Table of Contents

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended June 30, 2012

OR

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

For the transition period from to

Commission file number 000-17820

LAKELAND BANCORP, INC.

(Exact name of registrant as specified in its charter)

New Jersey	**22-2953275**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
250 Oak Ridge Road, Oak Ridge, New Jersey	**07438**
(Address of principal executive offices)	**(Zip Code)**

(973) 697-2000

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, any Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨	Smaller reporting Company	¨

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

As of July 27, 2012 there were 26,996,085 outstanding shares of Common Stock, no par value.

Table of Contents

LAKELAND BANCORP, INC.

Form 10-Q Index

The Securities and Exchange Commission maintains a web site which contains reports, proxy and information statements and other information relating to registrants that file electronically at the address: http://www.sec.gov.

Table of Contents

Lakeland Bancorp, Inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

	June 30, 2012 (unaudited)	December 31, 2011
	(dollars in thousands except share and per share amounts)	
ASSETS:		
Cash	$ 61,843	$ 60,688
Interest-bearing deposits due from banks	14,875	11,870
Total cash and cash equivalents	76,718	72,558
Investment securities available for sale, at fair value	416,984	463,611
Investment securities held to maturity; fair value of $94,129 in 2012 and $74,274 in 2011	91,348	71,700
Federal Home Loan Bank Stock, at cost	8,100	8,333
Loans, net of deferred costs	2,088,784	2,041,575
Less: allowance for loan and lease losses	28,543	28,416
Net loans	2,060,241	2,013,159
Premises and equipment, net	32,020	27,917
Accrued interest receivable	7,771	8,369
Goodwill	87,111	87,111
Bank owned life insurance	45,438	44,760
Other assets	27,471	28,432
TOTAL ASSETS	$ 2,853,202	$ 2,825,950
LIABILITIES		
Deposits:		
Noninterest bearing	$ 474,233	$ 449,560
Savings and interest-bearing transaction accounts	1,476,127	1,440,541
Time deposits under $100 thousand	201,817	211,797
Time deposits $100 thousand and over	125,223	147,755
Total deposits	2,277,400	2,249,653
Federal funds purchased and securities sold under agreements to repurchase	92,958	72,131
Other borrowings	145,000	155,000
Subordinated debentures	77,322	77,322
Other liabilities	13,581	12,061
TOTAL LIABILITIES	2,606,261	2,566,167
Commitments and contingencies		
STOCKHOLDERS EQUITY		
Preferred stock, Series A, no par value, $1,000 liquidation value, authorized 1,000,000 shares; issued 0 shares at June 30, 2012 and 19,000 shares at December 31, 2011		18,480
Common stock, no par value; authorized shares, 40,000,000; issued 27,274,714 shares at June 30, 2012 and 27,275,480 shares at December 31, 2011	278,593	270,044
Accumulated deficit	(31,764)	(26,061)
Treasury stock, at cost, 281,812 shares at June 30, 2012 and 439,340 at December 31, 2011	(3,546)	(5,551)

Accumulated other comprehensive income		3,658		2,871
TOTAL STOCKHOLDERS EQUITY		246,941		259,783
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	2,853,202	$	2,825,950

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

Table of Contents

Lakeland Bancorp, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(In thousands, except per share data)			
INTEREST INCOME				
Loans, leases and fees	$ 25,272	$ 26,120	$ 50,730	$ 52,785
Federal funds sold and interest-bearing deposits with banks	6	11	12	23
Taxable investment securities and other	2,207	2,962	4,547	5,675
Tax-exempt investment securities	453	507	943	1,006
TOTAL INTEREST INCOME	27,938	29,600	56,232	59,489
INTEREST EXPENSE				
Deposits	2,139	2,807	4,395	5,738
Federal funds purchased and securities sold under agreements to repurchase	28	28	56	55
Other borrowings	2,023	2,344	4,087	4,691
TOTAL INTEREST EXPENSE	4,190	5,179	8,538	10,484
NET INTEREST INCOME	23,748	24,421	47,694	49,005
Provision for loan and lease losses	3,877	5,406	8,433	10,333
NET INTEREST INCOME AFTER PROVISION FOR LOAN AND LEASE LOSSES	19,871	19,015	39,261	38,672
NONINTEREST INCOME				
Service charges on deposit accounts	2,710	2,571	5,157	5,049
Commissions and fees	1,259	1,040	2,239	1,872
Gains on investment securities	241	444	273	444
Income on bank owned life insurance	339	359	678	714
Gains on leasing related assets	119	230	303	693
Other income	103	66	178	168
TOTAL NONINTEREST INCOME	4,771	4,710	8,828	8,940
NONINTEREST EXPENSE				
Salaries and employee benefits	9,565	9,199	19,000	18,185
Net occupancy expense	1,636	1,602	3,324	3,513
Furniture and equipment	1,139	1,225	2,222	2,389
Stationery, supplies and postage	355	395	691	760
Marketing expense	458	619	928	1,234
Core deposit intangible amortization		266		531
FDIC insurance expense	546	595	1,101	1,542
Collection expense	34	60	173	125
Legal expense	346	411	745	706
Expenses on other real estate owned and other repossessed assets	38	200	76	472
Other expenses	2,353	2,160	4,485	4,301
TOTAL NONINTEREST EXPENSE	16,470	16,732	32,745	33,758
Income before provision for income taxes	8,172	6,993	15,344	13,854
Income tax expense	2,719	2,135	4,920	4,225

NET INCOME	$	5,453	$	4,858	$	10,424	$	9,629
Dividends on Preferred Stock and Accretion				294		620		1,580
Net Income Available to Common Stockholders	$	5,453	$	4,564	$	9,804	$	8,049
PER SHARE OF COMMON STOCK								
Basic earnings	$	0.20	$	0.17	$	0.36	$	0.30
Diluted earnings	$	0.20	$	0.17	$	0.36	$	0.30
Dividends	$	0.06	$	0.06	$	0.12	$	0.11

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

Table of Contents

Lakeland Bancorp, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - UNAUDITED

	For the three months ended June 30, 2012	For the three months ended June 30, 2011	For the six months ended June 30, 2012	For the six months ended June 30, 2011
	(in thousands)		(in thousands)	
NET INCOME	$ 5,453	$ 4,858	$ 10,424	$ 9,629
OTHER COMPREHENSIVE INCOME NET OF TAX:				
Unrealized securities gains during period	823	2,228	954	3,104
Less: reclassification for gains included in net income	156	290	177	290
Change in pension liability, net	5	6	10	10
Other Comprehensive Income	672	1,944	787	2,824
TOTAL COMPREHENSIVE INCOME	$ 6,125	$ 6,802	$ 11,211	$ 12,453

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

Table of Contents

Lakeland Bancorp, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY - UNAUDITED

Six Months ended June 30, 2012

	Common stock Number of Shares	Common stock Amount	Series A Preferred Stock	Accumulated deficit	Treasury Stock	Accumulated Other Comprehensive Income	Total
			(dollars in thousands)				
BALANCE January 1, 2012	25,976,648	$ 270,044	$ 18,480	($ 26,061)	($ 5,551)	$ 2,871	$ 259,783
Net Income				10,424			10,424
Other comprehensive income, net of tax						787	787
Preferred dividends				(100)			(100)
Accretion of discount			520	(520)			
Stock based compensation		368					368
Redemption of preferred stock			(19,000)				(19,000)
Warrant Repurchase		(2,800)					(2,800)
Adjustment for stock dividend	1,298,066	12,345		(12,345)			
Issuance of restricted stock awards		(1,153)			1,153		
Issuance of stock to dividend reinvestment and stock purchase plan		(229)		(515)	852		108
Exercise of stock options, net of excess tax benefits		18					18
Cash dividends, common stock				(2,647)			(2,647)
BALANCE June 30, 2012 (UNAUDITED)	27,274,714	$ 278,593	$	($ 31,764)	($ 3,546)	$ 3,658	$ 246,941

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

Table of Contents

Lakeland Bancorp, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

	For the six months ended June 30, 2012	2011
	(dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 10,424	$ 9,629
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization of premiums, discounts and deferred loan fees and costs	3,122	3,135
Depreciation and amortization	1,435	1,999
Provision for loan and lease losses	8,433	10,333
Gains on securities	(273)	(444)
Gains on leases	(273)	(699)
Losses (gains) on sales of other assets	(72)	69
Losses on sales of premises and equipment		10
Stock-based compensation	368	316
Decrease in other assets	485	1,949
Increase (decrease) in other liabilities	1,654	(680)
NET CASH PROVIDED BY OPERATING ACTIVITIES	25,303	25,617
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from repayments on and maturity of securities:		
Available for sale	62,595	83,304
Held to maturity	19,974	6,139
Proceeds from sales of securities		
Available for sale	53,718	39,928
Purchase of securities:		
Available for sale	(71,062)	(79,915)
Held to maturity	(39,699)	(10,605)
Net decrease in Federal Home Loan Bank Stock	233	2,648
Proceeds from sales of leases		16,433
Net (increase) decrease in loans and leases	(55,932)	2,270
Proceeds from sales of other repossessed assets	535	1,307
Capital expenditures	(5,538)	(1,336)
Proceeds from sales of bank premises and equipment		10
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(35,176)	60,183
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in deposits	27,747	(13,506)
Increase in federal funds purchased and securities sold under agreements to repurchase	20,827	38,128
Proceeds from other borrowings	230,000	15,000
Repayments of other borrowings	(240,000)	(80,000)
Redemption of preferred stock and common stock warrant	(21,800)	(20,000)
Exercise of stock options		72
Excess tax benefits	18	29
Issuance of stock to dividend reinvestment and stock purchase plan	108	163
Dividends paid	(2,867)	(3,299)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	14,033	(63,413)

Net increase in cash and cash equivalents	4,160	22,387
Cash and cash equivalents, beginning of period	72,558	49,278
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 76,718	$ 71,665

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

Table of Contents

Notes to Consolidated Financial Statements (Unaudited)

Note 1. Significant Accounting Policies

Basis of Presentation.

This quarterly report presents the consolidated financial statements of Lakeland Bancorp, Inc. (the Company) and its subsidiary, Lakeland Bank (Lakeland). The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America (U.S. GAAP) and predominant practices within the banking industry.

The Company s unaudited interim financial statements reflect all adjustments, such as normal recurring accruals that are, in the opinion of management, necessary for the fair statement of the results of the interim periods presented. The results of operations for the quarter presented do not necessarily indicate the results that the Company will achieve for all of 2012. You should read these interim financial statements in conjunction with the audited consolidated financial statements and accompanying notes that are presented in the Lakeland Bancorp, Inc. Annual Report on Form 10-K for the year ended December 31, 2011.

The financial information in this quarterly report has been prepared in accordance with the Company s customary accounting practices. Certain information and footnote disclosures required under U.S. GAAP have been condensed or omitted, as permitted by rules and regulations of the Securities and Exchange Commission.

On March 19, 2012, the Company s Board of Directors authorized a 5% stock dividend which was distributed on April 16, 2012 to holders of record as of March 30, 2012. All weighted average, actual share and per share information set forth in this Quarterly Report on Form 10-Q have been adjusted retroactively for the effects of the stock dividend.

Certain reclassifications have been made to prior period financial statements to conform to the 2012 presentation.

Note 2. Stock-Based Compensation

Share-based compensation expense of $368,000 and $316,000 was recognized for the six months ended June 30, 2012 and 2011, respectively. As of June 30, 2012, there was unrecognized compensation cost of $1.6 million related to unvested restricted stock; that cost is expected to be recognized over a weighted average period of approximately 3.2 years. Unrecognized compensation expense related to unvested stock options was approximately $33,000 as of June 30, 2012 and is expected to be recognized over a period of 1.9 years.

In the first six months of 2012, the Company granted 91,269 shares of restricted stock at a grant date fair value of $9.50 per share under the Company s 2009 equity compensation program. These shares vest over a five year period. Compensation expense on these shares is expected to average approximately $173,000 per year for the next five years. In the first six months of 2011, the Company granted 100,112 shares of restricted stock at a grant date fair value of $9.40 per share under the 2009 program. Compensation expense on these shares is expected to average approximately $188,000 per year over a five year period.

There were no grants of stock options in the first six months of 2012 and 2011.

Table of Contents

Option activity under the Company s stock option plans is as follows:

	Number of shares	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Outstanding, January 1, 2012	598,477	$ 12.57		$
Issued				
Exercised				
Forfeited				
Outstanding, June 30, 2012	598,477	$ 12.57	2.59	$ 67,882
Options exercisable at June 30, 2012	587,319	$ 12.66	2.49	$ 42,310

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company s closing stock price on the last trading day of the first six months of 2012 and the exercise price, multiplied by the number of in-the-money options).

There were no options exercised in the first half of 2012. The aggregate intrinsic value of options exercised during the six months ended June 30, 2011 was $78,000. Exercise of stock options during the first six months of 2011 resulted in cash receipts of $72,000.

Information regarding the Company s restricted stock (all unvested) and changes during the six months ended June 30, 2012 is as follows:

	Number of shares	Weighted average price
Outstanding, January 1, 2012	172,772	$ 8.96
Granted	91,269	9.50
Vested	(20,552)	6.82
Forfeited	(1,050)	9.34
Outstanding, June 30, 2012	242,439	$ 9.34

Table of Contents

Note 3. Comprehensive Income

The components of other comprehensive income are as follows:

For the quarter ended:	June 30, 2012 Before tax amount	Tax Benefit (Expense) (in thousands)	Net of tax amount	June 30, 2011 Before tax amount	Tax Benefit (Expense) (in thousands)	Net of tax amount
Net unrealized gains on available for sale securities						
Net unrealized holding gains arising during period	$ 1,314	($ 491)	$ 823	$ 3,503	($ 1,275)	$ 2,228
Less reclassification adjustment for net gains arising during the period	241	(85)	156	444	(154)	290
Net unrealized gains	$ 1,073	($ 406)	$ 667	$ 3,059	($ 1,121)	$ 1,938
Change in minimum pension liability	7	(2)	5	8	(2)	6
Other comprehensive income, net	$ 1,080	($ 408)	$ 672	$ 3,067	($ 1,123)	$ 1,944

For the six months ended:	Before tax amount	Tax Benefit (Expense) (in thousands)	Net of tax amount	Before tax amount	Tax Benefit (Expense) (in thousands)	Net of tax amount
Net unrealized gains on available for sale securities						
Net unrealized holding gains arising during period	$ 1,508	($ 554)	$ 954	$ 4,867	($ 1,763)	$ 3,104
Less reclassification adjustment for net gains arising during the period	273	(96)	177	444	(154)	290
Net unrealized gains	$ 1,235	($ 458)	$ 777	$ 4,423	($ 1,609)	$ 2,814
Change in minimum pension liability	15	(5)	10	15	(5)	10
Other comprehensive income, net	$ 1,250	($ 463)	$ 787	$ 4,438	($ 1,614)	$ 2,824

Note 4. Statement of Cash Flow Information, Supplemental Information

	For the six months ended June 30, 2012	2011
	(in thousands)	
Supplemental schedule of noncash investing and financing activities:		
Cash paid during the period for income taxes	$ 2,962	$ 3,921
Cash paid during the period for interest	8,679	10,529
Transfer of loans and leases into other repossessed assets and other real estate owned	531	1,223
Transfer of leases held for sale to leases held for investment		1,517

10

Table of Contents

Note 5. Earnings Per Share

All weighted average, actual share and per share information set forth in this quarterly report on Form 10-Q for the six months ended June 30, 2012 and 2011 have been adjusted retroactively for the effects of the stock dividend distributed on April 16, 2012. The following schedule shows the Company s earnings per share for the periods presented:

	For the three months ended June 30,		For the six months ended June 30,	
(In thousands, except per share data)	2012	2011	2012	2011
Net income available to common shareholders	$ 5,453	$ 4,564	$ 9,804	$ 8,049
Less: earnings allocated to participating securities	49	33	85	58
Net income allocated to common shareholders	$ 5,404	$ 4,531	$ 9,719	$ 7,991
Weighted average number of common shares outstanding - basic (1)	26,737	26,555	26,719	26,533
Share-based plans (1)	63	199	55	165
Weighted average number of common shares - diluted (1)	26,800	26,754	26,774	26,698
Basic earnings per share	$ 0.20	$ 0.17	$ 0.36	$ 0.30
Diluted earnings per share	$ 0.20	$ 0.17	$ 0.36	$ 0.30

(1) Adjusted for 5% stock dividend distributed April 16, 2012 to shareholders of record on March 30, 2012.

Options to purchase 570,914 shares of common stock at a weighted average price of $12.79 per share were outstanding and were not included in the computation of diluted earnings per share for the quarter ended June 30, 2012 because the exercise price was greater than the average market price. Options to purchase 665,588 shares of common stock at a weighted average price of $12.69 per share were not included in the computation of diluted earnings per share for the quarter ended June 30, 2011 because the exercise price was greater than the average market price.

Options to purchase 570,914 shares of common stock at a weighted average price of $12.79 per share were outstanding and were not included in the computation of diluted earnings per share for the six months ended June 30, 2012 because the exercise price was greater than the average market price. Options to purchase 665,588 shares of common stock at a weighted average price of $12.69 per share and 82,721 shares of restricted stock at a weighted average price of $9.41 per share were outstanding and were not included in the computation of diluted earnings per share for the six months ended June 30, 2011 because the exercise price and the grant-date price, respectively, were greater than the average market price.

Table of Contents

Note 6. Investment Securities

AVAILABLE FOR SALE *(in thousands)*	June 30, 2012 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	December 31, 2011 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government agencies	$ 37,235	$ 178	$ (1)	$ 37,412	$ 43,463	$ 140	$	$ 43,603
Mortgage-backed securities	306,434	5,340	(243)	311,531	344,938	5,014	(428)	349,524
Obligations of states and political subdivisions	34,118	1,723	(52)	35,789	34,102	1,875	(9)	35,968
Other debt securities	17,596	36	(791)	16,841	20,965	72	(1,320)	19,717
Equity securities	14,766	670	(25)	15,411	14,543	306	(50)	14,799
	$ 410,149	$ 7,947	$ (1,112)	$ 416,984	$ 458,011	$ 7,407	$ (1,807)	$ 463,611

HELD TO MATURITY *(in thousands)*	June 30, 2012 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	December 31, 2011 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government agencies	$ 9,998	$ 225	$	$ 10,223	$ 9,005	$ 134	$	$ 9,139
Mortgage-backed securities	41,482	1,348		42,830	20,577	1,148	(1)	21,724
Obligations of states and political subdivisions	38,314	1,132	(46)	39,400	40,559	1,305	(9)	41,855
Other debt securities	1,554	122		1,676	1,559	72	(75)	1,556
	$ 91,348	$ 2,827	$ (46)	$ 94,129	$ 71,700	$ 2,659	$ (85)	$ 74,274

The following table shows investment securities by stated maturity. Securities backed by mortgages have expected maturities that differ from contractual maturities because borrowers have the right to call or prepay, and are, therefore, classified separately with no specific maturity date (in thousands):

	June 30, 2012 Available for Sale Amortized Cost	Fair Value	Held to Maturity Amortized Cost	Fair Value
Due in one year or less	$ 5,136	$ 5,164	$ 15,148	$ 15,208
Due after one year through five years	40,813	40,879	12,756	13,401
Due after five years through ten years	39,276	40,504	18,575	19,323
Due after ten years	3,724	3,495	3,387	3,367
	88,949	90,042	49,866	51,299
Mortgage-backed securities	306,434	311,531	41,482	42,830
Equity securities	14,766	15,411		
Total securities	$ 410,149	$ 416,984	$ 91,348	$ 94,129

12

Table of Contents

The following table shows proceeds from sales of securities, gross gains and gross losses on sales or calls of securities and other than temporary impairments for the periods indicated (in thousands):

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
Sale proceeds	$ 37,178	$ 39,928	$ 53,718	$ 39,928
Gross gains	485	500	584	500
Gross losses	(244)	(56)	(311)	(56)
Other than temporary impairment				

Gains or losses on sales of investment securities are based on the net proceeds and the adjusted carrying amount of the securities sold using the specific identification method.

Securities with a carrying value of approximately $314.4 million and $343.7 million at June 30, 2012 and December 31, 2011, respectively, were pledged to secure public deposits and for other purposes required by applicable laws and regulations.

The following table indicates the length of time individual securities have been in a continuous unrealized loss position at June 30, 2012 and December 31, 2011:

June 30, 2012	Less than 12 months		12 months or longer			Total	
	Fair value	Unrealized Losses	Fair value	Unrealized Losses	Number of securities	Fair value	Unrealized Losses
			(dollars in thousands)				
AVAILABLE FOR SALE							
U.S. government agencies	$ 4,998	$ 1	$	$	1	$ 4,998	$ 1
Mortgage-backed securities	32,577	235	3,842	8	11	36,419	243
Obligations of states and political subdivisions	2,215	52			6	2,215	52
Other debt securities	6,053	64	5,257	727	5	11,310	791
Equity securities	4,604	25			2	4,604	25
	$ 50,447	$ 377	$ 9,099	$ 735	25	$ 59,546	$ 1,112
HELD TO MATURITY							
Obligations of states and political subdivisions	$ 3,011	$ 40	$ 395	$ 6	10	$ 3,406	$ 46
	$ 3,011	$ 40	$ 395	$ 6	10	$ 3,406	$ 46

Table of Contents

December 31, 2011	Less than 12 months		12 months or longer			Total	
	Fair value	Unrealized Losses	Fair value	Unrealized Losses	Number of securities	Fair value	Unrealized Losses
			(dollars in thousands)				
AVAILABLE FOR SALE							
U.S. government agencies	$	$	$	$		$	$
Mortgage-backed securities	81,067	398	9,201	30	23	90,268	428
Obligations of states and political subdivisions	2,171	9	20		5	2,191	9
Other debt securities	467	12	5,645	1,308	4	6,112	1,320
Equity securities	5,043	50			4	5,043	50
	$ 88,748	$ 469	$ 14,866	$ 1,338	36	$ 103,614	$ 1,807
HELD TO MATURITY							
Mortgage-backed securities	$ 1,513	$ 1	$	$	1	$ 1,513	$ 1
Obligations of states and political subdivisions	790	2	395	7	4	1,185	9
Other debt securities	957	75			2	957	75
	$ 3,260	$ 78	$ 395	$ 7	7	$ 3,655	$ 85

Management has evaluated the securities in the above table and has concluded that none of the securities with unrealized losses have impairments that are other-than-temporary. In its evaluation, management considered the credit rating on the securities and the results of discounted cash flow analyses. All investment securities are evaluated on a periodic basis to determine if factors are identified that would require further analysis. In evaluating the Company s securities, management considers the following items:

The credit ratings of the underlying issuer and if any changes in the credit rating have occurred;

The Company s ability and intent to hold the securities, including an evaluation of the need to sell the security to meet certain liquidity measures, or whether the Company has sufficient levels of cash to hold the identified security in order to recover the entire amortized cost of the security;

The length of time the security s fair value has been less than amortized cost; and

Adverse conditions related to the security or its issuer if the issuer has failed to make scheduled payments or other factors.

As of June 30, 2012, equity securities included $13.0 million in investment funds that do not have a quoted market price but use net asset value per share or its equivalent to measure fair value.

The funds include $2.9 million in funds that are primarily invested in community development loans that are guaranteed by the Small Business Administration (SBA). Because the funds are primarily guaranteed by the federal government there are minimal changes in market value between accounting periods. These funds can be redeemed within 60 days notice at the net asset value less unpaid management fees with the approval of the fund manager. As of June 30, 2012, the net amortized cost equaled the market value of the investment. There are no unfunded commitments related to this investment.

The funds also include $10.1 million in funds that are invested in government guaranteed loans, mortgage-backed securities, small business loans and other instruments supporting affordable housing and economic development. The Company may redeem these funds at the net asset value calculated at the end of the current business day less any unpaid management fees. As of June 30, 2012, the amortized cost of these securities was $9.9 million and the fair value was $10.1 million. There are no restrictions on redemptions for the holdings in these investments other than the notice required by the fund manager. There are no unfunded commitments related to this investment.

Table of Contents

Note 7. Loans and Leases.

The following sets forth the composition of Lakeland s loan and lease portfolio as of June 30, 2012 and December 31, 2011:

	June 30, 2012	December 31, 2011
	(in thousands)	
Commercial, secured by real estate	$ 1,060,575	$ 1,012,982
Commercial, industrial and other	216,406	209,915
Leases	25,603	28,879
Real estate-residential mortgage	421,338	406,222
Real estate-construction	56,151	79,138
Home equity and consumer	308,622	304,190
Total loans	2,088,695	2,041,326
Plus: deferred costs, net of fees	89	249
Loans, net of deferred costs	$ 2,088,784	$ 2,041,575

Non-Performing Assets and Past Due Loans

The following schedule sets forth certain information regarding the Company s non-performing assets and its accruing troubled debt restructurings:

(in thousands)	June 30, 2012	December 31, 2011
Commercial, secured by real estate	$ 9,304	$ 16,578
Commercial, industrial and other	1,650	4,608
Leases	536	575
Real estate - residential mortgage	10,197	11,610
Real estate - construction	9,539	12,393
Home equity and consumer	2,818	3,252
Total non-accrual loans and leases	$ 34,044	$ 49,016
Other real estate and other repossessed assets	1,250	1,182
TOTAL NON-PERFORMING ASSETS	$ 35,294	$ 50,198
Troubled debt restructurings, still accruing	$ 10,776	$ 8,856

Non-accrual loans included $3.4 million and $4.6 million of troubled debt restructurings as of June 30, 2012 and December 31, 2011, respectively.

Table of Contents

An age analysis of past due loans, segregated by class of loans as of June 30, 2012 and December 31, 2011, are as follows:

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 89 Days	Total Past Due	Current	Total Loans and Leases	Recorded Investment greater than 89 Days and still accruing
				(in thousands)			
June 30, 2012							
Commercial, secured by real estate	$ 4,499	$ 3,120	$ 9,702	$ 17,321	$ 1,043,254	$ 1,060,575	$ 398
Commercial, industrial and other	127	92	1,650	1,869	214,537	216,406	
Leases	84	29	536	649	24,954	25,603	
Real estate - residential mortgage	1,924	760	11,212	13,896	407,442	421,338	1,015
Real estate - construction			9,539	9,539	46,612	56,151	
Home equity and consumer	2,017	647	2,971	5,635	302,987	308,622	153
	$ 8,651	$ 4,648	$ 35,610	$ 48,909	$ 2,039,786	$ 2,088,695	$ 1,566
December 31, 2011							
Commercial, secured by real estate	$ 3,638	$ 1,731	$ 16,578	$ 21,947	$ 991,035	$ 1,012,982	$
Commercial, industrial and other	512	49	4,608	5,169	204,746	209,915	
Leases	397	164	575	1,136	27,743	28,879	
Real estate - residential mortgage	3,059	1,235	12,818	17,112	389,110	406,222	1,208
Real estate - construction			12,393	12,393	66,745	79,138	
Home equity and consumer	2,350	448	3,411	6,209	297,981	304,190	159
	$ 9,956	$ 3,627	$ 50,383	$ 63,966	$ 1,977,360	$ 2,041,326	$ 1,367

Table of Contents

Impaired Loans

Impaired loans as of June 30, 2012, June 30, 2011 and December 31, 2011 are as follows:

June 30, 2012	Recorded Investment in Impaired loans	Contractual Unpaid Principal Balance	Specific Allowance (in thousands)	Interest Income Recognized	Average Investment in Impaired loans
Loans without specific allowance:					
Commercial, secured by real estate	$ 13,510	$ 17,191	$	$ 186	$ 18,253
Commercial, industrial and other	5,274	5,317		18	4,029
Leases					
Real estate - residential mortgage	375	415		6	388
Real estate - construction	9,294	14,017			10,895
Home equity and consumer	350	350			331
Loans with specific allowance:					
Commercial, secured by real estate	2,876	4,144	288	25	3,804
Commercial, industrial and other	591	709	265		434
Leases					
Real estate-residential mortgage	329	412	49	4	424
Real estate-construction	245	911	25		296
Home equity and consumer	953	953	143	23	953
Total:					
Commercial, secured by real estate	$ 16,386	$ 21,335	$ 288	$ 211	$ 22,057
Commercial, industrial and other	5,865	6,026	265	18	4,463
Leases					
Real estate - residential mortgage	704	827	49	10	812
Real estate - construction	9,539	14,928	25		11,191
Home equity and consumer	1,303	1,303	143	23	1,284
	$ 33,797	$ 44,419	$ 770	$ 262	$ 39,807

17

Table of Contents

June 30, 2011	Recorded Investment in Impaired loans	Contractual Unpaid Principal Balance	Specific Allowance (in thousands)	Interest Income Recognized	Average Investment in Impaired loans
Loans without specific allowance:					
Commercial, secured by real estate	$ 18,216	$ 22,817	$	$ 145	$ 14,431
Commercial, industrial and other	5,922	8,185			1,003
Leases					
Real estate - residential mortgage	415	415		13	569
Real estate - construction	11,829	15,329		14	10,513
Home equity and consumer				7	340
Loans with specific allowance:					
Commercial, secured by real estate	3,339	5,366	334	3	3,678
Commercial, industrial and other	444	568	89	2	327
Leases					
Real estate-residential mortgage	396	396	59	11	396
Real estate-construction	36	100	4		36
Home equity and consumer	787	787	44	16	787
Total:					
Commercial, secured by real estate	$ 21,555	$ 28,183	$ 334	$ 148	$ 18,109
Commercial, industrial and other	6,366	8,753	89	2	1,330
Leases					
Real estate - residential mortgage	811	811	59	24	965
Real estate - construction	11,865	15,429	4	14	10,549
Home equity and consumer	787	787	44	23	1,127
	$ 41,384	$ 53,963	$ 530	$ 211	$ 32,080

Table of Contents

December 31, 2011	Recorded Investment in Impaired loans	Contractual Unpaid Principal Balance	Specific Allowance (in thousands)	Interest Income Recognized	Average Investment in Impaired loans
Loans without specific allowance:					
Commercial, secured by real estate	$ 19,648	$ 24,922	$	$ 332	$ 14,792
Commercial, industrial and other	4,074	8,155			3,445
Leases					
Real estate - residential mortgage	415	415		29	542
Real estate - construction	12,400	16,353		14	11,231
Home equity and consumer	400	485		1	14
Loans with specific allowance:					
Commercial, secured by real estate	3,920	6,421	392	18	6,209
Commercial, industrial and other	534	647	172		768
Leases					
Real estate-residential mortgage	561	570	75	19	332
Real estate-construction	244	518	24		333
Home equity and consumer	949	963	142	34	800
Total:					
Commercial, secured by real estate	$ 23,568	$ 31,343	$ 392	$ 350	$ 21,001
Commercial, industrial and other	4,608	8,802	172		4,213
Leases					
Real estate - residential mortgage	976	985	75	48	874
Real estate - construction	12,644	16,871	24	14	11,564
Home equity and consumer	1,349	1,448	142	35	814
	$ 43,145	$ 59,449	$ 805	$ 447	$ 38,466

Interest that would have been accrued on impaired loans and leases during the first six months of 2012 and 2011 had the loans been performing under original terms would have been $1.6 million and $1.4 million, respectively. Interest that would have accrued for the year ended December 31, 2011 was $2.9 million.

Credit Quality Indicators

The classes of loans are determined by internal risk rating. Management closely and continually monitors the quality of its loans and leases and assesses the quantitative and qualitative risks arising from the credit quality of its loans and leases. It is the policy of Lakeland to require that a Credit Risk Rating be assigned to all commercial loans and loan commitments. The Credit Risk Rating System has been developed by management to provide a methodology to be used by Loan Officers, department heads and Senior Management in identifying various levels of credit risk that exist within Lakeland s loan portfolios. The risk rating system assists Senior Management in evaluating Lakeland s commercial loan portfolio, analyzing trends, and determining the proper level of required reserves to be recommended to the Board. In assigning risk ratings, management considers, among other things, a borrower s debt service coverage, earnings strength, loan to value ratios, industry conditions and economic conditions. Management categorizes loans and commitments into a one (1) to nine (9) numerical structure with rating 1 being the strongest rating and rating 9 being the weakest. Ratings 1 through 5W are considered Pass ratings.

Table of Contents

The following table shows the Company s commercial loan portfolio as of June 30, 2012 and December 31, 2011, by the risk ratings discussed above (in thousands):

June 30, 2012 Risk Rating	Commercial, secured by real estate	Commercial, industrial and other	Real estate-construction
1	$	$	$
2		11,455	
3	39,614	17,869	
4	304,856	59,852	10,444
5	627,905	95,030	28,518
5W - Watch	19,865	4,985	199
6 - Other Assets Especially Mentioned	26,776	8,221	6,669
7 - Substandard	41,388	18,994	10,076
8 - Doubtful	171		245
9 - Loss			
Total	$ 1,060,575	$ 216,406	$ 56,151

December 31, 2011 Risk Rating	Commercial, secured by real estate	Commercial, industrial and other	Real estate-construction
1	$	$	$
2		11,323	
3	26,085	17,658	11,175
4	301,490	48,835	14,185
5	575,061	95,040	36,088
5W - Watch	31,648	9,346	198
6 - Other Assets Especially Mentioned	30,666	11,708	2,315
7 - Substandard	47,861	16,005	14,866
8 - Doubtful	171		311
9 - Loss			
Total	$ 1,012,982	$ 209,915	$ 79,138

The risk rating tables above do not include consumer or residential loans or leases because they are evaluated on their payment performance status.

Table of Contents

Allowance for Loan and Lease Losses

The following table details activity in the allowance for loan and lease losses by portfolio segment and the related recorded investment in loans and leases for the six months ended June 30, 2012 and the year ended December 31, 2011:

Six Months ended June 30, 2012							
Allowance for Loan and Lease Losses:	Commercial, secured by real estate	Commercial, industrial and other	Leases	Real estate-residential mortgage	Real estate-construction	Home equity and consumer	Total
				(in thousands)			
Beginning Balance	$ 16,618	$ 3,477	$ 688	$ 3,077	$ 1,424	$ 3,132	$ 28,416
Charge-offs	(4,866)	(555)	(353)	(510)	(1,707)	(1,331)	($ 9,322)
Recoveries	58	327	414	5	26	186	$ 1,016
Provision	5,666	312	(482)	767	1,121	1,049	$ 8,433
Ending Balance	$ 17,476	$ 3,561	$ 267	$ 3,339	$ 864	$ 3,036	$ 28,543
Ending Balance: Individually evaluated for impairment	$ 288	$ 265	$	$ 49	$ 25	$ 143	$ 770
Ending Balance: Collectively evaluated for impairment	17,188	3,296	267	3,290	839	2,893	$ 27,773
Ending Balance	$ 17,476	$ 3,561	$ 267	$ 3,339	$ 864	$ 3,036	$ 28,543
Loans and Leases:							
Ending Balance: Individually evaluated for impairment	$ 16,386	$ 5,865	$	$ 704	$ 9,539	$ 1,303	$ 33,797
Ending Balance: Collectively evaluated for impairment	1,044,189	210,541	25,603	420,634	46,612	307,319	$ 2,054,898
Ending Balance (1)	$ 1,060,575	$ 216,406	$ 25,603	$ 421,338	$ 56,151	$ 308,622	$ 2,088,695

(1) Excludes deferred costs

Table of Contents

Year ended December 31, 2011 **Allowance for Loan and Lease Losses:**	Commercial, secured by real estate	Commercial, industrial and other	Leases	Real estate-residential mortgage (in thousands)	Real estate-construction	Home equity and consumer	Total
Beginning Balance	$ 11,366	$ 5,113	$ 3,477	$ 2,628	$ 2,176	$ 2,571	$ 27,331
Charge-offs	(5,352)	(5,249)	(2,858)	(1,772)	(3,636)	(3,010)	($ 21,877)
Recoveries	2,084	439	1,206	32	67	318	$ 4,146
Provision	8,520	3,174	(1,137)	2,189	2,817	3,253	$ 18,816
Ending Balance	$ 16,618	$ 3,477	$ 688	$ 3,077	$ 1,424	$ 3,132	$ 28,416
Ending Balance: Individually evaluated for impairment	$ 392	$ 172	$	$ 75	$ 24	$ 142	$ 805
Ending Balance: Collectively evaluated for impairment	16,226	3,305	688	3,002	1,400	2,990	$ 27,611
Ending Balance	$ 16,618	$ 3,477	$ 688	$ 3,077	$ 1,424	$ 3,132	$ 28,416
Loans and Leases:							
Ending Balance: Individually evaluated for impairment	$ 23,568	$ 4,608	$	$ 976	$ 12,644	$ 1,349	$ 43,145
Ending Balance: Collectively evaluated for impairment	989,414	205,307	28,879	405,246	66,494	302,841	$ 1,998,181
Ending Balance(1)	$ 1,012,982	$ 209,915	$ 28,879	$ 406,222	$ 79,138	$ 304,190	$ 2,041,326

(1) Excludes deferred costs

Lakeland also maintains a reserve for unfunded lending commitments which are included in other liabilities. This reserve was $1,082,000 and $1,015,000 at June 30, 2012 and December 31, 2011, respectively. The Company analyzes the adequacy of the reserve for unfunded lending commitments in conjunction with its analysis of the adequacy of the allowance for loan and lease losses. For more information on this analysis, see Risk Elements in Management s Discussion and Analysis.

Troubled Debt Restructurings

Troubled debt restructurings are those loans where concessions have been made due to borrowers financial difficulties. Restructured loans typically involve a modification of terms such as a reduction of the stated interest rate, a moratorium of principal payments and/or an extension of the maturity date at a stated interest rate lower than the current market rate of a new loan with similar risk. The Company considers the potential losses on these loans as well as the remainder of its impaired loans while considering the adequacy of the allowance for loan and lease losses.

22

Table of Contents

The following table summarizes loans that have been restructured during the three months ended June 30, 2012 and 2011:

	For the three months ended June 30, 2012			For the three months ended June 30, 2011		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(Dollars in thousands)			(Dollars in thousands)	
Troubled Debt Restructurings:						
Commercial, secured by real estate	2	474	441	1	820	820
Commercial, industrial and other	2	4,175	4,165			
Leases						
Real estate - residential mortgage				1	415	415
Real estate - construction						
Home equity and consumer						
	4	$ 4,649	$ 4,606	2	$ 1,235	$ 1,235

The following table summarizes loans that have been restructured during the six months ended June 30, 2012 and 2011:

	For the six months ended June 30, 2012			For the six months ended June 30, 2011		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(Dollars in thousands)			(Dollars in thousands)	
Troubled Debt Restructurings:						
Commercial, secured by real estate	5	$ 1,003	$ 969	2	$ 1,416	$ 1,416
Commercial, industrial and other	2	4,175	4,165			
Leases						
Real estate - residential mortgage				1	415	415
Real estate - construction						
Home equity and consumer						
	7	$ 5,178	$ 5,134	3	$ 1,831	$ 1,831

Table of Contents

The following table summarizes as of June 30, 2012, loans that were restructured within the last 12 months that have subsequently defaulted:

	Number of Contracts	Recorded Investment
	(Dollars in thousands)	
Defaulted Troubled Debt Restructurings:		
Commercial, secured by real estate	2	$ 263
Commercial, industrial and other	1	32
Leases		
Real estate - residential mortgage		
Real estate - construction		
Home equity and consumer	1	166
	4	$ 461

Leases

Lakeland had no leases held for sale as of June 30, 2012 and December 31, 2011. The following table shows the components of gains on leasing related assets for the periods presented:

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(in thousands)		(in thousands)	
Gains on sales of leases	$	$	$	$ 143
Realized gains on paid off leases	116	317	273	556
Gains (losses) on other repossessed assets	3	(87)	30	(6)
Total gains on leasing related assets	$ 119	$ 230	$ 303	$ 693

Other Real Estate and Other Repossessed Assets

At June 30, 2012, the Company had other repossessed assets and other real estate owned of $155,000 and $1.1 million, respectively. At December 31, 2011, the Company had other repossessed assets and other real estate owned of $236,000 and $946,000, respectively.

Note 8. Employee Benefit Plans

The components of net periodic pension cost for the Newton Trust Company s defined benefit pension plan are as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(in thousands)		(in thousands)	
Interest cost	$ 21	$ 24	$ 43	$ 48
Expected return on plan assets	(19)	(22)	(38)	(44)
Amortization of unrecognized net actuarial loss	18	12	36	24

Net periodic benefit expense	$ 20	$ 14	$ 41	$ 28

Table of Contents

Note 9. Directors Retirement Plan

The components of net periodic plan costs for the directors retirement plan are as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(in thousands)		(in thousands)	
Service cost	$ 7	$ 6	$ 15	$ 12
Interest cost	10	12	20	24
Amortization of prior service cost	4	4	7	8
Amortization of unrecognized net actuarial loss	3	2	6	4
Net periodic benefit expense	$ 24	$ 24	$ 48	$ 48

The Company made contributions of $88,000 to the plan during each of the six months ended June 30, 2012 and 2011, respectively. The Company does not expect to make any more contributions for the remainder of 2012.

Note 10. Estimated Fair Value of Financial Instruments and Fair Value Measurement

Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest level priority to unobservable inputs (level 3 measurements). The following describes the three levels of fair value hierarchy:

Level 1 unadjusted quoted prices in active markets for identical assets or liabilities; includes U.S. Treasury Notes, and other U.S. Government Agency securities that actively trade in over-the-counter markets; equity securities and mutual funds that actively trade in over-the-counter markets.

Level 2 quoted prices for similar assets or liabilities in active markets; or quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable for the asset or liability including yield curves, volatilities, and prepayment speeds.

Level 3 unobservable inputs for the asset or liability that reflect the Company s own assumptions about assumptions that market participants would use in the pricing of the asset or liability and that are consequently not based on market activity but upon particular valuation techniques.

The Company s assets that are measured at fair value on a recurring basis are its available for sale investment securities. The Company obtains fair values on its securities using information from a third party servicer. If quoted prices for securities are available in an active market, those securities are classified as Level 1 securities. The Company has certain equity securities that are classified as Level 1 securities. Level 2 securities were primarily comprised of U.S. Agency bonds, mortgage-backed securities, obligations of state and political subdivisions and corporate securities. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker-dealer quotes, issuer spreads, bids and offers. On a quarterly basis, the Company reviews the pricing information received from the Company s third party pricing service. This review includes a comparison to non-binding third-party quotes. As a result of our review, we did not have any adjustments to prices from our third party servicer.

Table of Contents

The following table sets forth the Company s financial assets that were accounted for at fair value on a recurring basis as of the periods presented by level within the fair value hierarchy. The Company had no liabilities accounted for at fair value as of June 30, 2012 or December 31, 2011. During the six months ended June 30, 2012, the Company did not make any transfers between recurring Level 1 fair value measurements and recurring Level 2 fair value measurements. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
		(in thousands)		
Assets:				
Investment securities, available for sale				
US government agencies	$	$ 37,412	$	$ 37,412
Mortgage backed securities		311,531		311,531
Obligations of states and political subdivisions		35,789		35,789
Corporate debt securities		16,841		16,841
Equity securities	2,004	13,407		15,411
Total securities available for sale	$ 2,004	$ 414,980	$	$ 416,984
December 31, 2011				
Assets:				
Investment securities, available for sale				
US government agencies	$	$ 43,603	$	$ 43,603
Mortgage backed securities		349,524		349,524
Obligations of states and political subdivisions		35,968		35,968
Corporate debt securities		19,717		19,717
Equity securities	1,732	13,067		14,799
Total securities available for sale	$ 1,732	$ 461,879	$	$ 463,611

The following table sets forth the Company s assets subject to fair value adjustments (impairment) on a nonrecurring basis. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
		(in thousands)		
Assets:				
Impaired Loans and Leases	$	$	$ 33,797	$ 33,797
Other real estate owned and other repossessed assets			1,250	1,250
December 31, 2011				

Assets:		
Impaired Loans and Leases	$ 43,145	$ 43,145
Other real estate owned and other repossessed assets	1,182	1,182

Impaired loans and leases are evaluated and valued at the time the loan is identified as impaired at the lower of cost or market value. Because most of Lakeland s impaired loans are collateral dependant, fair value is generally measured based on the value of the collateral securing these loans and leases and is classified at a level 3 in the fair value hierarchy. Collateral may be real estate, accounts receivable, inventory, equipment and/or other business assets. The value of the real estate is assessed based on appraisals by qualified third party licensed appraisers. The appraisers may use the income approach to value the collateral using discount rates (with ranges of 5-11%) or capitalization rates (with ranges of 5-9%) to evaluate the property. The value of the equipment may be determined by an appraiser, if significant, inquiry through a recognized valuation resource, or by the value on the borrower s financial statements. Field examiner reviews on business assets may be conducted based on the loan exposure and reliance on this type of collateral. Appraised and reported values may be discounted based on management s historical knowledge, changes in market conditions from the time of valuation, and/or management s expertise and knowledge of the client and client s business. Impaired loans and leases are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above.

Other real estate owned (OREO) and other repossessed assets, representing property acquired through foreclosure, are carried at fair value less estimated disposal costs of the acquired property. Fair value on other real estate owned is based on the appraised value of the collateral using discount rates or capitalization rates similar to those used in impaired loan valuation. The fair value of other repossessed assets is estimated by inquiry through a recognized valuation resource.

Changes in the assumptions or methodologies used to estimate fair values may materially affect the estimated amounts. Changes in economic conditions, locally or nationally, could impact the value of the estimated amounts of impaired loans, OREO and other repossessed assets.

Fair Value of Certain Financial Instruments

Estimated fair values have been determined by the Company using the best available data and an estimation methodology suitable for each category of financial instruments. Management is concerned that there may not be reasonable comparability between institutions due to the wide range of permitted assumptions and methodologies in the absence of active markets. This lack of uniformity gives rise to a high degree of subjectivity in estimating financial instrument fair values.

The estimation methodologies used, the estimated fair values, and recorded book balances at June 30, 2012 and December 31, 2011 are outlined below.

This summary, as well as the table below, excludes financial assets and liabilities for which carrying value approximates fair value. For financial assets, these include cash and cash equivalents. For financial liabilities, these include noninterest bearing demand deposits, savings and interest-bearing transaction accounts and federal funds sold and securities sold under agreements to repurchase. The estimated fair value of demand, savings and interest-bearing transaction accounts is the amount payable on demand at the reporting date. Carrying value is used because there is no stated maturity on these accounts, and the customer has the ability to withdraw the funds immediately. Also excluded from this summary and the following table are those financial instruments recorded at fair value on a recurring basis, as previously described.

The fair value of Investment Securities Held to Maturity was measured using information from the same third-party servicer used for Investment Securities Available for Sale using the same methodologies discussed above.

Federal Home Loan Bank of New York (FHLB) stock is an equity interest that can be sold to the issuing FHLB, to other FHLBs, or to other member banks at its par value. Because ownership of these securities is restricted, they do not have a readily determinable fair value. As such, the Company s FHLB Stock is recorded at cost or par value and is evaluated for impairment each reporting period by considering the ultimate recoverability of the investment rather than temporary declines in value. The Company s evaluation primarily includes an evaluation of liquidity, capitalization, operating performance, commitments, and regulatory or legislative events.

The net loan portfolio at June 30, 2012 and December 31, 2011 has been valued using a present value discounted cash flow where market prices were not available. The discount rate used in these calculations is the estimated current market rate adjusted for credit risk. The carrying value of accrued interest approximates fair value.

For fixed maturity certificates of deposit, fair value was estimated using the rates currently offered for deposits of similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

The fair value of long-term debt is based upon the discounted value of contractual cash flows. The Company estimates the discount rate using the rates currently offered for similar borrowing arrangements. The fair value of subordinated debentures at June 30, 2012 is based on bid/ask prices from brokers for similar types of instruments based on updated accounting guidance on fair value measurement. As of December 31, 2011, the fair value of the subordinated debentures was based on discounted cash flows using discount rates currently offered for similar borrowing arrangements.

The fair values of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present

27

Table of Contents

creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of guarantees and letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date.

The following table presents the carrying values, fair values and placement in the fair value hierarchy of the Company s financial instruments as of June 30, 2012 and December 31, 2011:

June 30, 2012	Carrying Value	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)				
Financial Instruments - Assets					
Investment securities held to maturity	$ 91,348	$ 94,129	$	$ 94,129	$
Federal Home Loan Bank Stock	8,100	8,100		8,100	
Loans and leases	2,088,784	2,095,450			2,095,450
Financial Instruments - Liabilities					
Certificates of Deposit	327,040	329,107		329,107	
Other borrowings	145,000	153,347		153,347	
Subordinated debentures	77,322	44,950			44,950
Commitments:					
Standby letters of credit		17			17
December 31, 2011					
Financial Assets:					
Investment securities held to maturity	$ 71,700	$ 74,274	$	$ 74,274	$
Federal Home Loan Bank Stock	8,333	8,333		8,333	
Loans and leases	2,041,575	2,055,448			2,055,448
Financial Liabilities:					
Certificates of Deposit	359,552	362,408		362,408	
Other borrowings	155,000	165,821		165,821	
Subordinated debentures	77,322	77,973			77,973
Commitments:					
Standby letters of credit		71			71

Note 11. Preferred Stock

On February 8, 2012, the Company redeemed its remaining 19,000 shares of its Fixed Rate Cumulative Preferred Stock, Series A originally issued to the U.S. Department of the Treasury under the Troubled Asset Relief Program Capital Purchase Program (CPP). The Company paid to the Treasury $19.2 million, which included $19.0 million of principal and $219,000 in accrued and unpaid dividends, on February 8, 2012. As a result of the early payment, the Company also accelerated the accretion of $501,000 of the preferred stock discount.

On February 29, 2012, the Company repurchased the outstanding common stock warrant previously issued to the treasury for the purchase of 1,046,901 shares of its common stock at an exercise price of $8.46 per share, for $2.8 million, completing the Company s participation in the Treasury s CPP. Upon repurchase, the common stock warrant had a carrying value of $3.3 million. The repurchase price of $2.8 million was recorded as a reduction to common stock on the statement of changes in stockholders equity.

Table of Contents

Note 12. Recent Accounting Pronouncements

In April 2011, the Financial Accounting Standards Board (the FASB) issued new accounting guidance regarding the reconsideration of effective control for repurchase agreements. This guidance modifies the criteria for determining when repurchase agreements would be accounted for as a secured borrowing rather than as a sale. Currently, an entity that maintains effective control over transferred financial assets must account for the transfer as a secured borrowing rather than as a sale. This guidance removes from the assessment of effective control the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee. The FASB believes that contractual rights and obligations determine effective control and that there does not need to be a requirement to assess the ability to exercise those rights. This guidance does not change the other existing criteria used in the assessment of effective control. The Company adopted the provisions of this guidance prospectively for transactions or modifications of existing transactions that occurred on or after January 1, 2012. As the Company accounted for all of its repurchase agreements as collateralized financing arrangements prior to the adoption of this guidance, the adoption had no impact on the Company s consolidated financial statements.

In May 2011, the FASB and the International Accounting Standards Board (the IASB) issued new accounting guidance on fair value measurement and disclosure requirements. This guidance is the result of work by the FASB and IASB to develop common requirements for measuring fair value and disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). As a result, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The guidance is effective during interim and annual periods beginning after December 15, 2011. The Company adopted this guidance in the first quarter of 2012. Adoption of this guidance did not have a significant impact on the Company s consolidated financial statements.

In June 2011, the FASB issued accounting guidance updating the requirements regarding the presentation of comprehensive income to increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS. Under the new guidance, the components of net income and the components of other comprehensive income can be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance eliminates the option to present components of other comprehensive income as part of the changes in stockholders equity. This amendment will be applied prospectively and the amendments are effective for fiscal years and interim periods beginning after December 15, 2011. In December 2011, the FASB deferred certain aspects of this guidance related to the requirement to present items that are reclassified from accumulated other comprehensive income to net income separately with their respective components of net income and other comprehensive income. The Company adopted this guidance during the first quarter of 2012. Adoption of this guidance did not have a significant impact on the Company s consolidated financial statements, but resulted in additional disclosure.

In September 2011, the FASB issued accounting guidance related to the annual testing of goodwill for impairment. Under the new guidance, an entity has the option to first determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. If, however, the entity concludes otherwise, then it is required to perform the first step of the two-step impairment test and then perform the second test, if required. This amendment is effective for annual and interim goodwill impairment tests performed for the fiscal years beginning after December 15, 2011. The Company adopted this guidance for its goodwill review as of November 30, 2011. Adoption did not have a significant impact on the Company s consolidated financial statements.

PART I - ITEM 2

Management s Discussion and Analysis of

Financial Condition and Results of Operations

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

Statements Regarding Forward Looking Information

The information disclosed in this document includes various forward-looking statements that are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 with respect to credit quality

29

Table of Contents

(including delinquency trends and the allowance for loan and lease losses), corporate objectives, and other financial and business matters. The words anticipates, projects, intends, estimates, expects, believes, plans, may, will, should, could, and other similar express identify such forward-looking statements. The Company cautions that these forward-looking statements are necessarily speculative and speak only as of the date made, and are subject to numerous assumptions, risks and uncertainties, all of which may change over time. Actual results could differ materially from such forward-looking statements.

In addition to the risk factors disclosed elsewhere in this document, the following factors, among others, could cause the Company s actual results to differ materially and adversely from such forward-looking statements: changes in the financial services industry and the U.S. and global capital markets, changes in economic conditions nationally, regionally and in the Company s markets, the nature and timing of actions of the Federal Reserve Board and other regulators, the nature and timing of legislation affecting the financial services industry including, but not limited to, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, government intervention in the U.S. financial system, changes in levels of market interest rates, pricing pressures on loan and deposit products, credit risks of the Company s lending and leasing activities, customers acceptance of the Company s products and services and competition.

The above-listed risk factors are not necessarily exhaustive, particularly as to possible future events, and new risk factors may emerge from time to time. Certain events may occur that could cause the Company s actual results to be materially different than those described in the Company s periodic filings with the Securities and Exchange Commission. Any statements made by the Company that are not historical facts should be considered to be forward-looking statements. The Company is not obligated to update and does not undertake to update any of its forward-looking statements made herein.

Critical Accounting Policies, Judgments and Estimates

The accounting and reporting policies of the Company and its subsidiaries conform with accounting principles generally accepted in the United States of America and predominant practices within the banking industry. The consolidated financial statements include the accounts of the Company, Lakeland, Lakeland NJ Investment Corp., Lakeland Investment Corp., Lakeland Equity, Inc., and Lakeland Preferred Equity, Inc. All intercompany balances and transactions have been eliminated.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. There have been no material changes in the Company s critical accounting policies, judgments and estimates, including assumptions or estimation techniques utilized, as compared to those disclosed in the Company s most recent Annual Report on Form 10-K.

Management Overview

The quarter and six months ended June 30, 2012, represented a period of earnings improvement for the Company. As discussed in this management discussion and analysis:

Net income available to common shareholders increased $889,000 or 19% from the second quarter of 2011 to the same period in 2012. Net income available to common shareholders increased $1.8 million or 22% from the first six months of 2011 to the first six months of 2012.

Non-performing assets declined for the third consecutive quarter. Non-performing assets have declined $14.9 million or 30% from $50.2 million reported at year end.

As a result of improving loan quality, the provision for loan and lease losses was reduced from $5.4 million in the second quarter of 2011 to $3.9 million in 2012.

The Company redeemed its remaining 19,000 shares of its Fixed Rate Cumulative Preferred Stock, Series A originally issued to the U.S. Department of the Treasury under the Troubled Asset Relief Program Capital Purchase Program (CPP). As a result of CPP repayments, dividends on preferred stock and accretion of the preferred stock discount declined from $1.6 million in the first six months of 2011 to $620,000 in 2012. In 2012, the Company also repurchased the outstanding common stock warrant previously issued to the Treasury for the purchase of 1,046,901 shares of its common stock, for $2.8 million, completing the Company s participation in the Treasury s CPP.

The Company continues to experience downward pressure on its net interest margin from the continuing low rate environment. The net interest margin declined from 3.90% in the second quarter of 2011 to 3.70% in the second quarter of 2012.

Management continues to manage expenses in an effort to offset its lower net interest margins.

Table of Contents

Results of Operations

(Second Quarter 2012 Compared to Second Quarter 2011)

Net Income

Net income for the second quarter of 2012 was $5.5 million, compared to net income of $4.9 million for the same period in 2011. Net income available to common shareholders was $5.5 million compared to net income of $4.6 million for the second quarter of 2011. Diluted earnings per share was $0.20 for the second quarter of 2012, compared to diluted earnings per share of $0.17 for the same period last year. The increase in net income was primarily a result of a $1.5 million reduction in the provision for loan and lease losses, which totaled $3.9 million in the second quarter of 2012. Net interest income declined $673,000 from the second quarter of 2011 to the second quarter of 2012 due to the continuing low rate environment. This decline was partially offset by declines in non-interest expense and dividends on preferred stock and accretion during that same time period.

Net Interest Income

Net interest income is the difference between interest income on earning assets and the cost of funds supporting those assets. The Company s net interest income is determined by: (i) the volume of interest-earning assets that it holds and the yields that it earns on those assets, and (ii) the volume of interest-bearing liabilities that it has assumed and the rates that it pays on those liabilities. Net interest income increases when the Company can use noninterest-bearing deposits to fund or support interest-earning assets. The Company s net interest income is influenced by the current low interest rate environment. For information on how interest rate change can influence the Company s net interest income, and how the Company manages it net interest income, please see Quantitative and Qualitative Disclosures About Market Risk in Item 3 of this Quarterly Report on Form 10-Q. The Company s net interest margin can also be impacted by its level of non-performing loans. If non-performing loans decline, this could increase the net interest margin.

Net interest income on a tax equivalent basis for the second quarter of 2012 was $24.0 million, compared to $24.7 million earned in the second quarter of 2011. The net interest margin decreased from 3.90% in the second quarter of 2011 to 3.70% in the second quarter of 2012, primarily as a result of a 36 basis point decline in the yield on interest-earning assets, which was partially offset by a 19 basis point reduction in the cost of interest-bearing liabilities. The net interest margin would have been 3.81% and 4.01% for the second quarter of 2012 and 2011, respectively, had the Company s non-performing loans performed in accordance with their terms. The net interest spread, as a result of the low rate environment, declined 18 basis points to 3.54%. Although the net interest spread declined, the decline was mitigated by an increase in income earned on free funds (interest earning assets funded by non-interest bearing liabilities) resulting from an increase in average non-interest bearing deposits of $62.6 million. Also mitigating the decline in the net interest margin was a change in mix in interest-bearing deposits from time deposits to lower interest-bearing transaction accounts. The components of net interest income will be discussed in greater detail below.

Table of Contents

The following table reflects the components of the Company s net interest income, setting forth for the periods presented, (1) average assets, liabilities and stockholders equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company s net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company s net interest margin. Rates are computed on a tax equivalent basis using a tax rate of 35%.

	For the three months ended, June 30, 2012			For the three months ended, June 30, 2011		
	Average Balance	Interest Income/ Expense	Average rates earned/ paid	Average Balance	Interest Income/ Expense	Average rates earned/ paid
	(dollars in thousands)					
Assets						
Interest-earning assets:						
Loans and leases (A)	$ 2,077,813	$ 25,272	4.89%	$ 1,983,253	$ 26,120	5.28%
Taxable investment securities and other	434,826	2,207	2.03%	459,887	2,962	2.58%
Tax-exempt securities	68,105	697	4.09%	71,158	780	4.38%
Federal funds sold (B)	24,550	6	0.10%	28,053	11	0.17%
Total interest-earning assets	2,605,294	28,182	4.35%	2,542,351	29,873	4.71%
Noninterest-earning assets:						
Allowance for loan and lease losses	(29,561)			(29,371)		
Other assets	245,056			249,044		
TOTAL ASSETS	$ 2,820,789			$ 2,762,024		
Liabilities and Stockholders Equity						
Interest-bearing liabilities:						
Savings accounts	$ 352,095	$ 92	0.11%	$ 333,036	$ 130	0.16%
Interest-bearing transaction accounts	1,141,263	1,242	0.44%	1,074,620	1,464	0.55%
Time deposits	332,669	805	0.97%	411,216	1,213	1.18%
Borrowings	262,035	2,051	3.13%	271,367	2,372	3.50%
Total interest-bearing liabilities	2,088,062	4,190	0.80%	2,090,239	5,179	0.99%
Noninterest-bearing liabilities:						
Demand deposits	473,853			411,212		
Other liabilities	13,621			12,118		
Stockholders equity	245,253			248,455		
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 2,820,789			$ 2,762,024		
Net interest income/spread		23,992	3.54%		24,694	3.72%
Tax equivalent basis adjustment		244			273	
NET INTEREST INCOME		$ 23,748			$ 24,421	
Net interest margin (C)			3.70%			3.90%

(A) Includes non-accrual loans, the effect of which is to reduce the yield earned on loans, and deferred loan fees.
(B) Includes interest-bearing cash accounts.
(C) Net interest income divided by interest-earning assets.

Interest income on a tax equivalent basis decreased from $29.9 million in the second quarter of 2011 to $28.2 million in the second quarter of 2012, a decrease of $1.7 million, or 6%. The decrease in interest income was due primarily to a 36 basis point decrease in the yield on interest earning assets, as a result of loans being refinanced at lower rates and lower yields on new loans and investments. The yield on average loans and leases at 4.89% in the second quarter of 2012 was 39 basis points lower than the second quarter of 2011. The yield on average taxable and tax exempt investment securities decreased by 55 basis points and 29 basis points, respectively, compared to the second quarter of 2011. Average loans and leases at $2.08 billion increased $94.6 million from the second quarter of 2011, while average investment securities at $502.9 million decreased $28.1 million.

Total interest expense decreased from $5.2 million in the second quarter of 2011 to $4.2 million in the second quarter of 2012, a decrease of $989,000, or 19%. The cost of average interest-bearing liabilities decreased from 0.99% in the second quarter of 2011 to 0.80% in 2012. The decrease in yield was due to the continuing low rate environment along with a $78.5 million reduction in higher yielding time deposits as customers preferred to keep their deposits in short-term transaction accounts. Average savings and interest-bearing transaction accounts increased by $19.1 million and $66.6 million, respectively, from the second quarter of 2011 to the second quarter of 2012. Average rates paid on interest-bearing liabilities declined in all categories.

Provision for Loan and Lease Losses

In determining the provision for loan and lease losses, management considers national and local economic conditions; trends in the portfolio including orientation to specific loan types or industries; experience, ability and depth of lending management in relation to the complexity of the portfolio; adequacy and adherence to policies, procedures and practices; levels and trends in delinquencies, impaired loans; net charge-offs, and the results of independent third party loan and lease review.

Table of Contents

In the second quarter of 2012, a $3.9 million provision for loan and lease losses was recorded, which was $1.5 million lower than the provision for the same period last year. During the second quarter of 2012, the Company charged off loans and leases of $4.3 million and recovered $281,000 in previously charged off loans and leases compared to $6.9 million and $1.6 million, respectively, during the same period in 2011. The lower provision resulted from a decline in non-performing assets and from lower charge-offs during the quarter. During the second quarter of 2012, the Company sold a group of primarily non-performing loans with a net book value of $4.5 million and recorded a charge-off of $1.9 million. For more information regarding the determination of the provision, see Risk Elements below.

Noninterest Income

Noninterest income increased $61,000, or 1%, to $4.8 million in the second quarter of 2012 compared to the second quarter of 2011. Service charges on deposit accounts at $2.7 million increased $139,000, or 5%, due primarily to the implementation of a new demand deposit pricing structure in the second quarter of 2012. Commissions and fees totaled $1.3 million in the second quarter of 2012 and were $219,000 or 21% higher than the same period last year due primarily to increases in loan fees and investment commission income. Gains on sales of investment securities and gains on leasing related assets decreased $203,000 and $111,000, respectively from the second quarter of 2011 to the second quarter of 2012. The decline in gains on leasing related assets reflects the reduction in the leasing portfolio. Income on bank owned life insurance at $339,000 decreased $20,000 from the second quarter of 2011 due to a decline in rates for the underlying policies.

Noninterest Expense

Noninterest expense totaling $16.5 million decreased $262,000 in the second quarter of 2012 from the second quarter of 2011. Furniture and equipment expense at $1.1 million in the second quarter of 2012 decreased $86,000 from the same period last year due primarily to a reduction in equipment service contract expense. Stationery, supplies and postage at $355,000 in the second quarter decreased $40,000 primarily as a result of a reduction in direct mailings. Marketing expense totaling $458,000 decreased $161,000 compared to the second quarter of 2011 primarily due to the timing of marketing campaigns. During the third quarter of 2011 the Company completed its core deposit intangible amortization, which resulted in a $266,000 decrease in that category in the second quarter of 2012 compared to the same period in 2011. Collection expense at $34,000 and legal expense at $346,000 decreased $26,000 and $65,000, respectively, primarily a result of reduced loan work out expenses. Other real estate and repossessed asset expense at $38,000 decreased $162,000. Other expenses at $2.4 million in the second quarter of 2012 increased $193,000 compared to the second quarter of 2011 due primarily to an increase in consulting expenses, resulting from the implementation of various revenue enhancement projects. The Company s efficiency ratio, a non-GAAP financial measure, was 57.2% in the second quarter of 2012, compared to 56.1% for the same period last year as a result of a decline in revenue, offset by continued management of expenses. The Company uses this ratio because it believes that the ratio provides a good comparison of period-to-period performance and because the ratio is widely accepted in the banking industry. The following table shows the calculation of the efficiency ratio for the periods presented:

	For the three months ended June 30, 2012	2011
	(dollars in thousands)	
Calculation of efficiency ratio		
Total noninterest expense	$ 16,470	$ 16,732
Less:		
Amortization of core deposit intangibles		(266)
Other real estate owned and other repossessed asset expense	(38)	(200)
Provision for unfunded lending commitments	(122)	(17)
Noninterest expense, as adjusted	$ 16,310	$ 16,249
Net interest income	$ 23,748	$ 24,421
Noninterest income	4,771	4,710
Total revenue	28,519	29,131
Plus: Tax-equivalent adjustment on municipal securities	244	273
Less: gains on investment securities	(241)	(444)
Total revenue, as adjusted	$ 28,522	$ 28,960

Efficiency ratio	57.18%	56.11%

Table of Contents

Income Tax Expense

The effective tax rate increased from 30.5% in the second quarter of 2011 to 33.3% in the second quarter of 2012 as a result of increased earnings and because of a reduction of tax advantaged items as a percent of pre-tax income. Tax advantaged items include interest income on tax-exempt securities and income on bank owned life insurance. Also impacting the tax provision was an increase in management s estimate of earnings for 2012 resulting from improved asset quality.

(Year to Date 2012 Compared to Year to Date 2011)

Net Income

Net income for the first half of 2012 was $10.4 million, compared to net income of $9.6 million for the same period in 2011. Net income available to common shareholders was $9.8 million compared to net income of $8.0 million for the same period last year. Diluted earnings per share was $0.36 for the first half of 2012, compared to diluted earnings per share of $0.30 for the same period last year. Dividends on preferred stock and accretion decreased to $620,000 in the first six months of 2012 from $1.6 million for the same period last year. The lower dividends and accretion reflect repayments to the U.S. Department of the Treasury to repurchase preferred stock under the CPP. During the first half of 2012 the Company repaid the remaining $19.0 million in preferred stock to the U.S. Department of the Treasury, resulting in a non cash charge of $501,000, reflecting the acceleration of the preferred stock discount accretion. During the first half of 2011 the Company incurred a similar charge of $745,000, as $20.0 million in repayments to repurchase preferred stock were made during that period.

Net Interest Income

Net interest income on a tax equivalent basis for the first half of 2012 was $48.2 million, compared to $49.5 million earned in the first half of 2011. The net interest margin decreased from 3.90% in the first half of 2011 to 3.73% in the first half of 2012, primarily as a result of a 33 basis point decline in the yield on interest-earning assets, which was partially offset by a 18 basis point reduction in the cost of interest-bearing liabilities. The net interest margin would have been 3.83% and 4.00% for the first half of 2012 and 2011, respectively, had the Company s non-performing loans performed in accordance with their terms. The net interest spread as a result of the low rate environment declined 16 basis points to 3.57%. Although

Table of Contents

the net interest spread declined, the decline was mitigated by an increase in income earned on free funds (interest earning assets funded by non-interest bearing liabilities) resulting from an increase in average non-interest bearing deposits of $55.3 million. Also mitigating the decline in the net interest margin was a change in mix in interest-bearing deposits from time deposits to lower interest-bearing transaction accounts. The components of net interest income will be discussed in greater detail below.

The following table reflects the components of the Company s net interest income, setting forth for the periods presented, (1) average assets, liabilities and stockholders equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company s net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company s net interest margin. Rates are computed on a tax equivalent basis using a tax rate of 35%.

CONSOLIDATED STATISTICS ON A TAX EQUIVALENT BASIS

	For the six months ended, June 30, 2012			**For the six months ended, June 30, 2011**		
	Average Balance	Interest Income/ Expense	Average rates earned/ paid	Average Balance	Interest Income/ Expense	Average rates earned/ paid
			(dollars in thousands)			
Assets						
Interest-earning assets:						
Loans (A)	$ 2,063,953	$ 50,730	4.94%	$ 1,991,609	$ 52,785	5.34%
Taxable investment securities and other	441,039	4,547	2.06%	468,241	5,675	2.42%
Tax-exempt securities	70,446	1,451	4.12%	69,386	1,548	4.46%
Federal funds sold (B)	24,281	12	0.10%	30,461	23	0.15%
Total interest-earning assets	2,599,719	56,740	4.39%	2,559,697	60,031	4.72%
Noninterest-earning assets:						
Allowance for loan and lease losses	(29,362)			(29,124)		
Other assets	243,136			248,813		
TOTAL ASSETS	$ 2,813,493			$ 2,779,386		
Liabilities and Stockholders Equity						
Interest-bearing liabilities:						
Savings accounts	$ 345,158	$ 182	0.11%	$ 327,660	$ 256	0.16%
Interest-bearing transaction accounts	1,139,163	2,515	0.44%	1,084,070	2,969	0.55%
Time deposits	341,806	1,698	0.99%	412,342	2,513	1.22%
Borrowings	264,600	4,143	3.13%	282,674	4,746	3.36%
Total interest-bearing liabilities	2,090,727	8,538	0.82%	2,106,746	10,484	1.00%
Noninterest-bearing liabilities:						
Demand deposits	461,407			406,080		
Other liabilities	13,395			12,291		
Stockholders equity	247,964			254,269		
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 2,813,493			$ 2,779,386		
Net interest income/spread		48,202	3.57%		49,547	3.73%
Tax equivalent basis adjustment		508			542	

NET INTEREST INCOME	$ 47,694	$ 49,005
Net interest margin (C)	3.73%	3.90%

(A) Includes non-accrual loans, the effect of which is to reduce the yield earned on loans, and deferred loan fees.
(B) Includes interest-bearing cash accounts.
(C) Net interest income divided by interest-earning assets.

Interest income on a tax equivalent basis decreased from $60.0 million in the first half of 2011 to $56.7 million in the first half of 2012, a decrease of $3.3 million, or 5%. The decrease in interest income was due primarily to a 33 basis point decrease in the yield on interest earning assets for the same reasons discussed in the quarterly analysis. The yield on average loans and leases at 4.94% in the first half of 2012 was 40 basis points lower than the first half of 2011. The yield on average taxable and tax exempt investment securities decreased by 36 basis points and 34 basis points, respectively, compared to the first half of 2011. Average loans and leases at $2.06 billion increased $72.3 million from the first half of 2011, while average investment securities at $511.5 million decreased $26.1 million.

Total interest expense decreased from $10.5 million in the first half of 2011 to $8.5 million in the first half of 2012, a decrease of $1.9 million, or 19%. The cost of average interest-bearing liabilities decreased from 1.00% in the first half of

Table of Contents

2011 to 0.82% in 2012 for the same reasons discussed in the quarterly analysis. Average savings and interest-bearing transaction accounts increased by $17.5 million and $55.1 million, respectively, from the first half of 2011 to the first half of 2012, while average time deposits decreased $70.5 million. Average rates paid on interest-bearing liabilities declined in all categories.

Provision for Loan and Lease Losses

In determining the provision for loan and lease losses, management considers national and local economic conditions; trends in the portfolio including orientation to specific loan types or industries; experience, ability and depth of lending management in relation to the complexity of the portfolio; adequacy and adherence to policies, procedures and practices; levels and trends in delinquencies, impaired loans; net charge-offs, and the results of independent third party loan and lease review.

In the first half of 2012, an $8.4 million provision for loan and lease losses was recorded, which was $1.9 million lower than the provision for the same period last year. During the first half of 2012, the Company charged off loans and leases of $9.3 million and recovered $1.0 million in previously charged off loans and leases compared to $12.6 million and $3.1 million, respectively, during the same period in 2011. For more information regarding the determination of the provision, see Risk Elements below.

Noninterest Income

Noninterest income decreased $112,000, or 1%, to $8.8 million in the first half of 2012 compared to the first half of 2011. Commissions and fees totaled $2.2 million in the first half of 2012 and were $367,000 or 20% higher than the same period last year due to the same reasons discussed in the quarterly comparison. Gains on sales of investment securities and gains on leasing related assets decreased $171,000 and $390,000, respectively, from the first half 2011 to the first half of 2012 for the same reasons discussed in the quarterly comparison. Income on bank owned life insurance at $678,000 decreased $36,000 from the first half of 2011 due to the same reason discussed in the quarterly comparison.

Noninterest Expense

Noninterest expense totaling $32.7 million decreased $1.0 million in the first half of 2012 from the first half of 2011. Net occupancy expense at $3.3 million decreased $189,000 compared to the first half of 2011 due primarily to decreased snow removal costs resulting from the mild winter. Furniture and equipment expense at $2.2 million in the first half of 2012 decreased $167,000 from the same period last year due to the same reason discussed in the quarterly comparison. Stationery, supplies and postage at $691,000 in the first half of 2012 decreased $69,000 primarily for the same reason discussed in the quarterly comparison. Marketing expense and core deposit intangible amortization declined in the first half of 2012 from the first half of 2011 due to the same reasons discussed in the quarterly comparison. FDIC insurance expense at $1.1 million decreased $441,000 compared to the first half of 2011 primarily as a result of changes made by the FDIC in the method of calculating assessment rates. Collection expense at $173,000 and legal expense at $745,000 increased $48,000 and $39,000, respectively, while other real estate and repossessed asset expense at $76,000 decreased $396,000. The Company s efficiency ratio, a non-GAAP financial measure, was 57.44% in the first half of 2012, compared to 56.41% for the same period last year as a result of the same reasons discussed in the quarterly comparison. The Company uses this ratio because it believes that the ratio provides a good comparison of period-to-period performance and because the ratio is widely accepted in the banking industry. The following table shows the calculation of the efficiency ratio for the periods presented:

	For the six months ended June 30, 2012	2011
	(dollars in thousands)	
Calculation of efficiency ratio		
Total noninterest expense	$ 32,745	$ 33,758
Less:		
Amortization of core deposit intangibles		(531)
Other real estate owned and other repossessed asset expense	(76)	(472)
Provision for unfunded lending commitments	(67)	(13)
Noninterest expense, as adjusted	$ 32,602	$ 32,742
Net interest income	$ 47,694	$ 49,005

Noninterest income	8,828	8,940
Total revenue	56,522	57,945
Plus: Tax-equivalent adjustment on municipal securities	508	542
Less: gains on investment securities	(273)	(444)
Total revenue, as adjusted	$ 56,757	$ 58,043
Efficiency ratio	57.44%	56.41%

Income Tax Expense

The effective tax rate increased from 30.5% in the first half of 2011 to 32.1% in the second half of 2012 for the same reasons discussed above in the quarterly comparison.

Financial Condition

The Company s total assets increased $27.3 million from $2.83 billion at December 31, 2011, to $2.85 billion at June 30, 2012 due primarily to a $47.4 million increase in total loans. Total deposits increased $27.7 million, with non-interest-bearing transaction accounts increasing $24.7 million.

Loans and Leases

Gross loans and leases at $2.09 billion increased by $47.4 million from December 31, 2011. The increase in gross loans and leases is primarily due to commercial loans secured by real estate at $1.06 billion and residential mortgages at $421.3 million, an increase of $47.6 million and $15.1 million, respectively. These increases were partially offset by a $23.0 million decrease in real estate construction loans. For more information on the loan portfolio, see Note 7 in Notes to the Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

Risk Elements

Non-performing assets decreased from $50.2 million, or 1.78% of total assets, on December 31, 2011 to $35.3 million, or 1.24% of total assets, on June 30, 2012. The majority of the decrease was in commercial loans secured by real estate, which decreased $7.3 million from December 31, 2011. Commercial, industrial and other, construction real estate and residential mortgages decreased $3.0 million, $2.9 million and $1.4 million, respectively. Commercial loan non-accruals at June 30, 2012 included 7 loan relationships with balances over $1.0 million, totaling $13.0 million, and 4 loan relationships between $500,000 and $1.0 million, totaling $3.0 million.

Loans and leases past due ninety days or more and still accruing at June 30, 2012 increased $199,000 to $1.6 million from December 31, 2011. Loans and leases past due 90 days or more and still accruing are those loans and leases that are considered both well-secured and in process of collection.

On June 30, 2012, the Company had $10.8 million in loans that were troubled debt restructurings and still accruing interest income compared to $8.9 million on December 31, 2011. Troubled debt restructurings are those loans where the Company has granted concessions to the borrower in payment terms, either in rate or in term, as a result of the financial condition of the borrower.

On June 30, 2012, the Company had $33.8 million in impaired loans and leases (consisting primarily of non-accrual and restructured loans and leases) compared to $43.1 million at year-end 2011. Impaired loans decreased from year-end 2011 primarily as a result of the decrease in non-accrual commercial loans secured by real estate. During the second quarter of 2012, the Company sold a group of primarily non-performing loans with a net book value of $4.5 million and recorded a charge-off of $1.9 million. For more information on impaired loans and leases see Note 7 in Notes to the Consolidated Financial Statements of this Quarterly Report on Form 10-Q. The impairment of the loans and leases is measured using the present value of future cash flows on certain impaired loans and leases and is based on the fair value of the underlying collateral for the remaining loans and leases. Based on such evaluation, $770,000 has been allocated as a portion of the allowance for loan and lease losses for impairment at June 30, 2012. At June 30, 2012, the Company also had $42.3 million in loans and leases that were rated substandard that were not classified as non-performing or impaired compared to $41.7 million at December 31, 2011.

Table of Contents

There were no loans and leases at June 30, 2012, other than those designated non-performing, impaired or substandard, where the Company was aware of any credit conditions of any borrowers or obligors that would indicate a strong possibility of the borrowers not complying with present terms and conditions of repayment and which may result in such loans and leases being included as non-accrual, past due or renegotiated at a future date. The following table sets forth for the periods presented, the historical relationships among the allowance for loan and lease losses, the provision for loan and lease losses, the amount of loans and leases charged-off and the amount of loan and lease recoveries:

(dollars in thousands)	Six months ended June 30, 2012	Six months ended June 30, 2011	Year ended December 31, 2011
Balance of the allowance at the beginning of the year	$ 28,416	$ 27,331	$ 27,331
Loans and leases charged off:			
Commercial, secured by real estate	4,866	3,445	5,352
Commercial, industrial and other	555	3,221	5,249
Leases	353	1,811	2,858
Real estate-mortgage	510	455	1,772
Real estate-construction	1,707	2,466	3,636
Home equity and consumer	1,331	1,154	3,010
Total loans charged off	9,322	12,552	21,877
Recoveries:			
Commercial, secured by real estate	58	1,861	2,084
Commercial, industrial and other	327	139	439
Leases	414	870	1,206
Real estate-mortgage	5	31	32
Real estate-construction	26		67
Home equity and consumer	186	239	318
Total Recoveries	1,016	3,140	4,146
Net charge-offs:	8,306	9,412	17,731
Provision for loan and lease losses	8,433	10,333	18,816
Ending balance	$ 28,543	$ 28,252	$ 28,416
Ratio of annualized net charge-offs to average loans and leases outstanding	0.80%	0.95%	0.89%
Ratio of allowance at end of period as a percentage of period end total loans and leases	1.37%	1.42%	1.39%

The ratio of the allowance for loan and lease losses to loans and leases outstanding reflects management s evaluation of the underlying credit risk inherent in the loan portfolio. The determination of the adequacy of the allowance for loan and lease losses and periodic provisioning for estimated losses included in the consolidated financial statements is the responsibility of management and the Board of Directors. The evaluation process is undertaken on a quarterly basis.

Methodology employed for assessing the adequacy of the allowance for loan and lease losses consists of the following criteria:

The establishment of reserve amounts for all specifically identified classified loans and leases that have been designated as requiring attention by the Company or its external loan review consultants.

The establishment of reserves for pools of homogeneous types of loans and leases not subject to specific review, including impaired commercial loans under $250,000, leases, 1 4 family residential mortgages and consumer loans.

The establishment of reserve amounts for the non-classified loans and leases in each portfolio based upon the historical average loss experience of these portfolios and management s evaluation of key factors described below.

Consideration is given to the results of ongoing credit quality monitoring processes, the adequacy and expertise of the Company s lending staff, underwriting policies, loss histories, delinquency trends, and the cyclical nature of economic

Table of Contents

and business conditions. Since many of the Company s loans depend on the sufficiency of collateral as a secondary means of repayment, any adverse trend in the real estate markets could affect underlying values available to protect the Company against loss.

While the overall balance of the allowance for loan losses remained substantially the same at June 30, 2012 as levels at December 31, 2011, the components of the allowance changed to reflect the changes both in the portfolios and in the levels of non-performing loans within the portfolio segments. The allowance for loan and leases losses for the leasing portfolio declined from $688,000 to $267,000 to reflect the continuing decline in the size of the portfolio and the decline in net charge-offs in that portfolio. The decline in the allowance for the real estate-construction segment reflected both a decline in non-performing loans from $12.4 million at year-end 2011 to $9.5 million at June 30, 2012 as well as a decline in the overall portfolio from $79.1 million at year-end 2011 to $56.2 million at June 30, 2012. The allowance for loan and lease losses increased for both the commercial loans secured by real estate, and the residential mortgages because those were the areas where the Company experienced the most growth and because of continuing economic pressures on the real estate market in the Northeast.

Non-performing loans and leases decreased from $49.0 million on December 31, 2011 to $34.0 million on June 30, 2012. The allowance for loan and lease losses as a percent of total loans was 1.37% of total loans on June 30, 2012, compared to 1.39% as of December 31, 2011. The allowance for loan and lease losses as a percent of non-performing loans increased from 58% as of December 31, 2011 to 84% as of June 30, 2012. Management believes, based on appraisals and estimated selling costs, that its non-performing loans and leases are adequately secured and reserves on these loans and leases are adequate. The preceding statement constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

Based upon the process employed and giving recognition to all accompanying factors related to the loan and lease portfolio, management considers the allowance for loan and lease losses to be adequate at June 30, 2012. The preceding statement constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

Investment Securities

For detailed information on the composition and maturity distribution of the Company s investment securities portfolio, see the Notes to Consolidated Financial Statements contained in this Form 10-Q. Total investment securities decreased from $535.3 million on December 31, 2011 to $508.3 million on June 30, 2012, a decrease of $27.0 million, or 5%.

Deposits

Total deposits increased from $2.25 billion on December 31, 2011 to $2.28 billion on June 30, 2012, an increase of $27.7 million, or 1%. Savings and interest-bearing transaction accounts totaling $1.48 billion increased $35.6 million from December 31, 2011, while time deposits totaling $327.0 million decreased $32.5 million. Noninterest bearing deposits increased $24.7 million, or 5%, to $474.2 million, resulting primarily from an increase in commercial noninterest bearing deposits.

Liquidity

Liquidity measures whether an entity has sufficient cash flow to meet its financial obligations and commitments on a timely basis. The Company is liquid when its subsidiary bank has the cash available to meet the borrowing and cash withdrawal requirements of customers and the Company can pay for current and planned expenditures and satisfy its debt obligations.

Lakeland funds loan demand and operation expenses from several sources:

Net income. Cash provided by operating activities was $25.3 million in for the first six months of 2012 which was comparable to the same period in 2011.

Deposits. Lakeland can offer new products or change its rate structure in order to increase deposits. In the first six months of 2012, Lakeland generated $27.7 million in deposit growth.

Sales of securities and overnight funds. At June 30, 2012, the Company had $417.0 million in securities designated available for sale.

Repayments on loans and leases can also be a source of liquidity to fund further loan growth.

Overnight credit lines. As a member of the Federal Home Loan Bank of New York (FHLB), Lakeland has the ability to borrow overnight based on the market value of collateral pledged. Lakeland had no overnight borrowings from the FHLB on June 30, 2012. Lakeland also has overnight federal funds lines available for it to borrow up to $162.0 million. Lakeland had borrowings against these lines of $47.0 million at June 30, 2012. Lakeland may also borrow from the discount window of the Federal Reserve Bank of New York based on the market value of collateral pledged. Lakeland had no borrowings with the Federal Reserve Bank of New York as of June 30, 2012.

Other borrowings. Lakeland can also generate funds by utilizing long-term debt or securities sold under agreements to repurchase that would be collateralized by security or mortgage collateral. At times the market values of securities collateralizing our securities sold under agreements to repurchase may decline due to changes in interest rates and may necessitate our lenders to issue a margin call which requires Lakeland to pledge additional collateral to meet that margin call.

Management and the Board monitor the Company s liquidity through the asset/liability committee, which monitors the Company s compliance with certain regulatory ratios and other various liquidity guidelines.

The cash flow statements for the periods presented provide an indication of the Company s sources and uses of cash, as well as an indication of the ability of the Company to maintain an adequate level of liquidity. A discussion of the cash flow statement for the six months ended June 30, 2012 follows.

Cash and cash equivalents totaling $76.7 million on June 30, 2012, increased $4.2 million from December 31, 2011. Operating activities provided $25.3 million in net cash. Investing activities used $35.2 million in net cash, primarily reflecting an increase in loans and leases. Financing activities provided $14.0 million in net cash, reflecting a net increase of $27.7 million in deposits and a $20.8 million increase in federal funds purchased and securities sold under agreements to repurchase, partially offset by net repayments of $10.0 million in other borrowings and the redemption of $19.0 million in preferred stock. The Company anticipates that it will have sufficient funds available to meet its current loan commitments and deposit maturities. This constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995.

Table of Contents

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows as of June 30, 2012. Interest on subordinated debentures and long-term borrowed funds is calculated based on current contractual interest rates.

(dollars in thousands)	Total	Within one year	After one but within three years	After three but within five years	After five years
Minimum annual rentals or noncancellable operating leases	$ 19,346	$ 2,102	$ 3,978	$ 3,003	$ 10,263
Benefit plan commitments	4,833	185	335	323	3,990
Remaining contractual maturities of time deposits	327,040	237,707	75,793	12,684	856
Subordinated debentures	77,322				77,322
Loan commitments	417,241	339,744	51,858	367	25,272
Long-term debt	145,000	50,000	40,000	20,000	35,000
Interest on long-term debt*	110,706	7,700	14,809	12,550	75,647
Standby letters of credit	9,652	7,806	1,651	115	80
Total	$ 1,111,140	$ 645,244	$ 188,424	$ 49,042	$ 228,430

* Includes interest on long-term debt and subordinated debentures at a weighted rate of 3.55%.

Capital Resources

Total stockholders equity decreased from $259.8 million on December 31, 2011 to $246.9 million on June 30, 2012, a decrease of $12.8 million, or 5%. Book value per common share increased to $9.15 on June 30, 2012 from $8.99 on December 31, 2011. The decrease in stockholders equity from December 31, 2011 to June 30, 2012 was primarily due to the $19.0 million redemption of preferred stock, the warrant repurchase totaling $2.8 million and payment of dividends on common and preferred stock of $2.7 million, partially offset by $10.4 million in net income.

The Company and Lakeland are subject to various regulatory capital requirements that are monitored by federal banking agencies. Failure to meet minimum capital requirements can lead to certain supervisory actions by regulators; any supervisory action could have a direct material adverse effect on the Company or Lakeland s financial statements. Management believes, as of June 30, 2012, that the Company and Lakeland meet all capital adequacy requirements to which they are subject.

The capital ratios for the Company and Lakeland at June 30, 2012 are as follows:

	Tier 1 Capital to Total Average Assets Ratio June 30, 2012	Tier 1 Capital to Risk-Weighted Assets Ratio June 30, 2012	Total Capital to Risk-Weighted Assets Ratio June 30, 2012
Capital Ratios:			
The Company	7.62%	10.21%	12.59%
Lakeland Bank	7.91%	10.58%	11.83%
Well capitalized institution under FDIC Regulations	5.00%	6.00%	10.00%

In June 2012, the Board of Governors of the Federal Reserve Bank, the FDIC, and the OCC approved three notices of proposed rulemaking (NPRs) that would significantly revise the regulatory capital requirements, implement the Basel III capital reforms and incorporate various Dodd-Frank capital provisions. The Company is currently evaluating the effect these NPRs will have on the Company.

Non-GAAP Financial Measures

Reported amounts are presented in accordance with U.S. GAAP. The Company s management believes that the supplemental non-GAAP information, which consists of measurements and ratios based on tangible equity and tangible assets, is utilized by regulators and market analysts to evaluate a company s financial condition and therefore, such information is useful to investors. These disclosures should not be viewed as a substitute for financial results determined in accordance with U.S. GAAP, nor are they necessarily comparable to non-GAAP performance measures which may be presented by other companies.

Table of Contents

(dollars in thousands, except per share amounts)	June 30, 2012	December 31, 2011
Calculation of tangible book value per common share		
Total common stockholders equity at end of period - GAAP	$ 246,941	$ 241,303
Less:		
Goodwill	87,111	87,111
Total tangible common stockholders equity at end of period - Non-GAAP	$ 159,830	$ 154,192
Shares outstanding at end of period (1)	26,993	26,836
Book value per share - GAAP (1)	$ 9.15	$ 8.99
Tangible book value per share - Non-GAAP (1)	$ 5.92	$ 5.75

(1) Adjusted for 5% stock dividend granted April 16, 2012 to shareholders of record March 30, 2012.

Calculation of tangible common equity to tangible assets		
Total tangible common stockholders equity at end of period - Non-GAAP	$ 159,830	$ 154,192
Total assets at end of period	$ 2,853,202	$ 2,825,950
Less:		
Goodwill	87,111	87,111
Total tangible assets at end of period - Non-GAAP	$ 2,766,091	$ 2,738,839
Common equity to assets - GAAP	8.65%	8.54%
Tangible common equity to tangible assets - Non-GAAP	5.78%	5.63%

	For the three months ended,		For the six months ended,	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Calculation of return on average tangible common equity				
Net income - GAAP	$ 5,453	$ 4,858	$ 10,424	$ 9,629
Total average common stockholders equity	$ 245,253	$ 230,123	$ 244,105	$ 228,098
Less:				
Average goodwill	87,111	87,111	87,111	87,111
Average other identifiable intangible assets, net		194		326
Total average tangible common stockholders equity - Non-GAAP	$ 158,142	$ 142,818	$ 156,994	$ 140,661
Return on average common stockholders equity - GAAP	8.94%	8.47%	8.59%	8.51%

Return on average tangible common stockholders equity - Non-GAAP	13.87%	13.64%	13.35%	13.80%

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

The Company manages interest rate risk and market risk by identifying and quantifying interest rate risk exposures using simulation analysis and economic value at risk models. Net interest income simulation considers the relative sensitivities of the balance sheet including the effects of interest rate caps on adjustable rate mortgages and the relatively stable aspects of core deposits. As such, net interest income simulation is designed to address the probability of interest rate changes and the behavioral response of the balance sheet to those changes. Market Value of Portfolio Equity represents the fair value of the net present value of assets, liabilities and off-balance-sheet items. Changes in estimates and assumptions made for interest rate sensitivity modeling could have a significant impact on projected results and conclusions. These assumptions could include prepayment rates, sensitivity of non-maturity deposits and other similar assumptions. Therefore, if our assumptions should change, this technique may not accurately reflect the impact of general interest rate movements on the Company s net interest income or net portfolio value.

The starting point (or base case) for the following table is an estimate of the following year s net interest income assuming that both interest rates and the Company s interest-sensitive assets and liabilities remain at period-end levels. The net interest income estimated for the next twelve months (the base case) is $95.9 million. The information provided for net interest income assumes that changes in interest rates of plus 200 basis points and minus 200 basis points change gradually in equal increments (rate ramp) over the twelve month period.

	Changes in interest rates	
Rate Ramp	+200 bp	-200 bp
Asset/Liability Policy Limit	-5.0%	-5.0%
June 30, 2012	-3.6%	-3.8%
December 31, 2011	-4.0%	-2.8%

The base case for the following table is an estimate of the Company s net portfolio value for the periods presented using current discount rates, and assuming the Company s interest-sensitive assets and liabilities remain at period-end levels. The net portfolio value at June 30, 2012 (the base case) was $312.6 million. The information provided for the net portfolio value assumes fluctuations or rate shocks of plus 200 basis points and minus 200 basis points for changes in interest rates as shown in the table below. Rate shocks assume that current interest rates change immediately.

	Changes in interest rates	
Rate Shock	+200 bp	-200 bp
Asset/Liability Policy Limit	-25.0%	-25.0%
June 30, 2012	-7.6%	-12.9%
December 31, 2011	-7.2%	-12.9%

The information set forth in the above tables is based on significant estimates and assumptions, and constitutes a forward-looking statement under the Private Securities Litigation Reform Act of 1995. For more information regarding the Company s market risk and assumptions used in the Company s simulation models, please refer to the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

ITEM 4. Controls and Procedures

(a) Disclosure controls and procedures. As of the end of the Company s most recently completed fiscal quarter covered by this report, the Company carried out an evaluation, 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 pursuant to Securities Exchange Act Rule 13a-15. Based upon that evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms and are operating in an effective manner and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal controls over financial reporting. There have been no changes in the Company s internal control over financial reporting that occurred during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Table of Contents

PART II OTHER INFORMATION

Item 1. Legal Proceedings

There are no pending legal proceedings involving the Company or Lakeland other than those arising in the normal course of business. Management does not anticipate that the potential liability, if any, arising out of such legal proceedings will have a material effect on the financial condition or results of operations of the Company and Lakeland on a consolidated basis.

Item 1A. Risk Factors

There have been no material changes in risk factors from those disclosed under Item 1A, Risk Factors in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	Not Applicable
Item 3.	Defaults Upon Senior Securities	Not Applicable
Item 4.	Mine Safety Disclosures	Not Applicable
Item 5.	Other Information	Not Applicable

Item 6. Exhibits

31.1	Certification by Thomas J. Shara pursuant to Section 302 of the Sarbanes Oxley Act.
31.2	Certification by Joseph F. Hurley pursuant to Section 302 of the Sarbanes Oxley Act.
32.1	Certification by Thomas J. Shara and Joseph F. Hurley pursuant to Section 906 of the Sarbanes Oxley Act.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

Table of Contents

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.

Lakeland Bancorp, Inc.
(Registrant)

/s/ Thomas J. Shara
Thomas J. Shara
President and Chief Executive Officer

/s/ Joseph F. Hurley
Joseph F. Hurley
Executive Vice President and Chief Financial Officer

Date: August 9, 2012