$14.0 million, or 3.76% of gross loans receivable at December 31, 2011.

The components of potential problem loans are as follows:

| (in thousands)             | June 30, 2012 | December 31, 2011 |
|----------------------------|---------------|-------------------|
| Residential 1-4 family     | \$ 3,349      | \$ 3,367          |
| Home equity credit         | 1,133         | 1,154             |
| Residential real estate    | 4,482         | 4,521             |
| Commercial                 | 5,736         | 7,391             |
| Construction of commercial | 450           | 450               |
| Commercial real estate     | 6,186         | 7,841             |
| Farm land                  | 1,203         | 830               |
| Vacant land                | 241           | 249               |
| Real estate secured        | 12,112        | 13,441            |
| Commercial and Industrial  | 475           | 534               |
| Consumer                   | 48            | 64                |
| Potential problem loans    | \$ 12,635     | \$ 14,039         |

The past due status of potential problem loans is as follows:

| (in thousands)                | June 30, 2012 | December 31, 2011 |
|-------------------------------|---------------|-------------------|
| Current                       | \$ 9,353      | \$ 10,771         |
| Past due 001-029 days         | 2,332         | 2,837             |
| Past due 030-059 days         | 403           | 385               |
| Past due 060-089 days         | 547           | 46                |
| Past due 090-179 days         | -             | -                 |
| Total potential problem loans | \$ 12,635     | \$ 14,039         |

At June 30, 2012, 74.03% of potential problem loans were current with respect to loan payments, as compared with 76.72% at December 31, 2011.

Management cannot predict the extent to which economic or other factors may impact such borrowers' future payment capacity, and there can be no assurance that such loans will not be placed on nonaccrual status, restructured, or require increased provision for loan losses.

#### Deposits and Borrowings

Deposits increased \$5.2 million during second quarter 2012 to \$477.9 million at June 30, 2012, versus \$472.7 million at March 31, 2012, and increased \$18.9 million versus \$459.0 million at June 30, 2011. Retail repurchase agreements decreased \$6.0 million during second quarter 2012 to \$6.2 million at June 30, 2012, versus \$10.4 million at March 31, 2012, and decreased \$6.2 million versus \$12.4 million at June 30, 2011.

Federal Home Loan Bank of Boston (FHLBB) advances decreased \$0.4 million during second quarter 2012 to \$42.8 million at June 30, 2012, versus \$43.2 million at March 31, 2012, and decreased \$12.7 million versus \$55.5 million at June 30, 2011. The decreases were due to scheduled payments and maturities.

#### Liquidity

Salisbury manages its liquidity position to ensure it has sufficient funding availability to meet anticipated and unanticipated deposit withdrawals, loan originations and advances, securities purchases and other operating cash outflows. Salisbury's primary sources of liquidity are principal payments and maturities of securities and loans, short-term borrowings through repurchase agreements and FHLBB advances, net deposit growth and funds provided

by operations. Liquidity can also be provided through sales of loans and available-for-sale securities.

Salisbury manages its liquidity in accordance with a liquidity funding policy, and also maintains a contingency funding plan that provide for the prompt and comprehensive response to unexpected demands for liquidity. At June 30, 2012, Salisbury's liquidity ratio, as represented by cash, short term available-for-sale securities and marketable assets to net deposits and short term unsecured liabilities, was 32.9%, versus 33.7% at December 31, 2011. Management believes Salisbury's funding sources will meet its anticipated funding needs.

Operating activities for six month period 2012 provided net cash of \$1.6 million. Investing activities provided net cash of \$17.7 million, primarily \$21.6 million from securities available-for-sale and \$1.7 million from sales of other real estate owned, offset in part by \$5.8 million in net loan advances. Financing activities utilized net cash of \$12.3 million, primarily for FHLBB advance repayments of \$11.8 million and a decrease of \$10.2 million in time deposits and repurchase agreements, offset in part by a \$10.9 million increase in deposit transaction accounts.

At June 30, 2012, Salisbury had outstanding commitments to fund new loan originations of \$8.3 million and unused lines of credit of \$51.0 million. Salisbury believes that these commitments can be met in the normal course of business. Salisbury believes that its liquidity sources will continue to provide funding sufficient to support operating activities, loan originations and commitments, and deposit withdrawals.

## CAPITAL RESOURCES

Shareholders' equity was \$69.1 million at June 30, 2012, up \$2.3 million from December 31, 2011. Book value and tangible book value per common share were \$31.44 and \$25.08, respectively, compared with \$30.12 and \$23.69, respectively, at December 31, 2011. Contributing to the increase in shareholders' equity for six month period 2012 was net income of \$2.4 million, other comprehensive income of \$950,000, less common and preferred stock dividends of \$946,000 and \$130,000, respectively. Other comprehensive income included unrealized gains on securities available-for-sale, net of tax, of \$2,034,000 and unrealized losses on the pension plan income, net of tax, of \$2,097,000.

In August 2011, Salisbury issued to the U.S. Secretary of the Treasury (the "Treasury") \$16.0 million of its Series B Preferred Stock under the Small Business Lending Fund (the "SBLF") program. The SBLF program is a \$30 billion fund established under the Small Business Jobs Act of 2010 to encourage lending to small businesses by providing Tier 1 capital to qualified community banks with assets of less than \$10 billion. The Preferred Stock qualifies as Tier 1 capital for regulatory purposes and ranks senior to the Common Stock.

The Series B Preferred Stock pays noncumulative dividends. The dividend rate on the Series B Preferred Stock for the initial quarterly dividend period ending March 31, 2011 and each of the next nine quarterly dividend periods the Series B Preferred Stock is outstanding is determined each quarter based on the increase in the Bank's Qualified Small Business Lending. The dividend rates for the quarters ended June 30, 2012 and December 31, 2011 were 1.5192500% and 1.4410000%, respectively. For the tenth quarterly dividend period through four and one-half years after its issuance, the dividend rate on the Series B Preferred Stock will be fixed at the rate in effect at the end of the ninth quarterly dividend period and after four and one-half years from its issuance the dividend rate will be fixed at 9 percent per annum. On June 29, 2012, Salisbury declared a Series B Preferred Stock dividend of \$48,000, payable on July 2, 2012. The Series B Preferred Stock is non-voting, other than voting rights on matters that could adversely affect the Series B Preferred Stock. The Series B Preferred Stock is redeemable at any time at one hundred percent of the issue price plus any accrued and unpaid dividends.

Simultaneously with the receipt of the SBLF capital, Salisbury repurchased for \$8,816,000 all of its Series A Preferred Stock sold to the Treasury in 2009 under the Capital Purchase Program ("CPP"), a part of the Troubled Asset Relief Program of the Emergency Economic Stabilization Act of 2008, and made a payment for accrued dividends. The transaction resulted in net capital proceeds to Salisbury of \$7,184,000, of which Salisbury invested \$6,465,600, or 90%, in the Bank as Tier 1 Capital.

In 2009, as part of the CPP, Salisbury issued to the Treasury a 10-year Warrant to purchase 57,671 shares of Common Stock at an exercise price of \$22.93 per share. The Warrant was repurchased for \$205,000 on November 2, 2011.

## Capital Requirements

Salisbury and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Under current regulatory definitions, Salisbury and the Bank are considered to be "well capitalized" for capital adequacy purposes. As a result, the Bank pays lower federal deposit insurance premiums than banks that are not "well capitalized." Salisbury and the Bank's regulatory capital ratios are as follows:

|  | Well        | June 30, 2012  | December 31,   |        |        |
|--|-------------|----------------|----------------|--------|--------|
|  | capitalized | Salisbury Bank | Salisbury Bank |        |        |
| Total Capital (to risk-weighted assets)  | 10.00%      | 16.65%         | 13.73%         | 15.97% | 13.16% |
| Tier 1 Capital (to risk-weighted assets) | 6.00        | 15.50          | 12.60          | 14.88  | 12.08  |
| Tier 1 Capital (to average assets)       | 5.00        | 9.92           | 8.17           | 9.45   | 7.77   |

A well-capitalized institution, which is the highest capital category for an institution as defined by the Prompt Corrective Action Regulations issued by the FDIC and the FRB, is one which maintains a Total Risk-Based ratio of 10% or above, a Tier 1 Risk-Based ratio of 6% or above and a Leverage ratio of 5% or above, and is not subject to any written order, written agreement, capital directive, or prompt corrective action directive to meet and maintain a specific capital level. Maintaining strong capital is essential to Salisbury's and the Bank's safety and soundness. However, the effective management of capital resources requires generating attractive returns on equity to build value for shareholders while maintaining appropriate levels of capital to fund growth, meet regulatory requirements and be consistent with prudent industry practices.

### Dividends

During the six month period ended June 30, 2012 Salisbury paid \$132,000 in Series B preferred stock dividends to the U.S. Treasury's SBLF program, and \$946,000 in common stock dividends.

Salisbury's Board of Directors declared a \$0.28 per common share quarterly cash dividend at their July 27, 2012 meeting. The dividend will be paid on August 31, 2012 to shareholders of record as of August 10, 2012.

Salisbury's ability to pay cash dividends is substantially dependent on the Bank's ability to pay cash dividends to Salisbury. Under Connecticut law a bank cannot declare a cash dividend except from net profits, defined as the remainder of all earnings from current operations. The total of all cash dividends declared by a bank shall not, unless specifically approved by the Commissioner of Banking, exceed the total of its net profits of that year combined with its retained net profits of the preceding two years.

FRB Supervisory Letter SR 09-4, February 24, 2009, revised March 27, 2009, notes that, as a general matter, the board of directors of a bank holding company (“BHC”) should inform the Federal Reserve and should eliminate, defer, or significantly reduce dividends if (1) net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the prospective rate of earnings retention is not consistent with capital needs and overall current and prospective financial condition; or (3) the BHC will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Moreover, a BHC should inform the FRB reasonably in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the BHC capital structure.

Salisbury believes that the payment of common stock cash dividends is appropriate, provided that such payment considers Salisbury's capital needs, asset quality, and overall financial condition and does not adversely affect the financial stability of Salisbury or the Bank. The continued payment of common stock cash dividends by Salisbury will be dependent on Salisbury's and the Bank's future core earnings, financial condition and capital needs, regulatory restrictions, and other factors deemed relevant by the Board of Directors of Salisbury.

#### IMPACT OF INFLATION AND CHANGING PRICES

Salisbury's consolidated financial statements are prepared in conformity with generally accepted accounting principles that require the measurement of financial condition and operating results in terms of historical dollars without considering changes in the relative purchasing power of money, over time, due to inflation. Unlike most industrial companies, virtually all of the assets and liabilities of Salisbury are monetary and as a result, interest rates have a greater impact on Salisbury's performance than do the effects of general levels of inflation, although interest rates do not necessarily move in the same direction or with the same magnitude as the prices of goods and services. Although not a material factor in recent years, inflation could impact earnings in future periods.

#### FORWARD-LOOKING STATEMENTS

This Form 10-Q and future filings made by Salisbury with the Securities and Exchange Commission, as well as other filings, reports and press releases made or issued by Salisbury and the Bank, and oral statements made by executive officers of Salisbury and the Bank, may include forward-looking statements relating to such matters as:

- (a) assumptions concerning future economic and business conditions and their effect on the economy in general and on the markets in which Salisbury and the Bank do business; and
- (b) expectations for revenues and earnings for Salisbury and the Bank.

Such forward-looking statements are based on assumptions and estimates rather than historical or current facts and, therefore, are inherently uncertain and subject to risk. For those statements, Salisbury claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Salisbury notes that a variety of factors could cause the actual results or experience to differ materially from the anticipated results or other expectations described or implied by such forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of Salisbury's and the Bank's business include the following:

- (a) the risk of adverse changes in business conditions in the banking industry generally and in the specific markets in which the Bank operates;
- (b) changes in the legislative and regulatory environment that negatively impacts Salisbury and Bank through
  - (c) increased operating expenses;
  - (c) increased competition from other financial and non-financial institutions;
  - (d) the impact of technological advances; and

(e) other risks detailed from time to time in Salisbury's filings with the Securities and Exchange Commission. Such developments could have an adverse impact on Salisbury's and the Bank's financial position and results of operations.

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK

Salisbury manages its exposure to interest rate risk through its Asset/Liability Management Committee ("ALCO") using risk limits and policy guidelines to manage assets and funding liabilities to produce financial results that are consistent with Salisbury's liquidity, capital adequacy, growth, risk and profitability targets. Interest rate risk is the risk of loss to future earnings due to changes in interest rates.

The ALCO manages interest rate risk using income simulation to measure interest rate risk inherent in Salisbury's financial instruments at a given point in time by showing the effect of interest rate shifts on net interest income over various time horizons. In management's June 30, 2012 analysis, all of the simulations incorporate management's growth assumption over the simulation horizons. Additionally, the simulations take into account the specific re-pricing, maturity and prepayment characteristics of differing financial instruments that may vary under different interest rate scenarios.

The ALCO reviews the simulation results to determine whether Salisbury's exposure to change in net interest income remains within established tolerance levels over the simulation horizons and to develop appropriate strategies to manage this exposure. Salisbury's tolerance levels for changes in net interest income in its income simulations varies depending on the magnitude of interest rate changes and level of risk-based capital. All changes are measured in comparison to the projected net interest income that would result from an "unchanged" rate scenario where interest rates remain stable over the forecast horizon. The ALCO also evaluates the directional trends of net interest income, net interest margin and other financial measures over the forecast horizon for consistency with its liquidity, capital adequacy, growth, risk and profitability targets.

The ALCO uses multiple interest rate scenarios to evaluate interest risk exposure and may vary these interest rate scenarios to show the effect of steepening or flattening changes in yield curves as well as parallel changes in interest rates. At June 30, 2012 the ALCO used the following interest rate scenarios: (1) unchanged interest rates; (2) immediately rising interest rates – immediate non-parallel upward shift in market interest rates ranging from 300 basis points for short term rates to 275 basis points for the 10-year Treasury; (3) immediately falling interest rates – immediate non-parallel downward shift in market interest rates ranging from 25 basis points for short term rates to 50 basis points for the 10-year Treasury; and (4) gradually rising interest rates – gradual non-parallel upward shift in market interest rates ranging from 400 basis points for short term rates to 325 basis points for the 10-year Treasury. Deposit rates are assumed to shift by lesser amounts due to their relative historical insensitivity to market interest rate movements. Further, deposits are assumed to have certain minimum rate levels below which they will not fall. Income simulations do not reflect adjustments in strategy that the ALCO could implement in response to rate shifts.

As of June 30, 2012 net interest income simulations indicated that the Bank's exposure to changing interest rates over the simulation horizons remained within its acceptable strategic tolerance levels. The following table sets forth the estimated change in net interest income from an unchanged interest rate scenario over the periods indicated for changes in market interest rates using the Bank's financial instruments as of June 30, 2012:

| As of June 30, 2012  | Months 1-12 | Months 13-24 |
|--|-------------|--------------|
| Immediately rising interest rates (management's growth assumptions)  | (12.56)%    | (9.90)%      |
| Immediately falling interest rates (management's growth assumptions) | (1.39)      | (3.32)       |
| Gradually rising interest rates (management's growth assumptions)    | (3.33)      | (14.72)      |

The negative exposure of net interest income to immediately and gradually rising rates as compared to the unchanged rate scenario results from a faster projected rise in the cost of funds versus income from earning assets, as relatively rate-sensitive money market and time deposits re-price faster than longer duration earning assets. The negative exposure of net interest income to immediately falling rates as compared to an unchanged rate scenario results from a greater decline in earning asset yields compared to rates paid on funding liabilities, as a result of faster prepayments on existing assets and lower reinvestment rates on future loans originated and securities purchased.

While the ALCO reviews simulation assumptions and back-tests simulation results to ensure that they are reasonable and current, income simulation may not always prove to be an accurate indicator of interest rate risk or future net interest margin. Over time, the re-pricing, maturity and prepayment characteristics of financial instruments and the composition of Salisbury's balance sheet may change to a different degree than estimated. Simulation modeling assumes Salisbury's expectation for future balance sheet growth, which is a function of the business environment and customer behavior. Another significant simulation assumption is the sensitivity of core savings deposits to fluctuations in interest rates. Income simulation results assume that changes in both core savings deposit rates and balances are related to changes in short-term interest rates. The assumed relationship between short-term interest rate changes and core deposit rate and balance changes used in income simulation may differ from the ALCO's estimates. Lastly, mortgage-backed securities and mortgage loans involve a level of risk that unforeseen changes in prepayment speeds may cause related cash flows to vary significantly in differing rate environments. Such changes could affect the level



of reinvestment risk associated with cash flow from these instruments, as well as their market value. Changes in prepayment speeds could also increase or decrease the amortization of premium or accretion of discounts related to such instruments, thereby affecting interest income.

Salisbury also monitors the potential change in market value of its available-for-sale debt securities in changing interest rate environments. The purpose is to determine market value exposure that may not be captured by income simulation, but which might result in changes to Salisbury's capital and liquidity position. Results are calculated using industry-standard analytical techniques and securities data. Available-for-sale equity securities are excluded from this analysis because the market value of such securities cannot be directly correlated with changes in interest rates. The following table summarizes the potential change in market value of available-for-sale debt securities resulting from immediate parallel rate shifts:

| As of June 30, 2012 (in thousands)       | Rates up 100bp | Rates up 200bp |
|--|----------------|----------------|
| U.S. Treasury notes                      | \$ (109)       | \$ (212)       |
| U.S. Government agency notes             | (172)          | (380)          |
| Municipal bonds                          | (1,734)        | (4,157)        |
| Mortgage backed securities               | (1,245)        | (3,047)        |
| Collateralized mortgage obligations      | (569)          | (1,147)        |
| SBA pools                                | (10)           | (19)           |
| Total available-for-sale debt securities | \$ (3,839)     | \$ (8,962)     |

#### Item 4. **CONTROLS AND PROCEDURES**

##### Evaluation of Disclosure Controls and Procedures

Salisbury's management, including its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of Salisbury's disclosure controls and procedures as of June 30, 2012. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective as of June 30, 2012.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that the information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

##### Changes in Internal Controls

In addition, based on an evaluation of its internal controls over financial reporting, no change in Salisbury's internal control over financial reporting occurred during the quarter ended June 30, 2012 that has materially affected, or is reasonably likely to materially affect, Salisbury's internal control over financial reporting.

#### PART II. OTHER INFORMATION

##### Item 1. LEGAL PROCEEDINGS

The Bank is involved in various claims and legal proceedings arising out of the ordinary course of business.

As previously disclosed, the Bank, individually and in its capacity as a former Co-Trustee of the Erling C. Christophersen Revocable Trust (the "Trust"), was named as a defendant in litigation filed in the Connecticut Complex Litigation Docket in Stamford, captioned John Christophersen v. Erling Christophersen, et al., X08-CV-08-5009597S (the "First Action"). The Bank also was a counterclaim-defendant in related mortgage foreclosure litigation in the Connecticut Complex Litigation Docket in Stamford, captioned Salisbury Bank and Trust Company v. Erling C. Christophersen, et al., X08-CV-10-6005847-S (the "Foreclosure Action," together with the First Action, the "Actions"). The other parties to the Actions were John R. Christophersen; Erling C. Christophersen, individually and as Co-Trustee of the Trust; Bonnie Christophersen and Elena Dreiske, individually and as Co-Trustees of the Mildred B. Blount Testamentary Trust; People's United Bank; Law Offices of Gary Oberst, P.C.; Rhoda Rudnick; and Hinckley Allen & Snyder LLP.

The Actions involved a dispute over title to certain real property located in Westport, Connecticut that was conveyed by Erling Christophersen, as grantor, to the Trust on or about August 8, 2007. Subsequent to this conveyance, the Bank loaned \$3,386,609 to the Trust, which was secured by a commercial mortgage in favor of the Bank on the Westport property. This mortgage is the subject of the Foreclosure Action brought by the Bank.

As previously disclosed, John Christophersen initially claimed an interest in the Westport real property transferred to the Trust and sought to quiet title to the property and to recover money damages from the defendants for the alleged wrongful divestiture of his claimed interest in the property.

On June 25, 2012, the Bank and John R. Christophersen entered into a Settlement Agreement which resolved all differences between John R. Christophersen and the Bank, and resulted in the withdrawal (with prejudice) of the claims made by John R. Christophersen. The Settlement Agreement provides for payments by the Bank to John R. Christophersen in settlement of his claims. A payment was made at the time the Settlement Agreement was entered into and is included in the non-recurring litigation expense of \$250,000 incurred by the Bank for the quarter ended June 30, 2012. Additional contingent consideration would be payable within ten days of the completion and/or resolution of the Bank's foreclosure action, and subsequently, depending upon the amount realized upon the eventual liquidation of the foreclosed property. All claims against the Bank have been withdrawn and the Bank is no longer a defendant or counterclaim defendant in any litigation involving this matter. As an additional consequence of the Settlement Agreement, Bonnie Christophersen, Elena Dreiske and People's United Bank are no longer parties to any of the litigation referenced above. The Bank believes that with this resolution of claims with John R. Christophersen, a significant impediment to the Bank's foreclosure action has been eliminated.

There are no other material pending legal proceedings, other than ordinary routine litigation incident to the registrant's business, to which Salisbury is a party or of which any of its property is subject.

Item 1A. **RISK FACTORS**

Not applicable

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

Item 3. DEFAULTS UPON SENIOR SECURITIES

None

Item 4. MINE SAFETY DISCLOSURES

Not Applicable

Item 5. OTHER INFORMATION

None

Item 6. EXHIBITS

31.1 Rule 13a-14(a)/15d-14(a) Certification.

31.2 Rule 13a-14(a)/15d-14(a) Certification.

32 Section 1350 Certifications

**SIGNATURES**

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

**SALISBURY BANCORP, INC.**

August 14, 2012

by /s/ Richard J. Cantele, Jr.

Richard J. Cantele, Jr.,

President and Chief Executive Officer

August 14, 2012

by /s/ B. Ian McMahon

B. Ian McMahon,

Executive Vice President and Chief Financial Officer