

TRIO TECH INTERNATIONAL

Form 8-K

September 19, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): September 17, 2007

**TRIO-TECH INTERNATIONAL**

(Exact Name of Registrant as Specified in Its Charter)  
California

(State or Other Jurisdiction of Incorporation)

1-14523

95-2086631

(Commission File Number)

(IRS Employer Identification No.)

14731 Califa Street, Van Nuys, California

91411

(Address of Principal Executive Offices)

(Zip Code)

(818) 787-7000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On September 17, 2007, Trio-Tech International issued a press release announcing its financial results for the fiscal year ended June 30, 2007. A copy of the press release is attached as Exhibit 99.1.

The information in this Current Report, including the exhibit hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section. The information in this Current Report, including the exhibit hereto, shall not be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press release of Trio Tech International dated September 17, 2007

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**SIGNATURES**

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

Date: September 19, 2007

TRIO-TECH INTERNATIONAL

By:           /s/ VICTOR H.M. TING  
                  Victor H.M. Ting,  
                  Vice President and Chief Financial  
                  Officer  
                  (Principal Financial Officer)

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## EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release

ISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: times new roman">			Deposits:		
Noninterest-bearing demand deposits			\$108,618	\$101,193	\$91,247
Interest-bearing demand deposits			103,018	104,749	101,878
Savings deposits			281,535	278,603	293,750
Time deposits, under \$100,000			94,513	102,809	110,050
Time deposits, \$100,000 and over			55,417	56,617	59,851
Total deposits			643,101	643,971	656,776
Borrowed funds			75,000	75,000	75,000
Subordinated debentures			15,465	15,465	15,465
Accrued interest payable				498	523
Accrued expenses and other liabilities			2,132	2,329	2,642
Total liabilities			736,196	737,288	750,452
Cumulative perpetual preferred stock					
Common stock					
Accumulated deficit				(345)	(854)
Accumulated other comprehensive income				818	1,121
Total Shareholders' Equity			74,002	73,558	70,381
Total Liabilities and Shareholders' Equity			\$810,198	\$810,846	\$820,833
Issued common shares				7,463	7,459
Outstanding common shares				7,463	7,459
				21	21
				21	21

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.



Unity Bancorp  
Consolidated Statements of Operations  
For the three months ended March 31, 2012 and 2011  
(Unaudited)

(In thousands, except per share amounts)	For the three months ended March 31,	
	2012	2011
<b>INTEREST INCOME</b>		
Federal funds sold and interest-bearing deposits	\$ 32	\$ 11
Federal Home Loan Bank stock	51	66
Securities:		
Available for sale	721	864
Held to maturity	173	287
Total securities	894	1,151
Loans:		
SBA	924	1,236
SBA 504	759	955
Commercial	4,183	4,306
Residential mortgage	1,655	1,831
Consumer	560	686
Total loans	8,081	9,014
Total interest income	9,058	10,242
<b>INTEREST EXPENSE</b>		
Interest-bearing demand deposits	136	139
Savings deposits	354	581
Time deposits	913	1,097
Borrowed funds and subordinated debentures	847	950
Total interest expense	2,250	2,767
Net interest income	6,808	7,475
Provision for loan losses	1,200	2,500
Net interest income after provision for loan losses	5,608	4,975
<b>NONINTEREST INCOME</b>		
Branch fee income	386	344
Service and loan fee income	302	243
Gain on sale of SBA loans held for sale, net	157	111
Gain on sale of mortgage loans, net	411	169
BOLI income	73	73
Net security gains	224	125
Other income	162	190
Total noninterest income	1,715	1,255
<b>NONINTEREST EXPENSE</b>		
Compensation and benefits	3,182	3,057
Occupancy	609	720
Processing and communications	534	507
Furniture and equipment	362	384
Professional services	190	202
Loan collection costs	180	224

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OREO expenses	124	222
Deposit insurance	171	319
Advertising	146	118
Other expenses	461	405
Total noninterest expense	5,959	6,158
Income before provision (benefit) for income taxes	1,364	72
Provision (benefit) for income taxes	459	(148)
Net income	905	220
Preferred stock dividends & discount accretion	396	384
Income available (loss attributable) to common shareholders	\$ 509	\$ (164)
Net income (loss) per common share - Basic	\$ 0.07	\$ (0.02)
- Diluted	\$ 0.07	\$ (0.02)
Weighted average common shares outstanding - Basic	7,460	7,219
Diluted	7,792	7,219

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.



Unity Bancorp  
Consolidated Statements of Comprehensive Income  
For the three months ended March 31, 2012 and 2011  
(Unaudited)

(In thousands)	For the three months ended March 31,	
	2012	2011
Net income	\$ 905	\$ 220
Other comprehensive income, net of tax:		
Unrealized gains (losses) on securities:		
Unrealized holding gains (losses) arising during the period	(180)	275
Less: Reclassification adjustment for gains included in net income	149	83
Total unrealized gains (losses) on securities	(329)	192
Unrealized gains on cash flow hedge derivatives:		
Unrealized holding gains arising during the period	26	84
Total other comprehensive income (loss)	(303)	276
Total comprehensive income	\$ 602	\$ 496

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.  
Consolidated Statements of Changes in Shareholders' Equity  
For the three months ended March 31, 2012 and 2011  
(Unaudited)

(In thousands)	Preferred Stock	Common Stock Shares	Common Stock Amount	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance, December 31, 2010	\$ 19,019	7,211	\$ 55,884	\$ (772)	\$ (4,169)	\$ 123	\$ 70,085
Net income				220			220
Unrealized holding gains on securities and cash flow derivatives						276	276
Accretion of discount on preferred stock	127			(127)			-
Dividends on preferred stock (5% annually)				(259)			(259)
Retire Treasury stock			(3,101)	(1,068)	4,169		-
Common stock issued and related tax effects (a)		11	59				59
Balance, March 31, 2011	\$ 19,146	7,222	\$ 52,842	\$ (2,006)	\$ -	\$ 399	\$ 70,381

(In thousands)	Preferred Stock	Common Stock Shares	Common Stock Amount	Accumulated Deficit	Comprehensive Income	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance, December 31, 2011	\$ 19,545	7,459	\$ 53,746	\$ (854)	\$ 1,121		\$ 73,558
Net income				905			905
Unrealized holding losses on securities and cash flow derivatives						(303)	(303)
Accretion of discount on preferred stock	138			(138)			-
Dividends on preferred stock (5% annually)				(258)			(258)
Common stock issued and related tax effects (a)		4	100				100
Balance, March 31, 2012	\$ 19,683	7,463	\$ 53,846	\$ (345)	\$ 818		\$ 74,002

(a) Includes the issuance of common stock under employee benefit plans, which includes nonqualified stock options and restricted stock expense related entries, employee option exercises and the tax benefit of options exercised.

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.  
Consolidated Statements of Cash Flows  
For the three months ended March 31, 2012 and 2011  
(Unaudited)

(In thousands)	For the three months ended March 31,	
	2012	2011
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 905	\$ 220
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,200	2,500
Net amortization of purchase premiums and discounts on securities	217	146
Depreciation and amortization	270	302
Deferred income tax benefit	(36 )	(467)
Net security gains	(224 )	(125)
Stock compensation expense	83	35
Loss on sale of OREO	117	-
Gain on sale of SBA loans held for sale, net	(157 )	(111)
Gain on sale of mortgage loans, net	(411 )	(169)
Origination of mortgage loans held for sale	(21,242 )	(9,671)
Origination of SBA loans held for sale	(2,240 )	(601)
Proceeds from sale of mortgage loans held for sale, net	21,653	9,840
Proceeds from sale of SBA loans held for sale, net	2,050	1,177
Loss on sale or disposal of premises and equipment	17	-
Net change in other assets and liabilities	244	257
Net cash provided by operating activities	2,446	3,333
<b>INVESTING ACTIVITIES:</b>		
Purchases of securities available for sale	(32,108)	(10,953)
Maturities and principal payments on securities held to maturity	855	3,584
Maturities and principal payments on securities available for sale	7,363	9,922
Proceeds from sale of securities available for sale	2,824	5,172
Proceeds from sale of OREO	1,600	-
Net decrease (increase) in loans	8,596	(1,246)
Purchases of premises and equipment	(1,222 )	(112)
Net cash provided by (used in) investing activities	(12,092 )	6,367
<b>FINANCING ACTIVITIES:</b>		
Net increase (decrease) in deposits	(870 )	1,988
Proceeds from exercise of stock options	17	2
Dividends on preferred stock	(258)	(258)
Net cash provided by (used in) financing activities	(1,111)	1,732
Increase (decrease) in cash and cash equivalents	(10,757)	11,432
Cash and cash equivalents, beginning of period	82,574	43,926
Cash and cash equivalents, end of period	\$ 71,817	\$ 55,358
<b>SUPPLEMENTAL DISCLOSURES:</b>		

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Cash:

Interest paid	\$	2,275	\$	2,755
Income taxes paid		389		334
Noncash investing activities:				
Transfer of loans to other real estate owned		350		605

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.  
Notes to the Consolidated Financial Statements (Unaudited)  
March 31, 2012

NOTE 1. Significant Accounting Policies

The accompanying Consolidated Financial Statements include the accounts of Unity Bancorp, Inc. (the "Parent Company") and its wholly-owned subsidiary, Unity Bank (the "Bank" or when consolidated with the Parent Company, the "Company"), and reflect all adjustments and disclosures which are generally routine and recurring in nature, and in the opinion of management, necessary for a fair presentation of interim results. Unity Investment Services, Inc., a wholly-owned subsidiary of the Bank, is used to hold part of the Bank's investment portfolio. All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications have been made to prior period amounts to conform to the current year presentation, with no impact on current earnings. The financial information has been prepared in accordance with U.S. generally accepted accounting principles and has not been audited. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses during the reporting periods. Actual results could differ from those estimates. The Company has evaluated subsequent events for potential recognition and/or disclosure through the date the consolidated financial statements included in this Quarterly Report on Form 10-Q were issued.

Estimates that are particularly susceptible to significant changes relate to the determination of the allowance for loan losses, the valuation of deferred income tax assets and the fair value of financial instruments. Management believes that the allowance for loan losses is adequate. While management uses available information to recognize losses on loans, future additions to the allowance for loan losses may be necessary based on changes in economic conditions. The interim unaudited consolidated financial statements included herein have been prepared in accordance with instructions for Form 10-Q and the rules and regulations of the Securities and Exchange Commission ("SEC"). The results of operations for the three months ended March 31, 2012 are not necessarily indicative of the results which may be expected for the entire year. As used in this Form 10-Q, "we" and "us" and "our" refer to Unity Bancorp, Inc., and its consolidated subsidiary, Unity Bank, depending on the context. Certain information and financial disclosures required by generally accepted accounting principles have been condensed or omitted from interim reporting pursuant to SEC rules. Interim financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Stock Transactions

The Company has incentive and nonqualified option plans, which allow for the grant of options to officers, employees and members of the Board of Directors. In addition, restricted stock is issued under the stock bonus program to reward employees and directors and to retain them by distributing stock over a period of time.

Stock Option Plans

Grants under the Company's incentive and nonqualified option plans generally vest over 3 years and must be exercised within 10 years of the date of grant. The exercise price of each option is the market price on the date of grant. As of March 31, 2012, 1,720,529 shares have been reserved for issuance upon the exercise of options, 638,140 option grants are outstanding, and 960,398 option grants have been exercised, forfeited or expired, leaving 121,991 shares available for grant.

No options were granted during the three months ended March 31, 2012 or 2011.

Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 718, "Compensation - Stock Compensation," requires an entity to recognize the fair value of equity awards as compensation expense over the period during which an employee is required to provide service in exchange for such an award (vesting period). Compensation expense related to stock options totaled \$40 thousand and \$19 thousand for the three months ended March 31, 2012 and 2011, respectively. The related income tax benefit was approximately \$14 thousand and \$8 thousand for the three months ended March 31, 2012 and 2011, respectively. As of March 31, 2012, unrecognized compensation costs related to nonvested share-based compensation arrangements granted under the Company's stock option plans totaled approximately \$324 thousand. That cost is expected to be recognized over a weighted average period of 2.3 years.

Transactions under the Company's stock option plans for the three months ended March 31, 2012 are summarized in the following table:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2011	642,647	\$ 6.80	5.3	\$517,867
Options granted	-	-		
Options exercised	(3,841)	4.44		
Options forfeited	(333)	3.98		
Options expired	(333)	3.98		
Outstanding at March 31, 2012	638,140	\$ 6.81	5.1	\$466,713
Exercisable at March 31, 2012	493,889	\$ 6.98	3.9	\$427,726

The following table summarizes information about stock options outstanding at March 31, 2012:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Options Outstanding	Weighted Average Contractual Life (in years)	Weighted Average Exercise Price	Options Exercisable	Weighted Average Exercise Price
\$ 0.00 - 4.00	123,083	7.1	\$3.87	105,832	\$3.86
4.01 - 8.00	336,799	5.5	6.06	209,799	5.77
8.01 - 12.00	121,617	1.9	9.22	121,617	9.22
12.01 - 16.00	56,641	4.7	12.54	56,641	12.54
<b>Total</b>	<b>638,140</b>	<b>5.1</b>	<b>\$6.81</b>	<b>493,889</b>	<b>\$6.98</b>

The following table presents information about options exercised during the three months ended March 31, 2012 and 2011:

	For the three months ended March 31,	
	2012	2011
Number of options exercised	3,841	40,472
Total intrinsic value of options exercised	\$6,055	\$81,347
Cash received from options exercised	17,046	2,364
Tax deduction realized from options exercised	513	32,490

Upon exercise, the Company issues shares from its authorized but unissued common stock to satisfy the options.

#### Restricted Stock Awards

Restricted stock awards granted to date vest over a period of 4 years and are recognized as compensation to the recipient over the vesting period. The awards are recorded at fair market value at the time of grant and amortized into salary expense on a straight line basis over the vesting period. As of March 31, 2012, 221,551 shares of restricted stock were reserved for issuance, of which 45,162 shares are available for grant.

There were no restricted stock awards granted during the three months ended March 31, 2012 and 2011.

Compensation expense related to the restricted stock awards totaled \$43 thousand and \$16 thousand for the three months ended March 31, 2012 and 2011, respectively. As of March 31, 2012, there was approximately \$471 thousand of unrecognized compensation cost related to nonvested restricted stock awards granted under the Company's stock incentive plans. That cost is expected to be recognized over a weighted average period of 3.3 years.

The following table summarizes nonvested restricted stock activity for the three months ended March 31, 2012:



	Shares	Average Grant Date Fair Value
Nonvested restricted stock at December 31, 2011	93,684	\$ 6.06
Granted	-	-
Vested	(1,971)	7.62
Forfeited	-	-
Nonvested restricted stock at March 31, 2012	91,713	\$ 6.02

### Income Taxes

The Company follows FASB ASC Topic 740, "Income Taxes," which prescribes a threshold for the financial statement recognition of income taxes and provides criteria for the measurement of tax positions taken or expected to be taken in a tax return. ASC 740 also includes guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition of income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates applicable to taxable income for the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation reserves are established against certain deferred tax assets when it is more likely than not that the deferred tax assets will not be realized. Increases or decreases in the valuation reserve are charged or credited to the income tax provision.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that ultimately would be sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. The evaluation of a tax position taken is considered by itself and not offset or aggregated with other positions. Tax positions that meet the more likely than not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest and penalties associated with unrecognized tax benefits are recognized in income tax expense on the income statement.

## Derivative Instruments and Hedging Activities

The Company may use derivative instruments, such as interest rate swaps, to manage interest rate risk. The Company recognizes all derivative instruments at fair value as either assets or liabilities in other assets or other liabilities. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship. For derivatives not designated as an accounting hedge, the gain or loss is recognized in trading noninterest income. The Company had no derivative instruments at March 31, 2012, and all of the Company's derivative instruments qualified as hedging instruments at December 31, 2011.

For those derivative instruments that are designated and qualify as hedging instruments, the Company must designate the hedging instrument, based on the exposure being hedged, as a fair value hedge, a cash flow hedge or a hedge of a net investment in a foreign operation. The Company does not have any fair value hedges or hedges of foreign operations.

The Company formally documents the relationship between the hedging instruments and hedged item, as well as the risk management objective and strategy before undertaking a hedge. To qualify for hedge accounting, the derivatives and hedged items must be designated as a hedge. For hedging relationships in which effectiveness is measured, the Company formally assesses, both at inception and on an ongoing basis, if the derivatives are highly effective in offsetting changes in fair values or cash flows of the hedged item. If it is determined that the derivative instrument is not highly effective as a hedge, hedge accounting is discontinued.

For derivatives that are designated as cash flow hedges, the effective portion of the gain or loss on derivatives is reported as a component of other comprehensive income or loss and subsequently reclassified in interest income in the same period during which the hedged transaction affects earnings. As a result, the change in fair value of any ineffective portion of the hedging derivative is recognized immediately in earnings.

The Company will discontinue hedge accounting when it is determined that the derivative is no longer qualifying as an effective hedge; the derivative expires or is sold, terminated or exercised; or the derivative is de-designated as a fair value or cash flow hedge or it is no longer probable that the forecasted transaction will occur by the end of the originally specified time period. If the Company determines that the derivative no longer qualifies as a cash flow or fair value hedge and therefore hedge accounting is discontinued, the derivative will continue to be recorded on the balance sheet at its fair value with changes in fair value included in current earnings.

## Loans Held To Maturity and Loans Held For Sale

Loans held to maturity are stated at the unpaid principal balance, net of unearned discounts and net of deferred loan origination fees and costs. Loan origination fees, net of direct loan origination costs, are deferred and are recognized over the estimated life of the related loans as an adjustment to the loan yield utilizing the level yield method.

Interest is credited to operations primarily based upon the principal amount outstanding. When management believes there is sufficient doubt as to the ultimate ability to collect interest on a loan, interest accruals are discontinued and all past due interest, previously recognized as income, is reversed and charged against current period earnings. Payments received on nonaccrual loans are applied as principal. Loans are returned to an accrual status when the ability to collect is reasonably assured and when the loan is brought current as to principal and interest.

Loans are reported as past due when either interest or principal is unpaid in the following circumstances: fixed payment loans when the borrower is in arrears for two or more monthly payments; open end credit for two or more billing cycles; and single payment notes if interest or principal remains unpaid for 30 days or more.

Loans are charged off when collection is sufficiently questionable and when the Company can no longer justify maintaining the loan as an asset on the balance sheet. Loans qualify for charge-off when, after thorough analysis, all possible sources of repayment are insufficient. These include: 1) potential future cash flows, 2) value of collateral, and/or 3) strength of co-makers and guarantors. All unsecured loans are charged off upon the establishment of the loan's nonaccrual status. Additionally, all loans classified as a loss or that portion of the loan classified as a loss are charged off. All loan charge-offs are approved by the Board of Directors.

Nonperforming loans consist of loans that are not accruing interest (nonaccrual loans) as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt. When a loan is classified as nonaccrual, interest accruals discontinue and all past due interest previously recognized as income is reversed and charged against current period income. Generally, until the loan becomes current, any payments received from the borrower are applied to outstanding principal until such time as management determines that the financial condition of the borrower and other factors merit recognition of a portion of such payments as interest income.

The Company evaluates its loans for impairment. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The Company has defined impaired loans to be all troubled debt restructurings and nonperforming loans. Impairment is evaluated in total for smaller-balance loans of a similar nature (consumer and residential mortgage loans), and on an individual basis for other loans. Troubled debt restructurings ("TDRs") occur when a creditor, for economic or legal reasons related to a debtor's financial condition, grants a concession to the debtor that it would not otherwise consider. These concessions typically include reductions in interest rate, extending the maturity of a loan, or a combination of both. Interest income on accruing TDRs is credited to operations primarily based upon the principal amount outstanding, as stated in the paragraphs above. Impairment of a loan is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate. Impairment can also be measured based on a loan's observable market price or the fair value of collateral, net of estimated costs to sell, if the loan is collateral dependent. If the measure of the impaired loan is less than the recorded investment in the loan, the Company establishes a valuation allowance, or adjusts existing valuation allowances, with a corresponding charge or credit to the provision for loan losses.

Loans held for sale are SBA loans and are reflected at the lower of aggregate cost or market value. The net amount of loan origination fees on loans sold is included in the carrying value and in the gain or loss on the sale.

The Company originates loans to customers under an SBA program that historically has provided for SBA guarantees of up to 90 percent of each loan. The Company generally sells the guaranteed portion of its SBA loans to a third party and retains the servicing, holding the nonguaranteed portion in its portfolio. When sales of SBA loans do occur, the premium received on the sale and the present value of future cash flows of the servicing assets are recognized in income.

Serviced loans sold to others are not included in the accompanying consolidated balance sheets. Income and fees collected for loan servicing are credited to noninterest income when earned, net of amortization on the related servicing assets.

For additional information see the section titled "Loan Portfolio" under Item 2. Management's Discussion and Analysis.

### Allowance for Loan Losses and Unfunded Loan Commitments

The allowance for loan losses is maintained at a level management considers adequate to provide for probable loan losses as of the balance sheet date. The allowance is increased by provisions charged to expense and is reduced by net charge-offs.

The level of the allowance is based on management's evaluation of probable losses in the loan portfolio, after consideration of prevailing economic conditions in the Company's market area, the volume and composition of the loan portfolio, and historical loan loss experience. The allowance for loan losses consists of specific reserves for individually impaired credits and troubled debt restructurings, reserves for nonimpaired loans based on historical loss factors and reserves based on general economic factors and other qualitative risk factors such as changes in delinquency trends, industry concentrations or local/national economic trends. This risk assessment process is performed at least quarterly, and, as adjustments become necessary, they are realized in the periods in which they become known.

Although management attempts to maintain the allowance at a level deemed adequate to provide for probable losses, future additions to the allowance may be necessary based upon certain factors including changes in market conditions and underlying collateral values. In addition, various regulatory agencies periodically review the adequacy of the Company's allowance for loan losses. These agencies may require the Company to make additional provisions based on their judgments about information available to them at the time of their examination.

The Company maintains an allowance for unfunded loan commitments that is maintained at a level that management believes is adequate to absorb estimated probable losses. Adjustments to the allowance are made through other expenses and applied to the allowance which is maintained in other liabilities.

For additional information, see the sections titled "Asset Quality" and "Allowance for Loan Losses and Unfunded Loan Commitments" under Item 2. Management's Discussion and Analysis.

### Other-Than-Temporary Impairment

The Company has a process in place to identify debt securities that could potentially incur credit impairment that is other-than-temporary. This process involves monitoring late payments, pricing levels, downgrades by rating agencies, key financial ratios, financial statements, revenue forecasts and cash flow projections as indicators of credit issues. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concern warrants such evaluation. This evaluation considers relevant facts and circumstances in evaluating whether a credit or interest rate-related impairment of a security is other-than-temporary. Relevant facts and circumstances considered include: (1) the extent and length of time the fair value has been below cost; (2) the reasons for the decline in value; (3) the financial position and access to capital of the issuer, including the current and future impact of any specific events and (4) for fixed maturity securities, our intent to sell a security or whether it is more likely than not we will be required to sell the security before the recovery of its amortized cost which, in some cases, may extend to maturity and for equity securities, our ability and intent to hold the security for a forecasted period of time that allows for the recovery in value.

Management assesses its intent to sell or whether it is more likely than not that it will be required to sell a security before recovery of its amortized cost basis less any current-period credit losses. For debt securities that are considered other-than-temporarily impaired with no intent to sell and no requirement to sell prior to recovery of its amortized cost basis, the amount of the impairment is separated into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the

security's amortized cost basis and the present value of its expected future cash flows. The remaining difference between the security's fair value and the present value of future expected cash flows is due to factors that are not credit related and is recognized in other comprehensive income.

The present value of expected future cash flows is determined using the best estimate cash flows discounted at the effective interest rate implicit to the security at the date of purchase or the current yield to accrete an asset-backed or floating rate security. The methodology and assumptions for establishing the best estimate cash flows vary depending on the type of security. The asset-backed securities cash flow estimates are based on bond specific facts and circumstances that may include collateral characteristics, expectations of delinquency and default rates, loss severity and prepayment speeds and structural support, including subordination and guarantees. The corporate bond cash flow estimates are derived from scenario-based outcomes of expected corporate restructurings or the disposition of assets using bond specific facts and circumstances including timing, security interests and loss severity.

## NOTE 2. Litigation

From time to time, the Company is subject to legal proceedings and claims in the ordinary course of business. The Company currently is not aware of any such legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on the business, financial condition, or the results of operations of the Company.

## NOTE 3. Net Income per Share

Basic net income per common share is calculated as net income available to common shareholders divided by the weighted average common shares outstanding during the reporting period. Net income available to common shareholders is calculated as net income less accrued dividends and discount accretion related to preferred stock.

Diluted net income per common share is computed similarly to that of basic net income per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares, principally stock options and warrants, were issued during the reporting period utilizing the Treasury stock method. However, when a net loss rather than net income is recognized, diluted earnings per share equals basic earnings per share.

The following is a reconciliation of the calculation of basic and diluted income per share.

	For the three months ended March 31,	
(In thousands, except per share amounts)	2012	2011
Net income	\$905	\$ 220
Less: Preferred stock dividends and discount accretion	396	384
Income available to common shareholders	\$509	\$ (164 )
Weighted average common shares outstanding - Basic	7,460	7,219
Plus: Potential dilutive common stock equivalents	332	-
Weighted average common shares outstanding - Diluted	7,792	7,219
Net income per common share -		
Basic	\$0.07	\$ (0.02 )
Diluted	0.07	(0.02 )
Stock options and common stock excluded from the income per share computation as their effect would have been anti-dilutive	506	361

The "potential dilutive common stock equivalents" and the "stock options and common stock excluded from the income per share calculation as their effect would have been anti-dilutive" shown in the table above include the impact of 764,778 common stock warrants issued to the U.S. Department of Treasury under the Capital Purchase Program in December 2008, as applicable. These warrants were dilutive for the three months ended March 31, 2012 and 2011.

## NOTE 4. Income Taxes

The Company follows FASB ASC Topic 740, "Income Taxes," which prescribes a threshold for the financial statement recognition of income taxes and provides criteria for the measurement of tax positions taken or expected to be taken in a tax return. ASC 740 also includes guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition of income taxes.

For the quarter ended March 31, 2012, the Company reported income tax expense of \$459 thousand for an effective tax rate of 33.7 percent, compared to an income tax benefit of \$148 thousand for the prior year's quarter.

The Company did not recognize or accrue any interest or penalties related to income taxes during the three months ended March 31, 2012 and 2011. The Company does not have an accrual for uncertain tax positions as of March 31, 2012 or December 31, 2011, as deductions taken and benefits accrued are based on widely understood administrative practices and procedures and are based on clear and unambiguous tax law. Tax returns for all years 2008 and thereafter are subject to future examination by tax authorities.

## NOTE 5. Other Comprehensive Income

The following table shows the changes in other comprehensive income (loss) for the three months ended March 31, 2012 and 2011:

(In thousands)	For the three months ended March 31, 2012			For the three months ended March 31, 2011		
	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Net unrealized gains (losses) on securities:						
Balance, beginning of period			\$ 1,147			\$ 423
Unrealized holding gains (losses) on securities arising during the period	\$ (324 )	\$ (144 )	(180 )	\$ 446	\$ 171	275
Less: Reclassification adjustment for gains included in net income	224	75	149	125	42	83
Net unrealized gains (losses) on securities arising during the period	(548 )	(219 )	(329 )	321	129	192
Balance, end of period			\$ 818			\$ 615
Net unrealized gains (losses) on cash flow hedges:						
Balance, beginning of period			\$ (26 )			\$ (300 )
Unrealized holding gains on cash flow hedges arising during the period	\$ 43	\$ 17	26	\$ 139	\$ 55	84
Balance, end of period			\$ -			\$ (216 )
Total Accumulated Other Comprehensive Income			\$ 818			\$ 399



## NOTE 6. Fair Value

### Fair Value Measurement

The Company follows FASB ASC Topic 820, "Fair Value Measurement and Disclosures," which requires additional disclosures about the Company's assets and liabilities that are measured at fair value. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In determining fair value, the Company uses various methods including market, income and cost approaches. Based on these approaches, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Company utilizes techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in valuation techniques, the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed as follows:

#### Level 1 Inputs

- Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Generally, this includes debt and equity securities and derivative contracts that are traded in an active exchange market (i.e. New York Stock Exchange), as well as certain U.S. Treasury, U.S. Government and sponsored entity agency mortgage-backed securities that are highly liquid and are actively traded in over-the-counter markets.

#### Level 2 Inputs

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable, either directly or indirectly, for the term of the asset or liability (i.e., interest rates, yield curves, credit risks, prepayment speeds or volatilities) or "market corroborated inputs."
- Generally, this includes U.S. Government and sponsored entity mortgage-backed securities, corporate debt securities and derivative contracts.

#### Level 3 Inputs

- Prices or valuation techniques that require inputs that are both unobservable (i.e. supported by little or no market activity) and that are significant to the fair value of the assets or liabilities.
- These assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

### Fair Value on a Recurring Basis

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis:

#### Securities Available for Sale

The fair value of available for sale ("AFS") securities is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers (Level 1). If listed prices or quotes are not

available, fair value is based upon quoted market prices for similar or identical assets or other observable inputs (Level 2) or externally developed models that use unobservable inputs due to limited or no market activity of the instrument (Level 3).

As of March 31, 2012, the fair value of the Company's AFS securities portfolio was \$110.2 million. Approximately 54 percent of the portfolio was made up of residential mortgage-backed securities, which had a fair value of \$60.0 million at March 31, 2012. Approximately \$58.4 million of the residential mortgage-backed securities are guaranteed by the Government National Mortgage Association ("GNMA"), the Federal National Mortgage Association ("FNMA") or the Federal Home Loan Mortgage Corporation ("FHLMC"). The underlying loans for these securities are residential mortgages that are geographically dispersed throughout the United States. All AFS securities were classified as Level 2 assets at March 31, 2012. The valuation of AFS securities using Level 2 inputs was primarily determined using the market approach, which uses quoted prices for similar assets or liabilities in active markets and all other relevant information. It includes model pricing, defined as valuing securities based upon their relationship with other benchmark securities.

#### Interest Rate Swap Agreements

Based on the complex nature of interest rate swap agreements, the markets these instruments trade in are not as efficient and are less liquid than that of Level 1 markets. These markets do, however, have comparable, observable inputs in which an alternative pricing source values these assets or liabilities in order to arrive at a fair value. The fair values of any interest swaps are measured based on the difference between the yield on the existing swaps and the yield on current swaps in the market (i.e. The Yield Book); consequently, they are classified as Level 2 instruments.

There were no changes in the inputs or methodologies used to determine fair value during the period ended March 31, 2012, as compared to the periods ended December 31, 2011 and March 31, 2011. The tables below present the balances of assets and liabilities measured at fair value on a recurring basis as of March 31, 2012 and December 31, 2011.

(In thousands)	As of March 31, 2012			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets:</b>				
Securities available for sale:				
U.S. government sponsored entities	\$ -	\$ 4,282	\$ -	\$ 4,282
State and political subdivisions	-	17,072	-	17,072
Residential mortgage-backed securities	-	59,966	-	59,966
Commercial mortgage-backed securities	-	8,168	-	8,168
Corporate and other securities	-	20,693	-	20,693
Total securities available for sale	-	110,181	-	110,181

(In thousands)	As of December 31, 2011			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets:</b>				
Securities available for sale:				
U.S. government sponsored entities	\$ -	\$ 5,376	\$ -	\$ 5,376
State and political subdivisions	-	17,878	-	17,878
Residential mortgage-backed securities	-	57,924	-	57,924
Commercial mortgage-backed securities	-	210	-	210
Corporate and other securities	-	7,377	-	7,377
Total securities available for sale	-	88,765	-	88,765
<b>Financial Liabilities:</b>				
Interest rate swap agreements	\$ -	\$ 43	\$ -	\$ 43

### Fair Value on a Nonrecurring Basis

Certain assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following is a description of the valuation methodologies used for instruments measured at fair value on a nonrecurring basis:

#### Other Real Estate Owned ("OREO")

The fair value was determined using appraisals, which may be discounted based on management's review and changes in market conditions (Level 3 Inputs). All appraisals must be performed in accordance with the Uniform Standards of Professional Appraisal Practice ("USPAP"). Appraisals are certified to the Company and performed by appraisers on the Company's approved list of appraisers. Evaluations are completed by a person independent of Company management. The content of the appraisal depends on the complexity of the property. Appraisals are completed on a "retail value" and an "as is value".

The Company requires current real estate appraisals on all loans that become OREO or in-substance foreclosure, loans that are classified substandard, doubtful or loss, or loans that are over \$100,000 and nonperforming. Prior to each balance sheet date, the Company values impaired collateral-dependent loans and OREO based upon a third party appraisal, broker's price opinion, drive by appraisal, automated valuation model, updated market evaluation, or a combination of these methods. The amount is discounted for the decline in market real estate values (for original appraisals), for any known damage or repair costs, and for selling and closing costs. The amount of the discount is dependent upon the method used to determine the original value. The original appraisal is generally used when a loan is first determined to be impaired. When applying the discount, the Company takes into consideration when the appraisal was performed, the collateral's location, the type of collateral, any known damage to the property and the type of business. Subsequent to entering impaired status and the Company determining that there is a collateral shortfall, the Company will generally, depending on the type of collateral, order a third party appraisal, broker's price opinion, automated valuation model or updated market evaluation. Subsequent to receiving the third party results, the Company will discount the value 6-10% for selling and closing costs.

Partially charged-off loans are measured for impairment based upon an appraisal for collateral-dependant loans. When an updated appraisal is received for a nonperforming loan, the value on the appraisal is discounted in the manner discussed above. If there is a deficiency in the value after the Company applies these discounts, management applies a specific reserve and the loan remains in nonaccrual status. The receipt of an updated appraisal would not qualify as a reason to put a loan back into accruing status. The Company removes loans from nonaccrual status when the borrower makes six months of contractual payments and demonstrates the ability to service the debt going forward. Charge-offs are determined based upon the loss that management believes the Company will incur after evaluating collateral for impairment based upon the valuation methods described above and the ability of the borrower to pay any deficiency.

#### Impaired Collateral-Dependent Loans

The fair value of impaired collateral-dependent loans is derived in accordance with FASB ASC Topic 310, "Receivables." Fair value is determined based on the loan's observable market price or the fair value of the collateral. The valuation allowance for impaired loans is included in the allowance for loan losses in the consolidated balance sheets. At March 31, 2012, the valuation allowance for impaired loans was \$3.9 million, a decrease of \$568 thousand from \$4.4 million at December 31, 2011.

The following tables present the assets and liabilities carried on the balance sheet by caption and by level within the hierarchy (as described above) as of March 31, 2012 and December 31, 2011:

Fair value at March 31, 2012					Gains (losses) from fair value changes
					For the three months ended March
(In thousands)	Level 1	Level 2	Level 3	Total	31, 2012
<b>Financial Assets:</b>					
Other real estate owned ("OREO")	\$ -	\$ -	\$ 566	\$566	\$ (156 )
Impaired collateral-dependent loans	-	-	11,851	11,851	568

Fair value at March 31, 2011					Losses from fair value changes
					For the three months ended March
(In thousands)	Level 1	Level 2	Level 3	Total	31, 2011
<b>Financial Assets:</b>					
Other real estate owned ("OREO")	\$ -	\$ -	\$ 1,702	\$1,702	\$ (404 )
Impaired collateral-dependent loans	-	-	6,886	6,886	(320)

## Fair Value of Financial Instruments

FASB ASC Topic 825, "Financial Instruments," requires the disclosure of the estimated fair value of certain financial instruments, including those financial instruments for which the Company did not elect the fair value option. These estimated fair values as of March 31, 2012 and December 31, 2011 have been determined using available market information and appropriate valuation methodologies. Considerable judgment is required to interpret market data to develop estimates of fair value. The estimates presented are not necessarily indicative of amounts the Company could realize in a current market exchange. The use of alternative market assumptions and estimation methodologies could have had a material effect on these estimates of fair value. The methodology for estimating the fair value of financial assets and liabilities that are measured on a recurring or nonrecurring basis are discussed above. The following methods and assumptions were used to estimate the fair value of other financial instruments for which it is practicable to estimate that value:

### Cash and Cash Equivalents

For these short-term instruments, the carrying value is a reasonable estimate of fair value.

### Securities Held to Maturity

For securities held to maturity, the carrying value is a reasonable estimate of fair value, as it is not expected that the securities would settle at a price significantly less than the par value of the investment.

### SBA loans held for sale

The fair value of SBA loans held for sale is estimated by using a market approach that includes significant other observable inputs.

### Loans

The fair value of loans is estimated by discounting the future cash flows using current market rates that reflect the interest rate risk inherent in the loan, except for previously discussed impaired loans.

### Federal Home Loan Bank Stock

Federal Home Loan Bank stock is carried at cost. Carrying value approximates fair value based on the redemption provisions of the issues.

### SBA Servicing Assets

SBA servicing assets do not trade in an active, open market with readily observable prices. The Company estimates the fair value of SBA servicing assets using discounted cash flow models incorporating numerous assumptions from the perspective of a market participant including market discount rates and prepayment speeds.

### Deposit Liabilities

The fair value of demand deposits and savings accounts is the amount payable on demand at the reporting date (i.e. carrying value). The fair value of fixed-maturity certificates of deposit is estimated by discounting the future cash flows using current market rates.

### Borrowed Funds & Subordinated Debentures

The fair value of borrowings is estimated by discounting the projected future cash flows using current market rates.

### Accrued Interest

The carrying amounts of accrued interest approximate fair value.

### Standby Letters of Credit

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At March 31, 2012, the Bank had standby letters of credit outstanding of \$1.3 million, as compared to \$1.8 million at December 31, 2011. The fair value of these commitments is nominal.

The table below presents the carrying amount and estimated fair values of the Company's financial instruments not previously presented as of March 31, 2012 and December 31, 2011:

(In thousands)	Fair Value Level	March 31, 2012		December 31, 2011	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Financial assets:</b>					
Cash and cash equivalents	Level 1	\$ 71,817	\$ 71,817	\$ 82,574	\$ 82,574
Securities held to maturity	Level 2	17,880	18,934	18,771	19,879
SBA loans held for sale	Level 2	8,015	8,671	7,668	8,192
Loans, net of allowance for loan losses	Level 2	558,398	559,340	568,576	572,165
Federal Home Loan Bank stock	Level 2	4,088	4,088	4,088	4,088
SBA servicing assets	Level 3	396	396	418	418
Accrued interest receivable	Level 2	3,672	3,672	3,703	3,703
<b>Financial liabilities:</b>					
Deposits	Level 2	643,101	645,938	643,971	647,281
Borrowed funds and subordinated debentures	Level 2	90,465	101,764	90,465	102,533
Accrued interest payable	Level 2	498	498	523	523

## Note 7. Securities

This table provides the major components of securities available for sale (“AFS”) and held to maturity (“HTM”) at amortized cost and estimated fair value at March 31, 2012 and December 31, 2011:

(In thousands)	March 31, 2012				December 31, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>Securities</b>								
<b>Available for sale:</b>								
US Government sponsored entities	\$ 4,203	\$ 79	\$ -	\$ 4,282	\$ 5,274	\$ 102	\$ -	\$ 5,376
State and political subdivisions	16,574	559	(61 )	17,072	17,031	856	(9 )	17,878
Residential mortgage-backed securities	58,882	1,375	(291 )	59,966	56,546	1,655	(277 )	57,924
Commercial mortgage-backed securities	8,200	4	(36 )	8,168	208	2	-	210
Corporate and other securities	20,963	163	(433 )	20,693	7,799	5	(427 )	7,377
<b>Total securities available for sale</b>	<b>\$ 108,822</b>	<b>\$ 2,180</b>	<b>\$ (821 )</b>	<b>\$ 110,181</b>	<b>\$ 86,858</b>	<b>\$ 2,620</b>	<b>\$ (713 )</b>	<b>\$ 88,765</b>
<b>Securities Held to maturity:</b>								
State and political subdivisions	\$ 2,990	\$ 253	\$ -	\$ 3,243	\$ 2,992	\$ 192	\$ -	\$ 3,184
Residential mortgage-backed securities	12,200	360	(22 )	12,538	13,083	329	(31 )	13,381
Commercial mortgage-backed securities	2,690	463	-	3,153	2,696	618	-	3,314
<b>Total securities held to maturity</b>	<b>\$ 17,880</b>	<b>\$ 1,076</b>	<b>\$ (22 )</b>	<b>\$ 18,934</b>	<b>\$ 18,771</b>	<b>\$ 1,139</b>	<b>\$ (31 )</b>	<b>\$ 19,879</b>

This table provides the remaining contractual maturities and yields of securities within the investment portfolios. The carrying value of securities at March 31, 2012 is primarily distributed by contractual maturity. Mortgage-backed securities and other securities, which may have principal prepayment provisions, are distributed based on contractual maturity. Expected maturities will differ materially from contractual maturities as a result of early prepayments and calls. The total weighted average yield excludes equity securities.

	Within one year	After one year through five years	After five years through ten years	After ten years	Total carrying value
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(In thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Available for sale at fair value:										
US Government sponsored entities	\$ -	-	% \$ 1,865	1.47 %	\$ 1,511	2.15 %	\$ 906	3.68 %	\$ 4,282	2.18 %
State and political subdivisions	-	-	147	6.50	8,619	2.92	8,306	3.62	17,072	3.29
Residential mortgage-backed securities	72	3.87	209	3.53	1,436	4.52	58,249	2.92	59,966	2.96
Commercial mortgage-backed securities	-	-	-	-	-	-	8,168	2.75	8,168	2.75
Corporate and other securities	-	-	2,344	2.77	4,941	3.55	13,408	2.35	20,693	2.69
Total securities available for sale	\$ 72	3.87 %	\$ 4,565	2.39 %	\$ 16,507	3.18 %	\$ 89,037	2.89 %	\$ 110,181	2.91 %
Held to maturity at cost:										
State and political subdivisions	\$ -	-	% \$ -	-	% \$ -	-	% \$ 2,990	4.58 %	\$ 2,990	4.58 %
Residential mortgage-backed securities	-	-	728	4.57	1,497	4.92	9,975	3.00	12,200	3.33
Commercial mortgage-backed securities	-	-	-	-	-	-	2,690	5.40	2,690	5.40
Total securities held to maturity	\$ -	-	% \$ 728	4.57 %	\$ 1,497	4.92 %	\$ 15,655	3.72 %	\$ 17,880	3.85 %

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The fair value of securities with unrealized losses by length of time that the individual securities have been in a continuous unrealized loss position at March 31, 2012 and December 31, 2011 are as follows:

March 31, 2012							
		Less than 12 months		12 months and greater		Total	
(In thousands)	Total Number in a Loss Position	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Available for sale:							
State and political subdivisions	6	\$ 3,321	\$ (61 )	\$ -	\$ -	\$ 3,321	\$ (61 )
Residential mortgage-backed securities	13	16,732	(132 )	1,590	(159 )	18,322	(291 )
Commercial mortgage-backed securities	6	5,786	(36 )	-	-	5,786	(36 )
Corporate and other securities	9	9,421	(127 )	1,233	(306 )	10,654	(433 )
Total temporarily impaired investments	34	\$ 35,260	\$ (356 )	\$ 2,823	\$ (465 )	\$ 38,083	\$ (821 )
Held to maturity:							
Residential mortgage-backed securities	2	\$ 957	\$ (11 )	\$ 413	\$ (11 )	\$ 1,370	\$ (22 )
Total temporarily impaired investments	2	\$ 957	\$ (11 )	\$ 413	\$ (11 )	\$ 1,370	\$ (22 )

December 31, 2011							
		Less than 12 months		12 months and greater		Total	
(In thousands)	Total Number in a Loss Position	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Available for sale:							
State and political subdivisions	2	\$ 424	\$ (9 )	\$ -	\$ -	\$ 424	\$ (9 )
Residential mortgage-backed securities	6	4,512	(80 )	871	(197 )	5,383	(277 )
Corporate and other securities	8	5,038	(173 )	1,334	(254 )	6,372	(427 )
Total temporarily impaired securities available for sale	16	\$ 9,974	\$ (262 )	\$ 2,205	\$ (451 )	\$ 12,179	\$ (713 )

Held to maturity:							
Residential mortgage-backed securities	3	\$ 2,545	\$ (4 )	\$ 542	\$ (27 )	\$ 3,087	\$ (31 )
Total temporarily impaired securities held to maturity	3	\$ 2,545	\$ (4 )	\$ 542	\$ (27 )	\$ 3,087	\$ (31 )

#### Unrealized Losses

The unrealized losses in each of the categories presented in the tables above are discussed in the paragraphs that follow:

**State and political subdivision securities:** The unrealized losses on investments in this type of security were caused by the increase in interest rate spreads. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the par value of the investments. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be at maturity, the Company did not consider these investments to be other-than-temporarily impaired as of March 31, 2012 or December 31, 2011.

**Residential and commercial mortgage-backed securities:** The unrealized losses on investments in mortgage-backed securities were caused by increases in interest rate spreads or faster prepayment speeds. The majority of contractual cash flows of these securities are guaranteed by Fannie Mae, Ginnie Mae and the Federal Home Loan Mortgage Corporation. It is expected that the securities would not be settled at a price significantly less than the par value of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be at maturity, the Company did not consider these investments to be other-than-temporarily impaired as of March 31, 2012 or December 31, 2011.

**Corporate and other securities:** Included in this category are corporate debt securities, stock of other financial institutions, Community Reinvestment Act ("CRA") investments, asset-backed securities, and trust preferred securities. The unrealized losses on corporate debt securities were due to widening credit spreads and the unrealized losses on stock of other financial institutions and CRA investments were caused by decreases in the market prices of the shares. The Company evaluated the prospects of the issuers and forecasted a recovery period; therefore it did not consider these investments to be other-than-temporarily impaired as of March 31, 2012 or December 31, 2011. The unrealized losses on asset-backed securities were caused by increases in interest rate spreads. The majority of contractual cash flows of these securities are guaranteed by Sallie Mae as part of the Federal Family Education Loan ("FFEL") Program. It is expected that the securities would not be settled at a price significantly less than the par value of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be at maturity, the Company did not consider these investments to be other-than-temporarily impaired as of March 31, 2012 or December 31, 2011. The unrealized losses on trust preferred securities were caused by an inactive trading market and changes in market credit spreads. At March 31, 2012 and December 31, 2011, this category consisted of one single-issuer trust preferred security. The contractual terms do not allow the security to be settled at a price less than the par value. Because the Company does not intend to sell the security and it is not more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis, which may be at maturity, the Company did not consider this security to be other-than-temporarily impaired as of March 31, 2012 or December 31, 2011.



## Realized Gains and Losses and Other-Than-Temporary Impairment

Gross realized gains (losses) on securities for the three months ended March 31, 2012 and 2011 are detailed in the table below:

(In thousands)	For the three months ended March 31,	
	2012	2011
Available for sale:		
Realized gains	\$ 228	\$ 126
Realized losses	(4)	(1)
Net gains on sales of securities	\$ 224	\$ 125

The net realized gains are included in noninterest income in the Consolidated Statements of Operations as net security gains. For the three months ended March 31, 2012, there were gross realized gains of \$228 thousand and gross realized losses of \$4 thousand. The net realized gains during 2012 were a result of the following:

- The Company sold approximately \$2.6 million in book value of available for sale mortgage-backed and municipal securities, resulting in pre-tax gains of approximately \$228 thousand, partially offset by
- Losses of \$4 thousand on the partial call of approximately \$60 thousand in book value of one available for sale municipal security.

For the three months ended March 31, 2011, there were gross realized gains of \$126 thousand and gross realized losses of \$1 thousand. The net realized gains during 2011 were a result of the following:

- The Company sold approximately \$5.0 million in book value of available for sale mortgage-backed securities, resulting in pre-tax gains of approximately \$126 thousand, partially offset by
- Losses of \$1 thousand on the sale of approximately \$30 thousand in book value of two mortgage-backed securities.

## Pledged Securities

Securities with a carrying value of \$68.2 million and \$81.1 million at March 31, 2012 and December 31, 2011, respectively, were pledged to secure Government deposits, secure other borrowings and for other purposes required or permitted by law. Included in these figures was \$15.1 million and \$27.7 million pledged against Government deposits at March 31, 2012 and December 31, 2011, respectively.

## Note 8. Loans

The following table sets forth the classification of loans by class, including unearned fees, deferred costs and excluding the allowance for loan losses as of March 31, 2012 and December 31, 2011:

(In thousands)	March 31, 2012	December 31, 2011
SBA loans	\$70,266	\$71,843
SBA 504 loans	47,651	55,108
Commercial loans		
Commercial other	22,838	26,542
Commercial real estate	252,093	246,824
Commercial real estate construction	9,930	9,738
Residential mortgage loans		
Residential mortgages	122,079	123,843
Residential construction	2,169	2,205
Purchased mortgages	7,944	8,042
Consumer loans		
Home equity	45,705	46,935
Consumer other	2,077	1,512
Total	\$582,752	\$592,592

Loans are made to individuals as well as commercial entities. Specific loan terms vary as to interest rate, repayment, and collateral requirements based on the type of loan requested and the credit worthiness of the prospective borrower. Credit risk, excluding SBA loans, tends to be geographically concentrated in that a majority of the loan customers are located in the markets serviced by the Bank. As a preferred SBA lender, a portion of the SBA portfolio is to borrowers outside the Company's lending area. However, during late 2008, the Company withdrew from SBA lending outside of its primary trade area, but continues to offer SBA loan products as an additional credit product within its primary trade area. A description of the Company's different loan segments follows:

**SBA Loans:** SBA 7(a) loans, on which the SBA has historically provided guarantees of up to 90 percent of the principal balance, are considered a higher risk loan product for the Company than its other loan products. The Company's SBA loans are generally sold in the secondary market with the nonguaranteed portion held in the portfolio as a loan held for investment. SBA loans are for the purpose of providing working capital, financing the purchase of equipment, inventory or commercial real estate and for other business purposes. Loans are guaranteed by the businesses' major owners. SBA loans are made based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided.

**SBA 504 Loans:** The SBA 504 program consists of real estate backed commercial mortgages where the Company has the first mortgage and the SBA has the second mortgage on the property. SBA 504 loans are made based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided. Generally, the Company has a 50 percent loan to value ratio on SBA 504 program loans at origination. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to the real estate market such as geographic location and/or property type.

**Commercial Loans:** Commercial credit is extended primarily to middle market and small business customers. Commercial loans are generally made in the Company's market place for the purpose of providing working capital, financing the purchase of equipment, inventory or commercial real estate and for other business purposes. Loans will

generally be guaranteed in full or for a meaningful amount by the businesses' major owners. Commercial loans are made based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to the real estate market such as geographic location and/or property type.

**Residential Mortgage and Consumer Loans:** The Company originates mortgage and consumer loans including principally residential real estate and home equity lines and loans. Each loan type is evaluated on debt to income, type of collateral and loan to collateral value, credit history and Company relationship with the borrower.

Inherent in the lending function is credit risk, which is the possibility a borrower may not perform in accordance with the contractual terms of their loan. A borrower's inability to pay their obligations according to the contractual terms can create the risk of past due loans and, ultimately, credit losses, especially on collateral deficient loans. The Company minimizes its credit risk by loan diversification and adhering to credit administration policies and procedures. Due diligence on loans begins when we initiate contact regarding a loan with a borrower. Documentation, including a borrower's credit history, materials establishing the value and liquidity of potential collateral, the purpose of the loan, the source of funds for repayment of the loan, and other factors, are analyzed before a loan is submitted for approval. The loan portfolio is then subject to on-going internal reviews for credit quality, as well as independent credit reviews by an outside firm.

The Company's extension of credit is governed by the Credit Risk Policy which was established to control the quality of the Company's loans. These policies and procedures are reviewed and approved by the Board of Directors on a regular basis.

#### Credit Ratings:

For SBA 7(a), SBA 504 and commercial loans, management uses internally assigned risk ratings as the best indicator of credit quality. A loan's internal risk rating is updated at least annually and more frequently if circumstances warrant a change in risk rating. The Company uses a 1 through 10 loan grading system that follows regulatory accepted definitions.

**Pass:** Risk ratings of 1 through 6 are used for loans that are performing, as they meet, and are expected to continue to meet, all of the terms and conditions set forth in the original loan documentation, and are generally current on principal and interest payments. These performing loans are termed "Pass".

**Special Mention:** Criticized loans are assigned a risk rating of 7 and termed "Special Mention", as the borrowers exhibit potential credit weaknesses or downward trends deserving management's close attention. If not checked or corrected, these trends will weaken the Bank's collateral and position. While potentially weak, these borrowers are currently marginally acceptable and no loss of interest or principal is anticipated. As a result, special mention assets do not expose an institution to sufficient risk to warrant adverse classification. Included in "Special Mention" could be turnaround situations, such as borrowers with deteriorating trends beyond one year, borrowers in start up or deteriorating industries, or borrowers with a poor market share in an average industry. "Special Mention" loans may include an element of asset quality, financial flexibility, or below average management. Management and ownership may have limited depth or experience. Regulatory agencies have agreed on a consistent definition of "Special Mention" as an asset with potential weaknesses which, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. This definition is intended to ensure that the "Special Mention" category is not used to identify assets that have as their sole weakness credit data exceptions or collateral documentation exceptions that are not material to the repayment of the asset.

**Substandard:** Classified loans are assigned a risk rating of an 8 or 9, depending upon the prospect for collection, and deemed "Substandard". A risk rating of 8 is used for borrowers with well-defined weaknesses that jeopardize the orderly liquidation of debt. The loan is inadequately protected by the current sound worth and paying capacity of the obligor or by the collateral pledged, if any. Normal repayment from the borrower is in jeopardy, although no loss of

principal is envisioned. There is a distinct possibility that a partial loss of interest and/or principal will occur if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified "Substandard".



A risk rating of 9 is used for borrowers that have all the weaknesses inherent in a loan with a risk rating of 8, with the added characteristic that the weaknesses make collection of debt in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Serious problems exist to the point where partial loss of principal is likely. The possibility of loss is extremely high, but because of certain important, reasonably specific pending factors that may work to strengthen the assets, the loans' classification as estimated losses is deferred until a more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures; capital injection; perfecting liens on additional collateral; and refinancing plans. Partial charge-offs are likely.

Loss: Once a borrower is deemed incapable of repayment of unsecured debt, the risk rating becomes a 10, the loan is termed a "Loss", and charged-off immediately. Loans to such borrowers are considered uncollectible and of such little value that continuance as active assets of the Bank is not warranted. 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 these basically worthless assets even though partial recovery may be affected in the future.

For residential mortgage and consumer loans, management uses performing versus nonperforming as the best indicator of credit quality. Nonperforming loans consist of loans that are not accruing interest (nonaccrual loans) as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt. These credit quality indicators are updated on an ongoing basis, as a loan is placed on nonaccrual status as soon as management believes there is sufficient doubt as to the ultimate ability to collect interest on a loan.

The tables below detail the Company's loan portfolio by class according to their credit quality indicators discussed in the paragraphs above as of March 31, 2012:

March 31, 2012				
SBA, SBA 504 & Commercial Loans - Internal Risk Ratings				
(In thousands)	Pass	Special Mention	Substandard	Total
SBA loans	\$50,511	\$10,706	\$9,049	\$70,266
SBA 504 loans	34,613	4,098	8,940	47,651
Commercial loans				
Commercial other	17,297	788	4,753	22,838
Commercial real estate	195,503	45,891	10,699	252,093
Commercial real estate construction	8,648	882	400	9,930
Total commercial loans	221,448	47,561	15,852	284,861
Total SBA, SBA 504 and Commercial loans	\$306,572	\$62,365	\$33,841	\$402,778

March 31, 2012			
Residential Mortgage & Consumer Loans - Performing/Nonperforming			
(In thousands)	Performing	Nonperforming	Total
Residential mortgage loans			
Residential mortgages	\$120,193	\$1,886	\$122,079
Residential construction	-	2,169	2,169
Purchased residential mortgages	5,992	1,952	7,944
Total residential mortgage loans	126,185	6,007	132,192
Consumer loans			

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Home equity	45,369	336	45,705
Consumer other	2,064	13	2,077
Total consumer loans	\$47,433	\$ 349	\$47,782
Total loans			\$582,752

The tables below detail the Company's loan portfolio by class according to their credit quality indicators discussed in the paragraphs above as of December 31, 2011:

December 31, 2011				
SBA, SBA 504 & Commercial Loans - Internal Risk Ratings				
(In thousands)	Pass	Special Mention	Substandard	Total
SBA loans	\$ 49,568	\$ 8,900	\$ 13,375	\$ 71,843
SBA 504 loans	39,566	5,543	9,999	55,108
Commercial loans				
Commercial other	20,921	1,160	4,461	26,542
Commercial real estate	187,680	49,231	9,913	246,824
Commercial real estate construction	8,255	883	600	9,738
Total commercial loans	216,856	51,274	14,974	283,104
Total SBA, SBA 504 and commercial loans	\$ 305,990	\$ 65,717	\$ 38,348	\$ 410,055

December 31, 2011			
Residential Mortgage & Consumer Loans - Performing/Nonperforming			
(In thousands)	Performing	Nonperforming	Total
Residential mortgage loans			
Residential mortgages	\$122,012	\$ 1,831	\$123,843
Residential construction	36	2,169	2,205
Purchased residential mortgages	6,005	2,037	8,042
Total residential mortgage loans	128,053	6,037	134,090
Consumer loans			
Home equity	46,676	259	46,935
Consumer other	1,503	9	1,512
Total consumer loans	\$48,179	\$ 268	\$48,447
Total loans			\$592,592

## Nonperforming and Past Due Loans:

Nonperforming loans consist of loans that are not accruing interest (nonaccrual loans) as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt. When a loan is classified as nonaccrual, interest accruals discontinue and all past due interest previously recognized as income is reversed and charged against current period income. Generally, until the loan becomes current, any payments received from the borrower are applied to outstanding principal, until such time as management determines that the financial condition of the borrower and other factors merit recognition of a portion of such payments as interest income. Loans past due 90 days or more and still accruing interest are not included in nonperforming loans and generally represent loans that are well collateralized and in a continuing process expected to result in repayment or restoration to current status.

The risk of loss is difficult to quantify and is subject to fluctuations in collateral values, general economic conditions and other factors. The current state of the economy and the downturn in the real estate market have resulted in increased loan delinquencies and defaults. In some cases, these factors have also resulted in significant impairment to the value of loan collateral. The Company values its collateral through the use of appraisals, broker price opinions, and knowledge of its local market. In response to the credit risk in its portfolio, the Company has increased staffing in its credit monitoring department and increased efforts in the collection and analysis of borrowers' financial statements and tax returns.

The following tables set forth an aging analysis of past due and nonaccrual loans by loan class as of March 31, 2012 and December 31, 2011:

(In thousands)	March 31, 2012						
	30-59 Days Past Due	60-89 Days Past Due	90+ Days and Still Accruing	Nonaccrual (1)	Total Past Due	Current	Total Loans
SBA loans	\$ 4,713	\$ 841	\$ 355	\$ 4,132	\$ 10,041	\$ 60,225	\$ 70,266
SBA 504 loans	1,786	1,320	-	2,715	5,821	41,830	47,651
Commercial loans							
Commercial other	183	2	3	1,159	1,347	21,491	22,838
Commercial real estate	5,688	2,017	923	7,444	16,072	236,021	252,093
Commercial real estate construction	-	-	-	400	400	9,530	9,930
Residential mortgage loans							
Residential mortgages	3,868	-	1,884	1,886	7,638	114,441	122,079
Residential construction	-	-	-	2,169	2,169	-	2,169
Purchased residential mortgages	146	-	-	1,952	2,098	5,846	7,944
Consumer loans							

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Home equity	697	125	-	336	1,158	44,547	45,705
Consumer other	1	3	-	13	17	2,060	2,077
Total loans	\$ 17,082	\$ 4,308	\$ 3,165	\$ 22,206	\$ 46,761	\$ 535,991	\$ 582,752

(1) At March 31, 2012, nonaccrual loans included \$2.3 million of troubled debt restructurings ("TDRs") and \$555 thousand of loans guaranteed by the SBA. The remaining \$21.0 million of TDRs are in accrual status because they are performing in accordance with their restructured terms.

December 31, 2011							
(In thousands)	30-59 Days Past Due	60-89 Days Past Due	90+ Days and Still Accruing	Nonaccrual (1)	Total Past Due	Current	Total Loans
SBA loans	\$ 881	\$ 225	\$ 246	\$ 5,859	\$ 7,211	\$ 64,632	\$ 71,843
SBA 504 loans	2,006	-	-	2,086	4,092	51,016	55,108
Commercial loans							
Commercial other	1,158	-	192	815	2,165	24,377	26,542
Commercial real estate	2,493	3,119	949	7,104	13,665	233,159	246,824
Commercial real estate construction	-	-	-	600	600	9,138	9,738
Residential mortgage loans							
Residential mortgages	3,519	1,310	-	1,831	6,660	117,183	123,843
Residential construction	-	-	36	2,169	2,205	-	2,205
Purchased residential mortgages	149	-	-	2,037	2,186	5,856	8,042
Consumer loans							
Home equity	338	199	988	259	1,784	45,151	46,935
Consumer other	1	3	-	9	13	1,499	1,512
Total loans	\$ 10,545	\$ 4,856	\$ 2,411	\$ 22,769	\$ 40,581	\$ 552,011	\$ 592,592

(1) At December 31, 2011, nonaccrual loans included \$3.6 million of TDRs and \$939 thousand of loans guaranteed by the SBA. The remaining \$17.4 million of TDRs are in accrual status because they are performing in accordance with their restructured terms.

## Impaired Loans:

The Company has defined impaired loans to be all nonperforming loans and troubled debt restructurings. Management considers a loan impaired when, based on current information and events, it is determined that the company will not be able to collect all amounts due according to the loan contract. Impairment is evaluated in total for smaller-balance loans of a similar nature, (consumer and residential mortgage loans), and on an individual basis for other loans.

The following tables provide detail on the Company's impaired loans with the associated allowance amount, if applicable, as of March 31, 2012 and December 31, 2011:

	March 31, 2012		
	Outstanding Principal Balance	Specific Reserves	Net Exposure (balance less specific reserves)
(In thousands)			
With no related allowance:			
SBA loans (1)	\$ 1,880	\$ -	\$ 1,880
SBA 504 loans	7,073	-	7,073
Commercial loans			
Commercial other	4,269	-	4,269
Commercial real estate	6,925	-	6,925
Commercial real estate construction	400	-	400
Total commercial loans	11,594	-	11,594
Total impaired loans with no related allowance	\$ 20,547	\$ -	\$ 20,547
With an allowance:			
SBA loans(1)	\$ 3,036	\$ 975	\$ 2,061
Commercial loans			
Commercial other	115	115	-
Commercial real estate	12,581	2,791	9,790
Total commercial loans	12,696	2,906	9,790
Total impaired loans with a related allowance	\$ 15,732	\$ 3,881	\$ 11,851
Total individually evaluated impaired loans:			
SBA loans (1)	\$ 4,916	\$ 975	\$ 3,941
SBA 504 loans	7,073	-	7,073
Commercial loans			
Commercial other	4,384	115	4,269
Commercial real estate	19,506	2,791	16,715
Commercial real estate construction	400	-	400
Total commercial loans	24,290	2,906	21,384
Total individually evaluated impaired loans	\$ 36,279	\$ 3,881	\$ 32,398
Homogeneous collectively evaluated impaired loans:			
Residential mortgage loans			
Residential mortgages	\$ 1,886	\$ -	\$ 1,886
Residential construction	2,169		2,169

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Purchased mortgages	1,952	-	1,952
Total residential mortgage loans	6,007	-	6,007
Consumer loans			
Home equity	336	-	336
Consumer other	13	-	13
Total consumer loans	349	-	349
Total homogeneous collectively evaluated impaired loans	\$ 6,356	\$ -	\$ 6,356
Total impaired loans	\$ 42,635	\$ 3,881	\$ 38,754

(1) Balances are reduced by amount guaranteed by the Small Business Administration of \$555 thousand at March 31, 2012.

	December 31, 2011		
(In thousands)	Outstanding Principal Balance	Specific Reserves	Net Exposure (balance less specific reserves)
With no related allowance:			
SBA loans (1)	\$ 1,553	\$ -	\$ 1,553
SBA 504 loans	5,331	-	5,331
Commercial loans			
Commercial other	1,725	-	1,725
Commercial real estate	6,197	-	6,197
Total commercial loans	7,922	-	7,922
Total impaired loans with no related allowance	\$ 14,806	\$ -	\$ 14,806
With an allowance:			
SBA loans(1)	\$ 4,763	\$ 1,694	\$ 3,069
SBA 504 loans	1,127	1	1,126
Commercial loans			
Commercial other	75	75	-
Commercial real estate	11,589	2,530	9,059
Commercial real estate construction	600	149	451
Total commercial loans	12,264	2,754	9,510
Total impaired loans with a related allowance	\$ 18,154	\$ 4,449	\$ 13,705
Total individually evaluated impaired loans:			
SBA loans (1)	\$ 6,316	\$ 1,694	\$ 4,622
SBA 504 loans	6,458	1	6,457
Commercial loans			
Commercial other	1,800	75	1,725
Commercial real estate	17,786	2,530	15,256
Commercial real estate construction	600	149	451
Total commercial loans	20,186	2,754	17,432
Total individually evaluated impaired loans	\$ 32,960	\$ 4,449	\$ 28,511
Homogeneous collectively evaluated impaired loans:			
Residential mortgage loans			
Residential mortgages	\$ 1,831	\$ -	\$ 1,831
Residential construction	2,169	-	2,169
Purchased mortgages	2,037	-	2,037
Total residential mortgage loans	6,037	-	6,037
Consumer loans			
Home equity	259	-	259
Consumer Other	9	-	9
Total consumer loans	268	-	268
Total homogeneous collectively evaluated for impaired loans	\$ 6,305	\$ -	\$ 6,305
Total impaired loans	\$ 39,265	\$ 4,449	\$ 34,816

(1) Balances are reduced by amount guaranteed by the SBA of \$939 thousand at December 31, 2011.



The following table presents the average recorded investments in impaired loans and the related amount of interest recognized during the time period in which the loans were impaired for the three months ended March 31, 2012 and 2011. The average balances are calculated based on the month-end balances of impaired loans. When the ultimate collectability of the total principal of an impaired loan is in doubt and the loan is on nonaccrual status, all payments are applied to principal under the cost recovery method, therefore no interest income is recognized. Any interest income recognized on a cash basis during the three months ended March 31, 2012 and 2011 was immaterial. The interest recognized on impaired loans noted below represents accruing troubled debt restructurings only.

	For the three months ended			
	March 31, 2012		March 31, 2011	
(In thousands)	Average Recorded Investment	Interest Income Recognized on Impaired Loans	Average Recorded Investment	Interest Income Recognized on Impaired Loans
SBA loans (1)	\$5,754	\$ 56	\$6,783	\$ 43
SBA 504 loans	6,463	70	10,255	92
Commercial loans				
Commercial other	2,769	21	509	-
Commercial real estate	18,360	130	10,731	57
Commercial real estate construction	533	-	1,051	-
Residential mortgage loans				
Residential mortgages	1,650	-	2,217	-
Residential construction	2,169	-	-	-
Purchased mortgages	2,006	-	2,143	-
Consumer loans				
Home equity	285	-	228	-
Consumer other	11	-	-	-
Total	\$40,000	\$ 277	\$33,917	\$ 192

(1) Balances are reduced by the average amount guaranteed by the Small Business Administration of \$639 thousand and \$2.9 million for the three months ended March 31, 2012 and 2011, respectively.

### Troubled Debt Restructurings:

The Company's loan portfolio also includes certain loans that have been modified in a troubled debt restructuring ("TDR"). TDRs occur when a creditor, for economic or legal reasons related to a debtor's financial condition, grants a concession to the debtor that it would not otherwise consider, unless it results in a delay in payment that is insignificant. These concessions typically include reductions in interest rate, extending the maturity of a loan, or a combination of both. When the Company modifies a loan, management evaluates for any possible impairment using either the discounted cash flows method, where the value of the modified loan is based on the present value of expected cash flows, discounted at the contractual interest rate of the original loan agreement, or by using the fair value of the collateral less selling costs. If management determines that the value of the modified loan is less than the recorded investment in the loan, impairment is recognized by segment or class of loan, as applicable, through an allowance estimate or charge-off to the allowance. This process is used, regardless of loan type, as well as for loans modified as TDRs that subsequently default on their modified terms. Effective September 30, 2011, the Company adopted the amendments in Accounting Standards Update ("ASU") No. 2011-02, Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring, and did not identify any additional TDRs as a result of this adoption.

TDRs of \$23.3 million are included in the impaired loan numbers listed above, of which \$2.3 million are in nonaccrual status. The remaining TDRs are in accrual status since they continue to perform in accordance with their restructured terms. There are no commitments to lend additional funds on these loans.

The following table details loans modified during the three months ended March 31, 2012, including the number of modifications, the recorded investment at the time of the modification and the quarter-to-date impact to interest income as a result of the modification. There were no loans modified as TDRs within the previous 12 months where a concession was made and the loan subsequently defaulted at some point during the three months ended March 31, 2012. In this case, subsequent default is defined as being transferred to nonaccrual status.

	For the three months ended March 31, 2012		
	Number of Contracts	Recorded Investment at Time of Modification	Impact of Interest Rate Change on Income
(In thousands, except number of contracts)			
Commercial loans			
Commercial other	3	\$ 1,291	\$-
Commercial real estate	3	1,856	-
Total	6	\$ 3,147	\$-

During the three months ended March 31, 2012, TDRs consisted of interest only periods; there was no principal forgiveness. The following table shows the types of modifications done during the three months ended March 31, 2012, with the respective loan balances as of March 31, 2012:

	March 31, 2012		
	Commercial other	Commercial real estate	Total
(In thousands)			
Type of Modification:			
Interest only	\$ 1,291	\$ 1,856	\$ 3,147
Total TDRs	\$ 1,291	\$ 1,856	\$ 3,147



## Note 9. Allowance for Loan Losses & Unfunded Loan Commitments

### Allowance for Loan Losses:

The Company has an established methodology to determine the adequacy of the allowance for loan losses that assesses the risks and losses inherent in the loan portfolio. At a minimum, the adequacy of the allowance for loan losses is reviewed by management on a quarterly basis. For purposes of determining the allowance for loan losses, the Company has segmented the loans in its portfolio by loan type. Loans are segmented into the following pools: SBA 7(a), SBA 504, Commercial, Residential Mortgages, and Consumer loans. Certain portfolio segments are further broken down into classes based on the associated risks within those segments and the type of collateral underlying each loan. Commercial loans are divided into the following three classes: Real Estate, Real Estate Construction and Other. Residential Mortgage loans are divided into the following two classes: Residential Mortgages and Purchased Mortgages. Consumer loans are divided into two classes as follows: Home Equity and Other.

The standardized methodology used to assess the adequacy of the allowance includes the allocation of specific and general reserves. The same standard methodology is used, regardless of loan type. Specific reserves are made to individual impaired loans and troubled debt restructurings (see Note 1 for additional information on this term). The general reserve is set based upon a representative average historical net charge-off rate adjusted for the following environmental factors: delinquency and impairment trends, charge-off and recovery trends, restructured loans, volume and loan term trends, risk and underwriting policy trends, staffing and experience changes, national and local economic trends, industry conditions and credit concentration changes. Beginning in the third quarter of 2009, when calculating the five-year historical net charge-off rate, the Company weights the past three years more heavily due to the higher amount of charge-offs experienced during those years. All of the environmental factors are ranked and assigned a basis points value based on the following scale: low, low moderate, moderate, high moderate, and high risk. Each environmental factor is evaluated separately for each class of loans and risk weighted based on its individual characteristics.

- For SBA 7(a), SBA 504 and commercial loans, the estimate of loss based on pools of loans with similar characteristics is made through the use of a standardized loan grading system that is applied on an individual loan level and updated on a continuous basis. The loan grading system incorporates reviews of the financial performance of the borrower, including cash flow, debt-service coverage ratio, earnings power, debt level and equity position, in conjunction with an assessment of the borrower's industry and future prospects. It also incorporates analysis of the type of collateral and the relative loan to value ratio.
- For residential mortgage and consumer loans, the estimate of loss is based on pools of loans with similar characteristics. Factors such as credit score, delinquency status and type of collateral are evaluated. Factors are updated frequently to capture the recent behavioral characteristics of the subject portfolios, as well as any changes in loss mitigation or credit origination strategies, and adjustments to the reserve factors are made as needed.

According to the Company's policy, a loss ("charge-off") is to be recognized and charged to the allowance for loan losses as soon as a loan is recognized as uncollectable. All credits which are 90 days past due must be analyzed for the Company's ability to collect on the credit. Once a loss is known to exist, the charge-off approval process is immediately expedited. This charge-off policy is followed for all loan types.

The allocated allowance is the total of identified specific and general reserves by loan category. The allocation is not necessarily indicative of the categories in which future losses may occur. The total allowance is available to absorb losses from any segment of the portfolio.

The following tables detail the activity in the allowance for loan losses by portfolio segment for the three months ended March 31, 2012 and 2011.

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For the three months ended March 31, 2012							
(In thousands)	SBA	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$4,088	\$1,423	\$8,129	\$1,703	\$536	\$469	\$16,348
Charge-offs	(615 )	(227 )	(346 )	(113 )	-	-	(1,301 )
Recoveries	53	28	11	-	-	-	92
Net charge-offs	(562 )	(199 )	(335 )	(113 )	-	-	(1,209 )
Provision for loan losses charged to expense	113	61	567	180	(9 )	288	1,200
Ending balance	\$3,639	\$1,285	\$8,361	\$1,770	\$527	\$757	\$16,339

For the three months ended March 31, 2011							
(In thousands)	SBA	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Allowance for loan losses:							
Beginning balance	\$4,198	\$1,551	\$6,011	\$1,679	\$586	\$339	\$14,364
Charge-offs	(711 )	(300 )	(548 )	(142 )	-	-	(1,701 )
Recoveries	8	-	98	4	2	-	112
Net charge-offs	(703 )	(300 )	(450 )	(138 )	2	-	(1,589 )
Provision for loan losses charged to expense	759	371	1,224	258	(61 )	(51 )	2,500
Ending balance	\$4,254	\$1,622	\$6,785	\$1,799	\$527	\$288	\$15,275

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The following table presents loans and their related allowance for loan losses, by portfolio segment, as of March 31, 2012:

March 31, 2012							
(In thousands)	SBA	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Allowance for Loan Losses ending balance:							
Individually evaluated for impairment	\$975	\$-	\$ 2,906	\$-	\$-	\$-	\$3,881
Collectively evaluated for impairment	2,664	1,285	5,455	1,770	527	757	12,458
<b>Total</b>	<b>\$ 3,639</b>	<b>\$ 1,285</b>	<b>\$ 8,361</b>	<b>\$ 1,770</b>	<b>\$ 527</b>	<b>\$ 757</b>	<b>\$ 16,339</b>
Loan ending balances:							
Individually evaluated for impairment	\$4,916	\$7,073	\$ 24,290	\$-	\$ -	\$-	\$36,279
Collectively evaluated for impairment	65,350	40,578	260,571	132,192	47,782	-	546,473
<b>Total</b>	<b>\$ 70,266</b>	<b>\$ 47,651</b>	<b>\$ 284,861</b>	<b>\$ 132,192</b>	<b>\$ 47,782</b>	<b>\$-</b>	<b>\$ 582,752</b>

The following table presents loans and their related allowance for loan losses, by portfolio segment, as of December 31, 2011:

December 31, 2011							
(In thousands)	SBA	SBA 504	Commercial	Residential	Consumer	Unallocated	Total
Allowance for Loan Losses ending balance:							
Individually evaluated for impairment	\$1,694	\$1	\$2,754	\$-	\$-	\$-	\$4,449
Collectively evaluated for impairment	2,394	1,422	5,375	1,703	536	469	11,899
<b>Total</b>	<b>\$ 4,088</b>	<b>\$ 1,423</b>	<b>\$ 8,129</b>	<b>\$ 1,703</b>	<b>\$ 536</b>	<b>\$ 469</b>	<b>\$ 16,348</b>
Loan ending balances:							
Individually evaluated for impairment	\$6,316	\$ 6,458	\$ 20,186	\$-	\$ -	\$-	\$32,960
Collectively evaluated for impairment	65,527	48,650	262,918	134,090	48,447	-	559,632
<b>Total</b>	<b>\$ 71,843</b>	<b>\$ 55,108</b>	<b>\$ 283,104</b>	<b>\$ 134,090</b>	<b>\$ 48,447</b>	<b>\$-</b>	<b>\$ 592,592</b>

Changes in Methodology:

The Company did not make any changes to its allowance for loan losses methodology in the current period.

Unfunded Loan Commitments:

In addition to the allowance for loan losses, the Company maintains an allowance for unfunded loan commitments that is maintained at a level that management believes is adequate to absorb estimated probable losses. Adjustments to the allowance are made through other expense and applied to the allowance which is maintained in other liabilities. At March 31, 2012, a \$93 thousand commitment reserve was reported on the balance sheet as an “other liability”, compared to a \$79 thousand commitment reserve at December 31, 2011.

Note 10. New Accounting Pronouncements

ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. In December 2011, the FASB issued ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. This ASU will require companies to disclose gross 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 scope will include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The amendments are effective for interim and annual periods beginning on or after January 1, 2012. The amendment is not expected to impact the Company's financial condition, results of operations or cash flows.

ASU No. 2011-08, Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment. In September 2011, the FAS issued ASU No. 2011-08, Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment. This ASU allows companies to use a qualitative approach to test goodwill for impairment. An entity is permitted to first assess qualitative factors to determine whether it is more likely than not that 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 Topic 350. The more likely than not threshold is defined as having a likelihood of more than 50 percent. The amendments are effective for interim and annual goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The amendment is not expected to impact the Company's financial condition, results of operations or cash flows.

ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May 2011, the FASB issued ASU No. 2011-04, with the intent of converging U.S. GAAP and International Financial Reporting Standards ("IFRS") requirements for measurement of and disclosures about fair value. Key provisions of the amendment include: a prohibition on grouping financial instruments for purposes of determining fair value, except when an entity manages market and credit risks on the basis of the entity's net exposure to the group; an extension of the prohibition against the use of a blockage factor to all fair value measurements (that prohibition currently applies only to financial instruments with quoted prices in active markets); and a requirement that for recurring Level 3 fair value measurements, entities disclose quantitative information about unobservable inputs, a description of the valuation process used and qualitative details about the sensitivity of the measurements. In addition, for items not carried at fair value but for which fair value is disclosed, entities are required to disclose the level within the fair value hierarchy that applies to the fair value measurement disclosed. The Company adopted this amendment effective March 31, 2012 with no impact to the Company's fair value measurements, financial condition, results of operations or cash flows.

ASU No. 2011-03, Transfers and Servicing (Topic 860): Reconsideration of Effective Control for Repurchase Agreements. In April 2011, the FASB issued ASU No. 2011-03, which amends the sale accounting requirement concerning a transferor's ability to repurchase transferred financial assets even in the event of default by the transferee, which typically is facilitated in a repurchase agreement by the presence of a collateral maintenance provision. Specifically, the level of cash collateral received by a transferor is longer relevant in determining whether a repurchase agreement constitutes a sale. As a result of this amendment, more repurchase agreements are treated as secured financings rather than sales. The Company adopted this amendment effective March 31, 2012, however, since all repurchase agreements entered into by the Company are deemed secured financing transactions, this amendment did not impact the Company's financial condition, results of operations or cash flows.





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

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the 2011 consolidated audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011. When necessary, reclassifications have been made to prior period data throughout the following discussion and analysis for purposes of comparability. This Quarterly Report on Form 10-Q contains certain “forward looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, which may be identified by the use of such words as “believe”, “expect”, “anticipate”, “should”, “planned”, “estimated” “potential”. Examples of forward looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of Unity Bancorp, Inc. that are subject to various factors which could cause actual results to differ materially from these estimates. These factors include, in addition to those items contained in the Company’s Annual Report on Form 10-K under Item IA-Risk Factors, as updated by our subsequent Quarterly Reports on Form 10-Q, the following: changes in general, economic, and market conditions, legislative and regulatory conditions, or the development of an interest rate environment that adversely affects Unity Bancorp, Inc.’s interest-rate spread or other income anticipated from operations and investments.

### Overview

Unity Bancorp, Inc. (the “Parent Company”) is incorporated in New Jersey and is registered as a bank holding company under the Bank Holding Company Act of 1956, as amended. Its wholly-owned subsidiary, Unity Bank (the “Bank” or, when consolidated with the Parent Company, the “Company”) was granted a charter by the New Jersey Department of Banking and Insurance and commenced operations on September 13, 1991. The Bank provides a full range of commercial and retail banking services through 15 branch offices located in Hunterdon, Somerset, Middlesex, Union and Warren counties in New Jersey, and Northampton County in Pennsylvania. These services include the acceptance of demand, savings, and time deposits and the extension of consumer, real estate, Small Business Administration and other commercial credits. Unity Investment Services, Inc., a wholly-owned subsidiary of the Bank, is used to hold part of the Bank’s investment portfolio.

Unity (NJ) Statutory Trust II is a statutory business trust and wholly owned subsidiary of Unity Bancorp, Inc. On July 24, 2006, the Trust issued \$10.0 million of trust preferred securities to investors. Unity (NJ) Statutory Trust III is a statutory business trust and wholly owned subsidiary of Unity Bancorp, Inc. On December 19, 2006, the Trust issued \$5.0 million of trust preferred securities to investors. These floating rate securities are treated as subordinated debentures on the Company’s financial statements. However, they qualify as Tier I Capital for regulatory capital compliance purposes, subject to certain limitations. The Company does not consolidate the accounts and related activity of any of its business trust subsidiaries.

### Earnings Summary

Net income available to common shareholders totaled \$509 thousand, or \$0.07 per diluted share for the quarter ended March 31, 2012, compared to a net loss attributable to common shareholders of \$164 thousand, or \$0.02 per diluted share for the same period a year ago. The continued improvement in our operating results is the result of our strategic initiatives, including a reduction in the portfolio of loans outside our footprint, expansion of our in-market business relationships and further reduction of our cost of funds. Net interest income has been impacted by the sustained low interest rate environment, which the Federal Open Market Committee (“FOMC”) forecasts will continue into 2014. This rate environment has resulted in a tighter net interest margin as our earning assets continue to re-price at lower rates. Partially offsetting these declines are lower funding costs. However, as the Bank has been steadily reducing rates on its deposit products, the reduction in yield on earning assets is anticipated to exceed the benefits of further declines in the cost of funds.

The Company's accomplishments during the first quarter of 2012 include the following:

- Noninterest income increased 36.7 percent over the same period in the prior year, due to increased gains on mortgage and SBA loan sales,
- Core deposits, which exclude time deposits, increased \$8.6 million during the quarter, improving our deposit mix,
- Shareholders' equity increased \$444 thousand from year-end 2011, primarily due to the increase in net income,
- Nonperforming assets decreased \$2.0 million during the quarter, and
- The Company remains well-capitalized.

The Company's quarterly performance ratios may be found in the table below.

	For the three months ended March 31,			
	2012		2011	
Net income (loss) per common share - Basic (1)	\$	0.07	\$	(0.02)
Net income (loss) per common share - Diluted (1)	\$	0.07	\$	(0.02)
Return on average assets		0.45	%	0.11
Return (loss) on average common equity (2)		3.81	%	(1.31)
Efficiency ratio		71.80	%	71.56

(1) Defined as net income adjusted for dividends accrued and accretion of discount on perpetual preferred stock divided by weighted average shares outstanding.

(2) Defined as net income adjusted for dividends accrued and accretion of discount on perpetual preferred stock divided by average shareholders' equity (excluding preferred stock).

## Net Interest Income

The primary source of income for the Company is net interest income, the difference between the interest earned on earning assets such as investments and loans, and the interest paid on deposits and borrowings. Factors that impact the Company's net interest income include the interest rate environment, the volume and mix of interest-earning assets and interest-bearing liabilities, and the competitive nature of the Company's marketplace.

Our net interest income has been adversely impacted by the sustained low interest rate environment, which the Federal Open Market Committee ("FOMC") forecasts will continue into 2014. This rate environment has resulted in a tighter net interest margin as our earning assets continue to re-price at lower rates. Partially offsetting these declines are lower funding costs, however the reduction in yield on earning assets is anticipated to exceed the benefits of further declines in the cost of funds.

During the three months ended March 31, 2012, tax-equivalent interest income decreased \$1.2 million or 11.4 percent to \$9.1 million when compared to the same period in the prior year. This decrease was driven by the lower average yield on earning assets and a shift in the mix of earning assets as average loans decreased and Federal funds sold and interest-bearing deposits increased:

- Of the \$1.2 million decrease in interest income on a tax-equivalent basis, \$777 thousand was attributed to reduced yields on average interest-earning assets and \$392 thousand was attributable to the decrease in volume of average interest-earning assets.
- The average volume of interest-earning assets decreased \$697 thousand to \$777.4 million for the first quarter of 2012 compared to \$778.1 million for the same period in 2011. This was due primarily to a \$27.9 million decrease in average loans, a \$4.1 million decrease in average investment securities, and a \$118 thousand decrease in Federal Home Loan Bank stock, partially offset by a \$31.4 million increase in Federal funds sold and interest-bearing deposits.
- The yield on interest-earning assets decreased 63 basis points to 4.71 percent for the three months ended March 31, 2012 when compared to the same period in 2011, due to continued re-pricing in a lower overall interest rate environment. Yields on most earning assets, particularly those with variable rates, fell due to these lower market rates.

Total interest expense was \$2.3 million for the three months ended March 31, 2012, a decrease of \$517 thousand or 18.7 percent compared to the same period in 2011. This decrease was driven by the lower overall interest rate environment combined with the shift in deposit mix away from higher priced products and a decrease in the average volume of interest-bearing liabilities:

- Of the \$517 thousand decrease in interest expense, \$409 thousand was attributed to a decrease in the rates paid on interest-bearing liabilities and \$108 thousand was due to the decrease in the volume of average interest-bearing liabilities.
- Interest-bearing liabilities averaged \$639.7 million for the first quarter of 2012, a decrease of \$18.7 million or 2.8 percent, compared to the first quarter of 2011. The decrease in interest-bearing liabilities was a result of a decrease in average time deposits and average savings deposits, partially offset by an increase in interest-bearing demand deposits.
- The average cost of interest-bearing liabilities decreased 29 basis points to 1.41 percent, primarily due to the repricing of deposits in a lower interest rate environment. The cost of interest-bearing deposits decreased 27 basis points to 1.03 percent for the first quarter of 2012 and the cost of borrowed funds and subordinated debentures decreased 50 basis points to 3.70 percent.

The lower cost of funding was also attributed to a shift in the mix of deposits from higher cost time deposits to lower cost savings deposits and interest-bearing demand deposits.

During the quarter ended March 31, 2012, tax-equivalent net interest income amounted to \$6.9 million, a decrease of \$652 thousand or 8.7 percent when compared to the same period in 2011. Net interest margin decreased 36 basis points to 3.56 percent for the quarter ended March 31, 2012, compared to 3.92 percent for the same period in 2011. The net interest spread was 3.30 percent for the first quarter of 2012, a 34 basis point decrease from 3.64 for the same period in 2011.

The following table reflects the components of net interest income, setting forth for the periods presented herein: (1) average assets, liabilities and shareholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) net interest spread (which is the average yield on interest-earning assets less the average rate on interest-bearing liabilities), and (5) net interest income/margin on average earning assets. Rates/Yields are computed on a fully tax-equivalent basis, assuming a federal income tax rate of 34 percent.

Consolidated Average Balance Sheets