

SOUTHERN CONNECTICUT BANCORP INC  
Form DEF 14A  
April 29, 2011

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Materials Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

Southern Connecticut Bancorp, Inc.

\_\_\_\_\_  
(Exact Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box)

- No fee required.  
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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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(4) Date Filed:

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SOUTHERN CONNECTICUT BANCORP, INC.  
215 Church Street  
New Haven, Connecticut 06510

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND PROXY STATEMENT

To Be Held on June 14, 2011  
10:00 A.M.

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Notice is hereby given that the Annual Meeting of Shareholders (“2011 Annual Meeting”) of Southern Connecticut Bancorp, Inc. will be held at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut at 10:00 A.M. on Tuesday, June 14, 2011 for the following purposes:

- (1) To elect two directors, each for a three-year term;
- (2) To ratify the appointment of McGladrey & Pullen, LLP as the independent registered public accounting firm for Southern Connecticut Bancorp, Inc. for the fiscal year ending December 31, 2011; and
- (3) To transact such other business as may be properly brought before the 2011 Annual Meeting.

The close of business on April 19, 2011 has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the 2011 Annual Meeting and at any adjournments thereof.

Whether or not you expect to be present at the meeting, please mark, date, sign and return the enclosed form of proxy in the stamped and addressed envelope provided. No postage is required. If you desire to revoke your proxy, you may do so and vote your shares in person at the meeting.

By Order  
of the  
Board of  
Directors

----- /s/  
Rosemarie  
A. Romano

Corporate  
Secretary

New Haven, Connecticut  
April 29, 2011

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SOUTHERN CONNECTICUT BANCORP, INC.

215 Church Street  
New Haven, Connecticut 06510

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PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 14, 2011  
10:00 A.M.

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INTRODUCTION

This Proxy Statement (“Proxy Statement”) is being furnished by Southern Connecticut Bancorp, Inc. (“Bancorp”) in connection with the solicitation by Bancorp’s Board of Directors (“Board”) of proxies from holders of Bancorp’s common stock, \$0.01 par value per share (“Common Stock”), to be voted at the Annual Meeting of Shareholders to be held on Tuesday, June 14, 2011 and at any adjournments thereof (“2011 Annual Meeting”). The 2011 Annual Meeting will take place at 10:00 a.m. at The Quinnipiack Club, 221 Church Street, New Haven, Connecticut. The approximate date on which this Proxy Statement and the enclosed proxy are first being sent or given to shareholders is April 29, 2011. In addition to solicitation by mail, directors, officers and certain management employees of Bancorp or its subsidiaries, The Bank of Southern Connecticut (“Bank”) and SCB Capital, Inc. (“SCB”), may solicit by telephone or in person the return of signed proxies from shareholders without receiving any additional remuneration. All expenses associated with the solicitation of proxies will be borne by Bancorp.

Any proxy given by a shareholder may be revoked at any time before its exercise, and any shareholder who executes and returns a proxy and who attends the 2011 Annual Meeting may withdraw the proxy at any time before it is voted and vote his or her shares in person. A proxy may be revoked by giving notice to the Corporate Secretary of Bancorp in writing (at Bancorp’s address indicated above) or at the 2011 Annual Meeting prior to the taking of a vote.

Unless so revoked, your proxy will be voted in accordance with your instructions. If you do not specify a choice, your proxy will be voted in favor of the matters set forth in the accompanying Notice of Annual Meeting of Shareholders.

The record date for determining shareholders entitled to notice of and to vote at the 2011 Annual Meeting and any adjournments thereof has been set as April 19, 2011 (“Record Date”). As of the Record Date, there were 2,696,902 shares of Common Stock outstanding and entitled to vote at the 2011 Annual Meeting. Each share of Common Stock is entitled to one vote on each matter submitted for a vote at the 2011 Annual Meeting. There is no cumulative voting.

The holders of a majority of the shares of Common Stock outstanding and entitled to vote shall constitute a quorum for the transaction of business at the 2011 Annual Meeting. Shares of Common Stock present in person or represented by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for shareholder approval) will be counted for purposes of determining whether a quorum exists at the 2011 Annual Meeting. Directors are elected by a plurality of votes cast, which means that the two nominees for director with the most votes will be elected whether or not such nominees receive a majority of the votes cast. Ratification of Bancorp’s independent registered accounting firm will be approved if a majority of the votes cast are in favor of such ratification.

Abstentions are not counted as votes “cast” for the purpose of the election of directors or the ratification of the appointment of McGladrey & Pullen, LLP as Bancorp’s independent registered public accounting firm and thus have no effect on any of such agenda items. Shares held in “street name” by brokers or nominees who indicate on their

proxies that they do not have discretionary authority to vote such shares as to a particular matter and that they have not received voting instructions from the beneficial holder of such shares, are referred to as “Broker Non-Votes.” Brokers do not have discretion to vote on the election of directors without the receipt of instructions from the beneficial owners. Thus, there may be Broker Non-Votes for this item. With respect to the ratification of McGladrey & Pullen, LLP, brokers have discretion to vote on this item without the receipt of instructions from the beneficial owners. Therefore, there will be no Broker Non-Votes for this item.

We will report the voting results in a current report on Form 8-K, which we expect to file with the Securities and Exchange Commission on or before June 20, 2011, which is within four business days of the date of the Annual Meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE SHAREHOLDER MEETING TO BE HELD ON JUNE 14, 2011

This proxy statement and our annual report on Form 10-K for 2010 are available at <http://www.cfpproxy.com/5124>.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the security ownership of Bancorp's Common Stock as of April 19, 2011 of the nominees for election to the Board described in this Proxy Statement and of Bancorp's directors and named executive officers. Except as otherwise indicated, all shares are owned directly, and the named person possesses sole voting and sole investment power with respect to all such shares. No shares are pledged as collateral. Shares not outstanding but deemed beneficially owned because a person or member of a group has a right to acquire them within 60 days after April 19, 2011 are treated as outstanding only when determining the amount and percent owned by such person or group.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	
Bancorp Director Nominees Class I		
Carl R. Borrelli, Director of Bancorp, the Bank and SCB Treasurer All-Brite Electric, Inc. 4 Industry Drive, Ext. P.O. Box 26004 West Haven, CT 06516	69,694 (2)	2.56%
Alphonse F. Spadaro, Jr., Vice Chairman of Bancorp, the Bank and SCB Managing Principal Levitsky & Berney, PC 100 Bradley Road Woodbridge, CT 06525	37,776 (3)	1.39%
Bancorp Incumbent Directors Class II		
Joshua H. Sandman, Ph.D., Director of Bancorp and the Bank Vice President Deitsch Plastic Co., Inc. 14 Farwell Street West Haven, CT 06516	34,338 (4)	1.26%
	10,448 (5)	*

James S. Browstein, Esq., Director of Bancorp, the Bank  
and SCB

Kantrovitz & Brownstein, P.C.

One Bradley Road, Suite 305

Woodbridge, CT 06525



Class III

Elmer F. Laydon, Chairman of Bancorp, the Bank and SCB President Elmer F. Laydon Construction Corp. 69 Wheeler Street New Haven, CT. 06512	182,365 (6)	6.61%
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Alfred J. Ranieri, Jr., M.D., Director of Bancorp and the Bank 1455 Chapel Street New Haven, CT 06511	63,080 (7)	2.32%
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Non-Director Executive Officers of Bancorp and the Bank

Sunil Pallan Interim President of Bancorp and the Bank & Chief Credit Officer of the Bank 215 Church Street New Haven, CT 06510	500 (8)	*
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Stephen V. Ciancarelli Senior Vice President & Chief Financial Officer of Bancorp, the Bank and SCB 215 Church Street New Haven, CT 06510	4,000 (9)	*
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All Bancorp directors, director nominees and the executive officers, as a group (9 persons) * Less than 1%	402,201 (10)	14.10%
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(1) Percentages are based on a total of 2,696,902 shares of Common Stock outstanding on March 31, 2011. For holders of options and warrants exercisable within 60 days after March 31, 2011, the number of shares so exercisable by each holder has been added to the denominator for purposes of calculating such shareholder's percentage ownership.

(2) Includes 5,967 shares of stock held by Mr. Borrelli's spouse, 115 shares held by Mr. Borrelli's daughter, 3,725 shares held by one of Mr. Borrelli's sons, 1,650 shares held by another of Mr. Borrelli's sons, and 4,986 shares held by certain of Mr. Borrelli's grandchildren. Also includes 2,900 shares that may be acquired within 60 days by the exercise of warrants and 21,276 shares that may be acquired within 60 days by the exercise of options.

(3) Includes 4,573 shares of stock that may be acquired within 60 days by the exercise of warrants and 14,203 shares that may be acquired within 60 days by the exercise of options.

(4) Includes an aggregate of 8,142 shares of stock held by Mr. Sandman's children, as well as 4,273 shares of stock held by the Sandman Family Trust, LLC, of which Mr. Sandman and his spouse are principals. Also includes 6,497 shares that may be acquired within 60 days by the exercise of warrants and 14,938 shares that may be acquired within 60 days by the exercise of options.

(5) Includes 1,207 shares of stock held in trust by Mr. Brownstein's spouse for the benefit of his son. Also, includes 1,733 shares of stock that may be acquired within 60 days by the exercise of warrants.

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- (6) Includes 15,039 shares of stock that may be acquired within 60 days by the exercise of warrants and 47,345 shares that may be acquired within 60 days by the exercise of options.
- (7) Includes 6,497 shares of stock that may be acquired within 60 days by the exercise of warrants and 18,538 shares that may be acquired within 60 days by the exercise of options.
- (8) Represents 500 shares of stock that may be acquired within 60 days by the exercise of options.
- (9) Includes 1,000 shares of stock that may be granted within 60 days by the vesting of restricted stock.
- (10) Includes 37,239 shares of stock that may be acquired within 60 days by the exercise of warrants and 116,800 shares that may be acquired within 60 days by the exercise of options.

The following table sets forth certain information concerning those persons known to Bancorp who own more than five percent of Bancorp's Common Stock as of April 19, 2011:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
DellaCamera Capital Master Fund, Ltd. 200 Park Avenue, Suite 3300 New York, NY 10166	259,400 (2)	9.62%
Wellington Management Company, LLP 75 State Street Boston, MA 02109	234,775 (3)	8.71%
Joseph Stilwell  26 Broadway, 23rd Floor New York, NY 10004	136,391 (4)	5.06%

(1) Percent of class beneficially owned is based on an aggregate of 2,696,902 shares of Bancorp's Common Stock outstanding as of March 31, 2011.

(2) Information with respect to DellaCamera Capital Master Fund, Ltd. is derived from the Schedule 13D/A dated June 20, 2007 filed by DellaCamera Capital Master Fund, Ltd. ("DellaCamera") with the SEC on June 27, 2007. DellaCamera is a private investment fund whose investment objective is to achieve returns for investors through different market cycles while preserving investors capital. DellaCamera is the direct owner of the 259,400 shares of Bancorp's Common stock.

(3) Information with respect to Wellington Management Company, LLP is derived from the Schedule 13G/A dated December 31, 2010 filed by Wellington Management Company, LLP ("Wellington") with the SEC on February 14, 2011. Wellington is an investment advisor which may be deemed to beneficially own the 234,775 shares of Bancorp's Common Stock held of record by clients of Wellington, which clients are entitled to receive or have the power to direct the receipt of dividends from or the proceeds from the sale of such shares. Wellington has shared voting power over 234,775 shares.

(4) Information with respect to Joseph Stilwell ("Mr. Stilwell") is derived from the Schedule 13G dated February 25, 2010 filed by Mr. Stilwell with the SEC on March 5, 2010, with respect to the 136,391 shares of Bancorp's Common Stock deemed to be beneficially owned by Mr. Stilwell, including shares of Common Stock held in the names of Stilwell Associates, L.P., Stilwell Partners, L.P., Stilwell Offshore Ltd., and Stilwell Associates Insurance Fund of The S.A.L.I. Multi-Series Fund L.P. ("Stilwell SALI Fund"), in Mr. Stilwell's capacities as the general partner of Stilwell Partners, L.P., and as the managing and sole member of Stilwell Value LLC, which is the general partner of Stilwell Associates, L.P., and as the managing and sole member of Stilwell Management LLC, which has a managing agreement with Stilwell Offshore Ltd., of which Mr. Stilwell is also a director, and as the managing and sole member of Stilwell Advisors LLC, which is the general partner of Stilwell SALI Fund.

DISCUSSION OF PROPOSALS

PROPOSAL 1.  
ELECTION OF DIRECTORS

Nominees

Two Class I directors are to be elected at the 2011 Annual Meeting for a term of three years. The Board is divided into three classes designated as Class I, Class II and Class III, with each class containing approximately the same percentage of the total. The term of office of one class of directors expires at each annual meeting of Bancorp's shareholders. Directors serve for a term of three years and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, death or disability. The term of office of Class I directors who are elected at the 2011 Annual Meeting will expire at the annual meeting of shareholders in 2014; that of Class II directors will expire at the annual meeting of shareholders in 2012; and that of Class III directors will expire at the annual meeting of shareholders in 2013. A plurality of votes is required for the election of directors. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. Director nominees Carl R. Borrelli and Alphonse F. Spadaro, Jr. currently are Class I directors of Bancorp, the Bank and SCB.

In the event that any nominee for director should become unavailable for election for any reason, the persons named in the proxy will consult with Bancorp's management and use their discretion in deciding whether and how to vote the shares represented by such proxies.

Name	Age	Position And Offices With Bancorp or the Bank and Principal Occupation and Employment During the Past Five Years	Director of Bancorp Since
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NOMINEES FOR ELECTION  
(TO BE CLASS I DIRECTORS)

Class I			
Carl R. Borrelli	74	Director of Bancorp and the Bank and SCB; Treasurer, All-Brite Electric, Inc. Mr. Borrelli's many years as a small business owner make him well-suited to serve as a director of Bancorp and the Bank.	2000. To serve until 2014.
Alphonse F. Spadaro, Jr.	69	Director and Vice Chairman of Bancorp, the Bank, and SCB; managing principal of Levitsky & Berney, P.C. (public accounting firm). Mr. Spadaro's knowledge of accounting issues makes him a valuable member of the Boards of Bancorp, the Bank and SCB.	2001. To serve until 2014.

Name	Age	Position And Offices With Bancorp or the Bank and Principal Occupation and Employment During the Past Five Years	Director of Bancorp Since
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DIRECTORS CONTINUING IN OFFICE

Class II

Joshua H. Sandman, Ph.D.	68	Director of Bancorp and the Bank; Vice President, Deitsch Plastics (plastics fabricating) and Professor, University of New Haven; former Director of The Bank of New Haven. Dr. Sandman's experience as a former director of a community bank and senior executive of a local business, which is the type of customers targeted by the Bank, makes him a valuable member of the Boards of Bancorp and the Bank.	2000. To serve until 2012.
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James S. Brownstein, Esq.	63	Director of Bancorp, the Bank and SCB; managing partner, Kantrovitz & Brownstein, P.C. (law firm). Mr. Brownstein's years of practicing law provide insight on legal issues for the Boards of Bancorp, the Bank and SCB.	2008. To serve until 2012.
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Class III Elmer F. Laydon	75	Director and Chairman of Bancorp, the Bank, and SCB; President, Elmer F. Laydon Construction Corp. (building contractor); former Chairman of the Board of Directors of Shoreline Bank and Trust Company. Mr. Laydon's experience as a former Chairman of the Board of a community bank and as a contractor provides valuable insight on the banking industry and the local real estate market for the Boards of Bancorp and the Bank.	2000. To serve until 2013.
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Alfred J. Ranieri, Jr., M.D.	68	Director of Bancorp and the Bank; Private practice physician, New Haven, CT. Dr. Ranieri brings valuable managerial experience and local knowledge of the Bank's primary market area to the Boards of Bancorp and the Bank.	2007. To serve until 2013.
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NON-DIRECTOR EXECUTIVE OFFICERS

Sunil Pallan	49	Interim President of Bancorp and the Bank since April 2011. Senior Vice President and Chief Credit Officer of the Bank since March 2008; Vice President of Loan Administration and Chief Credit Officer from January 2008 to March 2008; Vice President Loan Administration from January 2007 to January 2008; Loan Administration Manager from July 2006 to January 2007; and Assistant Vice President of Loan Administration from February 2006 to July 2006. Mr. Pallan began his career with the Bank as a Credit Analyst in October 2005. Mr. Pallan held various Executive Management positions with Kenyan banks, including First American Bank of Kenya Limited in Nairobi,	
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Kenya. Mr. Pallan is a member of the Institute of Certified Accountants in Kenya.

Stephen V.  
Ciancarelli

56 Senior Vice President and Chief Financial Officer of Bancorp, the Bank and SCB since May 2008. Prior to May 2008, Mr. Ciancarelli spent 5 years as Senior Vice President and Chief Financial Officer with Essex Corporation, a subsidiary of John Hancock Life Insurance Company. Mr. Ciancarelli is a graduate of L.I.U.-C.W. Post in New York and holds an M.B.A. from L.I.U.-C.W. Post in New York.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE DIRECTOR NOMINEES NOTED ABOVE.



## CORPORATE GOVERNANCE

### Board Leadership Structure and the Board's Role in Risk Oversight

Bancorp has an independent Chairman separate from the President. The President is not a member of the Board. The Board believes it is important to have an independent director in a board leadership position at all times. Bancorp's Chairman provides independent leadership of the Board. The Board also believes that the Board should consist only of outside directors and that members of senior management should not serve on the Board. By not having members of senior management sit on the Board, directors can raise issues and concerns for Board consideration without immediately involving management. The Chairman serves as a liaison between the Board and senior management. The Board has determined that this structure of having an independent Chairman and Board is the most appropriate structure for Bancorp and the Bank.

Risk management at Bancorp is the process for identifying, measuring, controlling and monitoring risk across the enterprise given its business as a financial institution. Risk management crosses all functions and employees and is embedded in all aspects of planning and performance measurement. Systems, information and timely reporting enable Bancorp to quickly adapt to early warning signs.

The Board is responsible for oversight of Bancorp's enterprise risk framework. The Board has three standing independent committees with separate chairpersons – the Audit Committee, Compensation Committee and Nominating Committee. The Audit Committee is responsible for overseeing risk management, and the full Board regularly engages in discussions of risk management and receives reports on risk from our senior executive officers, other Bank officers and the chair of the Audit Committee. Each of the other Board committees also considers the risk within its area of responsibilities. These Board committees report to the full Board to ensure that Bancorp's overall risk exposures are understood, including risk interrelationships between the different areas. Risk reports are provided at committee and Board meetings and the Board regularly engages in discussions of these risk reports and risk management.

### Director Independence

All of our directors except Mr. James S. Brownstein are "independent directors" as defined in Section 803A of the NYSE Amex Company Guide.

### Family Relationships

There are no family relationships among members of the Board of Directors of Bancorp and the executive officers of Bancorp, the Bank or SCB.

### Meetings and Committees of the Board

Bancorp has established standing nominating, audit, and compensation committees of the Board of Directors.

Nominating Committee. The functions of the Nominating Committee include recommending qualified candidates for director positions and evaluating the performance of directors. All of the members of the Nominating Committee in 2010 were independent as that term is defined in Section 803A of the NYSE Amex Company Guide. The Nominating Committee acts under a written charter adopted by the Board of Directors, a copy of which is available on Bancorp's website at [www.scbancorponline.com](http://www.scbancorponline.com). The Nominating Committee will consider any director candidates recommended by shareholders in accordance with the procedures described on pages 17 and 18 under the heading

“Shareholder Nominations and Proposals for 2012 Annual Meeting.” The Nominating Committee seeks candidates who have demonstrated a commitment to Bancorp’s success and growth and who offer Bancorp skills and experience that are presently not represented on the Board or which augment those skills and talents that the Committee believes should be further developed. While the Nominating Committee has not adopted a formal diversity policy with regard to the selection of candidates for director positions, the Nominating Committee does consider diversity as a factor in identifying director nominees. The current nominees were recommended by the Nominating Committee. Bancorp does not utilize any third party to identify or evaluate or assist in identifying or evaluating potential nominees. The current members of the Nominating Committee are Elmer F. Laydon (Chair), Carl R. Borrelli, and Alphonse F. Spadaro, Jr. The Nominating Committee met 1 time during 2010.

Audit Committee. Bancorp’s Audit Committee oversees all internal and external audit and compliance functions. Both the internal auditor and the external auditor report directly to the Audit Committee. In performing its functions, the Audit Committee acts as a joint Audit Committee of Bancorp, the Bank and SCB. All of the members of the Audit Committee are independent as that term is defined in Section 803A of the NYSE Amex Company Guide. The Board of Directors has determined that Alphonse F. Spadaro, Jr. is an audit committee financial expert under the rules of the Securities and Exchange Commission. The Audit Committee acts under a written charter adopted by the Board of Directors, a copy of which is available on Bancorp’s website at [www.scbancorponline.com](http://www.scbancorponline.com). The report of the Audit Committee required by the rules of the Securities and Exchange Commission is included in this Proxy Statement on page 17. The current members of Bancorp’s Audit Committee are Alphonse F. Spadaro, Jr. (Chair), Carl R. Borrelli, and Elmer F. Laydon. The Audit Committee met 11 times during 2010.

Compensation Committee. Bancorp's Compensation Committee is responsible for determining the compensation, including salaries, bonuses and other benefits, of Bancorp's and the Bank's senior management. The Compensation Committee also is responsible for determining compensation and benefits policies for the Bank. In performing its functions, the Compensation Committee acts as a joint Compensation Committee of Bancorp, the Bank and SCB. The Compensation Committee acts under a written charter adopted by the Board of Directors, a copy of which is available on Bancorp's website at [www.scbancoronline.com](http://www.scbancoronline.com). All of the members of the Compensation Committee are independent as that term is defined in Section 803A of the NYSE Amex Company Guide. The current members of the Compensation Committee of Bancorp are Carl R. Borrelli (Chair), Elmer F. Laydon, Joshua H. Sandman, Ph.D., and Alphonse F. Spadaro, Jr. The Compensation Committee met 10 times in 2010.

The Compensation Committee is appointed by the Board of Directors to discharge the Board of Directors' responsibilities concerning compensation of Bancorp's directors and officers including review and oversight of all compensation plans, policies and programs of Bancorp. The Compensation Committee functions as the Stock Committee or Stock Sub-Committee for purposes of awards under Bancorp's stock option and stock award plans. These committees have sole discretion in granting awards under the stock option and award plans. The Compensation Committee consists of not less than three directors who meet the independence requirements of the NYSE Amex, Securities Exchange Commission and any and all regulators' requirements on independence. In addition to independence, qualification for membership includes financial literacy and business management experience.

The Compensation Committee's authority and responsibilities are as follow:

1. Annually, the Compensation Committee shall determine the form and amount of director compensation with review and comparison against peer companies of like size and operation.
2. Annually, the Compensation Committee shall do an evaluation of all directors as to their attendance, committee participation, and contribution to all board meetings and matters.
3. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant or benefits consultant to be used to assist in the evaluation of director, CEO or executive compensation and shall have sole authority to approve consultant fees and other retention terms. The Compensation Committee shall have sole authority to set the parameters of the engagement and to receive the reports of consultants retained by them.
4. The Compensation Committee has the authority to obtain advice and assistance from internal or external legal, accounting and other advisors as it may require.
5. Annually, the Compensation Committee shall review and approve the corporate goals and objectives relevant to compensation of the President, and evaluate the President's performance in light of those goals and objectives. The Compensation Committee will determine the President's long term incentive compensation; the Compensation Committee will consider Bancorp's performance, relative shareholder return, peer comparisons and the awards granted to the President in past years.
6. Annually, the Compensation Committee, based on Management's recommendations, shall review the compensation of the executive officers and other key executives, including compensation plans, incentive plans and equity based plans and make recommendations to the Board of Directors for:
  - (a) annual base salary level
  - (b) annual incentive opportunity level
  - (c) long term incentive opportunity level
  - (d) employment agreements, severance arrangements and change-in-control agreements/provisions, and if appropriate
  - (e) any special or supplemental benefits.
7. The Compensation Committee is the designated administrator of all employee benefit plans and has the authority to make all decisions concerning the administration of the benefit plans.

8. The Compensation Committee shall review its charter annually to make recommendations to the Board of Directors for change.
  9. The Compensation Committee shall report to the Board of Directors at least semi annually.
10. The Compensation Committee shall conduct a self evaluation to determine whether it is functioning effectively at least annually.
11. The Compensation Committee shall consider methods of creating incentives for management to achieve sustained growth in earnings and shareholder value and shall make recommendations to the Board of Directors.

Bancorp's Board of Directors met 8 times in 2010. All current directors attended at least eighty percent (80%) of (i) the total number of meetings of the Board of Directors held in 2010 and (ii) the total number of meetings held by committees of the Board on which such directors served during 2010.

**Attendance at the Annual Meeting.** The Board of Directors encourages directors to attend the annual meeting of shareholders. All of Bancorp's directors attended the 2010 Annual Meeting of Shareholders.

**Meetings of Non-Management Independent Directors.** Members of the Board of Directors, who are independent, as that term is defined in Section 803A of the NYSE Amex Company Guide, periodically conduct meetings in executive session, without members of management or non-independent members of the Board being present, immediately following the regularly-scheduled meetings of the full Board of Directors. Mr. Laydon, as Chairman, serves as the presiding director of such meetings.

#### Shareholder Communications

Bancorp does not have a formal process in place for shareholder communication to the Board. Informally, however, any communication from a shareholder to the Board that is received by management or an individual director shall be forwarded to the Board or appropriate individual director as directed. The Board believes this approach is reasonable in light of the number of shareholders of Bancorp at this time and the relatively small number of communications the Board expects to receive in the foreseeable future.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires Bancorp's officers and directors, and persons who own more than ten percent (10%) of Bancorp's Common Stock, to file reports of ownership and changes in ownership of Bancorp's Common Stock with the Securities and Exchange Commission ("SEC"). Officers, directors and greater than ten percent (10%) beneficial owners are required by applicable regulations to furnish Bancorp with copies of all forms they file pursuant to Section 16(a). Based upon a review of the copies of forms furnished to Bancorp, John H. Howland filed one late Form 4 report covering one transaction and Stephen V. Ciancarelli filed a late Form 4 report covering one transaction.

#### CODE OF ETHICS

Bancorp has adopted a Code of Ethics and Conduct that is designed to promote the highest standards of ethical conduct by Bancorp's and the Bank's directors, executive officers and employees. The Code of Ethics and Conduct applies to Bancorp's President and Chief Financial Officer and is considered to be Bancorp's Code of Ethics in accordance with Regulations of the Securities and Exchange Commission. The Code of Ethics and Conduct requires that Bancorp's, the Bank's and SCB's directors, executive officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in Bancorp's, the Bank's and SCB's best interest. Under the terms of the Code of Ethics and Conduct, directors, executive officers, and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code. The Code of Ethics and Conduct is available on Bancorp's website at [www.scbancorponline.com](http://www.scbancorponline.com). Amendments to or waivers from the Code of Ethics and Conduct will be discussed in Form 8-Ks filed by Bancorp and accessible on Bancorp's website.



## EXECUTIVE COMPENSATION

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended	Salary	Bonus	(\$)	Stock Awards	(\$)	Option	All Other Compensation (\$)	Total (\$)
							Awards (\$)		
Sunil Pallan (1) Interim President of Bancorp and the Bank and Chief Credit Officer of the Bank	2010	\$ 140,000	\$ 3,750	\$ -	\$ -	\$ -	\$ 414 (2)	\$ 144,164	
	2009	\$ 139,692	\$ 750	\$ -	\$ -	\$ -	\$ 411 (2)	\$ 140,853	
Stephen V. Ciancarelli Senior Vice President and CFO of Bancorp, the Bank and SCB	2010	\$ 165,000	\$ 3,750	\$ 6,750 (3)	\$ -	\$ -	\$ 1,290 (2)	\$ 176,790	
	2009	\$ 159,577	\$ 750	\$ 5,000 (4)	\$ -	\$ -	\$ 690 (2)	\$ 166,017	
John H. Howland (5) Former President & Chief Operating Officer of Bancorp and the Bank	2010	\$ 200,000	\$ 3,750	\$ -	\$ -	\$ -	\$ 450 (2)	\$ 204,200	
	2009	\$ 199,385	\$ 750	\$ 8,760 (6)	\$ -	\$ -	\$ 300 (2)	\$ 209,195	

- (1) Mr. Pallan was promoted to Interim President of Bancorp and the Bank effective April 2011.
- (2) Represents the dollar value of group term life insurance premiums paid by the Bank.
- (3) Includes the dollar value of 1,000 shares of common stock held by Stephen V. Ciancarelli which vested on May 5, 2010. The market price of the common stock on May 5, 2010 was \$6.75.
- (4) Includes the dollar value of 1,000 shares of common stock held by Stephen V. Ciancarelli which vested on May 5, 2009. The market price of the common stock on May 5, 2009 was \$5.00.
- (5) Mr. Howland resigned as President of Bancorp and the Bank effective April 2011.
- (6) Includes the dollar value of 3,000 shares of common stock held by John H. Howland which vested on December 31, 2009. The market price of the common stock on December 31, 2009 was \$2.92.

The Summary Compensation Table summarizes the total compensation paid for the fiscal year ended December 31, 2010 and 2009 to our named executive officers.

## Employment Agreements

The Company's Board of Directors appointed Sunil Pallan, age 49, as Interim President of the Company and the Bank effective April 8, 2011. Mr. Pallan will continue to hold his current position as Senior Vice President and Chief Credit

Officer of the Bank.

The Company and the Bank previously entered into an employment agreement, dated as of January 1, 2011, with Mr. Pallan (the "Agreement") pursuant to which Mr. Pallan will serve as Senior Vice President and Chief Credit Officer of the Bank through December 31, 2012, unless the Bank terminates the Agreement earlier under the terms of the Agreement. Mr. Pallan will receive an annual base salary of \$140,000 from January 1, 2011 to December 31, 2012. Mr. Pallan will be eligible for salary increases and other merit bonuses at the discretion of the Company's Board of Directors.

Mr. Pallan will be provided with health and life insurance comparable to coverage provided to other officers of the Bank, will be reimbursed for certain business expenses, and will be eligible to participate in the profit sharing or 401(k) plan of the Company (or its subsidiaries).

If Mr. Pallan's employment is terminated as a result of a "Business Combination" (as such term is defined in the Agreement), Mr. Pallan will, subject to certain conditions, be entitled to receive a lump sum payment in an amount equal to two times the total of his then current base annual salary plus the amount of any bonus for the prior calendar year in the event that (i) Mr. Pallan is not offered a position with the remaining entity at his then current base annual salary (subject to the remaining entity having a reasonable opportunity to remedy the situation), (ii) Mr. Pallan determines in his sole discretion that the position offered by the remaining entity is inconsistent with his current position (subject to the remaining entity having a reasonable opportunity to remedy the situation), (iii) Mr. Pallan's office is relocated more than 25 miles from its location as of the date of the Agreement or (iv) Mr. Pallan is terminated (other than for certain specified events that constitute cause or as the result of his death or disability) or his office is relocated, within two years following a "Business Combination." In any such event, Mr. Pallan will also be entitled to (a) an acceleration of vesting of all stock options and restricted stock previously granted to him and (b) a continuation of benefits under the Agreement for the balance of the unexpired term of his employment, which will be paid at his option as a lump sum payment or ratably over the balance of the unexpired term.



The above description of the Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the Agreement which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

On April 14, 2011, the Joint Compensation Committee of the Company and the Bank approved a \$35,000 increase in Mr. Pallan's annual salary to \$175,000 effective April 8, 2011 to compensate Mr. Pallan for his additional duties as Interim President of the Company and the Bank. All other terms and conditions of Mr. Pallan's existing employment agreement, dated as of January 1, 2011, with the Company and the Bank will remain unchanged.

On May 5, 2008, Bancorp and its subsidiary, the Bank, entered into an employment agreement with Stephen V. Ciancarelli effective May 5, 2008 through May 4, 2010 (the "2008 Ciancarelli Agreement"). The following description of the 2008 Ciancarelli Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the Ciancarelli Agreement which is filed as Exhibit 10.2 to Bancorp's Current Report on Form 8-K filed on May 9, 2008.

Under the 2008 Ciancarelli Agreement, Mr. Ciancarelli served as the Senior Vice President and Chief Financial Officer of Bancorp. Mr. Ciancarelli and Bancorp mutually agreed to terminate the 2008 Ciancarelli Agreement early as of December 31, 2009. Mr. Ciancarelli received an annual base salary of \$150,000 from May 5, 2008 to May 4, 2009 and \$165,000 pro rated from May 5, 2009 through December 31, 2009. Mr. Ciancarelli was eligible for salary increases and other merit bonuses at the discretion of Bancorp's Board of Directors.

Mr. Ciancarelli received 3,000 shares of restricted stock that vests 33 1/3% on May 5, 2009, 33 1/3% on May 5, 2010 and 33 1/3% on May 5, 2011. Mr. Ciancarelli was provided with health and life insurance, was reimbursed for certain business expenses, and was eligible to participate in the profit sharing or 401(k) plan of Bancorp (or its subsidiary).

On December 28, 2009, Bancorp and its subsidiary, the Bank, entered into a new employment agreement with Stephen V. Ciancarelli effective January 1, 2010 (the "2010 Ciancarelli Agreement"). The following description of the 2010 Ciancarelli Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the 2010 Ciancarelli Agreement which was filed as Exhibit 10.1 to Bancorp's Current Report on Form 8-K filed on December 30, 2009.

Under the 2010 Ciancarelli Agreement, Mr. Ciancarelli served as the Senior Vice President and Chief Financial Officer of Bancorp and its subsidiary, the Bank, through December 31, 2010. Mr. Ciancarelli received an annual base salary of \$165,000 from January 1, 2010 to December 31, 2010. Mr. Ciancarelli was eligible for salary increases and other merit bonuses at the discretion of Bancorp's Board of Directors.

Mr. Ciancarelli was provided with health and life insurance, was reimbursed for certain business expenses, and was eligible to participate in the profit sharing or 401(k) plan of Bancorp (or its subsidiaries).

On December 17, 2010, Bancorp and its subsidiary, the Bank, entered into a new employment agreement with Stephen V. Ciancarelli effective January 1, 2011 (the "2011 Ciancarelli Agreement"). The following description of the 2011 Ciancarelli Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the 2011 Ciancarelli Agreement which was filed as Exhibit 10.1 to Bancorp's Current Report on Form 8-K filed on December 22, 2010.

Under the 2011 Ciancarelli Agreement, Mr. Ciancarelli will serve as the Senior Vice President and Chief Financial Officer of Bancorp through December 31, 2012, unless Bancorp terminates the 2011 Ciancarelli Agreement pursuant

to the terms thereof. Mr. Ciancarelli will receive an annual base salary of \$165,000 from January 1, 2011 to December 31, 2012. Mr. Ciancarelli will be eligible for salary increases and other merit bonuses at the discretion of Bancorp's Board of Directors.

Mr. Ciancarelli will be provided with health and life insurance, will be reimbursed for certain business expenses, and will be eligible to participate in the profit sharing or 401(k) plan of Bancorp (or its subsidiaries).

If Mr. Ciancarelli's employment is terminated as a result of a "Business Combination" (as such term is defined in the Agreement), Mr. Ciancarelli will, subject to certain conditions, be entitled to receive a lump sum payment in an amount equal to two times the total of the Executive's then current base annual salary plus the amount of any bonus for the prior calendar year in the event that (i) the Executive is not offered a position with the remaining entity at the Executive's then current base annual salary (subject to the remaining entity having a reasonable opportunity to remedy the situation), (ii) the Executive determines in his sole discretion that the position offered by the remaining entity is inconsistent with his current position (subject to the remaining entity having a reasonable opportunity to remedy the situation), (iii) the Executive's office is relocated more than 25 miles from its location as of the date of the Agreement or (iv) the Executive is terminated (other than for certain specified events that constitute cause or as the result of his death or disability) or his office is relocated, within two years following a "Business Combination". In either such event, Mr. Ciancarelli will also be entitled to (a) an acceleration of vesting of all stock options and restricted stock previously granted to the Executive and (b) a continuation of benefits under the Agreement for the balance of the unexpired term of his employment, which will be paid at his option as a lump sum payment or ratably over the balance of the unexpired term.

On February 8, 2008, Bancorp and its subsidiary, the Bank, entered into an employment agreement with John H. Howland effective January 1, 2008 for a two year period ending December 31, 2009 (the "2008 Howland Agreement"). The following description of the 2008 Howland Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the 2008 Howland Agreement which is filed as Exhibit 10.1 to Bancorp's Current Report on Form 8-K filed on February 14, 2008.

Under the 2008 Howland Agreement, Mr. Howland served as the Executive Vice President and Chief Operating Officer of Bancorp until April 3, 2008. At that time, Mr. Howland was promoted by the Board of Directors to President of Bancorp and the Bank while maintaining his position as Chief Operating Officer, positions that he held through December 31, 2009. Mr. Howland received an annual base salary of \$180,000 from January 1, 2008 to December 31, 2008 and \$200,000 for the calendar year 2009. Mr. Howland was also eligible for salary increases and other merit bonuses at the discretion of Bancorp's Board of Directors.

Mr. Howland also received 6,000 shares of restricted stock, 50% of which vested on December 31, 2008 and 50% of which vested on December 31, 2009. Mr. Howland was provided with health and life insurance, was reimbursed for certain business expenses, and was eligible to participate in the profit sharing or 401(k) plan of Bancorp (or its subsidiary).

On December 28, 2009, Bancorp and its subsidiary, the Bank, entered into a new employment agreement with John H. Howland effective January 1, 2010 (the "2010 Howland Agreement"). The following description of the 2010 Howland Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the 2010 Howland Agreement which is filed as Exhibit 10.1 to Bancorp's Current Report on Form 8-K filed on December 30, 2009.

Under the 2010 Howland Agreement, Mr. Howland served as the President and Chief Operating Officer of Bancorp through December 31, 2010. Mr. Howland received an annual base salary of \$200,000 from January 1, 2010 to December 31, 2010. Mr. Howland was eligible for salary increases and other merit bonuses at the discretion of Bancorp's Board of Directors.

Mr. Howland was provided with health and life insurance, was reimbursed for certain business expenses, and was eligible to participate in the profit sharing or 401(k) plan of Bancorp (or its subsidiaries).

On December 17, 2010, Bancorp and its subsidiary, the Bank, entered into a new employment agreement with John H. Howland effective January 1, 2011 (the "2011 Howland Agreement"). The following description of the 2011 Howland Agreement is a summary of its material terms and does not purport to be complete, and is qualified in its entirety by reference to the 2011 Howland Agreement which was filed as Exhibit 10.1 to Bancorp's Current Report on Form 8-K filed on December 22, 2010.

Under the 2011 Howland Agreement, Mr. Howland served as the President and Chief Operating Officer of Bancorp through the date of his resignation from the Bancorp and Bank in April 2011. Mr. Howland was to receive an annual base salary of \$200,000 from January 1, 2011 to December 31, 2012. Mr. Howland was eligible for salary increases and other merit bonuses at the discretion of Bancorp's Board of Directors.

Mr. Howland was provided with health and life insurance, was reimbursed for certain business expenses, and was eligible to participate in the profit sharing or 401(k) plan of Bancorp (or its subsidiaries).

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

The following table sets forth information concerning outstanding stock options as of December 31, 2010 held by the named executive officers.

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised Options		Option	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested (\$)
	(#) Exercisable	Exercise Price (\$)	Expiration Date		
Sunil Pallan	500	\$ 7.08	12/31/2015	-	\$ -
Stephen V. Ciancarelli (1)	-	\$ -	-	1,000	\$ 4,150
John H. Howland(2)	20,000	\$ 7.81	9/7/2015	-	\$ -

(1) Pursuant to the 2008 Ciancarelli Agreement, Mr. Ciancarelli received 3,000 shares of restricted stock, 67 2/3% of which vested in installments of 33 1/3% on May 5, 2009 and May 5, 2010, respectively, and 33 1/3% of which will vest on May 5, 2011, pursuant to this plan.

(2) Mr. Howland received 6,000 shares of restricted stock, 50% of which vested on December 31, 2008 and 50% of which vested on December 31, 2009, under this plan. Mr. Howland resigned from the Company in April 2011 and based upon the terms governing the 2002 Stock Plan Mr. Howland's 20,000 unexercised options ceased to be exercisable and were forfeited.

## The 2005 Stock Option and Award Plan

Bancorp adopted the Southern Connecticut Bancorp, Inc. 2005 Stock Option and Award Plan (the "2005 Stock Plan"). The purpose of the 2005 Stock Plan is to provide equity-based incentives to employees, officers and directors of Bancorp in order to attract them to, give them a proprietary interest in, and encourage them to remain in the employ or service of Bancorp. An aggregate of 150,000 shares of Bancorp's Common Stock is reserved for issuance upon the exercise of both incentive stock options and nonqualified stock options granted by Bancorp under the 2005 Stock Plan. All eligible employees and directors of Bancorp or any subsidiary of Bancorp, including the Bank, are eligible to receive options under the 2005 Stock Plan. The exercise price for each share for an incentive stock option may not be less than the fair market value of a share of Bancorp's Common Stock on the date of grant. Although the Plan does not prescribe a minimum option price for non-qualified stock options, it is the current intention of the Compensation Committee to grant non-qualified stock options at or above fair market value of a share of Bancorp's Common Stock on the date of grant. Options under the 2005 Stock Plan have a term of 10 years unless otherwise determined at the time of grant. As of December 31, 2010 there were 25,000 outstanding options under the 2005 Stock Plan.

The Compensation Committee has broad authority under the 2005 Stock Plan with respect to awards granted under the 2005 Stock Plan, including, without limitation, the authority to:

- authorize the granting of shares of common stock or options under the 2005 Stock Plan;

- determine and designate the employees and directors of Bancorp to receive awards under the 2005 Stock Plan;
- determine the type, number, price, vesting requirements and other features and conditions of individual stock awards and options under the 2005 Stock Plan; and
- interpret the 2005 Stock Plan and the various written agreements made in connection with grants of shares of common stock or options thereunder.

#### The 2002 Stock Option Plan

Bancorp adopted the Southern Connecticut Bancorp, Inc. 2002 Stock Option Plan (the "2002 Plan"). The purpose of the 2002 Plan is to attract and retain the continued services of employees and directors of Bancorp and the Bank, encourage employees and directors to obtain or increase their stock ownership in Bancorp, and provide incentive compensation programs competitive with those of other similarly situated companies. An aggregate of 383,250 shares of Bancorp's Common Stock were reserved for issuance upon the exercise of both incentive stock options and nonqualified stock options granted by Bancorp under the 2002 Plan, which number has been adjusted to reflect a 10% stock dividend declared in January 2004 and a 5% dividend declared in April 2005. All eligible employees and directors of Bancorp or any subsidiary of Bancorp, including the Bank, are eligible to receive options under the 2002 Plan. The exercise price for each share covered by an option may not be less than the fair market value of a share of Bancorp's Common Stock on the date of grant. Options under the 2002 Plan have a term of 10 years unless otherwise determined at the time of grant. On December 22, 2005, the Compensation Committee of the Board of Directors approved the acceleration of all unvested options outstanding as of December 31, 2005, granted under the 2002 Plan. Pursuant to this acceleration of all unvested options, options to purchase 197,571 shares of Bancorp's Common Stock became immediately exercisable as of December 31, 2005. As of December 31, 2010 there were 133,318 outstanding options under the 2002 Plan.

## The 2001 Stock Option Plan

Bancorp adopted the Southern Connecticut Bancorp, Inc. 2001 Stock Option Plan (the "Option Plan") in 2001 and it was approved by the sole shareholder of Bancorp in 2001. Under the Option Plan, an aggregate of 90,000 shares of Bancorp's Common Stock was reserved for issuance upon the exercise of options granted under the Option Plan. The Compensation Committee of the Board administers the Option Plan. The Board voted to terminate the Option Plan, except for outstanding options previously granted under that Option Plan, effective as of May 15, 2002. As of December 31, 2010 there were 10,164 outstanding options under the Option Plan.

## Warrant Plans

Bancorp's Warrant Plans are described under the heading "Equity Compensation Plan Information" below.

## DIRECTOR COMPENSATION

## DIRECTOR COMPENSATION TABLE

Name	Fees Earned or				Total (\$)
	Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	All Other Compensation (\$)	
Carl R. Borrelli	\$ 44,500	\$ -	\$ -	\$ -	\$ 44,500
James S. Brownstein, Esq.	20,600	-	-	-	20,600
Elmer F. Laydon	69,000	-	-	-	69,000
Alfred J. Ranieri, Jr., M.D.	15,700	-	-	-	15,700
Joshua H. Sandman, Ph.D.	12,900	-	-	-	12,900
Alphonse F. Spadaro, Jr.	57,700	-	-	-	57,700

Directors of Bancorp and the Bank, who are not employees of Bancorp or the Bank receive compensation in cash as follows: the Chairman and Vice Chairman on the Bancorp Board received \$800 and \$600 per month, respectively; each director received \$400 for each board meeting attended, \$600 for each board committee meeting chaired, \$300 for each board committee meeting attended and \$500 for each executive and loan workout committee meeting attended. Directors who sit on the Bancorp and Bank boards are compensated for only one meeting where a meeting of both boards or more than one committee is held jointly. Directors of SCB Capital, who are not employees of Bancorp, SCB Capital, Inc. or the Bank, receive no compensation for SCB Capital board or SCB Capital committee meetings attended.

As of December 31, 2010, non-employee directors have the following stock warrants and option awards outstanding:

Name	Stock Warrant Awards (#)	Option Awards (#)
Carl R. Borrelli	2,900	21,276

James S. Brownstein, Esq.	1,733	-
Elmer F. Laydon	15,039	47,345
Alfred J. Ranieri, Jr., M.D.	6,497	18,538
Joshua H. Sandman, Ph.D.	6,497	14,938
Alphonse F. Spadaro, Jr.	4,573	14,203



The Bancorp maintains directors' and officers' liability insurance and Bancorp's by-laws provide for mandatory indemnification of directors and officers to the fullest extent permitted by Connecticut law. In addition, Bancorp's certificate of incorporation limits the liability of directors to Bancorp or its shareholders for breaches of directors' fiduciary duties to the fullest extent permitted by Connecticut law.

#### Equity Compensation Plan Information

The following schedule provides information with respect to the compensation plans (including individual compensation arrangements) under which equity securities of Bancorp are authorized for issuance as of December 31, 2010:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans approved by security holders	201,853	\$7.79	258,319
Equity Compensation Plan not approved by security holders (1)	77,184	\$10.39	0
Total	279,037	\$8.51	258,319

(1) Bancorp adopted a 2001 Warrant Plan and 2001 Supplemental Warrant Plan (collectively, the "Warrant Plans") on April 11, 2001 and October 16, 2001. Under the Warrant Plans, each non-employee director of Bancorp and each director of the Bank who was not a director of Bancorp, as of the initial public offering of Bancorp in July 2001, received a warrant to purchase one share of Bancorp Common Stock for each four shares purchased in the offering by such director or members of such director's immediate family. Under the 2001 Supplemental Warrant Plan, certain organizers of Bancorp who are not directors, officers or employees of Bancorp or the Bank but who made contributions to Bancorp or the Bank received a warrant to purchase one share of Bancorp Common Stock for each five shares purchased in the offering by such person or member of such person's immediate family. The warrants have a term of ten years. The exercise price of the warrants is \$10.39, the price at which Bancorp's Common Stock was sold in the initial public offering, as adjusted for the January 2004 10% stock dividend and the April 2005 5% stock dividend. They became exercisable as to 40%, 30% and 30% of the shares covered thereby on the first, second and third anniversary of the closing of the initial public offering of Bancorp, respectively, and are accordingly all fully vested at this time.

RATIFICATION OF APPOINTMENT OF McGLADREY & PULLEN, LLP

The Audit Committee has selected McGladrey & Pullen, LLP as the independent registered public accounting firm for Bancorp to audit the financial statements of Bancorp for the fiscal year ending December 31, 2011. McGladrey & Pullen, LLP served as Bancorp's independent registered public accounting firm for the fiscal year ended December 31, 2010 and has reported on Bancorp's financial statements for such fiscal year.

The firm of McGladrey & Pullen, LLP has served as Bancorp's independent accountants since its organization and is considered to be well-qualified. Bancorp has been advised by McGladrey & Pullen, LLP that it has neither a direct financial interest nor any material indirect financial interest in Bancorp other than that arising from the firm's employment as independent accountants.

Representatives of McGladrey & Pullen, LLP will be present at the 2011 Annual Meeting and will be provided the opportunity to make a statement and to respond to appropriate questions which may be asked by shareholders.

McGladrey & Pullen, LLP, and its affiliate RSM McGladrey, performs both audit and non-audit professional services for and on behalf of Bancorp. During 2010, the audit services included an audit of the consolidated financial statements of Bancorp and a review of certain filings with the SEC. All professional services rendered by McGladrey & Pullen, LLP during 2010 were furnished at customary rates and terms.

The following table sets forth information regarding the aggregate fees for services rendered by McGladrey & Pullen, LLP for the fiscal years ended December 31, 2010 and 2009, respectively:

	2010	2009
Audit fees	\$ 150,774	\$ 128,580
Audit Related Fees	145,900	None
Tax fees	13,950	11,900
All Other fees	None	1,700

Audit fees consist of fees for professional services rendered for the audit of the consolidated financial statements, review of consolidated financial statements included in quarterly reports on Form 10-Q and annual reports on Form 10-K, and services connected with statutory and regulatory filings or engagements. Audit-related fees are principally for services in connection with filings related to the proposed merger with Naugatuck Valley Savings and Loan. Tax service fees consist of fees for tax return preparation for the Company. All other fees consist of consultations related to Sarbanes-Oxley Act Section 404 implementation.

The audit committee of the Company's Board of Directors has established policies and procedures for the engagement of the independent registered public accounting firm to provide non-audit services, including a requirement for approval in advance of all non-audit services to be provided by the independent auditor. To ensure that this does not restrict access to the independent registered public accounting firm by management on matters where the advice and consultation of the independent registered public accounting firm is sought by management and such advice or consultation, in the opinion of management, cannot practically be delayed pending pre-approval by the audit committee, the committee authorizes management to use their judgment and retain the independent auditor for such matters and consider such services to be pre-approved provided the estimated cost of such services does not exceed 5% of the annual fees paid to the independent registered public accounting firm and such services are formally approved by the audit committee at its next meeting.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF MCGLADREY & PULLEN, LLP AS BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.**

## REPORT BY THE AUDIT COMMITTEE

The Board, in its business judgment, has determined that each of the members of the Audit Committee is independent, in accordance with the applicable listing standards of the NYSE Amex.

In performing its function, the Audit Committee has:

- reviewed and discussed the audited financial statements of Bancorp as of and for the year ended December 31, 2010 with management and with McGladrey & Pullen, LLP, Bancorp's independent auditors for the year ended December 31, 2010;
- discussed with Bancorp's independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and
- received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence, and discussed with the independent auditors the independent auditors' independence.

Based on the foregoing review and discussions, the Audit Committee recommended to the Board that Bancorp's audited financial statements be included in its Annual Report on Form 10K for the year ended December 31, 2010 for filing with the SEC.

## THE 2010 AUDIT COMMITTEE

Alphonse F. Spadaro, Jr. (Chair)

Carl R. Borrelli

Elmer F. Laydon

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In the normal course of business, the Bank and SCB may grant loans to executive officers, directors, and members of their immediate families and to entities in which these individuals have more than ten percent (10%) equity ownership. As of December 31, 2010, the total amount of loans outstanding to officers and directors was \$1,526,974. In the opinion of the Board of Directors, all such loans were made in the ordinary course of business of the Bank and SCB on substantially the same terms, including interest rates and collateral requirements, as those then prevailing for comparable transactions with other persons not related to the Bank and SCB and do not involve more than the normal risk of collectability or present other unfavorable features. The Bank has in place policies and procedures for identifying and handling transactions with related persons.

Information regarding transactions involving related persons is assessed by independent directors of the entity considering the loan. Related persons include directors and executive officers as well as immediate family members of directors and officers. If the independent directors approve or ratify a material transaction involving a related person, then the transaction would be disclosed in accordance with the SEC rules. If the related person is a director, or a family member of a director, then that director would not participate in those discussions.

## SHAREHOLDER NOMINATIONS AND PROPOSALS FOR 2011 ANNUAL MEETING

It is the policy of the Nominating Committee of the Board of Directors to consider director candidates who appear to be qualified to serve on Bancorp's Board of Directors and who are recommended by shareholders, using the same general criteria and in the same manner as candidates recruited by the Nominating Committee or recommended by board members. The Nominating Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Nominating Committee does not perceive a need to increase the size of the Board of Directors. To avoid the unnecessary use of the Nominating Committee's resources, the Nominating Committee will consider only those director candidates recommended in accordance with the procedures set forth below.

Shareholders may make nominations of individuals for election to the Board at Bancorp's Annual Meeting of Shareholders in 2012 ("2012 Annual Meeting"). Such nominations shall be made in writing and shall be delivered or mailed and received by the Corporate Secretary of Bancorp not less than 60 or more than 90 calendar days prior to Bancorp's 2012 Annual Meeting, which is expected to be held on June 19, 2012.

Such written nominations shall contain the following information, to the extent known to the nominating shareholder: (1) the name, age, business and residence address of each proposed nominee; (2) the principal occupation or employment of each proposed nominee; (3) the total number of shares of Common Stock of Bancorp that are beneficially owned by each proposed nominee; (4) the name and address of the nominating shareholder; (5) the total number of shares of Common Stock of Bancorp owned by the nominating shareholder; (6) a representation that the shareholder is a holder of record of stock of Bancorp entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; and (7) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholders. Nominations by beneficial owners of Bancorp Common Stock who are not record holders must be accompanied by evidence satisfactory to the Corporate Secretary of Bancorp showing that such nominating persons are entitled to act with respect to such shares. Nominations that are not made in accordance with these procedures may be disregarded by the Chairperson of the meeting, in his or her discretion, and upon his or her instructions, the vote tellers may disregard all votes cast for such nominee.

Any proposal intended to be presented by a shareholder at Bancorp's 2012 Annual Meeting which is not a nomination to the Board must be presented to Bancorp in writing, and must be delivered to the Corporate Secretary of Bancorp not less than 60 nor more than 90 calendar days prior to Bancorp's 2012 Annual Meeting, which is expected to be held on June 19, 2012. Such notice shall include: (1) a brief description of the business desired to be brought before the Bancorp's Annual Meeting and the reasons for conducting such business at such meeting; (2) the name and address, as they appear on Bancorp's records, of the shareholder proposing such business; (3) the number of shares of Common Stock which are beneficially owned by the shareholder; and (4) any material interest of the shareholder in such business. Such proposals must comply with SEC Rule 14a-8. As the rules of the SEC make clear, simply submitting a proposal does not guarantee its inclusion.

Bancorp must receive proposals that shareholders seek to include in the proxy statement for the 2012 Annual Meeting no later than December 30, 2011. If the 2012 Annual Meeting is held on a date more than 30 calendar days from June 19, 2012, a shareholder proposal must be received by a reasonable time before Bancorp begins to print and mail its proxy solicitation for such annual meeting. Any shareholder proposals will be subject to the requirements of the proxy rules adopted by the Securities and Exchange Commission.

Pursuant to Rule 14a-4(c) of the Exchange Act, if a shareholder who intends to present a proposal at Bancorp's 2012 Annual Meeting does not notify us of such proposal on or prior to March 16, 2012, then management proxies would be allowed to use their discretionary voting authority to vote on the proposal when the proposal is raised at the 2012 Annual Meeting, even though there is no discussion of the proposal in the proxy statement.

Nominations and proposals should be addressed to Rosemarie A. Romano, Corporate Secretary, Southern Connecticut Bancorp, Inc., 215 Church Street, New Haven, Connecticut 06510. It is suggested that such nominations and proposals be sent by Certified Mail-Return Receipt Requested.

#### OTHER MATTERS

As of the date of this Proxy Statement, the Board knows of no other matters to be voted upon at the 2011 Annual Meeting. Because Bancorp did not receive advance notice of any shareholder proposal in accordance with the time limit specified in Rule 14a-4(c) under the Exchange Act, it will have discretionary authority to vote on any shareholder proposal presented at the 2011 Annual Meeting. If any other matters properly come before the 2011 Annual Meeting, it is the intention of the persons named in the enclosed proxy to vote the proxy in accordance with

their judgment on such matters.

ANNUAL REPORT ON FORM 10-K

BANCORP IS MAILING TO EACH PERSON ENTITLED TO VOTE AT THE 2011 ANNUAL MEETING A COPY OF ITS ANNUAL REPORT ON FORM 10-K, FOR THE YEAR ENDED DECEMBER 31, 2010, INCLUDING THE FINANCIAL STATEMENTS, ALONG WITH THIS PROXY STATEMENT AND THE ENCLOSED PROXY, ON OR ABOUT APRIL 29, 2011. UPON THE REQUEST OF ANY PERSON WHOSE PROXY IS BEING SOLICITED HEREBY, BANCORP WILL PROVIDE ADDITIONAL COPIES OF THE FORM 10-K, INCLUDING THE FINANCIAL STATEMENTS AND EXHIBITS THERETO. SUCH REQUESTS MAY BE MADE BY CALLING US AT (203) 782-1100 OR BY WRITING TO US AT 215 CHURCH STREET, NEW HAVEN, CONNECTICUT 06510, ATTN.: ROSEMARIE A. ROMANO, CORPORATE SECRETARY. SHAREHOLDERS SHARING AN ADDRESS WHO ARE RECEIVING MULTIPLE COPIES OF BANCORP'S ANNUAL REPORT AND PROXY STATEMENT AND WHO WISH TO RECEIVE ONLY ONE COPY OF THESE MATERIALS AT THEIR ADDRESS CAN SO REQUEST BY CONTACTING US AT THE SAME TELEPHONE NUMBER AND ADDRESS.

By Order of the Board of Directors

/s/ Sunil Pallan  
Sunil Pallan  
Interim President and Chief Credit Officer

/s/ Stephen V. Ciancarelli  
Stephen V. Ciancarelli  
Senior Vice President and Chief Financial  
Officer

New Haven, Connecticut  
April 29, 2011



[ X ] PLEASE MARK REVOCABLE PROXY  
 VOTES SOUTHERN CONNECTICUT  
 AS IN THIS BANCORP, INC. For With- For All  
 EXAMPLE hold Except

1. Election of  
 directors. Proposal  
 to elect [ ] [ ] [ ]

PROXY SOLICITED ON BEHALF OF BOARD OF  
 DIRECTORS FOR ANNUAL MEETING OF  
 SHAREHOLDERS TO BE HELD JUNE 14, 2011

Carl R. Borrelli (Class I)  
 Alphonse F. Spadaro (Class 1)

The undersigned hereby appoints James S. Brownstein,  
 Esq. and Janette J. Parker as proxies for the  
 undersigned with full powers of substitution to vote all  
 shares of the Common Stock, par value \$0.01 (the  
 "Common Stock"), of Southern Connecticut Bancorp,  
 Inc. ("Bancorp") which the undersigned may be entitled  
 to vote at the Annual Meeting of Shareholders ("2011  
 Annual Meeting") of Bancorp to be held at The  
 Quinnipiack Club, 221 Church Street, New Haven,  
 Connecticut 06510, at 10:00 A.M., on Tuesday, June  
 14, 2011 or any adjournment thereof as follows:

INSTRUCTION: To withhold authority to vote for any  
 individual nominee, mark "For All Except" and write that  
 nominee's name in the space provided below.

2. To ratify the For Against Abstain  
 appointment of [ ] [ ] [ ]  
 McGladrey & Pullen,  
 LLP as the independent  
 registered public  
 accounting firm for  
 Southern Connecticut  
 Bancorp, Inc. for the  
 fiscal year ending  
 December 31, 2011; and

3. In their discretion the proxies are authorized to vote upon  
 such other business as may properly come before the 2011  
 Annual Meeting, or any adjournment thereof.

The undersigned acknowledges receipt of the Notice of the  
 2011 Annual Meeting, the Proxy Statement and Bancorp's  
 annual report on Form 10-K.

PLEASE CHECK BOX IF YOU [ ]  
 PLAN TO ATTEND THE  
 MEETING.

Date

Please be sure to date  
and sign  
this proxy card in the  
box below.

Sign above

Co-holder (if any) sign above

---

Detach above card, sign, date and mail in postage paid envelope provided.

SOUTHERN CONNECTICUT BANCORP, INC.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE SHAREHOLDER. IF NO DIRECTION IS SPECIFIED, THIS PROXY WILL BE VOTED 'FOR' THE ELECTION OF ALL NOMINEES LISTED IN PROPOSAL 1 AND "FOR" THE RATIFICATION OF MCGLADREY & PULLEN, LLP AS SOUTHERN CONNECTICUT BANCORP, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011 IN PROPOSAL 2.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, trustee, guardian or for a corporation, please give your full title as such. If shares are owned jointly, both owners should sign.

PLEASE ACT PROMPTLY  
SIGN, DATE & MAIL YOUR PROXY CARD TODAY

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

PROXY MATERIALS ARE  
AVAILABLE ON-LINE AT:  
<http://www.cfproxy.com/5124>

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