SLADES FERRY BANCORP
Form 10-Q
May 15, 2007

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

FORM 10-Q

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

For the quarterly period ended March 31, 2007

Commission file number 000-23904

SLADE'S FERRY BANCORP.

(Exact name of registrant as specified in its character)

Massachusetts	04-3061936
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
100 Slade's Ferry Avenue Somerset, Massachusetts	02726
(Address of principal executive offices)	(Zip code)

(508) 675-2121

(Registrant's telephone number, including area code)

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

Yes [X] No [ ]

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

Large Accelerated Filer [ ] Accelerated Filer [ ] Non Accelerated Filer [X]

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

Yes [ ] No [X]

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

Common stock ($0.01 par value) 4,057,027 outstanding
shares as of April 30, 2007.

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Part I

ITEM 1

FINANCIAL STATEMENTS

SLADE'S FERRY BANCORP. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2007
Assets	(In tho
Cash and due from banks	$ 16,225

Interest-bearing deposits with other banks	1,062
Federal funds sold	2,300
Cash and cash equivalents	19,587
Interest-bearing certificates of deposit with other banks	100
Securities available for sale	103,695
Securities held to maturity (fair value approximates of $22,206 as of March 31, 2007 and $24,219 as of December 31, 2006)	22,561
Federal Home Loan Bank stock, at cost	6,953
Loans, net of allowance for loan losses of $4,318 at March 31, 2007 and $4,385 at December 31, 2006	429,224
Premises and equipment, net	5,963
Goodwill	2,173
Accrued interest receivable	2,429
Bank-owned life insurance	12,423
Deferred tax asset, net	1,914
Other assets	1,947
	$608,969
Liabilities and Stockholders' Equity	
Deposits:	
Noninterest-bearing	$ 71,397
Interest-bearing	338,524
Total deposits	409,921
Short-term borrowings	4,700
Long-term borrowings	129,961
Subordinated debentures	10,310
Accrued expenses and other liabilities	3,215
Total liabilities	558,107
Stockholders' equity:	
Common stock, par value $0.01 per share; authorized 10,000,000 shares; issued and outstanding 4,039,063 shares at March 31, 2007 and 4,102,242 shares at December 31, 2006	42
Additional paid-in capital	30,578
Retained earnings	21,606
Accumulated other comprehensive loss	(252)
Unearned compensation	(1,112)
Total stockholders' equity	50,862
	$608,969

The accompanying notes are an integral part of these consolidated financial statements.

SLADE'S FERRY BANCORP. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended March	
	2007	2006

	(In thousands, except per sha	
Interest and dividend income:		
Interest and fees on loans	$ 6,922	$ 6,
Interest and dividends on securities:		
Taxable	1,582	1,
Tax-exempt	50	
Interest on federal funds sold	36	
Other interest	10	
Total interest and dividend income	8,600	7,
Interest expense:		
Interest on deposits	2,689	1,
Interest on Federal Home Loan Bank advances	1,519	1,
Interest on subordinated debentures	211	
Total interest expense	4,419	3,
Net interest and dividend income	4,181	4,
Provision for loan losses	-	
Net interest income, after provision for loan losses	4,181	4,
Noninterest income:		
Service charges on deposit accounts	328	
Gain on sales and calls of available-for-sale securities, net	61	
Increase in cash surrender value of life insurance policies	106	
Other income	231	
Total noninterest income	726	
Noninterest expense:		
Salaries and employee benefits	1,997	2,
Occupancy and equipment expense	492	
Professional fees	275	
Marketing expense	56	
Data processing	297	
Other expense	439	
Total noninterest expense	3,556	3,
Income before income taxes	1,351	1,
Provision for income taxes	478	
Net income	$ 873	$
Earnings per share:		
Basic	$ 0.21	$ 0
Diluted	$ 0.21	$ 0
Average common shares outstanding:		
Basic	4,080,047	4,149,
Diluted	4,084,660	4,160,

The accompanying notes are an integral part of these consolidated financial statements.

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SLADE'S FERRY BANCORP. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

Three Months Ended March 31, 2007

(Unaudited)

	Shares of Common Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumu Oth Compreh Los
	(In thousands, except per shar				
Balance, December 31, 2006	4,102,242	$41	$31,444	$21,111	$(4
Comprehensive income:					
Net income	-	-	-	873	
Other comprehensive income	-	-	-	-	2
Comprehensive income					
Issuance of common stock	7,549	1	133	-	
Stock options exercised	4,000	-	56	-	
Tax benefit of stock options exercised	-	-	5	-	
Stock-based compensation	-	-	37	-	
Purchase of treasury stock	(62,005)	-	(1,097)	-	
Unearned compensation	(12,723)	-	-	-	
Dividends declared ($.09 per share)	-	-	-	(378)	
Balance at March 31, 2007	4,039,063	$42	$30,578	$21,606	$(2

The accompanying notes are an integral part of these consolidated financial statements.

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SLADE'S FERRY BANCORP. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended Ma
	2007

	(In thousands)	
Cash flows from operating activities:		
Net income	$ 873	$
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization, net of accretion of securities	9	
Gain on sales and calls of available-for-sale securities, net	(61)	
Amoritization of net deferred loan fees	(1)	
Provision for loan losses	-	
Deferred tax (benefit) provision	(3)	
Depreciation and amortization	205	
Increase in cash surrender value of life insurance	(106)	
Stock-based compensation	37	
Excess tax benefits from stock-based compensation	(5)	
Net change in:		
Other assets	(521)	
Accrued interest receivable	(118)	
Other liabilities	(32)	
Net cash provided by operating activities	277	
Cash flows from investing activities:		
Activity in available-for-sale securities:		
Purchases	(465)	
Sales	453	
Maturities, calls and pay-downs	2,345	
Activity in held-to-maturity securities:		
Maturities, calls and pay-downs	2,034	
Purchases of Federal Home Loan Bank stock	(97)	
Loan originations, net of principal payments	(6,786)	
Capital expenditures	(581)	
Net cash used in investing activities	(3,097)	

The accompanying notes are an integral part of these consolidated financial statements.

SLADE'S FERRY BANCORP. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(Unaudited)

	Three Months Ended Ma	
	2007	
	(In thousands)	
Cash flows from financing activities:		
Net decrease in noninterest-bearing deposits	$ (7,704)	$
Net decrease in interest-bearing deposits	(6,381)	
Short-term advances from Federal Home Loan Bank	280,315	
Long-term advances from Federal Home Loan Bank	15,000	
Payments on Federal Home Loan Bank short-term advances	(275,615)	(
Payments on Federal Home Loan Bank long-term advances	(4,097)	
Proceeds from issuance of common stock	134	

Stock options exercised	56	
Excess tax benefits from stock-based compensation	5	
Purchase of treasury stock	(1,058)	
Unearned compensation	(225)	
Dividends paid on common stock	(378)	
Net cash provided (used) by financing activities	52	
Net decrease in cash and cash equivalents	(2,768)	
Cash and cash equivalents at beginning of period	22,355	
Cash and cash equivalents at end of period	$ 19,587	$
Supplemental disclosures:		
Interest paid	$ 4,485	$
Income taxes paid	$ 388	$

The accompanying notes are an integral part of these consolidated financial statements.

SLADE'S FERRY BANCORP. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
March 31, 2007

Note A - Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and the instructions to Form 10-Q and, accordingly, do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of the management of Slade's Ferry Bancorp. (the "Company"), all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007.

The year-end consolidated financial data was derived from audited financial statements, but does not include all disclosures required by GAAP. This Form 10-Q should be read in conjunction with the Company's Annual Report filed on Form 10-K for the year ended December 31, 2006.

Note B - Accounting Policies

The accounting principles followed by Slade's Ferry Bancorp. and subsidiary and the methods of applying these principles which materially affect the determination of financial position, results of operations, or changes in financial position are consistent with those used for the year ended December 31, 2006, except for the adoption of Financial Accounting Standards Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN48), effective January 1, 2007. See Note C.

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiary, Slade's Ferry Trust Company (the "Bank") and the

Bank's wholly-owned subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation. The Company accounts for its other wholly-owned subsidiary, Slade's Ferry Statutory Trust I, using the equity method.

Note C - Recent Accounting Pronouncements

The Company adopted FIN 48 effective January 1, 2007, which clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosures and transitions. Management has evaluated FIN 48 and determined that there is no impact on the Company's consolidated financial statements.

Note D - Pension Plan

The components of net periodic pension expense (benefit) are as follows:

	Three Months Ended March 31,	
	2007	2006
	(In thousands)	
Interest cost	$ 11	$ 17
Service cost and expenses	7	-
Expected return on plan assets	(19)	(29)
Settlements	38	-
Recognized net actuarial loss	4	7
Net periodic pension expense (benefit)	$ 41	$ (5)

The Company previously disclosed in its consolidated financial statements for the year ended December 31, 2006 that it expects to make no contributions to the plan in 2007.

Note E - 2004 Equity Incentive Plan

Stock options granted under the Slade's Ferry Bancorp. 2004 Equity Incentive Plan (the "2004 Plan") may be either incentive stock options or non-qualified stock options. The exercise price for incentive stock options granted to employees shall not be less than 100 percent of the fair market value at grant date. No stock option shall be exercisable more than 10 years after the date the stock option is granted.

A summary of options under the 2004 Plan as of March 31, 2007, and changes during the three months then ended, (shares in thousands) is presented below:

Weighted

	Shares	Weighted Average Exercise Price	Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2007	231	$18.18		
Granted	-	-		
Exercised	(4)	14.15		
Forfeited	-	-		
Expired	-	-		
Outstanding at March 31, 2007	227	18.25	4.3	$ -
Exercisable at March 31, 2007	195	$18.12	4.1	$ -

Note F - Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income.

The components of other comprehensive loss and related tax effects are as follows:

	Three Months Ended March 31,	
	2007	2006
	(In thousands)	
Unrealized gains (losses) on securities available for sale	$ 406	$(66)
Reclassification adjustment for losses (gains) realized in income	(61)	(3)
Net unrealized gains (losses)	345	(69)
Tax effect	(133)	30
Net-of-tax amount	$ 212	$(39)

The components of accumulated other comprehensive loss, included in stockholders' equity, are as follows:

	Three Months Ended March 31,	
	2007	2006
	(In thousands)	

Net unrealized losses on securities available for sale	$ (35)	(1,984)
Tax effect	6	747
Net-of-tax amount	(29)	(1,237)
Unrecognized net actuarial loss pertaining to defined benefit plan	(377)	-
Tax effect	154	-
Net-of-tax amount	(223)	-
	$(252)	$(1,237)

ITEM 2

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

Slade's Ferry Bancorp., a Massachusetts corporation, is a bank holding company headquartered in Somerset, Massachusetts with consolidated assets of $609.0 million, consolidated net loans and leases of $429.2 million, consolidated deposits of $409.9 million and consolidated shareholders' equity of $50.9 million as of March 31, 2007. We conduct our business principally through our wholly-owned subsidiary, Slade's Ferry Trust Company (referred to herein as the "Bank"), a Massachusetts-chartered trust company. Our common stock is listed in the NASDAQ Capital Market under the symbol SFBC.

Forward-looking Statements

This Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the strength of the company's capital and asset quality. Such statements may be identified by words such as "believes," "will," "expects," "project," "may," "could," "developments," "strategic," "launching," "opportunities," "anticipates," "estimates," "intends," "plans," "targets" and similar expressions. These statements are based upon the current beliefs and expectations of management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements as a result of numerous factors.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in our forward-looking statements:

(1) enactment of adverse government regulation;
(2) competitive pressures among depository and other financial institutions may increase significantly and have an effect on pricing, spending, third-party relationships and revenues;
(3) the strength of the United States economy in general and specifically the strength of the New England economies may be different than expected, resulting in, among other things, a deterioration in overall credit quality and borrowers' ability to service and repay loans, or a reduced demand for credit, including

the resultant effect on the our loan portfolio, levels of charge-offs and non-performing loans and allowance for loan losses;

(4) changes in the interest rate environment may reduce interest margins and adversely impact net interest income; and

(5) changes in assumptions used in making such forward-looking statements.

Should one or more of these risks materialize or should underlying beliefs or assumptions prove incorrect, actual results could differ materially from those discussed.

All subsequent written and oral forward-looking statements attributable to Slade's Ferry Bancorp. or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements set forth above. Slade's Ferry Bancorp. does not intend or undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made.

As used throughout this report, the terms "we," "our," "us," or the "Company" refer to Slade's Ferry Bancorp. and its consolidated subsidiary, unless context otherwise requires.

Critical Accounting Policies

Our significant accounting policies are incorporated by reference to Note 1 to our Consolidated Financial Statements filed within Form 10-K for the year ended December 31, 2006. In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses and other-than-temporary impairment losses.

Allowance for loan losses. The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

Other than temporary impairment. In estimating other-than-temporary-impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Comparison of Financial Condition at March 31, 2007 and December 31, 2006

General

Total assets increased from $607.8 million at December 31, 2006 to $609.0 million at March 31, 2007. Total net loans increased by $6.8 million, from $422.4 million to $429.2 million. Deposits decreased from $424.0 million at December 31, 2006 to $409.9 million at March 31, 2007, a decrease of 3.3%. The decrease in deposits was offset by an increase in Federal Home Loan Bank ("FHLB") advances totaling $15.6 million.

Cash and Cash Equivalents

Cash and cash equivalents decreased by $2.8 million, from $22.4 million at December 31, 2006 to $19.6 million at March 31, 2007. The decrease funded a portion of the growth in the loan portfolio.

Investment Portfolio

The main objectives of our investment portfolio are to achieve a competitive rate of return over a reasonable time period and to provide liquidity.

Our total investment portfolio decreased from $137.1 million at December 31, 2006 to $133.2 million at March 31, 2007, a decrease of 2.8%. The decrease is the result of the maturity, calls and paydowns of certain state and municipal obligations and mortgage-backed securities. Those funds were used to provide liquidity for current loan growth.

The current investment strategy is to reduce the investment portfolio through normal paydowns and maturities and reinvest these funds into higher yielding loans. Our investment policy also permits investments in mortgage-backed securities, usually having a longer weighted average life. Our investment policy, however, limits the duration of the aggregate investment portfolio to 5 years. At March 31, 2007, the portfolio duration was 3.3 years. We do not purchase investments with imbedded derivative characteristics, or free-standing derivative instruments such as swaps, options, or futures.

Securities Held to Maturity

The held-to-maturity portfolio consists of mortgage-backed securities and securities issued by states and municipalities. Held-to-maturity securities decreased from $24.6 million at December 31, 2006 to $22.6 million at March 31, 2007. Management has designated these mortgage-backed securities to secure advances from the FHLB. We have the positive intent and ability to hold these securities to maturity.

The following table shows the amortized cost basis and fair value of securities held to maturity at March 31, 2007 and December 31, 2006.

	March 31, 2007		December 31, 2006	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			

State and municipal obligations	$ 4,230	$ 4,292	$ 5,001	$ 5,069
Mortgage-backed securities	18,331	17,914	19,622	19,150
Total securities held to maturity	$22,561	$22,206	$24,623	$24,219

Securities Available for Sale

Securities not designated as held-to-maturity are designated as available for sale. Although we do not anticipate the sale of these securities, the designation as available for sale allows us the flexibility to alter our investment strategies and sell these securities when conditions warrant. Additionally, marketable equity securities that have no maturity date must be designated as available-for-sale. These securities are carried at fair value. The available-for-sale securities portfolio includes obligations and mortgage-backed securities of government-sponsored enterprises, corporate debt and equity securities.

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The following table shows the amortized cost basis and fair value of securities available for sale at March 31, 2007 and December 31, 2006.

	March 31, 2007		December 31, 2006	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Debt Securities:				
Government-sponsored enterprises	$ 34,468	$ 34,129	$ 34,462	$ 33,957
Corporate	9,197	9,057	9,221	9,080
Mortgage-backed	55,638	55,964	57,946	57,980
Total debt securities	99,303	99,150	101,629	101,017
Marketable equity securities	3,212	3,345	3,139	3,389
Mutual funds	1,215	1,200	1,215	1,197
Total securities available for sale	$103,730	$103,695	$105,983	$105,603

Loans

Our loan portfolio consists primarily of residential, multi-family and commercial real estate, construction and land development, commercial, and consumer loans and home equity lines of credit originated primarily in our market area. There are no foreign loans outstanding. Interest rates charged on loans are affected principally by the demand for such loans, the supply of money available for lending purposes and the rates offered by our competitors. Total net loans were 70.5% of total assets at March 31, 2007, as compared to 69.5% of total assets at December 31, 2006.

Multi-Family and Commercial Real Estate Lending

We originate multi-family and commercial real estate loans that are generally secured by five or more unit apartment buildings and properties used for business purposes such as small office buildings, restaurants or retail facilities. These loans generally involve larger principal amounts and a greater degree of risk than one-to-four family residential mortgage loans. Because payments on loans secured by multi-family and commercial real estate properties are often dependent on successful operation or management of the properties, repayment of such loans may be subject to adverse conditions in the real estate market or the economy. We seek to minimize these risks through our underwriting standards.

Multi-family and commercial real estate loans totaled $210.8 million and comprised 48.6% of the total gross loan portfolio at March 31, 2007. At December 31, 2006, the multi-family and commercial real estate loan portfolio totaled $209.2 million, or 49.0% of total gross loans.

Residential Lending

We currently offer fixed-rate, one-to-four family mortgage loans with terms from 10 to 30 years and a number of adjustable-rate mortgage loans with terms of up to 30 years and interest rates which adjust every one or three years from the outset of the loan.

We generally underwrite our residential real estate loans to comply with secondary market standards established by the Federal National Mortgage Association. Although loans are underwritten to standards that make them readily salable, we have not chosen to sell these loans, rather to maintain them in portfolio, consistent with our income and interest rate risk management targets.

Residential real estate loans totaled $134.6 million at March 31, 2007 and totaled $132.4 million at December 31, 2006, which comprised 31.0% of total gross loans at both dates.

Commercial Loans

The commercial loan portfolio consists of loans and lines predominantly collateralized by inventory, furniture and fixtures, and accounts receivable. In assessing the collateral for this type of loan, we apply a 50% liquidation value to inventories; 25% to furniture, fixtures and equipment; and 70% to accounts receivable less than 90 days of invoice date.

Commercial loans totaled $50.9 million and comprised 11.7% of the total gross loan portfolio at March 31, 2007. At December 31, 2006, the commercial loan portfolio totaled $47.7 million, or 11.2% of total gross loans.

Construction Lending

Fixed-rate construction loans are originated for the development of one-to-four family residential properties. Although we do not generally make loans secured by raw land, our policies permit the origination of such loans. Construction loan proceeds are disbursed periodically in increments as construction progresses and as inspections by an independent construction specialist warrant.

Construction and land development loans totaled $22.2 million and comprised 5.1% of total gross loan portfolio at March 31, 2007. At December 31, 2006, construction and land development loan portfolio totaled $21.0 million or 4.9% of total gross loans.

Home Equity Lines of Credit

Home equity lines of credit are secured by second mortgages on owner-occupied, one-to-four family residences located in our primary market area. Our home equity lines of credit generally have interest rates, indexed to the Wall Street Journal Prime Rate, that adjust on a monthly basis.

Home equity lines of credit totaled $12.7 million and comprised 2.9% of the total gross loan portfolio at March 31, 2007. At December 31, 2006, the home equity line of credit portfolio totaled $13.9 million, or 3.3% of total gross loans.

Consumer Lending

Consumer loans secured by rapidly depreciable assets such as recreational vehicles and automobiles entail greater risks than one-to-four family, residential mortgage loans. Consumer loans are typically made based on the borrower's ability to repay the loan through continued financial stability. We endeavor to minimize risk by reviewing the borrower's repayment history on past debts, and assessing the borrower's ability to meet existing obligations on the proposed loan. Consumer loans are both secured and unsecured borrowings.

Consumer loans totaled $2.6 million at March 31, 2007 and $2.8 million at December 31, 2006 or 0.6% of total gross loans at both dates.

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The following table summarizes our loan portfolio by category at March 31, 2007 and December 31, 2006.

	March 31, 2007	December 31, 2006	Percentage Increase/(Decrease)
		(Dollars in thousands)	
Real estate mortgage loans:			
Multi-family and commercial	$210,757	$209,172	0.76%
Residential	134,604	132,381	1.68%
Construction	22,151	20,988	5.54%
Home equity lines of credit	12,700	13,917	-8.74%
Commercial	50,881	47,736	6.59%
Consumer	2,653	2,766	-4.09%
Total loans	433,746	426,960	1.59%
Less: Allowance for loan losses	(4,318)	(4,385)	-1.53%
Net deferred loan fees	(204)	(205)	-0.49%
Loans, net	$429,224	$422,370	1.62%

The increases in the loan portfolio are the result of the continued demand by small businesses for commercial loans and the normal origination process for residential loans. These increases were partially offset by the overall general market environment with declining market values which restricts home equity lines of credit and consumer lending.

The following table presents information with respect to non-performing loans as of the dates indicated.

	March 31, 2007	December 31, 2
	(Dollars in thousands)	
Non-accrual loans	$484	$600
Loans 90 days or more past due and still accruing	-	-
Total non-performing loans	$484	$600
Percentage of non-accrual loans to total gross loans	0.11%	0.14%
Percentage of allowance for loan losses to non-accrual loans	892.1%	730.8%

The $484,000 in non-accrual loans as of March 31, 2007 consists of $106,000 of commercial real estate loans, and $378,000 of residential real estate loans. There were no restructured loans included in non-accrual loans for the first three months of 2007.

It is our policy to manage our loan portfolio in order to recognize problem loans at an early stage and thereby minimize loan losses. Loans are considered delinquent when any payment of principal or interest is one month or more past due. We generally commence collection procedures when accounts are 15 days past due. Generally, when a loan becomes past due 90 days or more, management discontinues the accrual of interest and reverses previously accrued interest, unless the credit is well-secured and in process of collection. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. When a loan is determined to be uncollectible, it is charged to the

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allowance for loan losses or, if applicable, any real estate that is securing the loan is acquired through foreclosure, and recorded as other real estate owned. Management defines non-performing loans to include non-accrual loans, loans past due 90 days or more and still accruing, and restructured loans not performing in accordance with amended terms.

At March 31, 2007 there were $341,000 of loans which we have determined to be impaired, with no related allowance for loan losses. These loans were not 90 days past due, and were, therefore, still accruing at March 31, 2007.

Analysis of Allowance for Loan Losses

The table below illustrates the changes in the Allowance for Loan Losses for the periods indicated.

	Three Months Ended March 31,	
	2007	2006
	(Dollars in thousands)	
Balance at beginning of period	$4,385	$4,333
Charge-offs:		
Real estate mortgage loans:		
Multi-family and commercial	-	-

Residential	-	-
Home equity lines of credit	-	-
Commercial	-	-
Consumer	-	-
	-	-
Recoveries:		
Real estate mortgage loans:		
Multi-family and commercial	-	-
Residential	-	-
Home equity lines of credit	-	-
Commercial	-	-
Consumer	-	-
	-	-
Net loan recoveries (charge-offs)	-	-
Provision for loan losses	-	39
Transfer of off-balance sheet credit exposures to other liabilities	(67)	-
Balance at end of period	$4,318	$4,372
Allowance for loan losses as a percent of loans	1.01%	1.04%
Ratio of net loan recoveries (charge-offs) to average loans outstanding	0.00%	0.00%

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For such loans, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of

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that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

The above table reflects the Company's reclassification from the allowance for loan losses the portion that represented management's estimate of loss for off-balance sheet credit exposures which consisted of unused lines of credit. The amount was reclassified to "Other Liabilities" in accordance with generally accepted accounting principles and Financial Institution Letter (FIL) 105-2006 which was issued in December 2006.

As the composition of the loan portfolio changes and diversifies, a different allowance level may be required. After thorough review and analysis of the adequacy of the loan loss allowance, management determined no provision for losses were required for the three months ended March 31, 2007 as compared to a provision of $39,000 for the three months ended March 31, 2006. The allowance for loan losses as a percentage of total loans outstanding declined from 1.03% at December 31, 2006 to 1.01% at March 31, 2007. This decrease can be attributed to stronger underwriting guidelines and an overall improvement in the credit quality of existing loans which results in a decrease in the degree of credit risk embedded in the loan portfolio.

This table below shows an allocation of the allowance for loan losses at the dates indicated.

	March 31, 2007		December 31, 2006	
	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans
	(Dollars in thousands)			
Commercial	$ 675	11.7%	$ 718	11.2%
Real estate construction	131	5.1%	260	4.9%
Real estate mortgage	3,356	82.6%	3,181	83.3%
Consumer	156	0.6%	226	0.6%
	$4,318	100.0%	$4,385	100.0%

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Deposits

We solicit deposits from our primary market area using rates and services designed to appeal to customers across a broad spectrum of ages and income levels. We compete for deposit customers with community banks and credit unions, as well as local branches of regional and national banks. Our total deposits decreased from $424.0 million at December 31, 2006 to $409.9 million at March 31, 2007, a decrease of $14.1 million or 3.3%. This decrease, common to most community banks, occurred primarily in our lower cost deposit products.

The following table presents deposits by category at March 31, 2007 and December 31, 2006.

	March 31, 2007	December 31, 2006	Percentage Increase/(Decreas
		(Dollars in thousands)	
Demand deposits	$ 71,397	$ 79,101	-9.74%
NOW	51,056	55,071	-7.29%
Regular and other savings	73,897	77,189	-4.26%
Money market deposits	25,755	24,021	7.22%

Total non-certificate accounts	222,105	235,382	-5.64%
Term certificates less than $100,000	120,817	121,730	-0.75%
Term certificates of $100,000 or more	66,999	66,894	0.16%
Total certificate accounts	187,816	188,624	-0.43%
Total deposits	$409,921	$424,006	-3.32%

Federal Home Loan Bank Advances

Advances from the Federal Home Loan Bank totaled $134.7 million at March 31, 2007, as compared to $119.1 million at December 31, 2006, an increase of $15.6 million or 13.1%. Management's strategy is to utilize advances from the Federal Home Loan Bank, in conjunction with investment portfolio maturities and repayments, to fund loan growth and deposit runoff.

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Comparison of Results of Operations for the Three Months Ended March 31, 2007 and 2006

General

Net income decreased from $907,000, or $0.22 per share on a diluted basis, for the three months ended March 31, 2006 to $873,000, or $0.21 per share on a diluted basis, for the three months ended March 31, 2007, a decrease of 3.8%. Net interest and dividend income decreased by $384,000, or 8.4%, from $4.6 million to $4.2 million when comparing the three months ended March 31, 2006 and 2007. The provision for loan losses decreased by $39,000 for the three months ended March 31, 2007 when compared to the same three-month period in 2006. Non-interest income increased by $23,000 or 3.3% from $703,000 to $726,000 for the three months ended March 31, 2006 and 2007, respectively. Non-interest expense decreased by $194,000, or 5.2%, from $3.8 million for the three months ended March 31, 2006 to $3.6 million for the three months ended March 31, 2007.

Interest Income

Our operating performance is dependent on net interest and dividend income, the difference between interest and dividend income we earn on loans and investments and interest expense we pay on deposits and borrowed funds. The level of net interest income and dividend income is significantly impacted by factors such as economic conditions, interest rates, asset/liability management, and strategic planning.

Interest and dividend income increased by $744,000 or 9.5%, from $7.9 million for the three months ended March 31, 2006 to $8.6 million for the three months ended March 31, 2007. This increase is principally attributed to both growth in the loan portfolio, as the average balance of loans increased by $13.5 million or 3.24%, as well as a higher yield on the loan portfolio which increased from 6.26% for the three months ended March 31, 2006 to 6.52% for the three months ended March 31, 2007. These increases were related principally to commercial and total real estate loans reflecting current market conditions. Also, interest and dividends on investments increased by $230,000 for the three months ended March 31, 2007 compared to the three months ended March 31, 2006, respectively. The increase in interest and dividends on investments reflected a higher yield on the components of the investment portfolio combined with an increase in the average balance of the portfolio for the three months ended March 31, 2007 compared to the same period in 2006.

Interest Expense

Total interest expense increased by $1.1 million or 34.3%, from $3.3 million for the three months ended March 31, 2006 to $4.4 million for the three months ended March 31, 2007. The increase is primarily from the migration of deposits to higher cost certificates of deposits when comparing average balances at March 31, 2006 and 2007, combined with management's strategy to utilize FHLB advances to supplement deposit runoff experienced in 2007. Market interest rates and our own deposit rates have also increased. Interest on deposits increased by $778,000 or 40.7% when comparing the three months ended March 31, 2007 and 2006. As a result of the rate increases, the weighted average cost of deposits increased from 2.33% for the three months ended March 31, 2006 to 3.19% for the three months ended March 31, 2007.

Net Interest Margin

As a result of the current interest rate environment and our rate increases on deposit accounts, the net interest margin has compressed 41 basis points from 3.41% for the three months ended March 31, 2006 to 3.00% at March 31, 2007. The compression in net interest margin was mostly due to balance sheet growth in an environment with an inverted yield curve and the corresponding compressed margins on loans and investments, combined with intense competition for deposits.

The following table sets forth our average assets, liabilities, and stockholders' equity, interes
average rates earned and paid, net interest spread and the net interest margin for the three mont
2006. Average balances reported are daily averages.

	Three Months Ended March 3			
	2007			
	Average Balance	Interest Income/Expense	Average Rate	Average Balance
Assets:	(Dollars in thousands)			
Interest earning assets (1)				
Loans:				
Commercial	$ 53,145	$ 1,041	7.94%	$ 42,701
Commercial real estate	225,089	3,705	6.68%	228,934
Residential real estate	149,796	2,135	5.78%	142,962
Consumer	2,626	41	6.33%	2,550

Total loans	430,656	6,922	6.52%	417,147
Federal funds sold	2,814	36	5.19%	1,072
Taxable debt securities	118,902	1,431	4.88%	110,937
Tax-exempt debt securities (2)	4,574	77	6.82%	6,422
Marketable equity securities	5,306	35	2.68%	4,332
FHLB stock	6,892	116	6.83%	6,304
Other investments	650	10	6.24%	650
Total interest earning assets	569,794	8,627	6.14%	546,864
Allowance for loan losses	(4,382)			(4,342)
Deferred loan fees	(204)			(349)
Cash and due from banks	16,494			13,295
Other assets	26,096			26,721
	$607,798			582,189
Liabilities and Stockholders' Equity:				
Interest bearing liabilities				
Savings accounts	$ 74,780	$ 264	1.43%	$ 85,090
NOW accounts	54,005	178	1.34%	55,772
Money market accounts	24,552	147	2.43%	28,100
Time deposits	188,165	2,100	4.53%	163,980
FHLB advances	128,345	1,519	4.80%	111,197
Subordinated debt	10,310	211	8.30%	10,310
Total interest bearing liabilities	480,157	4,419	3.73%	454,449
Demand deposits	73,594			76,137
Other liabilities	12,374			2,350
Total liabilities	566,125			532,936
Total stockholders' equity	41,673			49,253
	$607,798			$582,189
Net interest income		$ 4,208		
Net interest spread			2.41%	
Net interest margin			3.00%	

(1) Average balance includes non-accruing loans. The effect of including such loans, although n
average rate earned on the Company's loans.

(2) On a fully taxable basis based on a tax rate of 35.0% for 2007 and 2006. Interest income on
income includes a fully taxable equivalent adjustment of $27,000 in 2007 and $37,000 in 200

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The following table presents the changes in components of net interest income for the three months ended March 31, 2007 and 2006, which are the result of changes in interest rates and the changes that the result of changes in volume of the underlying asset or liability. Changes that are attributable to the changes in both rate and volume have been allocated equally to rate and volume.

	Three Months Ended March 31, 2007 vs. 2006 Increase (Decrease)		
	Total Change	Due to Volume	Due to Rate
	(In thousands)		
Commercial loans	$ 268	$ 197	$ 71
Commercial real estate	96	(62)	158
Residential real estate	120	97	23
Consumer loans	3	1	2
Federal funds sold	25	20	5
Taxable debt securities	220	91	129
Tax-exempt debt securities	(29)	(31)	2
Marketable equity securities	(5)	8	(13)
FHLB Stock	34	9	25
Other investments	2	-	2
Total interest income	734	330	404
Savings accounts	7	(34)	41
NOW accounts	5	(6)	11
Money market accounts	38	(18)	56
Time deposits	728	236	492
FHLB advances	363	191	172
Subordinated debt	(13)	-	(13)
Total interest expense	1,128	369	759
Net interest income	$ (394)	$ (39)	$(355)

Provision for Loan Losses

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. After thorough review and analysis of the adequacy of the loan loss reserve, including a review of numerous qualitative factors which comprised, among other items, a low loan delinquency rate and a lower risk profile, management concluded that no provision for possible loan losses was required for the three months ended March 31, 2007, as compared to $39,000 for possible loan losses for the three months ended March 31, 2006.

Non-Interest Income

Non-interest income increased from $703,000 for the three months ended March 31, 2006 to $726,000 for the three months ended March 31, 2007, an increase of $23,000 or 3.3%. Service charges on deposit accounts increased by $21,000 from $307,000 for the three months ended March 31, 2006 to $328,000 for the three months ended March 31, 2007. The increase was attributable to our "bounce" protection program, and the associated deposit fees. Additionally, the gain on the sale of available-for-sale securities grew from $3,000 for the three months ended march 31, 2006 to $61,000 for the three months ended March 31, 2007. Other income decreased from $286,000 for the three months ended March 31, 2006 to $231,000 for the three months ended March 31, 2007. This was the result of decreased volumes of sales of non-deposit investment products combined with a changed sales environment. The Company formerly recorded gross income on sales of these investment products, whereas now that the function has been outsourced, the Company now records income net of commissions and other expenses.

Non-Interest Expense

Non-interest expense decreased from $3.8 million for the three months ended March 31, 2006 to $3.6 for the three months ended March 31, 2007, a decrease of $194,000 or 5.2%. Salaries and employee benefits decreased by $114,000 or 5.4%, from $2.1 million for the three months ended March 31, 2006 to $2.0 million for the three months ended March 31, 2007. The decrease in salaries and benefits was primarily attributable to reduced SFAS 123(R) expenses of $28,500 associated with the Company's stock-based employee compensation plan and staff reductions on a comparable three month basis. Professional fees decreased $137,000 as a result of the non-recurrence of various accounting and regulatory matters that occurred during the three months ended March 31, 2006. Marketing expense decreased $22,000 to $56,000 for the three months ended March 31, 2007 from $78,000 for the three months ended March 31, 2006. This decrease is attributable to the timing of certain advertising and community sponsorship initiatives in 2007. Data processing expenses increased $216,000 from $81,000 for the three months ended March 31, 2006 to $297,000 for the three months ended March 31, 2007. The increase was primarily due to expenses associated with outsourced core processing, item processing and statement rendering functions that were done in-house during the first three months of 2006. Other expenses decreased $136,000 or 23.7% from $575,000 for the three months ended March 31, 2006 to $439,000 for the three months ended March 31, 2007, due to a combination of factors including reduced Board committee meetings, lower collection expenses, and decreased expenses for meetings, conferences and training among others.

Provision for Income Taxes

Income before income taxes was $1.5 million for the three months ended March 31, 2006 as compared to $1.4 million for the three months ended March 31, 2007. The provision for income taxes totaled $572,000 and $478,000 for the quarters ended March 31, 2006 and 2007, respectively, representing effective tax rates of 38.7% and 35.4%, respectively.

Liquidity

Our principal sources of funds are customer deposits, amortization and payoff of existing loan principal, and sales, amortization or maturities of various investment securities. The Bank is a voluntary member of the the FHLB and as such, may take advantage of the FHLB's borrowing programs to enhance liquidity and leverage its favorable capital position. The Bank also may draw on lines of credit at the FHLB or the Federal Reserve Board, and enter into repurchase or reverse repurchase agreements with authorized brokers. These various sources of liquidity are used to fund withdrawals, new loans, and investments.

Management seeks to promote deposit growth while controlling cost of funds. Sales-oriented programs to attract new depositors and the cross-selling of various products to its existing customer base are currently in place. Management reviews, on an ongoing basis, possible new products, with particular attention to products and services, which will aid in retaining our base of lower-costing deposits.

Maturities and sales of investment securities provide us with liquidity. Our policy of purchasing shorter-term

debt securities reduces market risk in the bond portfolio while providing significant cash flow. For the three months ended March 31, 2007, cash flow from maturities of securities was $4.4 million, proceeds from sales of securities totaled $0.5 million, compared to maturities of securities of $2.7 million, and proceeds from sales of securities of $0.7 million for the three months ended March 31, 2006. Purchases of securities totaled $0.5 million for the three months ended March 31, 2007 and March 31, 2006.

Amortization and pay-offs of the loan portfolio also provide us with significant liquidity. Traditionally, amortization and pay-offs are reinvested into loans. Excess liquidity is invested in federal funds sold and overnight investments at the FHLB.

We have also used borrowed funds as a source of liquidity. At March 31, 2007, the Bank's outstanding borrowings from the FHLB were $134.7 million. The Bank has the capacity to borrow an additional $535,000 from the FHLB as of March 31, 2007. The Bank has the ability to increase this capacity with additional asset pledges.

Loan originations for the three months ended March 31, 2007 totaled $36.0 million. Commitments to originate loans at March 31, 2007 were $11.8 million, excluding unadvanced construction funds totaling $16.4 million, unadvanced commercial lines of credit totaling $24.7 million and unadvanced home equity lines totaling $17.4 million. Management believes that adequate liquidity is available to fund loan commitments utilizing deposits, loan amortization, maturities of securities, or borrowings.

The decline in liquidity is due to the utilization of advances from the FHLB in conjunction with the investment portfolio maturities, calls and paydowns of certain state and municipal obligations and mortgage-backed securities that were used to provide liquidity for the current loan growth and deposit runoff.

Capital

At March 31, 2007, our total shareholders' equity was $50.9 million, a decrease of $383,000 from $51.2 million at December 31, 2006. Additions consisted primarily of net income of $873,000 for the quarter ended March 31, 2007. There were 7,549 shares of common stock issued at a value of $134,000, pursuant to our Dividend Reinvestment Program, or for optional cash contributions, and stock options were exercised, resulting in the issuance of 4,000 shares at a value of $56,000, including a tax benefit of $5,000. Other comprehensive income was $212,000. Reductions in capital related to dividends declared of $378,000, the repurchase of 62,005 shares of common stock under our stock repurchase program at a cost of $1.1 million, and the purchase of 12,723 shares of stock at a cost of $225,000 to be used to grant potential stock awards.

Under the requirements for Risk Based and Leverage Capital of the federal banking agencies, a minimum level of capital will vary among banks based on safety and soundness of operations. Risk Based Capital ratios are calculated with reference to risk-weighted assets, which include both on and off balance sheet exposure.

In addition to meeting the required levels, the Company's and the Bank's capital ratios meet the criteria of the well-capitalized category established by the federal banking agencies as of March 31, 2007 and at December 31, 2006. The Tier I Capital leverage ratio and Tier I Capital to risk weighted assets ratio for the Company are 9.77% and 13.29%, respectively, for the three months ended March 31, 2007. The Company's Tier I Capital leverage ratio and Tier I Capital to risk weighted assets ratio for the year ended December 31, 2006 were 9.90% and 14.18%, respectively. The Tier I Capital leverage ratio and Tier I Capital to risk weighted assets ratio for the Bank are 8.12% and 10.97%, respectively, for the three months ended March 31, 2007. The Bank's Tier I Capital leverage ratio and Tier I Capital to risk weighted assets ratio for the year ended December 31, 2006 were 8.78% and 12.60%, respectively.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors with the exception of the unused lines of credit mentioned as part of the Analysis of the Allowance for Loan Losses.

ITEM 3

QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We consider interest rate risk to be a significant market risk as it could potentially have an effect on our financial condition and results of operation. The definition of interest rate risk is the exposure of our earnings to adverse movements in interest rates, arising from the differences in the timing of the repricing of assets and liabilities; the differences in the various pricing indices inherent in our assets and liabilities; and the effects of overt and embedded options in our assets and liabilities. Our Asset/Liability Committee, comprised of executive management, is responsible for managing and monitoring interest rate risk, and reviewing with the Board of Directors, at least quarterly, the interest rate risk positions, the impact changes in interest rates would have on net interest income, and the maintenance of interest rate risk exposure within approved guidelines.

The potentially volatile nature of market interest rates requires us to manage interest rate risk on an active and dynamic basis. Our objective is to reduce and control the volatility of net interest income to within tolerance levels established by the Board of Directors, by managing the relationship of interest-earning assets and interest-bearing liabilities. In order to manage this relationship, the Asset/Liability Committee utilizes an income simulation model to measure the net interest income at risk under differing interest rate scenarios. Additionally, the Committee uses an Economic Value of Equity ("EVE") analysis to measure the effects of changing interest rates on the market values of rate-sensitive assets and liabilities, taken as a whole. The Board of Directors and management believe that static measures of timing differences, such as "gap analysis", do not accurately assess the levels of interest rate risk inherent in our balance sheet. Gap analysis does not reflect the effects of overt and embedded options on net interest income, given a shift in interest rates; nor does it take into account basis risk, the risk arising from using various different indices on which to base pricing decisions.

The income simulation model currently utilizes a 200 basis point increase in interest rates and a 200 basis point decrease in rates. The interest rate movements used assume an instant and parallel change in interest rates and no implementation of any strategic plans are made in response to the change in rates. Prepayment speeds for loans are based on median dealer forecasts for each interest rate scenario.

The Board of Directors has established a risk limit of a 5.00% change in net interest income for each 100 basis point shift in market interest rates. The limit established by the Board provides an internal tolerance level to control interest rate risk. We were slightly outside our policy-mandated risk limit for net interest income at risk due to a management decision, with the Board of Directors concurrence, not to extend long-term funding in light of what we believe to be temporarily overpriced short and long term funding costs.

The following table reflects our estimated exposure as a percentage of net interest income and the change in basis points for the next twelve months, assuming an immediate change in interest rates set forth below:

Rate Change (Basis Points)	Estimated Exposure as a Percentage of Net Interest Income	Change (Basis Points)
+200	-15.15%	(27)
-200	9.35%	17

Additionally we use the model to estimate the effects of changes in interest rates on our EVE. EVE represents our theoretical market value, given the rate shocks applied in the model. The Board of Directors has established a risk limit for EVE which provides that the EVE will not fall below 6.00%, the FDIC's minimum capital level to be classified as "well capitalized". We are within our risk limit for EVE.

The following table presents the changes in EVE given rate shocks.

Rate Change (Basis Points)	Economic Value of Equity	Change from Flat Rates
Flat	13.04%	N/A
+200	11.43%	-1.61%
-200	12.14%	-0.89%

ITEM 4

CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as of the end of the period covered by this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2007 to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure. In connection with the rules regarding disclosure and control procedures, we intend to continue to review and document our disclosure controls and procedures, including our internal controls and procedures for financial reporting, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that our systems evolve with our business.

(b) Changes in Internal Controls over Financial Reporting

There has been no change in the Company's internal controls over financial reporting identified in connection with the Company's evaluation of its disclosure controls and procedures that occurred during the Company's last fiscal quarter that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II

OTHER INFORMATION

ITEM 1

LEGAL PROCEEDINGS

We are not involved in any pending legal proceedings that would have a material impact on our consolidated financial condition and results of operations.

ITEM 1A

RISK FACTORS

There have been no material changes to the risk factors that are included in our Annual Report on Form 10-K for the year ended December 31, 2006 that could affect our business, results of operations or financial condition.

ITEM 2

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

This table provides certain information with respect to our purchase of our common stock during the quarter ended March 31, 2007.

Period	(a) Total Number of Shares Purchased (2)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Ap Pu

Jan. 1, 2007 through Jan. 31, 2007	13,056	$17.53	11,333
Feb. 1, 2007 through Feb. 28, 2007	21,014	$17.58	15,992
March 1, 2007 through March 31, 2007	40,658	$17.78	34,680
Total	74,728	$17.69	62,005

(1) On July 18, 2006, the Company announced that its Board of Directors approved a repurchase p the Company may repurchase up to 208,036 shares of its common stock.

(2) During the first quarter of 2007, 12,723 shares were repurchased in open market transaction restricted stock grants. These shares were purchased by an independent trustee and held in

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ITEM 3

DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

During the first quarter of 2007, no matters were submitted to a vote of our stockholders.

ITEM 5

OTHER INFORMATION

None.

ITEM 6

EXHIBITS

Exhibits: See exhibit index.

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SIGNATURES

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

SLADE'S FERRY BANCORP.

(Registrant)

May 15, 2007 /s/ Mary Lynn D. Lenz

(Date)	Mary Lynn D. Lenz President Chief Executive Officer (Principal Executive Officer)
May 15, 2007	/s/ Deborah A. McLaughlin
(Date)	Deborah A. McLaughlin Executive Vice President Chief Financial Officer & Chief Operations Officer (Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Amended and Restated Articles of Incorporation of Slade's Ferry Bancorp.
3.2	Amended and Restated Bylaws of Slade's Ferry Bancorp.
3.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of Slade's Ferry Bank
10.1	Slade's Ferry Bancorp. 1996 Stock Option Plan, as amended
10.2	Supplemental Executive Retirement Agreement between Slade's Ferry Bancorp. and Manuel J. Tavares
10.3	Supplemental Executive Retirement Agreement between Slade's Ferry Bancorp. and Mary Lynn D. Lenz
10.4	Employment Agreement between Slade's Ferry Bancorp. and Mary Lynn D. Lenz
10.5	Employment Agreement between Slade's Ferry Bancorp. and Deborah A. McLaughlin
10.6	Employment Agreement between Slade's Ferry Bancorp. and Manuel J. Tavares
10.7	Form Change of Control Agreement
10.8	Severance Pay Plan
10.9	Slade's Ferry Bancorp. 2004 Equity Incentive Plan
10.10	Form of Amendment to Directors' Supplemental Retirement Program for Non-Employee Directors
10.11	Form of Amendment to Directors' Supplemental Retirement Program for Francis A. Macomber and Melvyn A. Holland
11.1	Statement Regarding Computation of Per Share Earnings
14.1	Code of Ethics

21.1	List of Subsidiaries
23.1	Consent of Wolf & Company, P.C.
23.2	Consent of Shatswell & Company, P.C.
31.1	Rule 13a-14(a)/15d-14(a) Certification of the CEO
31.2	Rule 13a-14(a)/15d-14(a) Certification of the CFO
32.1	Section 1350 Certification of the CEO
32.2	Section 1350 Certification of the CFO

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(1) Incorporated by reference to the Registrant's Registration Statement on Form SB-2 filed wit Commission on April 14, 1997.
(2) Incorporated by reference to the Registrant's Form 10-Q filed with the Commission on May 12

(3) Incorporated by reference to the Registrant's Form 8-K filed with the Commission on Decembe 2004.
(4) Incorporated by reference to the Registrant's Form 10-Q/A for the quarter ended June 30, 19
(5) Incorporated by reference to the Registrant's Form 10-K/ASB for the fiscal year ended Decem 1996.
(6) Incorporated by reference to Exhibit 10.10 to the Registrant's Form 10-Q/A for the quarter March 31, 2003.
(7) Incorporated by reference to Exhibit 10.11 to the Registrant's Form 10-Q/A for the quarter June 30, 2004.
(8) Incorporated by reference to Exhibit 10.7 to the Registrant's Form 10-Q/A for the quarter e September 30, 2004.
(9) Incorporated by reference to Exhibit 10.8 to the Registrant's Form 10-Q/A for the quarter e September 30, 2004.
(10) Incorporated by reference to the Registrant's Form 8-K filed with the Commission on January 2005.
(11) Incorporated by reference to the Registrant's Form 8-K filed with the Commission on January 2005.
(12) Incorporated by reference to Appendix C to the Registrant's Proxy Statement filed on April
(13) Incorporated by reference to the Registrant's Form 8-K filed with the Commission on Decembe 2006.
(14) Incorporated by reference to the Registrant's Form 10-K for the fiscal year ended December 2003.
(15) Incorporated by reference to Part I, Item 1 - "General".