

PATRIOT NATIONAL BANCORP INC  
Form SB-2  
April 25, 2005

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As filed with the Securities and Exchange Commission on April 25, 2005

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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### Form SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

### Patriot National Bancorp, Inc.

*(Name of Small Business Issuer in Its Charter)*

**Connecticut**

*(State or Other Jurisdiction  
of Incorporation or Organization)*

**6021**

*(Primary Standard Industrial  
Classification Code Number)*

**900 Bedford Street**

**Stamford, Connecticut 06901**

**(203) 324-7500**

**06-1559137**

*(I.R.S. Employer  
Identification Number)*

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Charles F. Howell**

*President*

**Robert F. O'Connell**

*Senior Executive Vice President and  
Chief Financial Officer*

**Patriot National Bancorp, Inc.**

**900 Bedford Street**

**Stamford, Connecticut 06901**

**(203) 324-7500**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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Copies to:

**William W. Bouton III, Esq.**  
**Kerry John Tomasevich, Esq.**  
Tyler Cooper & Alcorn, LLP  
185 Asylum Avenue  
City Place 35th Floor  
Hartford, CT 06103-3488  
(860) 725-6200

**Norman B. Antin, Esq.**  
**Jeffrey D. Haas, Esq.**  
Patton Boggs LLP  
2550 M Street, NW  
Washington, D.C. 20037  
(202) 457-6000

*Approximate date of commencement of proposed sale to the public:*

As soon as practicable after the effective date of this Registration Statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. o

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of each class of securities to be registered</b>	<b>Proposed maximum aggregate offering price(1)</b>	<b>Amount of registration fee</b>
Common Stock, \$2.00 par value per share	\$12,000,000	\$1,413

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(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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*The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.*

**Subject to Completion dated April 25, 2005**

**PRELIMINARY PROSPECTUS**

**Shares of Common Stock (Maximum)  
Shares of Common Stock (Minimum)  
(par value \$2.00 per share)**

**PATRIOT NATIONAL BANCORP, INC.**

We are distributing non-transferable rights to subscribe for and purchase up to \$ ( shares) of our common stock to persons who owned shares of our common stock as of the close of business on the record date, , 2005. You will receive the right to subscribe for one share of common stock, at a subscription price of \$ , for each shares of common stock that you owned on , 2005. If you exercise all of your rights, you may also have the opportunity to purchase additional shares of common stock at the same purchase price.

You will be able to exercise your rights to purchase shares of common stock only during a limited period. If you do not exercise your rights before 5:00 p.m., Eastern Time, on , 2005, the rights will expire. We may decide to extend the rights offering, at our discretion, for up to 20 calendar days.

We intend to enter into agreements with certain institutions and high net worth individuals ("standby purchasers"), pursuant to which such standby purchasers will agree to purchase up to \$ ( shares) of our common stock, if such shares are available following the completion of this offering. Such standby purchasers are expected to require that we agree to sell and guarantee the availability of at least \$ ( shares) of our common stock to such standby purchasers following the completion of this offering.

Our common stock is listed on the NASDAQ SmallCap Market under the symbol "PNBK." On April 22, 2005, the last sale price of our common stock as reported on the NASDAQ SmallCap Market was \$18.54 per share.

**Investing in our common stock involves risks. See "Risk Factors" beginning on page 11.**

**Neither the Securities and Exchange Commission nor any state regulator has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The securities offered hereby are not savings accounts, deposits or other debt obligations of a bank or savings association and are not insured by the Federal Deposit Insurance Corporation, the FDIC, or any governmental agency or otherwise.**

	Price to Public	Underwriting Discounts and Commissions(1)	Proceeds to Company(2)
<b>Minimum(3):</b>			
Price Per Share	\$	\$	\$
Total	\$	\$	\$
<b>Maximum(4):</b>			
Price Per Share	\$	\$	\$
Total	\$	\$	\$

(1)

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As compensation for its services, we have agreed to pay Sandler O'Neill & Partners, L.P. ("Sandler O'Neill") upon completion of the offering a fee of 1% of the aggregate purchase price of the shares of our common stock sold in the offering pursuant to the exercise of rights by any of our directors, officers or employees; a fee of 3% of the aggregate purchase price of the shares of our common stock sold in the offering pursuant to the exercise of the rights by other persons; and a fee of 6.5% of the aggregate value of common stock committed to be purchased by the standby purchasers, except we have agreed to pay a fee of 4.25% of the aggregate value of the common stock committed to be purchased by not more than one standby purchaser to be identified and selected by us. We have also agreed to reimburse Sandler O'Neill for its reasonable out-of-pocket expenses pertaining to its engagement, including legal fees, and have agreed to indemnify Sandler O'Neill against certain liabilities arising out of its engagement, including certain liabilities arising under the Securities Act of 1933, as amended.

(2) Before deducting expenses payable by us, estimated at \$ \_\_\_\_\_.

(3) The total minimum price to the public, underwriting discounts and commissions and total minimum proceeds to us assume the purchase of \_\_\_\_\_ shares as follows: \_\_\_\_\_ by our directors, officers and employees, \_\_\_\_\_ by other holders of rights and \_\_\_\_\_ by the standby purchasers.

(4) The total maximum price to the public, underwriting discounts and commissions and total maximum proceeds to us assume the purchase of \_\_\_\_\_ shares as follows: \_\_\_\_\_ by our directors, officers and employees, \_\_\_\_\_ by other holders of rights and \_\_\_\_\_ by the standby purchasers.

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### **Sandler O'Neill & Partners, L.P.**

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The date of this prospectus is \_\_\_\_\_, 2005.

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**Patriot National Bancorp**

**Branch Office Locations**



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You should rely only on the information contained in this prospectus. We have not, and Sandler O'Neill has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and Sandler O'Neill is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

## Prospectus Summary

*This summary highlights information contained elsewhere in this prospectus. It may not contain all the information that may be important to you. You should read the entire prospectus carefully before making an investment decision, especially the information presented under the heading "Risk Factors" and our Consolidated Financial Statements and the related notes included elsewhere in this prospectus.*

In this prospectus, we frequently use the terms "we," "our" and "us" to refer to Patriot National Bancorp, Inc. and our subsidiary, Patriot National Bank.

### **Our Company**

#### *General*

We are the bank holding company for Patriot National Bank, the Bank, the largest publicly-held commercial bank headquartered in Fairfield County, Connecticut. We conduct our operations solely through the Bank. Both we and the Bank are headquartered at our main office in Stamford, Connecticut, approximately 40 miles east of New York City. The Bank began operations in 1994 and was reorganized as our subsidiary in 1999. The Bank has nine branch office locations serving customers located in the Fairfield County communities of Stamford, Greenwich, Old Greenwich, Norwalk, Wilton and Darien, and has received approval to open an additional branch in Southport, Connecticut. In addition, our Residential Lending Group has mortgage origination offices in Stamford and Melville (Long Island), New York.

We offer a broad range of commercial and consumer banking services with an emphasis on serving the needs of small and medium-sized businesses, commercial real estate investors and builders, professionals such as accountants and attorneys, as well as individuals. We offer commercial real estate and construction loans to area businesses and developers, commercial loans to area businesses, as well as one- to four-family residential mortgage loans, home improvement loans and home equity lines of credit to individuals. We offer consumer and commercial deposit accounts such as checking accounts, insured money market accounts, time certificates of deposit, and savings accounts. As of December 31, 2004, on a consolidated basis, we had total assets of \$405.0 million, net loans of \$263.9 million, total deposits of \$367.0 million and total shareholders' equity of \$19.8 million.

#### *Financial Highlights*

We have achieved significant growth in assets, loans, deposits and net income over the past five years. From December 31, 1999 through December 31, 2004, we have grown:

Total assets from \$177.2 million to \$405.0 million, reflecting an 18.0% compounded annual growth rate;

Net loans from \$107.8 million to \$263.9 million, reflecting a 19.6% compounded annual growth rate;

Total deposits from \$162.7 million to \$367.0 million, reflecting a 17.7% compounded annual growth rate;

Non-interest bearing deposits from \$12.6 million to \$42.6 million, reflecting a 27.6% compounded annual growth rate; and

Net income from \$349,000 for the year ended December 31, 1999 to \$926,000 for the year ended December 31, 2004.

During this period of growth, we have emphasized the importance of a disciplined credit culture and have been successful in maintaining strong asset quality. We had approximately \$42,000 of net loan charge-offs from December 31, 1999 to December 31, 2004, none of which related to our residential



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construction portfolio, and we had an aggregate of \$4.0 million of non-performing loans at December 31, 2004, which constituted 1.0% of total assets at such date. Our non-performing loans included three loans totaling \$3.7 million that are well collateralized and in the process of collection, two of which totaling \$3.5 million are current as to principal and interest. The Bank is considered a well-capitalized institution under applicable regulations, with a total risk-based capital ratio of 10.50% and a Tier 1 risk-based capital ratio of 9.29% at December 31, 2004.

### *Market Overview*

Our primary market area encompasses the southwestern Fairfield County communities where our branches are located. We also serve adjoining areas of Fairfield County and neighboring Westchester County, New York and, through our Residential Lending Group, Long Island, New York. Our market is located within the greater New York City metropolitan area, and is highly dependent on the economy of New York City. In 2004, the population of Fairfield County was approximately 906,000 people, which represents approximately 25% of the population of Connecticut. From 2004 through 2009, the population of Fairfield County is expected to increase by approximately 3.2%. The median household income in 2004 was over \$73,000, more than 50% higher than the median household income for the United States. In October 2004, unemployment in Fairfield County was reported to be 3.5%, compared to 4.2% for Connecticut and 5.1% for the United States.

As of December 31, 2004, the Bank had \$367.0 million of total deposits. As of June 30, 2004, the most recent date such information is available, the Bank had approximately 1.32% of the total deposits within Fairfield County. Consequently, there are substantial opportunities for the Bank to continue to grow its market share of deposits within its primary market area.

Fairfield County is home to a large number of Fortune 500 corporate headquarters, including Pitney Bowes, Clairol, Xerox, GE Capital, Champion-International and Time Warner Cable, as well as the U.S. headquarters of several international companies, including UBS and Diageo-Guinness. Many senior executives and employees of these and other businesses based in New York City reside within our market area. Our market is also characterized by a large number of small and medium-sized businesses that have developed to meet the needs of the community. We are focused on serving these individuals and small to medium-size businesses.

### *Growth Strategy*

Our goal is to continue to be the largest, independently owned commercial bank headquartered in Fairfield County. Our focus is on growing our core deposit base which will be utilized to fund our loan growth. We plan to attract new customers by providing a targeted line of commercial and consumer financial services while maintaining our reputation for excellent service, professionalism and integrity. We believe that the impact of recent and ongoing bank consolidations in Fairfield County provides a significant opportunity for us to continue to grow our community-focused banking business. Our strategy for achieving these objectives includes the following:

*Expand our geographical footprint.* We intend to continue to establish new branches in Fairfield County. As a result of the financial institution consolidation which has occurred within Connecticut, our market area includes several unused bank buildings and facilities, the availability of which has provided us in the past, and may provide us in the future, with an efficient and cost-effective alternative to building new facilities. Our management is very familiar with our market area, and regularly evaluates opportunities to lease existing facilities by reviewing market demographics with a view towards deposit growth, geographic location and customer accessibility, proximity to competitors, renovation costs, and suitability. We also intend to potentially expand into Westchester County and surrounding counties in New York, although under current law this would require us to establish a de novo bank or acquire a branch of an existing bank. While we have no current acquisition arrangements, we intend to consider

potential acquisition opportunities as they arise. Except for the acquisition of our Residential Lending Group, we have not historically supplemented our growth through acquisitions.

*Increase our deposit balances.* Our focus is on increasing our core deposits, which consist of savings accounts, money market deposit accounts, non-interest-bearing demand accounts and certificates of deposit in amounts less than \$100,000. We have grown our core deposits from \$127.9 million at December 31, 1999 to \$295.7 million at December 31, 2004 with a weighted average interest rate of 1.84% as of December 31, 2004. We intend to continue to increase our core deposits by attracting new customers who seek a high level of personalized banking services. We believe that our personalized service and our role in providing commercial real estate and construction loans in the local business community distinguishes us from most of our competitors, many of which are larger banks and other institutions with a regional or national focus.

*Attract and retain experienced lending professionals.* Our senior management team includes individuals with extensive experience and business contacts in the Fairfield County area. We seek to hire additional experienced commercial lenders with strong business relationships and knowledge of our market area in order to expand and enhance our current commercial banking and loan operations. We also consider the availability of experienced lenders in connection with our plans to establish new branch locations within our market area.

*Increase the number and size of our loans.* We seek to expand and attract new lending relationships, particularly residential construction, commercial real estate and, to a lesser extent, commercial business loans. Additional capital will allow us to lend higher amounts and to better meet the lending needs of our borrowers. As we grow, our goal is to increase our loan-to-deposit ratio by shifting the mix of earning assets to a greater percentage of higher yielding loans.

*Offer new products and services.* We plan to increase the banking products and financial services we offer in order to diversify our revenue base, increase our fee income, and strengthen our customer relationships. We seek to exploit opportunities to cross-sell these additional services to our existing customers and to attract new customers. In 1999, we acquired a residential mortgage brokerage company which conducted business in Connecticut, New York and New Jersey. This business is now conducted through a division of the Bank. Our residential mortgage brokerage business has generated significant non-interest (fee) income in each year following the acquisition, although the division's performance in 2004 was adversely affected by increases in market rates of interest which resulted in a significant decrease in the volume of refinance transactions.

#### *Experienced Management Team*

Our growth since 1999 is primarily due to our hiring of an experienced team of banking executives, all of whom have considerable experience in community banking in Fairfield County, Connecticut. Our management team is led by Angelo De Caro, our Chairman and Chief Executive Officer, who is a former partner and senior financial officer of Goldman Sachs & Co. Mr. De Caro served on the executive committees of Goldman Sachs Swiss Private Bank and Goldman Sachs Trust Services. Mr. De Caro has extensive experience in financial management and risk analysis and his responsibilities at Goldman Sachs included auditing, tax and financial controls. He has focused us on our strategic growth objectives with respect to both our loan portfolio and core deposits. Our President, and the Chief Executive Officer of the Bank, Charles F. Howell, has over 30 years of banking experience in Fairfield County, including prior service as the president of a bank and as the chief operating officer and chief lending officer at another bank. Our Senior Executive Vice President and Chief Financial Officer, Robert F. O'Connell, has experience as a CPA in a major national accounting firm and has served as a senior executive officer and CFO of four other banks over a 28-year period. He also has responsibility for operations, retail banking and human resources. Our Chief Operating Officer, Philip W. Wolford, has 31 years of banking experience and has been a senior executive officer of three banks. Mr. Wolford

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served as the controller of a large New York City savings bank and has had responsibility for operations, information technology, compliance, retail banking and loan operations. Our other four senior officers have over 100 years of combined banking and mortgage banking experience. We have also hired several senior commercial lenders with considerable experience and business relationships from other banks and financial institutions in our market area, and we expect to hire additional experienced lenders as we continue to grow.

### *Office and Other Information*

Our principal executive offices are located at 900 Bedford Street, Stamford, Connecticut 06901, and our telephone number is (203) 324-7500. Our Internet address is [www.pnbk.com](http://www.pnbk.com). The information contained on our web site is not part of this prospectus.

*The Rights Offering*

*Common Stock Offered* We are offering a minimum of \_\_\_\_\_ shares and a maximum of \_\_\_\_\_ shares of our common stock in the offering. We are offering our shareholders as of \_\_\_\_\_, 2005, the record date, the right to subscribe for and purchase up to \_\_\_\_\_ shares of our common stock pursuant to the exercise of subscription rights. Each subscription right includes a basic subscription right and an oversubscription privilege for shareholders who exercise their basic subscription right in full, subject to availability and proration by us under certain circumstances. In this prospectus we refer to your basic subscription right as the "Basic Subscription Right" and to your oversubscription privilege as the "Oversubscription Privilege." In addition, in the event that there is not a sufficient number of shares of common stock remaining upon completion of the offering to satisfy the minimum number of shares we are required to sell to the standby purchasers, we will issue up to an additional \_\_\_\_\_ shares of common stock to the standby purchasers. See "The Rights Offering."

*Basic Subscription Right* Each of our shareholders will receive one Basic Subscription Right for every \_\_\_\_\_ shares of common stock held on the record date. We will not issue fractional rights; the number of Basic Subscription Rights we offer to each shareholder will be rounded up or down to the nearest whole number.

*Oversubscription Privilege* If you fully exercise your Basic Subscription Rights, subject to certain limits, you may also subscribe for up to two additional shares of common stock that other shareholders do not purchase for each Basic Subscription Right you hold. Shares of common stock available for purchase pursuant to the Oversubscription Privilege will be prorated if the number of oversubscribed shares exceeds the number of shares of common stock available. We will prorate in proportion to the number of shares of common stock each holder has subscribed for pursuant to the Basic Subscription Rights. The total number of shares that a shareholder may purchase in the offering as a result of the exercise of the Oversubscription Privilege (including shares purchased pursuant to the Basic Subscription Right) is limited to three times the number of shares purchased by such shareholder's exercise of the Basic Subscription Right.

*Record Date* \_\_\_\_\_, 2005.

*Subscription Price* \$ \_\_\_\_\_ per share.

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*Common Stock to be Outstanding after the Offering* 2,489,391 shares of our common stock were outstanding as of the record date. A total of        shares will be outstanding if we sell the minimum shares available in this offering and a total of        shares will be outstanding if we sell the maximum shares available in this offering. You may experience substantial dilution in your equity ownership interest and voting power if you do not exercise your Basic Subscription Right or if additional shares are issued to the standby purchasers. See "Risk Factors Risks Related to the Offering."

*Expiration Time* 5:00 p.m., Eastern Time, on        , 2005, unless we extend the expiration date for up to [20] calendar days (but no later than 5:00 p.m., Eastern Time, on        , 2005). No one may exercise rights after the expiration time.

*Non-transferability of Rights* You may not sell or otherwise transfer any of your Basic Subscription Rights or your Oversubscription Privilege.

*Regulatory Limitation* We will not be required to issue common stock to any rights holder pursuant to the exercise of the Basic Subscription Right or the Oversubscription Privilege or any standby purchaser who, in our opinion, could be required to obtain prior clearance or approval from, or submit a notice to, any federal or state bank regulatory authority to acquire, own or control such shares if, at the expiration time for the exercise of rights, such clearance or approval has not been obtained and/or any required waiting period has not expired. If we elect not to issue shares of common stock in such case, such shares will become available to satisfy oversubscriptions by other rights holders and will be available to the standby purchasers. See "The Rights Offering Regulatory Limitation."

*Subscription Agent* Registrar and Transfer Company

*Information Agent* Registrar and Transfer Company

*Financial Advisor* We have entered into an agreement with Sandler O'Neill & Partners, L.P., pursuant to which Sandler O'Neill is acting as our financial advisor in connection with the offering. We have agreed to pay certain fees to, and expenses of, Sandler O'Neill for its services in the offering. See "The Rights Offering Financial Advisor."

*Procedure for Subscribing* To exercise your subscription rights (including both the Basic Subscription Right and the Oversubscription Privilege), you should complete the subscription rights certificate and forward it along with payment in full for all of the shares for which you are subscribing to the subscription agent. You are responsible for ensuring that your subscription rights certificate reaches the subscription agent before the expiration time. If you plan to mail the subscription rights certificate, we recommend that you use insured, registered mail. See "The Rights Offering Exercise of Subscription Rights."

*Persons Holding Shares, or Wishing to Exercise Rights, Through Others* If you hold shares of common stock through a broker, dealer, commercial bank, trust company or other nominee, you should contact the institution and inform them if you wish to participate in this offering. See "The Rights Offering Exercise of Subscription Rights Shares Held by or for Others."

*No Revocation* You may not revoke your subscription after the subscription agent receives your subscription rights certificate. Rights not exercised prior to the expiration time will expire.

*Minimum Offering* The offering is conditioned upon the receipt of minimum offering proceeds of \$ . We believe, however, that this condition will be satisfied as a result of the commitments made by the standby purchasers under the standby purchase agreements. The maximum amount committed to the standby purchasers is referred to as the "Maximum Standby Purchase Commitment," and the minimum we will be required to sell to the standby purchasers is referred to as the "Minimum Standby Purchase Obligation." See "Standby Purchase Agreements."

*Standby Purchase Agreements* We anticipate that we will enter into standby purchase agreements pursuant to which the standby purchasers will severally agree to acquire from us at the \$ per share subscription price up to shares remaining after exercise of the Basic Subscription Right and Oversubscription Privilege by all shareholders of record, subject, in each case, to a maximum standby purchase commitment and certain conditions. It is anticipated that each standby purchase agreement will require that we sell a minimum number of shares to the related standby purchaser if sufficient shares are not available after issuance of all underlying shares subscribed for by the exercise of the Basic Subscription Right and the Oversubscription Privilege. In such case, we will issue in the aggregate up to additional shares to satisfy the Minimum Standby Purchase Obligation, but in no event will this result in shares being issued in excess of the maximum number of shares offered hereby.

*Our Right to Terminate the Offering* We reserve the right to terminate the offering at any time until it has expired and for any reason. If we terminate the offering, we will have no obligation to you other than to return any payment we have received from you, without interest.

*Delivery of Shares* Assuming we receive the minimum offering proceeds, we will send you certificates representing the shares of common stock you purchased as soon as practicable after , 2005, whether you exercise your rights immediately before that date or earlier. If you hold your common stock through The Depository Trust Company (known as DTC), or arrange for delivery and payment through DTC, DTC will credit the appropriate account for the shares that you purchase.

*Purchase Intentions of our Directors and Executive Officers*

Our directors and executive officers as a group (14 persons) have indicated their intention to exercise rights to purchase, in the aggregate, approximately \$1.7 million of our common stock in the offering. These indications of intent are based upon each director's and officer's evaluation of his or her own financial and other circumstances. While Mr. De Caro, our Chairman of the Board, beneficially owns approximately 27.4% of our common stock, and thereby holds rights to purchase up to approximately            shares of common stock in this offering, he has indicated his intention to purchase only \$1.0 million of our common stock in this offering, or approximately            shares of our common stock assuming the maximum offering size, in order to permit a broader diversification of our shareholder base. Upon their acquisition of such shares, our directors and executive officers, as a group, will beneficially own            shares, or a minimum of            % and a maximum of            % of the outstanding common stock after completion of the offering. Mr. De Caro will beneficially own            shares, or a minimum of            % and a maximum of            % of the outstanding common stock after completion of the offering.

*Listing*

We are currently listed on the NASDAQ SmallCap Market. We intend to apply to have the shares offered hereby also approved for listing on the NASDAQ SmallCap Market.

*No Board or Financial Advisor Recommendations*

An investment in our common stock must be made pursuant to your evaluation of your best interests. Accordingly, neither our board of directors nor Sandler O'Neill makes any recommendation to you regarding whether you should exercise your rights or purchase our common stock.

*Use of Proceeds*

We currently intend to contribute all of the net proceeds of this offering to the Bank. The Bank intends to utilize the proceeds to continue its branch expansion program and for general corporate purposes. We believe that by continuing to grow the Bank, we will be able to create long-term value to our shareholders. The net proceeds will be invested initially in primarily short-term investments.

*Risk Factors*

Investing in our common stock involves risks, including the risks that are described on pages 11 to 17 of this prospectus.

*Questions*

You should direct any questions concerning the procedure for subscribing to the information agent, Registrar and Transfer Company. You may phone the information agent at (800) 866-1340, or contact the Corporate Relations Department of the Information Agent at the website maintained by the Information Agent at [www.rtc.com/corp\\_contact.asp](http://www.rtc.com/corp_contact.asp).

**Condensed Summary Selected Consolidated Financial and Other Data**

We have derived the summary selected consolidated financial and other data for the years ended December 31, 2004 and 2003 from our audited consolidated financial statements included elsewhere in this prospectus. We have derived the summary selected consolidated financial and other data for the years ended December 31, 2002, 2001 and 2000 from our audited consolidated financial statements that are not included in this prospectus. You should read the selected consolidated financial information below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes related to those financial statements included elsewhere in this prospectus.

	<u>2004</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2000</u>
	<b>(dollars in thousands, except share and per share data)</b>				
<b>Selected Operating Data:</b>					
Interest and dividend income	\$ 18,678	\$ 15,215	\$ 12,605	\$ 13,723	\$ 14,694
Interest expense	7,009	5,588	4,765	6,867	8,018
Net interest income	11,670	9,626	7,840	6,856	6,677
Provision for loan losses	556	563	468	250	326
Noninterest income:					
Mortgage-related fees(1)	2,020	3,963	3,618	3,320	2,538
Securities gains and losses		308	(26)		
Other non-interest income(2)	682	543	522	190	147
Total noninterest income	2,702	4,814	4,114	3,510	2,685
Noninterest expense	12,257	11,659	9,813	8,676	7,693
Net income	926	1,341	1,052	876	767
<b>Per Share Data:</b>					
Basic income per share	\$ 0.38	\$ 0.56	\$ 0.44	\$ 0.37	\$ 0.34
Diluted income per share	0.37	0.55	0.43	0.36	0.33
Dividends per share	0.135	0.115	0.095	0.060	
Weighted average shares outstanding Basic	2,449,679	2,400,879	2,400,525	2,400,488	2,281,993
Weighted average shares outstanding Diluted	2,502,691	2,443,236	2,427,314	2,426,501	2,317,078
Common shares outstanding at end of period	2,486,391	2,408,607	2,400,525	2,400,525	2,400,375
<b>Balance Sheet Data:</b>					
Cash and due from banks	\$ 6,670	\$ 4,024	\$ 5,386	\$ 7,544	\$ 3,656
Federal funds sold	37,500	15,000	3,000	12,700	29,500
Short term investments	11,460	10,431	3,349	6,789	
Investment securities	78,259	92,331	61,721	35,817	34,074
Loans, net	263,875	214,421	170,795	135,680	126,411
Total assets	405,047	342,469	248,497	202,569	197,628
Total deposits	367,005	289,992	217,911	183,264	179,666
Total borrowings	16,248	31,301	10,293	839	945
Total shareholders' equity	19,756	18,780	18,545	17,406	16,427



**Selected  
Financial  
Ratios and  
Other Data:**

Return on average assets	0.26%	0.46%	0.47%	0.46%	0.42%
Return on average equity	4.74	7.09	5.82	5.10	5.20
Average equity to average assets	5.48	6.50	8.13	9.05	8.12
Interest rate spread(3)	3.02	3.10	3.31	3.11	3.08
Net interest margin(4)	3.35	3.41	3.67	3.75	3.80
Average interest-earning assets to average interest-bearing liabilities	116.54	115.88	116.22	117.16	115.68
Non-interest expense to average assets	3.52	4.13	4.59	4.75	4.37
Efficiency ratio(5)	85.28	80.74	82.09	83.69	82.18
Number of full-service customer facilities	9	7	4	4	3

**Regulatory  
Capital  
Ratios:(6)**

Tier I capital to adjusted total assets	6.79%	7.51%	6.99%	8.15%	7.86%
Tier I capital to total risk-weighted assets	9.04	10.00	9.13	9.61	9.97
Total capital to total risk-weighted assets	10.70	11.87	10.39	10.74	11.04

**Asset Quality  
Ratios:**

Nonperforming loans(7) as a percent of gross loans	1.51%	0.14%	0.79%	2.14%	1.77%
Nonperforming assets as a percent of total assets	1.00	0.09	0.56	1.46	1.15
	1.31	1.35	1.37	1.38	1.28

Allowance for  
loan losses as a  
percent of gross  
loans

Allowance for  
loan losses as a  
percent of total  
nonperforming  
loans

86.12	931.43	172.76	64.12	72.59
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- (1) Represents the revenue generated by our mortgage broker segment. See note 18 to our consolidated financial statements.
- (2) Reflects fees and service charges on deposit accounts, loan fee income and other miscellaneous income generated by our commercial banking segment.
- (3) Represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (4) Represents net interest income as a percent of average interest-earning assets.
- (5) Represents non-interest expense divided by the sum of net interest income and noninterest income.
- (6) See note 14 to our consolidated financial statements for additional information about our regulatory capital positions and requirements and the regulatory capital positions and requirements of the Bank.
- (7) Consists of loans past due 90 days or more and still accruing, and loans placed on non-accrual status.

### **Risk Factors**

*Investing in our common stock involves a high degree of risk. Before you invest in our common stock, you should understand and carefully consider the risks below, as well as all of the other information contained in this prospectus and our financial statements and the related notes included elsewhere in this prospectus. Any of these risks could have a material adverse effect on our business, financial condition, results of operations and the trading price of our common stock, and you may lose all or part of your investment.*

*The shares of common stock offered through this prospectus are not savings accounts, deposits or other obligations of a bank or savings association and are not insured by the FDIC or any other governmental agency.*

#### ***Risks Related to the Offering***

##### **You may not revoke your exercise of rights; we may terminate the offering.**

Once you have exercised your subscription rights, you may not revoke your exercise. We may terminate this offering at our discretion, including without limitation if we fail to sell at least \_\_\_\_\_ shares and raise at least \$ \_\_\_\_\_,000,000 in the offering. However, we believe that we will raise at least such amount due to our arrangements with the standby purchasers. If we terminate this offering, neither we nor the subscription agent will have any obligation to you with respect to the rights except to return any payment received by the subscription agent, without interest or penalty.

##### **If you do not participate in this rights offering or do not exercise all of your subscription rights, you may suffer dilution of your percentage ownership of our common stock.**

This rights offering is designed to enable us to raise capital while allowing all shareholders on the record date to avoid or limit dilution of their ownership interest in the Company. To the extent that you do not exercise your subscription rights and shares are purchased by other shareholders in the rights offering, your proportionate voting interest will be reduced, and the percentage that your original shares represent of our expanded equity after exercise of the subscription rights will be disproportionately diluted.

##### **Even if you exercise your Basic Subscription Right, you may experience dilution if we issue additional shares to the standby purchasers.**

You may experience substantial dilution in your voting rights and in your proportional interest in us because the standby purchasers will be able to purchase additional shares beyond the underlying shares even if you exercise your Basic Subscription Right. We will be obligated to sell such shares to the standby purchasers because the standby purchasers will have a right to purchase the Minimum Standby Purchase Obligation even if we issue all of the underlying shares subscribed for by the exercise of the Basic Subscription Right and Oversubscription Privilege.

##### **We have broad discretion in the use of proceeds of this offering.**

We have not designated the anticipated net proceeds of this offering for specific uses. Accordingly, our management will have considerable discretion in the application of the net proceeds of this offering and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. See "Use of Proceeds."

**We set the exercise price for the subscription rights without regard to net worth, earnings or any other similar value, and you should not consider this price to be an indication of the actual value of our common stock.**

We set the \$ subscription price for the shares of our common stock which may be purchased by exercising the subscription rights at a price less than the market price on the date on which we determined to proceed with this offering. We selected this price based on a number of factors, including the desire to encourage shareholder participation in this offering. You should not, however, consider this price to be an indication of the actual value of our common stock and it was not based on our net worth, earnings or any other established criteria of value. This price may not be indicative of the price that will prevail in the public market after the offering. In particular, the market price of our common stock may decline below \$ . See "The Rights Offering Determination of Subscription Price."

***Risks Related to our Business***

**We intend to continue our emphasis on growth over earnings for the foreseeable future.**

We have actively sought growth of our institution in recent years, by opening additional branches, initiating internal growth programs, and completing one acquisition of a mortgage brokerage company. We may not be able to sustain our historical rate of growth or may not even be able to continue to grow at all. Various factors, such as economic conditions and competition, may impede or prohibit us from opening new branches. In addition, we may not be able to obtain the financing necessary to fund additional growth and we may not be able to find suitable candidates for acquisition.

Sustaining our growth has placed significant demands on our management as well as on our administrative, operational and financial resources. For us to continue to manage our growth, we must continue to:

attract and retain qualified management and experienced bankers;

find suitable markets for expansion;

attract funding to support additional growth;

maintain our asset quality;

maintain adequate regulatory capital; and

maintain adequate controls.

Although we believe that our earnings will increase as we build our franchise, earnings are expected to continue to be adversely affected by the costs of opening new branches and the time necessary to build a customer base at each new branch.

If we are unable to continue our historical levels of growth, or if our growth comes at greater financial expense than has been incurred in the past, we may not be able to achieve our financial goals and our profitability may be adversely affected.

**Because we intend to increase our commercial real estate, construction and commercial business loan originations, our lending risk will increase, and downturns in the real estate market could adversely affect our earnings.**

Commercial real estate, construction and commercial business loans generally have more risk than residential mortgage loans. Both commercial real estate and construction loans, for example, often involve larger loan balances concentrated with single borrowers or groups of related borrowers as compared to single-family residential loans. Construction loans are secured by the property under construction, the value of which is uncertain prior to completion. Thus, it is more difficult to evaluate

accurately the total loan funds required to complete a project and the related loan-to-value ratios. Speculative construction loans involve additional risk because the builder does not have a contract for the sale of the property at the time of construction.

Because the repayment of commercial real estate, construction and commercial business loans depends on the successful management and operation of the borrower's properties or related businesses, repayment of such loans can be affected by adverse conditions in the real estate market or the local economy. As of December 31, 2004, 96.2% of our loan portfolio was secured by real estate located in Fairfield County, Connecticut and Westchester County, New York. As a result, a downturn in the real estate market, especially within our market area, could adversely impact the value of properties securing these loans. Our ability to recover on defaulted loans by selling the underlying real estate would be diminished, and we would be more likely to suffer losses on defaulted loans. As our commercial real estate, construction and commercial business loan portfolios increase, the corresponding risks and potential for losses from these loans may also increase.

**Our business is subject to various lending and other economic risks that could adversely impact our results of operations and financial condition.**

*Changes in economic conditions, particularly an economic slowdown in Fairfield County, Connecticut and the New York metropolitan area, could hurt our business.* Our business is directly affected by political and market conditions, broad trends in industry and finance, legislative and regulatory changes, changes in governmental monetary and fiscal policies and inflation, all of which are beyond our control. A deterioration in economic conditions, in particular an economic slowdown within Fairfield County, Connecticut and/or the New York metropolitan area, could result in the following consequences, any of which may hurt our business materially:

loan delinquencies may increase;

problem assets and foreclosures may increase;

demand for our products and services may decline; and

collateral for loans made by us, especially real estate, may decline in value, reducing in turn a customer's borrowing power, and reducing the value of assets and collateral associated with our loans receivable.

*We may suffer losses in our loan portfolio despite our underwriting practices.* We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. These practices include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections, valuation of collateral based on reports of independent appraisers and verification of liquid assets. Although we believe that our underwriting criteria are appropriate for the various kinds of loans we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for loan losses.

**Our allowance for loan losses may not be adequate to cover actual losses.**

Like all financial institutions, we maintain an allowance for loan losses to provide for loan defaults and non-performance. Our allowance for loan losses may not be adequate to cover actual loan losses, and future provisions for loan losses could materially and adversely affect our operating results. Our allowance for loan losses is based on an evaluation of the risks associated with our loans receivable as well as our prior experience. A substantial portion of our loans are unseasoned and lack an established record of performance. To date, we have experienced negligible losses. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, that may be beyond our control, and these losses may exceed current estimates. Federal regulatory agencies, as an integral part of their examination process, review our loans and assess the adequacy of

the allowance for loan losses. While we believe that our allowance for loan losses is adequate to cover current losses, we cannot assure you that we will not need to increase our allowance for loan losses or that regulators will not require us to increase this allowance. Either of these occurrences could materially and adversely affect our earnings and profitability.

**Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.**

We are unable to predict fluctuations of market interest rates, which are affected by many factors, including:

inflation;

recession;

a rise in unemployment;

tightening money supply; and

domestic and international disorder and instability in domestic and foreign financial markets.

Changes in the interest rate environment may reduce our profits. We realize income from the differential or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. Net interest spreads are affected by the difference between the maturities and repricing characteristics of interest-earning assets and interest-bearing liabilities. We are vulnerable to a decrease in interest rates because our interest-earning assets generally have shorter durations than our interest-bearing liabilities. As a result, material and prolonged decreases in interest rates would decrease our net interest income. In contrast, an increase in the general level of interest rates may adversely affect the ability of some borrowers to pay the interest on and principal of their obligations. Accordingly, changes in levels of market interest rates could materially and adversely affect our net interest spread, asset quality, levels of prepayments and cash flow as well as the market value of our securities portfolio and overall profitability.

Our mortgage operations also are affected by interest rate fluctuations. Generally, increases in interest rates often lead to decreases in home refinancing activity, thus reducing the number of mortgage loans we originate.

**Our investment portfolio includes securities which are sensitive to interest rates and variations in interest rates may adversely impact our profitability.**

At December 31, 2004, our securities portfolio aggregated \$76.3 million, all of which was classified as available-for-sale, and was comprised of mortgage-backed securities which are insured or guaranteed by U.S. government agencies or government-sponsored enterprises, U.S. government agency securities and money market preferred equity securities. These securities amounted to approximately 19% of our total assets and are sensitive to interest rate fluctuations. We also had \$11.5 million in short-term investments in a single issuer money market fund. The unrealized gains or losses in our available-for-sale portfolio are reported as a separate component of shareholders' equity. As a result, future interest rate fluctuations may impact shareholders' equity, causing material fluctuations from quarter to quarter. Failure to hold our securities until payments are received on mortgage-backed securities or until maturity on other investments or until market conditions are favorable for a sale could adversely affect our earnings and profitability.

**We are dependent on our management team, and the loss of our senior executive officers or other key employees could impair our relationship with our customers and adversely affect our business and financial results.**

Our success is dependent upon the continued services and skills of Angelo De Caro, Charles F. Howell, Robert F. O'Connell, Philip W. Wolford and other senior officers including Martin G. Noble, our chief lender, Marcus Zavattaro, the division sales manager of our Residential Lending Group, and John Kantzas, a founder and an executive vice president. While we have employment agreements containing non-competition provisions with Messrs. Howell, O'Connell and Zavattaro, these agreements do not prevent any of them from terminating their employment with us. The unexpected loss of services of one or more of these key personnel could have an adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

Our success also depends, in part, on our continued ability to attract and retain experienced commercial lenders and residential mortgage originators, as well as other management personnel. The loss of the services of several of such key personnel could adversely affect our growth strategy and prospects to the extent we are unable to replace such personnel. We are attempting to hire several experienced commercial business relationship officers who have strong business relationships in order to expand and enhance our current deposit and commercial banking operations. Competition for commercial lenders and residential mortgage originators is strong within the commercial banking and mortgage banking industries, and we may not be successful in attracting or retaining the personnel we require.

**A breach of information security could negatively affect our earnings.**

Increasingly, we depend upon data processing, communication and information exchange on a variety of computing platforms and networks, and over the internet to conduct our business. We cannot be certain all our systems are entirely free from vulnerability to attack, despite safeguards we have instituted. In addition, we rely on the services of a variety of vendors to meet our data processing and communication needs. If information security is breached, information can be lost or misappropriated, resulting in financial loss or costs to us or damages to others. These costs or losses could materially exceed the amount of insurance coverage, if any, which would have an adverse effect on our results of operations and financial condition. In addition, the Bank could suffer reputational damages which also could materially adversely affect our financial condition and results of operations.

***Risks Related to the Ownership of our Common Stock***

**There is a limited trading market for our common stock; it may be difficult to sell our shares after you have purchased them.**

Our common stock is currently listed on the NASDAQ SmallCap Market under the symbol "PNBK." The volume of trading activity in our stock is relatively limited. Even if a more active market develops, there can be no assurance that such market will continue, or that you will be able to sell your shares at or above the offering price. You should carefully consider the lack of liquidity of your investment in the common shares when making your investment decision.

**We may be unable to pay dividends in the future.**

Our shareholders may receive dividends out of legally available funds if, and when, they are declared by our board of directors. Our policy has been to pay dividends out of cash in excess of the needs of the business. Our most recent quarterly dividend was at a rate of \$0.035 per share.

Federal Reserve Board policy restricts our ability to pay dividends, and we cannot assure you that we will pay dividends on our common stock in the future. Federal Reserve Board policy states that

bank holding companies should pay cash dividends on common stock only out of net income available over the past year and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. The policy provides that a bank holding company should not maintain a level of cash dividends that undermines its ability to serve as a source of strength to its banking subsidiaries. In addition, the terms of the junior subordinated debt we issued in connection with the issuance of trust preferred securities by a statutory trust formed by us contains restrictions on our ability to pay dividends. We may incur additional indebtedness in the future that may prohibit or further restrict our ability to declare and pay dividends. Our ability to declare and pay dividends on the common stock may be restricted in the future due to state corporation laws, our financial condition and results of operations, capital requirements, covenants contained in our various financing agreements, management's assessment of future capital needs and other factors considered by our board of directors.

Our principal source of funds to pay dividends is cash dividends that we receive from Patriot National Bank. The Office of the Comptroller of the Currency regulates the Bank's dividend payments and must approve dividend payments in advance if the total of all dividends declared by the Bank's board of directors in any year will exceed (1) the total of the Bank's net profits for that year, plus (2) the Bank's retained net profits of the preceding two years, less any required net transfers to surplus. See "Supervision and Regulation Payment of Dividends."

**Our executive officers and directors as a group own sufficient shares of our common stock to significantly affect the results of any shareholder vote.**

Our executive officers and directors beneficially own approximately 37.4% of our common stock, and will own approximately % of the outstanding common stock after completion of this offering, assuming the sale of the maximum number of shares available in this offering. Mr. De Caro, our Chairman, beneficially owns approximately 27.4% of our common stock, or approximately % of the outstanding common stock after completion of this offering, assuming his purchase of \$1.0 million of our common stock in this offering and the sale of the maximum number of shares available in this offering. As a result, these executive officers and directors have the ability to significantly influence the outcome of matters requiring a shareholder vote, including the election of our board of directors, amendments to our organizational documents, or approval of any merger, sale of assets or other major corporate transaction. The interests of these executive officers and directors may differ from yours and these executive officers and directors may be able to delay or prevent us from entering into transactions that would result in a change in control, including transactions in which our shareholders might otherwise receive a premium over the then current market price for their shares. See "Security Ownership of Certain Beneficial Owners and Management" and "Description of Capital Stock."

**Future common stock offerings may reduce the ownership percentage of our current shareholders.**

In certain circumstances, our board of directors has the authority, without any vote of our shareholders, to issue shares of our authorized but unissued stock. In the future, we may issue additional securities, through public or private offerings, in order to raise additional capital. Any such issuance would dilute the percentage of ownership interest of existing shareholders.

**Anti-takeover provisions in our certificate of incorporation, employment and change of control agreements and in our shareholder rights plan may adversely affect the price of our common stock.**

We have in place several measures that could have the effect of discouraging take-over attempts. Several senior executive officers have employment agreements or change of control agreements that require lump sum payments and the immediate vesting of unvested stock grants and stock options upon a change of control. Our certificate of incorporation allows our board to issue, without shareholder approval, preferred stock having such voting rights, preferences and special rights as the board may



determine. The issuance of such preferred stock could make it more difficult for a third party to acquire us. In addition, in April 2004, our board adopted a shareholder rights plan that could make it more difficult for a person to acquire a controlling interest in our common stock. Under the shareholder rights plan, a dividend of one common stock purchase right was distributed on each outstanding share of our common stock. Each right entitles a shareholder to buy 8.152 shares of our common stock at a price of \$60. The rights remain attached to the common stock until they become exercisable upon certain triggering events, including the acquisition of more than 15% of our common stock by any person or the commencement of a tender offer or exchange offer for our common stock. We are entitled to redeem the rights at \$0.001 per right at any time before the trigger date. These measures could make it more difficult for a third party to acquire control of our company, even if the change in control might be beneficial to our shareholders. This could discourage potential takeover attempts and could adversely affect the market price of our common stock.

***Risks related to our industry***

**Strong competition within our market area may limit our growth and profitability.**

Competition in the banking and financial services industry is intense. The Fairfield County, Connecticut and the New York City metropolitan areas have a high concentration of financial institutions including large money center and regional banks, community banks and credit unions. Some of our competitors offer products and services that we currently do not offer, such as private banking and trust services. Many of these competitors have substantially greater resources and lending limits than we do and may offer certain services that we do not or cannot provide. Price competition for loans and deposits might result in us earning less on our loans and paying more on our deposits, which reduces net interest income. We expect competition to increase in the future as a result of legislative, regulatory and technological changes. Our profitability depends upon our continued ability to successfully compete in our market area.

**Government regulation may have an adverse effect on our profitability and growth.**

We are subject to extensive regulation, supervision and examination by the Office of the Comptroller of the Currency, or the OCC, as our chartering authority, by the FDIC, as insurer of deposits, and by the Federal Reserve Board as regulator of our holding company. Changes in state and federal banking laws and regulations or in federal monetary policies could adversely affect our ability to maintain profitability and continue to grow. For example, new legislation or regulation could limit the manner in which we may conduct our business, including our ability to obtain financing, attract deposits, make loans and achieve satisfactory interest spreads. Many of these regulations are intended to protect depositors, the public and the FDIC, not shareholders. In addition, the burden imposed by federal and state regulations may place us at a competitive disadvantage compared to competitors who are less regulated. The laws, regulations, interpretations and enforcement policies that apply to us have been subject to significant, and sometimes retroactively applied, changes in recent years, and may change significantly in the future. Future legislation or government policy may also adversely affect the banking industry or our operations.

**Cautionary Statement Regarding Forward Looking Statements**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. The presentations, and certain of the other disclosure in this prospectus and in the documents incorporated by reference, including any statements preceded by, followed by or which include the words "may," "could," "should," "will," "would," "believe," "expect," "anticipate," "estimate," "intend," "plan," "assume" or similar expressions constitute forward-looking statements.

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These forward-looking statements, implicitly and explicitly, include the assumptions underlying the statements and other information with respect to our beliefs, plans, objectives, goals, expectations, anticipations, estimates, intentions, financial condition, results of operations, future performance and business, including our expectations and estimates with respect to our revenues, expenses, earnings, return on equity, return on assets, efficiency ratio, asset quality and other financial data and capital and performance ratios.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, these statements involve risks and uncertainties which are subject to change based on various important factors (some of which are beyond our control). The following factors, among others, could cause our financial performance to differ materially from our goals, plans, objectives, intentions, expectations, and other forward-looking statements:

The strength of the United States economy in general and the strength of the regional and local economies in which we conduct operations;

Geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts which could impact business and economic conditions in the United States and abroad;

Adverse changes in the economic condition of Fairfield County or the New York City metropolitan area;

Adverse changes in the local real estate market, as most of our loans are concentrated in Fairfield County, Connecticut and Westchester County, New York, and the substantial majority of these loans have real estate as collateral;

The effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System;

Inflation, interest rate, market and monetary fluctuations;

The effects of opening new branches;

Our timely development of new products and services in a changing environment, including the features, pricing and quality compared to the products and services of our competitors;

The effects of any decision by us to engage in any business in which we have not historically been permitted to engage;

The willingness of users to substitute competitors' products and services for our products and services;

The impact of changes in financial services policies, laws and regulations, including laws, regulations and policies concerning taxes, banking, securities and insurance, and the application thereof by regulatory bodies;

Technological changes;

Changes in consumer spending and savings habits;

Regulatory or judicial proceedings; and

The other risks set forth under "Risk Factors."

If one or more of the factors affecting our forward-looking information and statements proves incorrect, then our actual results, performance or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements contained in this prospectus. Therefore, we caution you not to place undue reliance on our forward-looking information and statements.

We do not intend to update our forward-looking information and statements, whether written or oral, to reflect change. All forward looking statements attributable to us are expressly qualified by these cautionary statements.

## The Rights Offering

### *General*

We are distributing to the holders of our common stock, at no cost to the holders, non-transferable rights to purchase shares of our common stock. We will distribute to each shareholder who owned shares at the end of the day on \_\_\_\_\_, 2005, the record date, one right for each \_\_\_\_\_ shares of common stock held of record. Each right includes a Basic Subscription Right and an Oversubscription Privilege. We will not issue fractional rights; the number of rights we offer to each shareholder will be rounded up or down to the nearest whole number.

**There will be no public market for the rights. You may not sell, assign or otherwise transfer your rights, except by operation of law in the event of your death or dissolution.**

### *Basic Subscription Right*

Each right will entitle you, upon payment of \$ \_\_\_\_\_ to us, to purchase one share of our common stock. We will send you certificates representing shares you purchase as soon as practicable after \_\_\_\_\_, 2005, whether you exercise your rights immediately before that date or earlier, unless the offering is extended. If you hold your common stock through DTC, or arrange for delivery and payment through DTC, DTC will credit the appropriate account for the shares you purchase.

### *Oversubscription Privilege*

Each right also gives you an Oversubscription Privilege to purchase up to two additional shares of our common stock that other shareholders do not purchase for each right you hold. You may exercise your Oversubscription Privilege only if you exercise your Basic Subscription Right in full. The subscription price for any oversubscription shares you purchase will be \$ \_\_\_\_\_, the same as if you exercise the Basic Subscription Right.

If you want to exercise your Oversubscription Privilege, you should indicate the number of additional shares that you would like to purchase in the space provided on your subscription rights certificate. The total number of shares that you may purchase if you exercise your Oversubscription Privilege (including those shares purchased pursuant to the Basic Subscription Right) is limited to three times the number of shares purchased through exercise of your Basic Subscription Right. When you send in your subscription rights certificate, you must send the full payment for the number of oversubscription shares that you have requested to purchase, if any, in addition to full payment for shares you are purchasing pursuant to your Basic Subscription Right.

If the number of shares remaining after the exercise of all Basic Subscription Rights is not sufficient to satisfy all Oversubscription Privileges, you will be allocated shares pro rata, subject to rounding to eliminate fractional shares, in proportion to the number of shares that you purchased by exercising your Basic Subscription Right.

As soon as practicable after \_\_\_\_\_, 2005, or the expiration time if the offering is extended, the subscription agent will determine the number of shares of our common stock that you may purchase pursuant to the Oversubscription Privilege. We will send you certificates representing these shares as soon as practicable after \_\_\_\_\_, 2005. If you hold your common stock through DTC, or arrange for delivery and payment through DTC, DTC will credit the appropriate account for the shares you purchase. If you request and pay for more oversubscription shares than are allocated to you, we will refund the amount of the overpayment, without interest.

Banks, brokers and other nominee holders who act on behalf of beneficial owners will have to certify to us and to the subscription agent as to the aggregate number of rights that they are exercising

and the number of shares of our common stock that they are requesting pursuant to the Oversubscription Privilege on behalf of each beneficial owner.

***Expiration Time***

The rights will expire at 5:00 p.m., Eastern Time, on \_\_\_\_\_, 2005, unless we, at our sole discretion, extend the expiration date for up to [20] calendar days, but no later than 5:00 p.m., Eastern Time, on \_\_\_\_\_, 2005. If you do not exercise your Basic Subscription Right and your Oversubscription Privilege prior to that time, your subscription rights will terminate and be null and void. We will not be required to issue shares of our common stock to you if the subscription agent receives your subscription rights certificate or your payment after the expiration time, regardless of when you sent the subscription rights certificate and payment, unless you sent them in compliance with the guaranteed delivery procedures described below.

***Standby Purchase Agreements***

We anticipate that we will enter into standby purchase agreements pursuant to which an aggregate of \_\_\_\_\_ investors, as standby purchasers, will severally agree to acquire from us at \$ \_\_\_\_\_ per share up to \_\_\_\_\_ shares of our common stock, if any, remaining after the exercise of Basic Subscription Rights and the Oversubscription Privilege of our shareholders of record subject in each case to the Maximum Standby Purchase Commitment and possible reduction under certain circumstances. See "Regulatory Limitation." We expect that the standby purchase agreements will require that we sell the Minimum Standby Purchase Obligation (up to \_\_\_\_\_ additional shares in the aggregate) to the standby purchasers if sufficient shares are not available after completion of the offering. The additional shares would be offered only to the standby purchasers. See "Standby Purchase Agreements."

No standby purchaser will be permitted to acquire shares of our common stock pursuant to its standby purchase commitment if, after such acquisition, its percentage ownership, together with that of its affiliates, of the total number of shares of our common stock would exceed 9.9%.

***No Board or Financial Advisor Recommendation***

You must make your decision whether to exercise your rights based on your own evaluation of your financial situation and our offer. Neither our board of directors nor Sandler O'Neill makes any recommendation to any holder of rights or other prospective purchasers regarding the exercise of their rights or the subscription for shares of our common stock.

***Exercise of Subscription Rights***

**Important! Please carefully read the instructions accompanying the subscription rights certificate and follow those instructions in detail. Do not send subscription rights certificates to us.**

You are responsible for choosing the payment and delivery method for your subscription rights certificate, and you bear the risks associated with your choices. If you choose to deliver your subscription rights certificate and payment by mail, we recommend that you use registered mail, properly insured, with return receipt requested. We also recommend that you allow a sufficient number of days to ensure delivery to the subscription agent and clearance of payment prior to \_\_\_\_\_, 2005. Because uncertified personal checks may take at least five business days to clear, we strongly urge you to pay, or arrange for payment, by means of certified or cashier's check, money order or wire transfer of funds.

*Method of Exercise*

You may exercise your rights by delivering the following to the subscription agent, Registrar and Transfer Company, on or before \_\_\_\_\_, 2005:

The properly completed and signed subscription rights certificate accompanying this prospectus;

Any required signature guarantees; and

Payment in full of the subscription price for all of the shares of common stock you wish to purchase by exercising your Basic Subscription Right and your Oversubscription Privilege.

You should deliver your subscription rights certificate and payment in the enclosed envelope to the address set forth below under the caption, " Subscription Agent."

*Method of Payment*

You must pay for the shares of common stock you subscribe for by means of (1) an uncertified check payable to "Registrar and Transfer Company," as subscription agent, (2) a certified check or bank draft (cashier's check) drawn on a United States bank or a postal or express money order payable to "Registrar and Transfer Company," as subscription agent, or (3) a wire transfer of funds to an account maintained by the subscription agent for the purpose of accepting subscriptions at \_\_\_\_\_, WIRE CLEARING ACCOUNT, ABA # \_\_\_\_\_, Account #: \_\_\_\_\_, Attn: \_\_\_\_\_ (Patriot National Bancorp, Inc.). You will have paid the subscription price only:

In the case of an uncertified check, when it has cleared;

In the case of a certified check or bank draft drawn on a United States bank or a postal or express money order, when the subscription agent has received it; or

In the case of a wire transfer, when the subscription agent's account designated above has received the funds.

*Guaranteed Delivery Procedures*

If you want to exercise your rights, but time will not permit your subscription rights certificate to reach the subscription agent on or prior to 5:00 p.m., on \_\_\_\_\_, 2005, you may exercise your rights using the following guaranteed delivery procedures:

1. On or before \_\_\_\_\_, 2005, you must have sent, and the subscription agent must have received, payment in full for each share of common stock you are purchasing through your Basic Subscription Right and your Oversubscription Privilege;
2. On or before \_\_\_\_\_, 2005, you must have sent, and the subscription agent must have received, a Notice of Guaranteed Delivery, substantially in the form provided with the attached instructions, from a member firm of a registered national securities exchange or a member of the National Association of Securities Dealers, Inc., or a commercial bank or trust company having an office or correspondent in the United States. The Notice of Guaranteed Delivery must state:

Your name,

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The number of rights that you hold,

The number of shares of common stock that you wish to purchase pursuant to your Basic Subscription Right, and

The number of shares of common stock, if any, you wish to purchase pursuant to your Oversubscription Privilege.

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The Notice of Guaranteed Delivery must guarantee the delivery of your subscription rights certificate to the subscription agent within three NASDAQ SmallCap Market trading days following the date of the Notice of Guaranteed Delivery; and

3.

You must send, and the subscription agent must receive, your properly completed and duly executed subscription rights certificate, including any required signature guarantees, within three NASDAQ SmallCap Market trading days following the date of your Notice of Guaranteed Delivery. You may physically deliver the Notice of Guaranteed Delivery via the enclosed envelope to the subscription agent at its address set forth below. You can obtain additional copies of the Notice of Guaranteed Delivery from the subscription agent at the address set forth below under the caption, " Subscription Agent."

### *Signature Guarantee*

Signatures on the subscription rights certificate must be guaranteed by an Eligible Guarantor Institution, as defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, subject to the standards and procedures adopted by the subscription agent. Eligible Guarantor Institutions that provide signature guarantee services include banks, brokers, dealers, credit unions, national securities exchanges and savings associations.

Signatures on the subscription rights certificate do not need to be guaranteed if the subscription rights certificate:

Provides that the shares of common stock you are purchasing are to be delivered directly to the record owner of the subscription rights; or

Is submitted for the account of a member firm of a registered national securities exchange or a member of the National Association of Securities Dealers, Inc., or a commercial bank or trust company having an office or correspondent in the United States.

### *Shares Held by or for Others*

If you hold shares of common stock for the account of others, such as a broker, a trustee or a depository for securities, you should notify the respective beneficial owners of the shares as soon as possible to obtain instructions with respect to the subscription rights they beneficially own.

If you are a beneficial owner of common stock held by a holder of record, such as a broker, trustee or a depository for securities, you should contact the holder and ask the holder to effect transactions in accordance with your instructions.

### ***Ambiguities in Exercise of the Subscription Rights***

If you do not specify the number of rights being exercised on your subscription rights certificate, or if your payment is not sufficient to pay the total purchase price for all of the shares that you indicated you wish to purchase, you will be deemed to have exercised the maximum number of rights that could be exercised for the amount of the payment that the subscription agent receives from you.

If your payment exceeds the total purchase price for the number of shares of common stock that you have indicated you wish to exercise on your subscription rights certificate, your payment will be applied until depleted as follows:

1.

To subscribe for the number of shares of common stock that you indicated on the subscription rights certificate that you wish to purchase through your Basic Subscription Right;

2.

To subscribe for additional shares of common stock until your Basic Subscription Right has been fully exercised; and



3. To subscribe for additional shares of common stock pursuant to your Oversubscription Privilege (subject to any applicable limitation or proration).

We will return any excess payment remaining after the foregoing allocation to you as soon as practicable by mail, without interest or deductions.

***Validity of Subscriptions***

We will determine all questions concerning the timeliness, validity, form and eligibility of any exercise of subscription rights. We may, at our sole discretion:

Waive any defect or irregularity;

Permit a defect or irregularity to be corrected within any period of time that we set; or

Reject the purported exercise of any right by reason of any defect or irregularity.

Any determination we make with respect to these matters will be final and binding. Subscriptions will not be deemed to have been received or accepted until the person submitting the subscription has cured all irregularities or we have waived them. This must occur within any period of time that we, in our sole discretion, set. Neither we nor the subscription agent will:

Be under any duty to notify anyone of any defect or irregularity in connection with the submission of any subscription rights certificate; or

Incur any liability for any failure to give notice of this sort.

***Subscribers' Fees and Expenses***

You are responsible for paying all commissions, fees, taxes and other expenses that you incur in exercising your subscription rights.

***No Revocation***

You may not revoke your subscription after the subscription agent receives your subscription rights certificate. You should not send your subscription rights certificate unless you are certain that you want to purchase shares of our common stock.

***Right To Terminate Offering***

We expressly reserve the right, at our sole discretion, at any time prior to delivery of the shares of our common stock offered by this prospectus, to terminate the offering if the offering is prohibited by law or regulation or our board of directors concludes, in its judgment, that it is not in our best interest, and that of our shareholders, to complete the offering under the circumstances. If the rights offering is terminated, all funds received pursuant to the rights offering or from standby purchasers will be promptly refunded, without interest.

***Rights as a Shareholder***

You will not have any rights as a shareholder with respect to shares of common stock you subscribe for until we issue the certificates representing those shares.

***Listing***

We intend to apply to have the shares of common stock to be issued on exercise of the subscription rights approved for listing on the NASDAQ SmallCap Market.

The rights themselves are non-transferable and will not be listed on any national securities exchange or quotation system.

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### ***Subscription Agent***

We have appointed Registrar and Transfer Company, as subscription agent. The subscription agent's address for packages sent by mail or overnight delivery is: 10 Commerce Drive, Cranford, New Jersey 07016-3572.

The subscription agent's telephone number is (800) 866-1340.

You should deliver your subscription rights certificate, payment for the subscription price and Notice of Guaranteed Delivery (if any) to the subscription agent. Do not deliver them to us.

We will pay the fees and expenses of the subscription agent and have agreed to indemnify it against any liability that it may incur in connection with the offering, including liabilities under the Securities Act of 1933.

### ***Questions About How to Subscribe***

You should direct any questions concerning the procedure for subscribing to Registrar and Transfer Company, as information agent. The information agent's telephone number is (800) 866-1340. See " Information Agent."

### ***Procedures for DTC Participants***

It is anticipated that the exercise of the Basic Subscription Right (but not the Oversubscription Privilege) may be effected through the facilities of DTC (rights which the holder exercises through DTC are referred to as "DTC rights"). A holder of DTC rights may exercise the Oversubscription Privilege in respect thereof by properly exercising and delivering to the subscription agent, at or prior to \_\_\_\_\_, 2005, a DTC Participant Oversubscription Exercise Form, together with payment of the appropriate subscription price for the number of shares for which the Oversubscription Privilege is exercised. Copies of the DTC Participant Oversubscription Exercise Form may be obtained from Registrar and Transfer Company, the information agent and subscription agent.

### ***Determination of Subscription Price***

The subscription price has been determined by us, in consultation with Sandler O'Neill. Among the factors considered by our board of directors in determining the subscription price were:

The market value of our common stock;

Our present and projected operating results and our financial condition;

The aggregate size of the offering;

The price at which our board of directors believes investors would pay to purchase all of the available shares of common stock offered;

The amount the standby purchasers would be willing to commit; and

Market and other relevant observations.

See "Capitalization" and "Risk Factors Risks Related to the Offering."

There can be no assurance, however, that the market price of our common stock will not decline during the subscription period to a level equal to or below the subscription price, or that, following the issuance of the rights and of our common stock upon exercise of the rights or pursuant to the standby purchase agreements, a subscribing rights holder or standby purchaser will be able to sell shares purchased in the offering at a price equal to or greater than the subscription price. An investment in our common stock must be made pursuant to your evaluation of your best interests. Accordingly,



neither our board of directors nor Sandler O'Neill make any recommendation to rights holders or others regarding whether they should exercise the rights or purchase our common stock.

***Financial Advisor***

We have engaged Sandler O'Neill as our financial advisor in connection with the offering pursuant to an agency agreement between Sandler O'Neill and us. Sandler O'Neill is a nationally recognized investment banking firm whose principal business specialty is financial institutions. In the ordinary course of its investment banking business, Sandler O'Neill is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions.

In its capacity as financial advisor, Sandler O'Neill provided advice to us regarding the structure of the offering as well as with respect to marketing the shares of our common stock to be issued in the offering. Sandler O'Neill will identify potential standby purchasers and will assist us in negotiating standby purchase agreements with the standby purchasers.

Sandler O'Neill has not prepared any report or opinion constituting a recommendation or advice to us or our shareholders, nor has Sandler O'Neill prepared an opinion as to the fairness of the subscription price or the terms of the offering to us or our current shareholders. Sandler O'Neill expresses no opinion and makes no recommendation to holders of the rights as to the purchase by any person of shares of our common stock. Sandler O'Neill also expresses no opinion as to the prices at which shares to be distributed in connection with the rights offering may trade if and when they are issued or at any future time. See "Determination of Subscription Price."

As compensation for its services, upon completion of the offering, we have agreed to pay Sandler O'Neill a minimum fee of \$300,000 consisting of:

1% of the aggregate purchase price of shares of our common stock sold in the offering pursuant to the exercise of Basic Subscription Rights and Oversubscription Privileges by any of our directors, officers or employees; plus

3% of the aggregate purchase price of shares of our common stock sold in the offering pursuant to the exercise of Basic Subscription Rights and Oversubscription Privileges by other shareholders; plus

6.5% of the aggregate purchase price of shares of common stock committed to be purchased by the standby purchasers.

Notwithstanding the foregoing, we have agreed to pay Sandler O'Neill an amount equal to 4.25% of the aggregate purchase price of shares of common stock committed to be purchased by not more than one standby purchaser to be identified and selected by us. We have also agreed to reimburse Sandler O'Neill for its reasonable out-of-pocket expenses pertaining to its engagement, including legal fees, regardless of whether the rights offering is consummated. We have agreed to indemnify Sandler O'Neill against certain liabilities arising out of its engagement, including certain liabilities arising under the Securities Act of 1933.

We and each of our directors and executive officers have agreed with Sandler O'Neill that, without the prior written consent of Sandler O'Neill, none of us will, during the period ending 180 days after the closing date of this offering:

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock; or

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enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock,

whether any transaction described above is to be settled by delivery of common stock or such other securities, in cash or otherwise. This 180-day period may be extended under certain circumstances if we announce or pre-announce earnings or material news or a material event within approximately 18 days prior to, or approximately 16 days after, the termination of the 180-day period.

The restrictions described in the preceding paragraph do not apply to:

the exercise, including the cashless exercise, of any options outstanding on the date of this prospectus;

the issuance by us of shares of common stock upon the exercise of any options outstanding on the date of this prospectus;

the issuance by us of options to purchase shares of common stock pursuant to our existing equity plans;

the transfer by any individual of shares of common stock or any securities exercisable for common stock to a trust for the benefit of such individual or members of such individual's immediate family, as a bona fide gift or which occurs by operation of law, if each transferee or donee agrees in writing as a condition precedent to such transfer or gift to be bound by the same restrictions; and

transactions by any person other than us relating to shares of common stock or other securities acquired in open market transactions after the completion of the offering of the shares.

Sandler O'Neill may in the future provide other investment banking services to us and will receive compensation for such services. In the ordinary course of its business as a broker-dealer, Sandler O'Neill may also purchase securities from and sell securities to us and may actively trade our equity or debt securities for its own account and for the accounts of customers and, accordingly, may at any time hold a long or short position in such securities.

### ***Information Agent***

We have appointed Registrar and Transfer Company as information agent for the offering. Any questions or requests for assistance concerning the method of subscribing for shares of our common stock or for additional copies of this prospectus, the instructions, or the Notice of Guaranteed Delivery may be directed to the Information Agent at the address and telephone number below:

Registrar and Transfer Company  
10 Commerce Drive  
Cranford, New Jersey 07016  
Telephone No.: (800) 866-1340  
Fax No.: (908) 497-2311

We will pay the fees and expenses of the information agent and have also agreed to indemnify the information agent from certain liabilities that it may incur in connection with the rights offering.

### ***Dilution***

Rights holders may experience substantial dilution of their percentage of equity ownership interest and voting power in us if they do not exercise their rights. If we are required to sell additional shares to the standby purchasers in excess of those offered pursuant to the Basic Subscription Rights and Oversubscription Privileges due to minimum guarantees in the standby purchase agreements,

subscription rights holders will suffer dilution in their equity ownership interest and voting power whether or not they exercise their Basic Subscription Right.

***Purchase Intentions of Directors and Officers***

Our directors and executive officers as a group (14 persons) have indicated their intention to exercise subscription rights to purchase, in the aggregate, approximately \$1.7 million of our common stock. These indications of intent are based upon each director's and officer's evaluation of his or her own financial and other circumstances. Upon their acquisition of these shares, the directors and executive officers, as a group, will own beneficially \_\_\_\_\_ shares, or a minimum of \_\_\_\_\_ % and a maximum of \_\_\_\_\_ % of our outstanding common stock after completion of the offering. Included in this amount is the ownership of our Chairman, Angelo De Caro, who will own \_\_\_\_\_ shares, or a minimum of \_\_\_\_\_ % and a maximum of \_\_\_\_\_ % of our outstanding common stock after completion of the offering, assuming his purchase of \$1.0 million of our common stock in the offering. In addition, certain other directors and executive officers have indicated their intention to exercise subscription rights to purchase, in the aggregate, approximately \$700,000 of our common stock.

***Foreign And Certain Other Shareholders***

Subscription rights certificates will not be mailed to record date holders whose addresses are outside the United States and Canada or who have an APO or FPO address, but will be held by the subscription agent for each record date holders' accounts. To exercise their subscription rights, such persons must notify the subscription agent at or prior to 5:00 p.m., Eastern Time, on \_\_\_\_\_, 2005, at which time (if no contrary instructions have been received) the rights represented thereby will expire if not exercised.

***Minimum Condition***

The offering is conditioned upon us receiving minimum offering proceeds of \$ \_\_\_\_\_. In the event the minimum condition is not achieved, any funds that have been deposited with the subscription agent will be returned, without interest. As a result of the standby purchase agreements (pursuant to which we expect that the standby purchasers will agree to acquire up to \_\_\_\_\_ shares of our common stock), we believe that the minimum condition will be satisfied.

***Regulatory Limitation***

We will not be required to issue shares of common stock in the offering to any rights holder or standby purchaser who, in our sole judgment and discretion, is required to obtain prior clearance, approval or nondisapproval from any federal or state bank regulatory authority to own or control such shares unless, prior to the expiration time, evidence of such clearance, approval or nondisapproval has been provided to us. If we elect not to issue shares in such case, such shares will become available to satisfy subscriptions pursuant to the Oversubscription Privilege or to standby purchasers as to whom such conditions do not apply.

The Change in Bank Control Act prohibits a person or group of persons "acting in concert" from acquiring "control" of any insured depository institution, such as our bank, unless the appropriate federal regulatory agency has been given 60 days' prior written notice of such proposed acquisition and within that time period the applicable regulatory authority has not issued a notice disapproving the proposed acquisition or extending for up to another 30 days the period during which such a disapproval may be issued. An acquisition may be made prior to the expiration of the disapproval period if the applicable regulatory authority issues written notice of its intent not to disapprove the action.

Under applicable regulations, the acquisition of more than 25% of any class of voting stock of a banking institution constitutes the acquisition of control for purposes of the aforementioned notice

requirement. Also, under a rebuttable presumption established by federal banking regulators, the acquisition of more than 10% of any class of voting stock of a banking institution combined with the presence of other "control factors" (including if the acquirer would be one of the two largest holders of any class of voting stock of the institution) may, constitute the acquisition of control.

In addition to the notice requirement under the Change in Bank Control Act, any company that acquires control of a bank or bank holding company may itself become a bank holding company and must register as such within 90 days after acquiring control. A bank holding company is required to file periodic reports with the Federal Reserve. Bank holding companies are also subject to periodic examination and may be subject to, among other things, certain restrictions on their activities.

### **Certain Federal Income Tax Consequences**

#### ***General***

We have summarized below certain material United States federal income tax consequences of the offering to the holders of our common stock upon the distribution of the rights and to the holders of the rights upon their exercise.

This summary is based on provisions of the Internal Revenue Code of 1986, as amended, or the Code, final, temporary and proposed U.S. Treasury regulations and administrative and judicial interpretations, all as of the date of the prospectus and all of which are subject to change, possibly on a retroactive basis.

This summary is limited to those who hold the common stock, and will hold the rights and any shares acquired upon the exercise of rights as "capital assets" within the meaning of Section 1221 of the Code. This summary does not address all of the tax consequences that may be relevant to holders in light of their personal circumstances, or to holders who are subject to special rules, such as banks and other financial institutions, broker-dealers, real estate investment trusts, regulated investment companies, insurance companies, tax-exempt organizations and foreign taxpayers. This summary does not include any description of the tax laws of any state, local or non-U.S. government that may be applicable to a shareholder.

**We urge shareholders to consult their own tax advisors with respect to the particular U.S. federal income consequences to them of this offering, as well as the tax consequences under state, local, non-U.S. and other tax laws and the possible effects of changes in tax laws.**

#### ***Distribution of Rights***

Shareholders will not recognize taxable income for federal income tax purposes upon receipt of the rights.

#### ***Shareholder Basis of the Rights***

Except as provided in the following sentences, the basis of the rights received by a shareholder as a distribution with respect to such shareholder's common stock will be zero. If the fair market value of the rights on their date of issuance is 15% or more of the fair market value of a shareholder's common stock on the date the rights are received, the shareholder will be required to allocate his or her tax basis in the common stock between the common stock and the rights in proportion to their respective fair market values determined on the date the rights are received. If, however, the fair market value of the rights distributed to a shareholder is less than 15% of the fair market value of the shareholder's common stock on the date the rights are received, the shareholder's tax basis in the rights generally will be zero unless the shareholder properly elects to allocate his or her tax basis between the common stock and the rights in his or her federal income tax return for the taxable year in which the rights are received. Shareholders who intend to purchase shares in the offering and allocate basis between



presently owned shares of our common stock and the rights received will have to make their own determination of the value of the rights.

***Lapse of the Rights***

Shareholders who allow the rights received by them in this offering to lapse will not recognize any gain or loss, and no adjustment will be made to the basis of the common stock they own.

***Exercise of the Rights; Basis and Holding Period of the Common Stock***

Shareholders will not recognize any gain or loss upon the exercise of rights. The basis of the shares acquired through exercise of the rights will be equal to the sum of the subscription price and the shareholder's basis in the rights, if any. The holding period for the shares acquired through exercise of the rights will begin on the date they are exercised.

***Sale of Shares***

The sale of shares will result in the recognition of gain or loss to the shareholder in an amount equal to the difference between the amount realized and the shareholder's basis in the shares. Gain or loss upon the sale of the shares will be long- term capital gain or loss if the holding period for the shares is more than one year.

**Standby Purchase Agreements**

We expect to enter into standby purchase agreements with certain institutional investors and high net worth individuals. We expect the standby purchasers to severally agree, subject in each case to a Maximum Standby Purchase Commitment and certain conditions, to acquire from us at the subscription price of \$ \_\_\_\_\_ per share up to \_\_\_\_\_ underlying shares, if any, remaining after the exercise of the rights, including those purchased pursuant to the Oversubscription Privilege. In addition, the standby purchase agreements will provide that we must sell the Minimum Standby Purchase Commitment (up to \_\_\_\_\_ shares of our common stock in the aggregate) to the standby purchasers if such amount of underlying shares are not available for sale after the exercise of rights. The obligations of the standby purchasers will not be subject to the purchase of any minimum number of shares pursuant to the exercise of the rights by the rights holders, but are subject to certain conditions, including that the offering shall have been conducted substantially in the manner described in this prospectus.

We expect that each standby purchase agreement will provide that it may be terminated by the standby purchaser only upon the occurrence of the following events: (i) the suspension of trading in our common stock, the establishment of limited or minimum prices for our common stock, or a general suspension of trading in or the establishment of limited or minimum prices on the New York Stock Exchange or the NASDAQ market, any banking moratorium, any suspension of payments with respect to banks in the United States, or a declaration of war or national emergency in the United States; (ii) any circumstances that would result in the standby purchaser, individually or otherwise with any other person or entity, being required to register as a depository institution holding company under federal or state laws or regulations, or to submit an application, or notice, to a federal regulatory authority; (iii) prior to the expiration time, if we experience a material adverse change in our financial condition from our financial condition on \_\_\_\_\_, 2005, except as specifically disclosed in the prospectus; (iv) if the offering is not completed by \_\_\_\_\_ through no fault of the standby purchaser; or (v) in the event that we are unable to obtain any required federal or state approvals for the offering on conditions reasonably satisfactory to us despite our reasonable efforts to obtain such approvals.

In the event that the number of underlying shares remaining after the exercise of the rights is less than the standby purchasers' aggregate Maximum Standby Purchase Commitment, such underlying shares will first be allocated among the standby purchasers in satisfaction of the Minimum Standby Purchase Commitments and any remaining underlying shares will be allocated pro rata among the standby purchases according to their respective Maximum Standby Purchase Commitments. In the event that such number of underlying shares is less than our aggregate Minimum Standby Purchase Commitment, we will issue and sell, at the subscription price, to the relevant standby purchasers sufficient additional shares of our common stock to satisfy the aggregate Minimum Standby Purchase Commitment, but in no event will this result in shares being issued in excess of the maximum shares offered hereby.

The following table sets forth certain information relating to the standby purchasers:

Standby Purchasers	Minimum Standby Purchase Commitment	Maximum Standby Purchase Commitment
		(shares)

**Use of Proceeds**

The net proceeds of the offering, after deducting expenses payable by us in connection with the offering, are estimated to be \$ \_\_\_\_\_ if the minimum number of shares are sold and \$ \_\_\_\_\_ if the maximum number of shares are sold.

We intend to contribute all of the net proceeds of this offering to the Bank. The Bank intends to utilize the proceeds to continue its branch expansion program and for general corporate purposes. We believe that by continuing to grow the Bank, we will be able to create long-term value to our shareholders. The net proceeds will be invested initially in primarily short-term investments.

### Capitalization

The following table shows our capitalization as of December 31, 2004. It shows our capitalization on three bases: actual and as adjusted to give effect to the receipt of the net proceeds from the offering, assuming in the alternative that minimum and maximum of the offered shares are sold. The as adjusted capitalization assumes that we sell the indicated number of shares of common stock at \$ \_\_\_\_\_ per share and that the net proceeds from the offering, after deducting in each case \$ \_\_\_\_\_ of estimated offering expenses payable by us, are: (1) \$ \_\_\_\_\_ if the minimum amount of the shares are sold; and \$ \_\_\_\_\_ if the maximum amount of the shares are sold.

	December 31, 2004		
	Actual	As Adjusted	
		Minimum Sold	Maximum Sold
(in thousands, except per share and share data)			
<b>Long-term borrowings:</b>			
FHLB advances	\$ 8,000,000		
Junior subordinated debentures	8,248,000		
Total borrowings(1)	\$ 16,248,000		
<b>Shareholders' Equity:</b>			
Preferred Stock, no par value per share; 1,000,000 shares authorized; no shares issued and outstanding			
Common stock; par value \$2.00 per share; 30,000,000 shares authorized; 2,486,391 shares issued and outstanding; _____ shares issued and outstanding as adjusted assuming the minimum amount of the shares are sold; and _____ shares issued and outstanding as adjusted assuming the maximum amount of the shares are sold(2)	\$ 4,972,782		
Additional paid-in capital	11,830,173		
Retained earnings	3,346,718		
Accumulated other comprehensive loss	(393,239)		
Total Shareholders' Equity	\$ 19,756,434		
<b>Bank regulatory capital ratios(3)</b>			
Tier 1 capital (to average assets)		6.98%	
Tier 1 capital (to risk weighted assets)		9.29%	
Total capital (to risk weighted assets)		10.50%	

(1) In addition to the indebtedness reflected above, we had total deposits of \$367.0 million at December 31, 2004.

(2) The number of shares of common stock to be outstanding after this offering is based on the number of shares outstanding as of March 31, 2005 and excludes 107,000 shares of our common stock issuable upon the exercise of outstanding options on such date, at a weighted average exercise price of \$10.13. As of March 31, 2005, we did not have any shares available for future grant under our stock option plan.

(3) See "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity Capital" and "Supervision and Regulation." The as-adjusted ratios assume the contribution of \$ \_\_\_\_\_ million of the net proceeds of this offering to the Bank and the

initial deployment of such proceeds in short-term assets with a 20% risk-weighting under applicable regulations.

## Selected Consolidated Financial and Other Data

We have derived the selected consolidated financial and other data for the years ended December 31, 2004 and 2003 from our audited consolidated financial statements included elsewhere in this prospectus. We have derived the selected consolidated financial and other data for the years ended December 31, 2002, 2001 and 2000 from our audited consolidated financial statements that are not included in this prospectus. You should read the selected consolidated financial information below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes related to those financial statements included elsewhere in this prospectus.

	2004	2003	2002	2001	2000
(dollars in thousands, except share and per share data)					
<b>Operating Data:</b>					
Interest and dividend income	\$ 18,678	\$ 15,215	\$ 12,605	\$ 13,723	\$ 14,694
Interest expense	7,009	5,588	4,765	6,867	8,018
Net interest income	11,670	9,626	7,840	6,856	6,677
Provision for loan losses	556	563	468	250	326
Noninterest income:					
Mortgage-related fees(1)	2,020	3,963	3,618	3,320	2,538
Securities gains and losses		308	(26)		
Other non-interest income(2)	682	543	522	190	147
Total noninterest income	2,702	4,814	4,114	3,510	2,685
Noninterest expense	12,257	11,659	9,813	8,676	7,693
Net income	926	1,341	1,052	876	767
<b>Per Share Data:</b>					
Basic income per share	\$ 0.38	\$ 0.56	\$ 0.44	\$ 0.37	\$ 0.34
Diluted income per share	0.37	0.55	0.43	0.36	0.33
Dividends per share	0.135	0.115	0.095	0.060	
Weighted average shares outstanding Basic	2,449,679	2,400,879	2,400,525	2,400,488	2,281,993
Weighted average shares outstanding Diluted	2,502,691	2,443,236	2,427,314	2,426,501	2,317,078
Common shares outstanding at end of period	2,486,391	2,408,607	2,400,525	2,400,525	2,400,375
Book value per share	7.95	7.80	7.73	7.25	6.84
Tangible book value per share	7.57	7.41	7.34	6.86	6.40
<b>Balance Sheet Data:</b>					
Cash and due from banks	\$ 6,670	\$ 4,024	\$ 5,386	\$ 7,544	\$ 3,656
Federal funds sold	37,500	15,000	3,000	12,700	29,500
Short term investments	11,460	10,431	3,349	6,789	
Investment securities	78,259	92,331	61,721	35,817	34,074
Loans, net	263,875	214,421	170,795	135,680	126,411
Total assets	405,047	342,469	248,497	202,569	197,628
Total deposits	367,005	289,992	217,911	183,264	179,666
Total borrowings	16,248	31,301	10,293	839	945
Total shareholders' equity	19,756	18,780	18,545	17,406	16,427

**Selected  
Financial  
Ratios and  
Other Data:**

Return on average assets	0.26%	0.46%	0.47%	0.46%	0.42%
Return on average equity	4.74	7.09	5.82	5.10	5.20
Average equity to average assets	5.48	6.50	8.13	9.05	8.12
Interest rate spread(3)	3.02	3.10	3.31	3.11	3.08
Net interest margin(4)	3.35	3.41	3.67	3.75	3.80
Average interest-earning assets to average interest-bearing liabilities	116.54	115.88	116.22	117.16	115.68
Efficiency ratio(5)	85.28	80.74	82.09	83.69	82.18
Number of full-service customer facilities	9	7	4	4	3

**Regulatory  
Capital  
Ratios:(6)**

Tier I capital to adjusted total assets	6.79%	7.51%	6.99%	8.15%	7.86%
Tier I capital to total risk-weighted assets	9.04	10.00	9.13	9.61	9.97
Total capital to total risk-weighted assets	10.70	11.87	10.39	10.74	11.04

**Asset Quality  
Ratios:**

Nonperforming loans(7) as a percent of gross loans	1.51%	0.14%	0.79	2.14	1.77
Nonperforming assets as a percent of total assets	1.00	0.09	0.56	1.46	1.15
Allowance for loan losses as a percent of gross loans	1.31	1.35	1.37	1.38	1.28

Allowance for  
loan losses as a  
percent of total  
nonperforming  
loans

86.12	931.43	172.76	64.12	72.59
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- 
- (1) Represents the revenue generated by our mortgage broker segment. See note 18 to our consolidated financial statements.
- (2) Reflects fees and service charges on deposit accounts, loan fee income and other miscellaneous income generated by our commercial banking segment.
- (3) Represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (4) Represents net interest income as a percent of average interest-earning assets.
- (5) Represents non-interest expense divided by the sum of net interest income and noninterest income.
- (6) See note 14 to our consolidated financial statements for additional information about our regulatory capital positions and requirements and the regulatory capital positions and requirements of the Bank.
- (7) Consists of loans past due 90 days or more and still accruing, and loans placed on non-accrual status.

**Market Price of Common Stock and Dividend Policy**

Our policy has been to pay dividends out of funds in excess of the needs of the business. We declared cash dividends to our shareholders on a quarterly basis at a rate of \$0.02 per share from the second quarter of 2001 through the first quarter of 2002, at a rate of \$0.025 through the first quarter of 2003, and at a rate of \$0.03 through the first quarter of 2004. In the second quarter of 2004, our board of directors increased the quarterly dividend to \$0.035 per share.

Our ability to pay future dividends on our common stock depends on the Bank's ability to pay dividends to us. In accordance with OCC rules and regulations, the Bank may continue to pay dividends only if the total amount of all dividends that will be paid, including the proposed dividend, by the Bank in any calendar year does not exceed the total of the Bank's retained net income of that year to date, combined with the retained net income of the preceding two years, unless the proposed dividend is approved by the OCC. In addition, the OCC and/or the FDIC may impose further restrictions on dividends. We currently intend to continue to pay cash dividends, subject to compliance with Federal Reserve Board policy, OCC rules and regulations, state corporation laws, our financial condition and results of operations, capital requirements, covenants contained in our various financing agreements, management's assessment of future capital needs and other factors considered by our board of directors.

The following table sets forth, for the fiscal quarters indicated, the high and low sales prices of our common stock, as reported on the Nasdaq SmallCap Market, and the cash dividends declared.

	<b>High and Low Sales Prices Common Stock</b>		<b>Cash Dividends Declared</b>
	<b>High</b>	<b>Low</b>	
<b>Fiscal Year 2003</b>			
First Quarter	\$ 10.56	\$ 9.50	\$ 0.025
Second Quarter	10.80	9.10	0.030
Third Quarter	11.45	9.65	0.030
Fourth Quarter	12.50	10.76	0.030
<b>Fiscal Year 2004</b>			
First Quarter	\$ 16.25	\$ 12.49	\$ 0.030
Second Quarter	15.25	14.03	0.035
Third Quarter	14.99	13.51	0.035
Fourth Quarter	18.60	14.01	0.035
<b>Fiscal Year 2005</b>			
First Quarter	\$ 18.40	\$ 17.00	\$ 0.035
Second Quarter (Through April 22, 2005)	19.87	18.05	

On December 31, 2004, there were approximately 761 holders of record of our common stock. On April 22, 2005, the most recent practicable date before the date of this prospectus, the high and low sales prices per share of our common stock on the NASDAQ SmallCap Market were \$19.16 and \$18.54, respectively.



**Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Summary**

We are the bank holding company for the Bank, the largest publicly-held commercial bank headquartered in Fairfield County, Connecticut. Both Bancorp and the Bank are headquartered in Stamford, Connecticut, approximately 40 miles east of New York City. The Bank has nine branch office locations serving customers located in the Fairfield County communities of Stamford, Greenwich, Old Greenwich, Norwalk, Wilton and Darien. In addition, our Residential Lending Group has mortgage origination offices in Stamford and Melville (Long Island), New York.

The Bank has two reportable segments, the commercial bank and the mortgage broker or Residential Lending Group. The commercial bank offers a broad range of commercial and consumer banking services with an emphasis on serving the needs of small and medium-sized businesses, commercial real estate investors and builders, professionals such as accountants and attorneys, as well as individuals. The commercial bank offers consumer and commercial deposit accounts such as checking accounts, insured money market accounts, time certificates of deposit, and savings accounts and also offers commercial real estate and construction loans to area businesses and developers, commercial loans to area businesses, as well as home mortgages, home improvement loans and home equity lines of credit to individuals. The Residential Lending Group solicits and processes conventional mortgage applications from consumers on behalf of permanent investors and originates loans for sale. Revenues are generated from loan brokerage and application processing fees received from permanent investors and gains and origination fees from loans sold.

The Bank established two new branch banking offices during 2004; the first, located in Darien, Connecticut, opened in July 2004, and the second, located in Wilton, Connecticut, opened in November 2004. The Bank has received regulatory approval to open an additional branch office in Southport, Connecticut, which is expected to open in the second or third quarter of 2005. We plan to continue to open additional branches in Fairfield County in the future.

Total assets at December 31, 2004 amounted to \$405.0 million, an increase of \$62.5 million, or 18.3%, from December 31, 2003 and a new record high. The increase in the total assets is primarily attributable to a 23.1% increase in net loans, to \$263.9 million from \$214.4 million at December 31, 2003. The available for sale securities portfolio decreased \$14.3 million, or 15.8%, to \$76.3 million from \$90.6 million at December 31, 2003. Loan growth was funded primarily through deposit growth. Deposits increased \$77.0 million, or 26.6%, to \$367.0 million at December 31, 2004; interest-bearing deposits increased \$64.9 million, or 25.0%, and non-interest bearing deposits increased \$12.1 million, or 39.7%. Borrowings decreased \$15.1 million due to the payoff of certain Federal Home Loan Bank, or FHLB, advances and a repurchase agreement. The exercise of stock purchase warrants that expired in 2004, combined with the increase in retained earnings from net income, net of dividend payments and partially offset by the increase in other comprehensive loss from unrealized losses on the available for sale securities portfolio, resulted in an increase of \$977,000 in shareholders' equity.

Our earnings were \$926,000 (\$0.38 basic income per share and \$0.37 diluted income per share) in 2004 compared to \$1.3 million (\$0.56 basic income per share and \$0.55 diluted income per share) in 2003. The decrease was primarily attributable to a decline in non-interest income, as mortgage related fees declined from \$4.0 million in 2003 to \$2.0 million in 2004. This decline was caused by a slowdown in our Residential Lending Group's business that resulted primarily from a decrease in home refinancing activity due to higher interest rates and lower staffing levels of loan origination officers. Net interest income for the year ended December 31, 2004 increased \$2.1 million, or 21.2%, to \$11.7 million as compared to \$9.6 million for the year ended December 31, 2003. Non-interest expense increased from \$11.7 million in 2003 to \$12.3 million in 2004, primarily as a result of a \$397,000 increase in occupancy and equipment expense, due to costs associated with the establishment of new branches, and the relocation of our Residential Lending Group office to Stamford.

**General**

Our total assets increased \$62.5 million, or 18.3%, from \$342.5 million at December 31, 2003 to \$405.0 million at December 31, 2004. The growth in total assets was funded primarily by deposit growth of \$77.0 million partially offset by decreases in borrowings of \$15.1 million. Federal funds sold increased \$22.5 million; cash and due from banks and short term investments increased \$2.6 million and \$1.0 million, respectively.

**Investments**

The following table is a summary of the Bank's investment portfolio valued at fair value at December 31 for the years shown.

	<u>2004</u>	<u>2003</u>	<u>2002</u>
	(dollars in thousands)		
U. S. Government agency and sponsored agency obligations	\$ 14,823	\$ 11,866	\$ 9,130
Mortgage-backed securities(1)	52,446	66,697	38,461
Corporate bonds			384
Money market preferred equity securities	9,000	12,000	12,644
Federal Reserve Bank stock	693	691	481
Federal Home Loan Bank stock	1,297	1,077	621
	<u>          </u>	<u>          </u>	<u>          </u>
Total investments	\$ 78,259	\$ 92,331	\$ 61,721
	<u>          </u>	<u>          </u>	<u>          </u>

(1)

Consists of \$1.4 million of U.S. Government agency mortgage-backed securities and \$50.7 million of U.S. Government sponsored agency mortgage-backed securities, all of which are scheduled to reprice within four years.

Total investments decreased \$14.1 million to \$78.3 million primarily due to principal payments on mortgage-backed securities and redeemed money market preferred equity securities exceeding new investment purchases. During the fourth quarter of 2004, the Bank redeployed excess liquidity into the purchase of adjustable-rate residential mortgage loans instead of additional investment securities purchases. The Bank is a member of the Federal Home Loan Bank of Boston which provides an additional source of liquidity.

The Bank generally looks to invest in instruments of shorter term duration, or with a variable return, to mitigate against interest rate risk. The Bank's investment focus is ancillary to its principal asset focus on loans. The Bank's objective is to provide an alternate source of low-risk investments when demand for loans is weak. The Bank's investments are designed to provide and maintain liquidity in a high-quality, low-risk diversified portfolio of investments which may also be used as collateral for pledging requirements. Investments are determined by the Bank's Chief Financial Officer and Chief Executive Officer, based on the Bank's investment policy and direction provided by an Asset Liability Committee comprised of the Bank's five most senior officers. The investment activity and interest rate risk position are also reviewed on a quarterly basis by the Asset Liability Committee of the board of directors.

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The following table presents the maturity distribution of available for sale investment securities at December 31, 2004 and the weighted average yield of such securities. The weighted average yields were calculated based on the amortized cost and effective yields to maturity of each security.

	<u>One year or less</u>	<u>Over one through five years</u>	<u>Over five through ten years</u>	<u>Over ten years</u>	<u>No maturity</u>	<u>Total(1)</u>	<u>Weighted Average Yield</u>
(dollars in thousands)							
U. S. Government agency and sponsored agency obligations	\$	\$ 14,000	\$ 1,000	\$	\$	\$ 15,000	3.47%
Mortgage-backed securities					52,904(2)	52,904	4.09%
Money market preferred equity securities					9,000	9,000	2.34%
<b>Total</b>	<b>\$</b>	<b>\$ 14,000</b>	<b>\$ 1,000</b>	<b>\$</b>	<b>\$ 61,904</b>	<b>\$ 76,904</b>	<b>3.76%</b>
<b>Weighted average yield</b>		<b>% 3.40%</b>	<b>4.38%</b>		<b>% 3.83%</b>	<b>3.76%</b>	

(1) Reflects amortized cost as opposed to fair value. See note 3 to our consolidated financial statements.

(2) Our mortgage-backed securities generally have original terms to maturity of 10 or more years. However, original terms to maturity do not reflect the expected average lives of the mortgage-backed securities. We expect the average lives of our mortgage-backed securities to be substantially less than their contractual terms because of, among other things, amortization and prepayments.

The following table presents a summary of investments for any issuer that exceeds 10% of shareholders' equity at December 31, 2004.

	<u>Amortized Cost</u>	<u>Fair Value</u>
(dollars in thousands)		
<b>Available for sale securities:</b>		
U.S. Government agency and sponsored agency obligations	\$ 15,000	\$ 14,823
U.S. Government agency and sponsored agency mortgage backed securities	52,904	52,446
<b>Short term investments:</b>		
Merrill Lynch Premier Institutional Fund	11,460	11,460

**Loans**

The following table is a summary of the Bank's loan portfolio at December 31 for the years shown.

	At December 31,					
	2004		2003		2002	
	Amount	Percentage of Total Loans	Amount	Percentage of Total Loans	Amount	Percentage of Total Loans
(dollars in thousands)						
<b>Real Estate</b>						
Commercial	\$ 106,771	39.9%	\$ 96,339	44.1%	\$ 65,967	38.0%
Residential	36,966	13.8	21,773	10.0	27,012	15.5
Construction	74,599	27.8	57,122	26.2	39,209	22.6
Commercial	17,562	6.5	15,533	7.1	13,022	7.5
Consumer installment	1,387	0.5	1,862	0.9	1,757	1.0
Consumer home equity	30,875	11.5	25,608	11.7	26,812	15.4
Total loans	268,160	100.0%	218,237	100.0%	173,779	100.0%
Premiums	314					
Net deferred fees	(1,117)		(881)		(612)	
Allowance for loan losses	(3,482)		(2,935)		(2,372)	
Loans, net	\$ 263,875		\$ 214,421		\$ 170,795	

The Bank's net loan portfolio increased \$49.5 million, or 23.1%, from \$214.4 million at December 31, 2003 to \$263.9 million at December 31, 2004. Included in the growth of the loan portfolio for 2004 is the purchase during the fourth quarter of \$13.1 million in adjustable rate residential mortgage loans. Loan growth was funded through an increase in total deposits. At December 31, 2004, the net loan to deposit ratio was 71.9% and the net loan to asset ratio was 65.2%. At December 31, 2003, the net loan to deposit ratio was 73.9%, and the net loan to asset ratio was 62.6%.

During an historic environment of lower interest rates, loan activity continued to remain strong and the volume of new loans far exceeded principal reductions and payoffs.

The Bank employs a diversified credit administration process. All loans are underwritten by a credit analyst who is not the loan originator. Each loan requires at least three signatures. All loans are monitored on an on-going basis using a nine point risk rating system. The Bank engages an outside loan review company to perform annual loan reviews, with a target of reviewing loans totaling 75% of the loan portfolio. The review includes all new loans made during the year in excess of \$250,000.

**Commercial Real Estate Loans.** We offer fixed rate and adjustable-rate mortgage loans secured by commercial real estate. Our commercial real estate loans are generally secured by office or retail buildings, as well as owner-occupied properties and investment one- to four-family residential properties located in our market area and used for business or residential rentals. We intend to continue to grow this segment of our loan portfolio. At December 31, 2004, we had an aggregate of \$106.8 million of commercial real estate loans outstanding, which constituted 39.9% of our total loan portfolio at that date.

We originate adjustable-rate commercial real estate loans for terms up to 25 years. Interest rates and payments on these loans typically adjust every five years after a five year initial fixed period. Interest rates and payments on our adjustable rate loans generally are fixed at rates over The Federal Home Loan Bank of Boston amortizing advance rate. There are no adjustment period or lifetime interest rate caps. Loans are secured by first mortgages that generally do not exceed 75% of the

property's appraised value. At December 31, 2004, the largest outstanding commercial real estate loan was \$3.5 million. This loan is secured by a first mortgage on an office/light industrial building in Norwalk, Connecticut and was performing according to its terms as of such date.

Loans secured by commercial real estate generally have larger balances and involve a greater degree of risk than one- to four-family residential mortgage loans. Of primary concern in commercial real estate lending is the borrower's creditworthiness and the feasibility and cash flow potential of the property. Payments on loans secured by income properties often depend on successful operation and management of the properties. As a result, repayment of such loans may be subject to adverse conditions in the real estate market or the economy. As of December 31, 2004, two loans totaling \$3.5 million, or 3.3% of our commercial real estate loans, were non-accrual loans. As of such date, these two loans were current as to principal and interest.

To monitor cash flows on income properties, we require borrowers and loan guarantors, if any, to provide annual financial statements. We generally require a minimum debt service coverage ratio of 1.25. In reaching a decision on whether to make a commercial real estate loan, we consider the net operating income of the property, the borrower's expertise, credit history and profitability and the value of the underlying property. In addition, with respect to commercial real estate rental properties, we will consider the term of the leases and the quality of the tenants. Loan size for a borrower is limited to 85% of our legal lending limit. We require title insurance on all commercial real estate loans. An environmental survey or environmental insurance is generally required for commercial real estate loans secured by office buildings, shopping centers, or industrial properties or properties that had previous industrial uses.

**One- to Four-Family Residential Loans.** We originate residential mortgage loans to enable borrowers to purchase or refinance existing homes or to construct new residential dwellings in our market area. We include in our portfolio adjustable-rate mortgage loans with terms up to 30 years. Borrower demand for adjustable-rate loans versus fixed-rate loans is a function of the level of interest rates, the expectations of changes in the level of interest rates, the difference between the interest rates and loan fees offered for fixed-rate mortgage loans and the initial period interest rates and loan fees for adjustable-rate loans. The relative amount of adjustable-rate mortgage loans that can be originated at any time is largely determined by the demand for each in a competitive environment and the effect each has on our interest rate risk. The loan fees charged, interest rates and other provisions of mortgage loans are determined by us on the basis of our own pricing criteria and competitive market conditions. At December 31, 2004, we had an aggregate of \$37.0 million, or 13.8% of total loans, invested in residential real estate loans.

Our adjustable-rate mortgage loans are generally based on a 30-year amortization schedule. Interest rates and payments on our adjustable-rate mortgage loans adjust annually after either of a three- or five-year initial fixed period. The maximum amount by which the interest rate may be increased or decreased is generally 2% per adjustment period and the lifetime interest rate cap is generally 6% over the initial interest rate of the loan.

While one- to four-family residential real estate loans are normally originated with up to 30-year terms; such loans typically remain outstanding for substantially shorter periods because borrowers often prepay their loans in full upon sale of the property pledged as security or upon refinancing the original loan. Therefore, average loan maturity is a function of, among other factors, the level of purchase and sale activity in the real estate market, prevailing interest rates and the interest rates payable on outstanding loans.

We generally make adjustable rate mortgage loans with a loan-to-value ratio of up to 80% only when secured by first liens on owner-occupied one- to four-family residences with a maximum debt ratio of 38%. We require all properties securing mortgage loans in excess of \$250,000 to be appraised by an independent appraiser. We require title insurance on all first mortgage loans. Borrowers must

obtain hazard insurance, or flood insurance for loans on property located in a flood zone, before closing the loan.

**Construction Loans.** We originate loans to individuals and builders to finance the construction of residential dwellings. To a significantly lesser extent, we also make construction loans for commercial development projects, including condominiums, apartment buildings, and owner-occupied properties used for businesses. Our construction loans generally provide for the payment of interest only during the construction phase, which is usually 18 months. At the end of the construction phase, the loan generally converts to a permanent mortgage loan if owner-occupied, or repaid upon sale if to a builder. We limit the amount of a construction loan to 80% of our legal lending limit. Loans generally can be made with a maximum loan to value ratio of 65% of the "as completed" appraised value or 75% of the cost of the project, whichever is less. At December 31, 2004, we had an aggregate of \$74.6 million, or 27.8% of total loans, invested in construction loans. At December 31, 2004, the largest outstanding residential construction loan commitment was for \$5.0 million, of which \$2.0 million was participated to another bank. The total outstanding balance on the loan was \$4.2 million at December 31, 2004. At December 31, 2004, there were no outstanding commercial construction loans. Before making a commitment to fund a construction loan, we require an appraisal of the property by an independent licensed appraiser. We also will require an inspection of the property before disbursement of funds during the term of the construction loan.

Construction financing is generally considered to involve a higher degree of risk of loss than long-term financing on improved, occupied real estate. Risk of loss on a construction loan depends largely upon the accuracy of the initial estimate of the property's value at completion of construction or development and the estimated cost (including interest) of construction. During the construction phase, a number of factors could result in delays and cost overruns. If the estimate of construction costs proves to be inaccurate, we may be required to advance funds beyond the amount originally committed to permit completion of the development, although we generally require that an interest reserve be established at closing. If the estimate of value proves to be inaccurate, we may be confronted, at or before the maturity of the loan, with a project having a value which is insufficient to assure full repayment. As a result of the foregoing, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of the borrower or guarantor to repay principal and interest. If we are forced to foreclose on a project before or at completion due to a default, there can be no assurance that we will be able to recover all of the unpaid balance of, and accrued interest on, the loan as well as related foreclosure and holding costs. We generally limit speculative construction loans (loans for which there is not a contract for sale at the time of construction financing) to two for any one borrower at any one time. We also have internal guidelines which limit speculative construction loans to not more than 25% of the total loan portfolio. We may exceed the guidelines from time to time due to the uncertainty of forecasting cash flows on specific loan projects. At December 31, 2004, speculative construction loans constituted 26.1% of the total loan portfolio.

**Commercial Loans.** We make commercial business loans to a variety of small businesses primarily in our market area. We offer a variety of commercial lending products, the maximum amount of which is limited by our in-house loans-to-one-borrower limit of 85% of our legal lending limit. At December 31, 2004, we had an aggregate of \$17.6 million, or 6.5% of total loans, invested in commercial loans. Our largest commercial loan relationship was a \$1.5 million line of credit secured by all business assets, including accounts receivable and inventory, of which \$225,000 was outstanding. This loan was performing according to its original terms at December 31, 2004.

Commercial loans are secured by business assets other than real estate, such as accounts receivable, business equipment and inventory. We originate lines of credit to finance the working capital needs of businesses to be repaid by seasonal cash flows or to provide a period of time during which the business can borrow funds for planned equipment purchases. These lines of credit generally

have a one-year term. We also offer time notes, stand-by letters of credit and Small Business Administration guaranteed loans. Time notes are short-term loans and will only be granted on the basis of a defined source of repayment of principal and interest from a specific foreseeable event.

When making commercial loans, we consider the financial statements of the borrower, the borrower's payment history of both corporate and personal debt, the debt service capabilities of the borrower, the projected cash flows of the business, the viability of the industry in which the borrower operates and the value of the collateral.

Unlike residential mortgage loans, which generally are made on the basis of the borrower's ability to make repayment from his or her employment or other income, and which are secured by real property whose value tends to be more easily ascertainable, commercial loans are of higher risk and typically are made on the basis of the borrower's ability to make repayment from the cash flow of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself. Further, any collateral securing such loans may depreciate over time, may be difficult to appraise and may fluctuate in value.

**Home Equity and Consumer Loans.** We offer home equity loans and lines of credit as well as consumer loans. At December 31, 2004, we had an aggregate of \$32.3 million, or 12.0% of total loans, invested in home equity and consumer loans.

Home equity loans and lines of credit have adjustable rates of interest that are indexed to the Wall Street Journal prime rate. We offer home equity loans with maximum combined loan-to-value ratios of 75%. A home equity line of credit may be drawn down by the borrower for an initial period of ten years from the date of the loan agreement. During this period, the borrower has the option of paying, on a monthly basis, either principal and interest or only interest. If not renewed, the borrower has to pay back the amount outstanding under the line of credit over a term not to exceed 15 years, beginning at the end of the ten year period.

We also offer consumer loans, primarily as an accommodation to existing customers. The procedures for underwriting consumer loans include an assessment of the applicant's payment history on other debts and ability to meet existing obligations and payments on the proposed loans. Although the applicant's creditworthiness is a primary consideration, the underwriting process also includes a comparison of the value of the collateral, if any, to the proposed loan amount.

Home equity loans and lines of credit, and consumer loans may entail greater risk than do other loans, particularly in the case of consumer loans that are unsecured or secured by assets that depreciate rapidly. In such cases, repossessed collateral for a defaulted loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, loan collections depend on the borrower's continuing financial stability, and therefore are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

**Loan Approval Procedures and Authority.** Our lending activities follow written, non-discriminatory, underwriting standards and loan origination procedures established by our board of directors and management. Every loan is underwritten by a credit analyst other than the loan origination officer and at least three signatures are required for every loan. The Bank's credit committee has the authority to approve loan amounts up to \$500,000. Loan amounts up to \$2.0 million must be approved by the management loan committee. Loan amounts over \$2.0 million must be approved by the loan committee of the board of directors.

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**Loans to One Borrower.** The maximum amount that we may lend to one borrower and the borrower's related entities is limited, by regulation, generally to 15% of our stated capital and reserves. At December 31, 2004, our regulatory limit on loans to one borrower was \$4.5 million. At that date, our largest lending relationship to one borrower was \$4.3 million, consisting of the Bank's portion of two loans in the aggregate amount of \$13.0 million, each of which is secured by a first mortgage on residential properties in Greenwich. The remaining \$8.7 million of the loans was participated to another bank. The loans were performing according to the original repayment terms at December 31, 2004. On April 22, 2005, the borrower repaid a total of approximately \$4.2 million of principal outstanding under the loans, of which \$1.4 million was paid to us, resulting in an outstanding balance payable to us of approximately \$2.9 million.

**Maturities and Sensitivities of Loans to Changes in Interest Rates.** The following table presents the maturities of loans in the Bank's portfolio at December 31, 2004, by type of loan. The amounts are shown based on contractual terms to maturity or scheduled amortization excluding potential repayments. Loans with no stated schedule of repayment and no stated maturity are reported as due in one year or less.

	Due in one year or less	Due after one year through five years	Due after five years	Total
(dollars in thousands)				
Commercial real estate	\$ 10,797	\$ 38,262	\$ 57,712	\$ 106,771
Residential real estate	6,047	3,757	27,162	36,966
Construction loans	46,391	28,208		74,599
Commercial loans	7,209	9,695	659	17,563
Consumer installment	1,219	167		1,386
Consumer home equity	93	4,732	26,050	30,875
	\$ 71,756	\$ 84,821	\$ 111,583	\$ 268,160
Fixed rate loans	\$ 5,242	\$ 21,454	\$ 10,796	\$ 37,492
Variable rate loans	66,514	63,367	100,787	230,668
	\$ 71,756	\$ 84,821	\$ 111,583	\$ 268,160

### **Critical Accounting Policies**

In the ordinary course of business, we have made a number of estimates and assumptions relating to reporting results of operations and financial condition in preparing our financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ significantly from those estimates under different assumptions and conditions. We believe the following discussion addresses our only critical accounting policy, which is the policy that is most important to the presentation of our financial results. This policy requires management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

#### *Allowance for Loan Losses*

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



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

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are considered impaired. A risk rating system is utilized to measure the adequacy of the general component of the allowance for loan losses. Under this system, each loan is assigned a risk rating between one and nine, which has a corresponding loan loss factor assigned, with a rating of "one" being the least risk and a rating of "nine" reflecting the most risk or a complete loss. Risk ratings are assigned by the originating loan officer or loan committee at the initiation of the transactions and are reviewed and changed, when necessary during the life of the loan. Loan loss reserve factors are multiplied against the balances in each risk rating category to arrive at the appropriate level for the allowance for loan losses. Loans assigned a risk rating of "six" or above are monitored more closely by the credit administration officers. The unallocated portion of the allowance reflects our estimate of probable but undetected losses inherent in the portfolio; such estimates are influenced by uncertainties in economic conditions, delays in obtaining information, including unfavorable information about a borrower's financial condition, difficulty in identifying triggering events that correlate perfectly to subsequent loss rates, and risk factors that have not yet manifested themselves in loss allocation factors. Loan quality control is continually monitored by management subject to oversight by the board of directors through its members who serve on the loan committee and is also reviewed by the full board of directors on a monthly basis. The methodology for determining the adequacy of the allowance for loan losses is consistently applied; however, revisions may be made to the methodology and assumptions based on historical information related to charge-off and recovery experience and our evaluation of the current loan portfolio.

Based upon this evaluation, we believe the allowance for loan losses of \$3.5 million, at December 31, 2004, which represents 1.31% of gross loans outstanding, is adequate, under prevailing economic conditions, to absorb losses on existing loans. Nevertheless, there can be no assurance that additions to such allowance will not be necessary in future periods. At December 31, 2003, the allowance for loan losses was \$2.9 million or 1.35% of gross loans outstanding.

The accrual of interest income on loans is discontinued whenever reasonable doubt exists as to its collectibility and generally is discontinued when loans are past due 90 days, based on contractual terms, as to either principal or interest. When the accrual of interest income is discontinued, all previously accrued and uncollected interest is reversed against interest income. The accrual of interest on loans past due 90 days or more, including impaired loans, may be continued if the loan is well secured, and it is believed all principal and accrued interest income due on the loan will be realized, and the loan is in the process of collection. A non-accrual loan is restored to an accrual status when it is no longer delinquent and collectibility of interest and principal is no longer in doubt.

We consider all non-accrual loans and restructured loans to be impaired. In most cases, loan payments that are past due less than 90 days, based on contractual terms, are considered minor collection delays and the related loans are not considered to be impaired. We consider consumer installment loans to be pools of smaller balance homogeneous loans, which are collectively evaluated for impairment.

*Analysis of Allowance for Loan Losses*

	2004	2003	2002	2001	2000
	(dollars in thousands)				
Balance at beginning of period	\$ 2,934	\$ 2,372	\$ 1,894	\$ 1,645	\$ 1,360
Charge-offs	(9)	(1)		(2)	(44)
Recoveries			10	1	3
Net (charge-offs) recoveries	(9)	(1)	10	(1)	(41)
Additions charged to operations	556	563	468	250	326
Balance at end of period	\$ 3,481	\$ 2,934	\$ 2,372	\$ 1,894	\$ 1,645
Ratio of net (charge-offs) recoveries during the period to average loans outstanding during the period	( %)	( %)	0.01%	( %)	(0.03%)

*Allocation of the Allowance for Loan Losses*

The following table sets forth the allocation of the allowance for loan losses by category at the dates indicated.

	Amounts					Percent of loans in each category to total loans				
	2004	2003	2002	2001	2000	2004	2003	2002	2001	2000
	(dollars in thousands)									
Balance at end of each period applicable to:										
Real Estate:										
Commercial	\$ 1,319	\$ 1,183	\$ 893	\$ 833	\$ 700	39.82%	44.15%	37.97%	43.88%	44.67%
Residential	304	230	276	153	34	13.78	9.98	15.54	5.44	3.93
Construction	1,358	972	726	348	270	27.82	26.17	22.56	19.02	17.91
Commercial	185	155	129	142	185	6.55	7.12	7.49	10.63	10.01
Consumer installment	11	12	11	14	12	0.52	0.85	1.01	0.89	1.29
Consumer home equity	233	285	283	296	312	11.51	11.73	15.43	20.14	22.19
Unallocated	71	97	54	108	132	N/A	N/A	N/A	N/A	N/A
Total	\$ 3,481	\$ 2,934	\$ 2,372	\$ 1,894	\$ 1,645	100.00%	100.00%	100.00%	100.00%	100.00%

*Non-Accrual, Past Due and Restructured Loans*

The following table is a summary of non-accrual and past due loans at December 31 of each of the last five years.

	2004	2003	2002	2001	2000
	(dollars in thousands)				
Loans delinquent over 90 days but still accruing interest	\$ 373	\$ 165	\$ 1,172	\$ 1,300	\$ 507
Non-accruing loans	3,669	150	201	1,654	1,759

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	<u>2004</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2000</u>
Total non-performing loans	\$ 4,042	\$ 315	\$ 1,373	\$ 2,954	\$ 2,266
Percent of total loans	1.51%	0.14%	0.79%	2.14%	1.77%
Percent of total assets	1.00	0.09	0.56	1.46	1.15
Additional income on non-accrual loans if recognized on an accrual basis	\$ 18	\$ 18	\$ 67	\$ 159	\$ 115

There were no loans during the periods presented that were considered as "troubled debt restructurings." We did not have any other real estate owned during the periods presented.

**Potential Problem Loans**

The \$3.7 million of non-accruing loans at December 31, 2004 is comprised of three loans, all of which are well collateralized and in the process of collection. Two of the loans totaling \$3.5 million are current as to principal and interest payments.

At December 31, 2004, the Bank had no loans other than those described above, as to which management had significant doubts as to the ability of the borrower to comply with the present repayment terms. In the first quarter of 2005, three loans totaling \$1.6 million were classified as loans delinquent over 90 days but were still accruing interest. All three loans are well collateralized. See "Recent Developments."

**Deposits**

The following table is a summary of the Bank's deposits at December 31 for each of the years shown.

	<u>2004</u>	<u>2003</u>	<u>2002</u>
	(dollars in thousands)		
Non-interest-bearing	\$ 42,584	\$ 30,477	\$ 25,520
Interest-bearing:			
NOW	26,814	22,849	22,686
Savings	22,104	23,793	26,848
Money market	72,451	69,504	56,973
Time certificates, less than \$100,000	131,765	92,575	57,203
Time certificates, \$100,000 or more	71,287	50,794	28,681
Total interest-bearing	324,421	259,515	192,391
Total deposits	\$ 367,005	\$ 289,992	\$ 217,911

Total deposits increased \$77.0 million, or 26.6%, to \$367.0 million at December 31, 2004. Based upon expansion and the increased penetration into the areas served by the Bank, non-interest-bearing deposits increased \$12.1 million, or 39.7%, to \$42.6 million at December 31, 2004. Included in that total are commercial demand accounts, which increased \$7.5 million, and personal demand accounts, which increased \$3.8 million, both of which represent increases of 39.0% as compared to December 31, 2003. Interest-bearing deposits increased \$64.9 million or 25.0% to \$324.4 million at December 31, 2004.

During 2004, the Bank established two new branch banking offices; these new offices attracted \$19.1 million, or 24.8%, of the annual growth in deposits. The new branch offices' grand opening promotional campaigns were also a contributing factor to the growth of deposits in existing branches. Certificates of deposit and NOW account products increased \$59.7 million and \$4.0 million, respectively; money market fund accounts increased \$2.9 million, while savings accounts decreased \$1.7 million. Much of the growth in certificates of deposit is attributable to the promotional campaigns run in conjunction with the new branch openings and the ten year anniversary of the Bank; growth in certificates of deposit also resulted from the transfer of funds from money market fund accounts. The increase in certificates of deposit greater than \$100,000 of \$20.5 million is the result of successful sales efforts and branch expansion; these balances do not include brokered deposits. The Bank continues to offer attractive interest rates in the very competitive Fairfield County marketplace in order to attract additional deposits to fund loan growth.

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As of December 31, 2004, the Bank's maturities of time deposits were as follows:

	<u>\$100,000 or greater</u>	<u>Less than \$100,000</u>	<u>Totals</u>
	(in thousands)		
Three months or less	\$ 5,858	\$ 11,502	\$ 17,360
Three to six months	13,249	23,430	36,679
Six months to one year	13,695	27,494	41,189
Over one year	38,485	69,339	107,824
<b>Total</b>	<b>\$ 71,287</b>	<b>\$ 131,765</b>	<b>\$ 203,052</b>

**Borrowings**

Borrowings decreased \$15.1 million to \$16.2 million at December 31, 2004.

Borrowings include short term securities sold under agreements to repurchase, Federal Home Loan Bank advances, junior subordinated debentures, a capital lease and a collateralized borrowing.

During 2004, certain FHLB advances matured and, due to the liquidity position of the Bank, were not extended. We utilize FHLB advances to supplement our supply of lendable funds and to meet deposit account withdrawal requirements. As a member of the FHLB, we are required to own capital stock in the FHLB and are authorized to apply for advances on the security of the stock and certain of our mortgage loans and other assets, provided certain credit standards are met.

During 2004, short term securities sold under agreement to repurchase also matured and were not extended. At December 31, 2004, the Bank had \$10.0 million in available borrowings under repurchase agreements, with no amounts outstanding. The average amount outstanding during 2004 was \$2.2 million with a maximum outstanding of \$5.7 million.

The final payment on a lease classified as a capital lease was made during 2004; in addition, a loan sold and classified as a collateralized borrowing was refinanced at the end of 2004.

The following table sets forth short term borrowing amounts along with the respective interest rates and maturities:

Federal Home Loan Bank advances:

<u>Amount</u>	<u>Maturity</u>	<u>Average</u>	
		<u>Rate</u>	<u>Amount Outstanding</u>
\$ 2,000,000	04/29/2005	1.930%	\$ 2,000,000
2,000,000	05/13/2005	4.480%	2,000,000
<b>\$ 4,000,000</b>		<b>3.205%</b>	<b>\$ 4,000,000</b>

The maximum amount of short-term borrowings outstanding under Federal Home Loan Bank advances during 2004 was \$9.0 million.

In addition to the short-term borrowings, there were \$4.0 million in FHLB advances at December 31, 2004 that mature in 2006 and 2007. These advances represent the remainder in a series of advances from the FHLB that were part of two balance sheet leveraging strategies that we executed in 2002 and 2003. These advances funded mortgage-backed securities purchases with remaining principal balances of \$6.2 million.

We issued trust preferred securities in 2003. These securities are shown as subordinated debt on our consolidated balance sheets and \$8.2 million of principal remained outstanding on December 31,



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2004. These securities bear interest at the three-month LIBOR plus 3.15%, mature on March 26, 2033 and can be redeemed at our election beginning in 2008. The trust preferred securities supplement our Tier 1 capital based on applicable regulatory guidelines. These securities are described in greater detail in note 7 to the consolidated financial statements.

The following table presents average balance sheets (daily averages), interest income, interest expense and the corresponding yields earned and rates paid:

	2004			2003			Fluctuations in Interest Income/Expense(1) Due to change in:		
	Average Balance	Interest Income/ Expense	Average Rate	Average Balance	Interest Income/ Expense	Average Rate	Volume	Rate	Total
(dollars in thousands)									
<b>Interest-earning assets:</b>									
Loans(2)	\$ 239,239	\$ 15,632	6.53%	\$ 193,990	\$ 12,782	6.59%	\$ 2,967	\$ (117)	\$ 2,850
Short-term investments	8,356	105	1.26	7,124	79	1.11	13	13	26
Investments(3)	87,631	2,752	3.14	72,250	2,256	3.12	477	19	496
Federal funds sold	12,733	189	1.48	9,147	97	1.06	31	61	92
<b>Total interest-earning assets</b>	<b>347,959</b>	<b>18,678</b>	<b>5.37</b>	<b>282,511</b>	<b>15,214</b>	<b>5.39</b>	<b>3,488</b>	<b>(24)</b>	<b>3,464</b>
Cash and due from banks	4,159			4,001					
Premises and equipment, net	1,621			1,083					
Allowance for loan losses	(3,190)			(2,652)					
Other	6,396			5,798					
<b>Total assets</b>	<b>\$ 356,945</b>			<b>\$ 290,741</b>					
<b>Interest-bearing liabilities:</b>									
NOW accounts	23,107	152	0.66	22,627	149	0.66	3		3
Savings accounts	23,666	294	1.24	24,824	337	1.36	(15)	(28)	(43)
Money market accounts	70,264	867	1.23	62,217	863	1.39	105	(101)	4
Time certificates	\$ 156,623	\$ 4,901	3.13%	\$ 110,129	\$ 3,512	3.19%	1,456	\$ (67)	\$ 1,389
Repurchase agreements	2,243	28	1.25	5,700	91	1.60	(46)	(17)	(63)
FHLB advances	14,197	372	2.62	11,671	327	2.80	67	(22)	45
Subordinated debt	8,248	380	4.61	6,159	271	4.40	88	21	109
Other borrowings	226	14	6.19	471	38	8.07	(17)	(7)	(24)
<b>Total interest bearing liabilities</b>	<b>298,574</b>	<b>7,008</b>	<b>2.35%</b>	<b>243,798</b>	<b>5,588</b>	<b>2.29%</b>	<b>1,641</b>	<b>(221)</b>	<b>1,420</b>
Demand deposits	36,456			25,892					
Accrued expenses and other liabilities	2,362			2,140					
Shareholders' equity	19,553			18,911					
<b>Total liabilities and equity</b>	<b>\$ 356,945</b>			<b>\$ 290,741</b>					
Net interest income		\$ 11,670			\$ 9,626		\$ 1,847	\$ 197	\$ 2,044
Interest margin			3.35%			3.41%			
Interest spread			3.02%			3.10%			

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- (1) The rate volume analysis reflects the changes in net interest income arising from changes in interest rates and from asset and liability volume, including changes attributable to both changes in rates and volume. The change in interest attributable to volume includes changes in interest attributable to changes in both rates and volume.
- (2) Includes non-accruing loans.
- (3) Yields are calculated at historical cost and excludes the effects of unrealized gain or loss on available for sale securities.



*Results of Operations*

*General*

For the year ended December 31, 2004, we earned \$926,000 (\$0.38 basic income per share and \$0.37 diluted income per share), a decrease of 30.9% as compared to 2003 when we earned \$1.3 million (\$0.56 basic income per share and \$0.55 diluted income per share). Noninterest income decreased \$2.1 million, or 43.9%, to \$2.7 million for 2004 from \$4.8 million in 2003. An increase in long-term interest rates during the year resulted in a decrease in the volume of residential mortgage refinance transactions; the interest rate increase, along with the turnover of loan originators in the New York office which created a temporary staffing reduction, resulted in a decrease in mortgage brokerage and referral fees and loan processing fees aggregating \$2.0 million. The results for 2003 included a gain from the sale of investment securities of \$308,000; there were no such sales of investment securities during 2004.

Interest income increased \$3.5 million to \$18.7 million in 2004 as compared to 2003 when interest income was \$15.2 million. This increase is due mainly to the growth in the loan portfolio and higher average balances in the available for sales securities portfolio.

Interest expense increased \$1.4 million, or 25.4%, to \$7.0 million in 2004 compared to \$5.6 million in 2003. The increase in interest expense is due to the increase in total deposits and higher average balances in Federal Home Loan Bank borrowings and subordinated debt.

Noninterest expenses for 2004 totaled \$12.3 million which represents an increase of \$597,000, or 5.1%, over the prior year. The higher operating costs were primarily the result of the full year impact in 2004 of the three branch offices opened in 2003, the two new branch offices opened in 2004 and the relocation of a residential mortgage loan origination office from Greenwich to Stamford, all of which resulted in an increase in occupancy and equipment expenses of \$397,000 over last year.

*Interest income and expense*

Our net interest income increased \$2.1 million, or 21.2%, to \$11.7 million in 2004 from \$9.6 million in 2003. An increase in average earning assets of \$65.4 million, or 23.2%, increased our interest income \$3.5 million, or 22.8%, from \$15.2 million in 2003 to \$18.7 million in 2004. Average loans outstanding increased \$45.2 million, or 23.3%, led by growth in construction and real estate loans, which reflects the continuing strength of the local real estate market. An increase in average investments and related yields resulted in an increase in interest income on available for sale securities of \$496,000. Higher average balances in federal funds sold and short-term investments combined with interest rates which began increasing in the latter part of the year resulted in an increase of \$118,000 in interest earned on Federal funds sold and short-term investments. Total average interest bearing liabilities increased by \$54.8 million, or 22.5%; average certificates of deposits increased by \$46.5 million; average money market deposits and NOW accounts increased \$8.0 million and \$500,000, respectively; average savings accounts decreased \$1.2 million; average FHLB advances increased \$2.5 million; average subordinated debt which was issued at the end of the first quarter of 2003 increased \$2.1 million. Interest expense increased from \$5.6 million in 2003 to \$7.0 million in 2004. Interest expense on certificates of deposit increased \$1.4 million as a result of higher average outstanding balances, partially offset by a decrease in the cost of funds for that portfolio from 3.19% in 2003 to 3.13% in 2004.

*Provision for loan losses*

The provision for loan losses charged to operations in 2004 of \$556,000 is relatively unchanged as compared to the provision for loan losses charged to operations in 2003 of \$563,000.

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The provision for loan losses charged to operations in 2003 of \$563,000 represents an increase of \$95,000, or 20.3%, as compared to the provision for loan losses charged to operations in 2002 of \$468,000. This increase is due to the credit risk factors assigned to the loan portfolio, which increased by \$44.2 million, or 25.5%, in 2003 and was not caused by any adverse change in nonperforming loans.

An analysis of the changes in the allowance for loan losses is presented under " Allowance for Loan Losses."

### *Noninterest income*

Noninterest income decreased \$2.1 million from \$4.8 million in 2003 to \$2.7 million in 2004. The decrease is primarily due to an increase in long term interest rates which resulted in a decrease in the volume of residential mortgage refinance transactions; this increase in interest rates combined with the turnover of loan originators in the New York office which created a temporary staffing reduction resulted in a decrease in mortgage brokerage referral fees of \$1.6 million and a reduction in loan origination and processing fees of \$260,000. Included in the results for 2003 are gains from the sale of investment securities of \$308,000; during 2004 there were no sales of investment securities. Increases in deposit accounts and transaction volumes resulted in an increase in fees and service charges of \$87,000 or 22.9% from \$378,000 for the year ended December 31, 2003 to \$465,000 for the year ended December 31, 2004.

### *Noninterest expenses*

Noninterest expenses increased \$597,000 in 2004 from \$11.7 million in 2003 to \$12.3 million in 2004. Salaries and benefits decreased slightly in 2004 as compared to 2003; increases in salaries, primarily due to staff additions resulting from the full year impact in 2004 of three branches opened in 2003 and two in 2004, loan and deposit sales and incentive compensation expense and stock based compensation were more than offset by lower levels of commissions and production and target related incentive compensation accruals as a direct result of the decrease in the volume of residential mortgage refinance transactions. Higher staffing levels and incentive compensation also resulted in higher payroll taxes and employee benefit costs. Occupancy and equipment expenses increased \$397,000 from \$1.3 million 2003 to \$1.7 million in 2004; this increase is primarily due to the full year impact in 2004 of opening three new branch offices in 2003 and of opening two branches in 2004, as well as the costs associated with the relocation of the Greenwich loan origination office to a new facility in Stamford. Loan administration and processing expenses decreased \$195,000, or 48.2%, from \$404,000 for the year ended December 31, 2003 to \$209,000 for the year ended December 31, 2004; this decrease is related to the decrease in the volume of residential mortgage loans and the resultant decreases in mortgage brokerage and loan processing fees. Other non-interest expenses increased \$192,000, or 18.3%, from \$1.0 million for the year ended December 31, 2003 to \$1.2 million for the year ended December 31, 2004; included in the results for 2004 are nonrecurring items for a payment made to the State of Connecticut for an amendment to our certificate of incorporation to increase the number of shares the Company is authorized to issue and the write off of an externally perpetuated fraud of a customer's checks for which the Bank has submitted an insurance claim. In addition, there were increases in regulatory assessments as a direct result of the growth of the Bank.

Management believes that additional branch offices will contribute to our future growth and earnings. While the opening of these new branches will result in increased operating expenses, the openings will be strategically planned to maintain profitable operations.

Management regularly reviews loan and deposit rates and attempts to price our products competitively. With the assistance of its investment advisors, we track our mix of asset/liability maturities and strive to maintain a reasonable match. Performance ratios are reviewed monthly by management and the Board and are used to set strategies.

### *Income Taxes*

The provision for income taxes of \$633,000 in 2004 and \$877,000 for 2003 represents the tax expense recognized for both federal and state income tax. The effective tax rates for 2004 and 2003 are 40.6% and 39.5%, respectively. Fluctuations in effective tax rates are due to the change in pre-tax income as well as to the exclusion, for state tax purposes, of certain holding company expenses.

### *Liquidity*

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments, cash flow from mortgage-backed securities, maturities and sales of investment securities and borrowings from the Federal Home Loan Bank of Boston. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition.

Our liquidity ratio was 32.6% and 35.1% at December 31, 2004 and 2003, respectively. The liquidity ratio is defined as the percentage of liquid assets to total assets. The following categories in the accompanying balance sheets are considered liquid assets: cash and due from banks, federal funds sold, short-term investments and available-for-sale securities. Liquidity is a measure of our ability to generate adequate cash to meet financial obligations. The principal cash requirements of a financial institution are to cover increases in its loan portfolio and downward fluctuations in deposit accounts. Management believes our short-term assets have sufficient liquidity to satisfy loan demand, cover potential fluctuations in deposit accounts and to meet other anticipated cash requirements.

We regularly adjust our investments in liquid assets based upon our assessment of (1) expected loan demand, (2) expected deposits flows, (3) yields available on securities and (4) the objectives of our asset/liability management and liquidity policies. Excess liquid assets are invested generally in short-term investments and short- and intermediate-term U.S. Government agency obligations.

Our most liquid assets are cash and cash equivalents and short-term investments. The levels of these assets depend on the timing of and projections for deposit flows, loan fundings and payments from the loan and investment portfolios. At December 31, 2004, cash and cash equivalents totaled \$55.6 million, including short-term investments of \$11.5 million. Securities classified as available-for-sale, which provide additional sources of liquidity, totaled \$76.3 million at December 31, 2004. In addition, at December 31, 2004, we had the ability to borrow a total of approximately \$64.8 million from the Federal Home Loan Bank of Boston. On that date, we had advances outstanding of \$8.0 million. Additionally, we had arranged overnight lines of credit of \$2.0 million from the Federal Home Loan Bank of Boston. On that date, we had no overnight advances outstanding.

The Bank also had arranged an overnight line of credit of \$3.0 million from a correspondent bank. At December 31, 2004, there was nothing outstanding under the line. At December 31, 2004, the Bank also had the ability to borrow \$10 million under a repurchase agreement. There was nothing outstanding on that date.

At December 31, 2004, we had \$96.9 million in loan commitments outstanding, which included \$37.2 million in undisbursed construction loans, \$27.1 in unused home equity lines of credit, and \$7.2 million in commercial lines of credit. In addition, there were \$23.5 million in commitments outstanding for loans that had not yet closed, \$19.8 million of which were commitments for construction loans. Certificates of deposit due within one year of December 31, 2004 totaled \$95.2 million, or 25.9% of total deposits. We believe that the large percentage of deposits in shorter-term certificates of deposit reflects customers' hesitancy to invest their funds in long-term certificates in the current low interest rate environment. If these maturing certificates of deposit do not remain with us, we will be required to seek other sources of funds, including other certificates of

deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before December 31, 2005. We have, however, increased our certificates of deposit maturing beyond one year by \$23.2 million and we had \$107.8 million in that category at December 31, 2004. This provides a stable cost-effective funding source in a rising rate environment. Additionally, we maintain a shorter duration in our securities portfolio to provide necessary liquidity to compensate for any deposit outflows. We believe, however, based on past experience, that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

### Capital

The following table illustrates the Bank's regulatory capital ratios for each of the years shown:

	December 31,		
	2004	2003	2002
Leverage capital	6.98%	7.85%	6.98%
Tier 1 risk-based capital	9.29	10.47	9.11
Total risk-based capital	10.50	11.67	10.36

The following table illustrates our regulatory capital ratios for each of the years shown:

	December 31,		
	2004	2003	2002
Leverage capital	6.79%	7.51%	6.99%
Tier 1 risk-based capital	9.04	10.00	9.13
Total risk-based capital	10.70	11.87	10.39

Capital adequacy is one of the most important factors used to determine the safety and soundness of individual banks and the banking system. Based on the above ratios, the Bank is considered to be "well capitalized" under applicable regulations. To be considered "well-capitalized," an institution must generally have a leverage capital ratio of at least 5%, a Tier 1 risk-based capital ratio of at least 6% and a total risk-based capital ratio of at least 10%.

The increase in capital ratios during 2003 was primarily due to the issuance of junior subordinated debt in connection with the issuance by a statutory trust formed by us of trust preferred securities. The decrease in capital ratios during 2004 is primarily due to the growth of the Bank.

Management continuously assesses the adequacy of the Bank's capital to ensure that the Bank maintains its "well capitalized" classification. Management's strategic and capital plans contemplate various alternatives to raise additional capital to support the planned growth of the Bank, which plans include the opening of one new branch in the second or third quarter of 2005.

### Market Risk

Market risk is defined as the sensitivity of income to fluctuations in interest rates, foreign exchange rates, equity prices, commodity prices and other market-driven rates or prices. Based upon the nature of our business, market risk is primarily limited to interest rate risk, which is the impact that changing interest rates have on current and future earnings.

*Qualitative Aspects of Market Risk.* Our goal is to maximize long term profitability while minimizing our exposure to interest rate fluctuations. The first priority is to structure and price our assets and liabilities to maintain an acceptable interest rate spread while reducing the net effect of changes in interest rates. In order to accomplish this, the focus is on maintaining a proper balance

between the timing and volume of assets and liabilities re-pricing within the balance sheet. One method of achieving this balance is to originate variable rate loans for the portfolio and purchase short term investments to offset the increasing short term re-pricing of the liability side of the balance sheet. In fact, a number of our interest bearing deposit products have no contractual maturity. Customers may withdraw funds from their accounts at any time and deposit balances may therefore run off unexpectedly due to changing market conditions. Additionally, loans and investments with longer term rate adjustment frequencies are matched against longer term deposits and borrowings to lock in a desirable spread.

The exposure to interest rate risk is monitored by our Management Asset and Liability Committee consisting of senior management personnel. The committee meets on a monthly basis, or more frequently, if needed. The committee reviews the interrelationships within the balance sheet to maximize net interest income within acceptable levels of risk. This committee reports to the board of directors on a monthly basis regarding its activities.

The Board Asset and Liability Committee, or ALCO, meets quarterly. That committee monitors the interest rate risk analysis, reviews investment transactions during the period and determines compliance with Bank policies.

*Quantitative Aspects of Market Risk.* We analyze our interest rate sensitivity position to manage the risk associated with interest rate movements through the use of interest income simulation and GAP analysis. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are "interest sensitive." An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period.

Our goal is to manage asset and liability positions to moderate the effects of interest rate fluctuations on net interest income. Interest income simulations are completed quarterly and presented to the Board ALCO Committee. The simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions. Changes to these assumptions can significantly affect the results of the simulations. The simulation incorporates assumptions regarding the potential timing in the repricing of certain assets and liabilities when market rates change and the changes in spreads between different market rates.

Simulation analysis is only an estimate of our interest rate risk exposure at a particular point in time. We continually review the potential effect changes in interest rates could have on the repayment of rate sensitive assets and funding requirements of rate sensitive liabilities.

We have established interest rate risk guidelines measured by a behavioral GAP analysis calculated at the one year cumulative GAP level and a net interest income and economic value of portfolio equity simulation model measured by a 200 basis point interest rate shock.

The table below sets forth an approximation of our exposure to changing interest rates using our behavioral GAP analysis and as a percentage of estimated net interest income and estimated net portfolio value using interest income simulation. The calculations use projected repricing of assets and liabilities at December 31, 2004 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments.

	<b>Basis Points</b>	<b>Interest Risk Guidelines</b>	<b>At December 31, 2004</b>
Gap percentage total		+/-15%	19.95%
Net interest income	200	+/-15%	20.34%
	-200	+/-15%	-21.65%
Net portfolio value	200	+/-25%	3.38%
	-200	+/-25%	-16.25%

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The interest rate risk position at December 31, 2004 exceeded guidelines for both the one year GAP and the 200 basis points interest rate shock net interest income simulation model. This position is the result of high liquidity levels imbedded in the balance sheet at the 2004 year-end resulting from significant growth in the fourth quarter of 2004. The interest rate risk level has been reduced in the first quarter of 2005 due to the redeployment of these assets into higher yielding loans and investments.

The table below sets forth examples of percentage changes in estimated net interest income and estimated net portfolio value based on projected interest rate increases and decreases.

### Net Interest Income and Economic Value Summary Performance

Projected Interest Rate Scenario	Net Interest Income			Net Portfolio Value		
	Estimated Value	\$ Change from Base	% Change from base	Estimated Value	\$ Change from Base	% Change from base
+200	\$ 13,839	\$ 2,339	20.34%	\$ 39,045	\$ 1,277	3.38%
+100	12,534	1,034	8.99	38,794	1,026	2.27
BASE	11,500			37,768		
-100	10,450	(1,051)	(9.14)	35,805	(1,963)	(5.20)
-200	9,011	(2,490)	(21.65)	31,618	(6,150)	(16.28)

#### *Impact of Inflation and Changing Prices*

Our financial statements have been prepared in terms of historical dollars, without considering changes in relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on our performance than the effect of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. Notwithstanding this, inflation can directly affect the value of loan collateral, in particular, real estate. Inflation, or disinflation, could significantly affect our earnings in future periods.

## Business

### *Our Company*

We are a Connecticut corporation which was organized in 1999 for the purpose of becoming a one-bank holding company for the Bank, a national banking association headquartered in Stamford, Connecticut. Our reorganization into the holding company form became effective in December 1999. Upon consummation of the reorganization, each outstanding share of common stock of the Bank was converted into the right to receive one share of our common stock and each outstanding option or warrant to purchase Bank common stock became an option or warrant to purchase an equal number of shares of our common stock.

The Bank was granted preliminary approval by the OCC in March 1993. It received its charter and commenced operations as a national bank on August 31, 1994. Since then, the Bank has opened branch offices in Greenwich and Old Greenwich, Connecticut in 1997 and 1999; two branch offices in Norwalk, Connecticut, one in 2001 and a second in 2003; a second Stamford location in 2003; two branch offices in Wilton, Connecticut, one in 2003 and a second in 2004; and a branch office in Darien, Connecticut in 2004. The Bank has received regulatory approval to open a branch office in Southport, Connecticut.

In June 1999, we acquired all of the outstanding capital stock of three affiliated residential mortgage companies doing business in Connecticut, New Jersey and New York. Upon acquisition, we consolidated the mortgage brokerage business into the Bank's Residential Lending Group.

In March 2003, we formed Patriot National Statutory Trust I for the sole purpose of issuing trust preferred securities and investing the proceeds in subordinated debentures issued by us. We primarily invested the funds from the issuance of the debt in the Bank, which in turn used the proceeds to fund general operations of the Bank.

We offer a broad range of consumer and commercial banking services with an emphasis on serving the needs of individuals, small and medium-sized businesses and professionals. We offer commercial real estate and construction loans to area businesses and developers. Real estate loans made to individuals include one- to four-family residential mortgage loans, home improvement loans, bridge loans and home equity lines of credit. Other personal loans include lines of credit, installment loans and credit cards. Commercial loans offered to small and medium-sized businesses include secured and unsecured loans to service companies, real estate developers, manufacturers, restaurants, wholesalers, retailers and professionals doing business in our market area.

We offer consumer and commercial deposit accounts that include: checking accounts, interest-bearing "NOW" accounts, insured money market accounts, time certificates of deposit, savings accounts and IRA's (Individual Retirement Accounts). Other services include money orders, traveler's checks, ATM's (automated teller machines), internet banking and debit cards. In addition, we may in the future offer Keogh accounts and other financial services.

The Bank's Residential Lending Group solicits and processes residential mortgage loan applications from consumers on behalf of permanent investors and originates loans for sale. Revenues are generated from loan and application processing fees received from the permanent investors, and gains and origination fees from loans sold. The Residential Lending Group operates out of a main office in Stamford, Connecticut and a second office in Melville, (Long Island), New York. The Residential Lending Group employs loan originators operating out of both offices and also solicits and accepts mortgage applications through the Bank's website, [www.pnbk.com](http://www.pnbk.com).

The Residential Lending Group brokers home purchase and refinancing loans for multiple mortgage sources. In addition to Connecticut and New York, the Residential Lending Group originates loans in California, Florida, Massachusetts, New Jersey, North Carolina and Vermont.

We compete with a variety of financial institutions in our market area. Most of these institutions have greater financial resources and capitalization than we do, which gives them higher lending limits and the ability to conduct larger advertising campaigns to attract business. Generally, the larger institutions offer services such as trust and international banking which we are not equipped to offer directly. Currently, when the need arises, we make arrangements with correspondent institutions to provide such services. In the future, if we desire to offer trust services, prior approval of the OCC will be required. To attract business in this competitive environment, we rely on local promotional activities and personal contacts by officers, directors and shareholders and on our ability to offer personalized services.

Our customer base is diversified so that there is not a concentration of either loans or deposits within a single industry, a group of industries, a single person or groups of people. We do not depend on one or a few major customers for either our deposit or lending activities, the loss of any one of which would have a material adverse effect on our business.

The majority of our deposits come from residents and businesses located in Stamford, Greenwich, Norwalk, Wilton and Darien, Connecticut. We have focused our attention on serving the segments of our market area historically served by community banks. We compete in our market by providing a high level of personalized and responsive banking service for which we believe there is a need. Our primary market area is bordered by New York State to the west, the Town of Ridgefield to the north, the Town of Westport to the east, and Long Island Sound to the south.

Our loan customers extend beyond Stamford, Greenwich, Norwalk, Wilton and Darien to include nearby towns in Fairfield County, Connecticut, and towns in Westchester County, New York, although our loan business is not necessarily limited to these areas. Our mortgage brokerage business is concentrated in the areas surrounding our loan origination offices. While we do not currently hold or intend to attract significant deposit or loan business from major corporations with headquarters in the Fairfield County area, we believe that the service, professional and related businesses which have been attracted to this area, as well as the individuals that reside in this area, represent our current and potential customers.

In the normal course of business and subject to applicable government regulations, we invest a portion of our assets in investment securities, which may include certain debt and equity securities, including U.S. government securities. An objective of our investment policy is to seek to optimize our return on assets while limiting our exposure to interest rate movements and to maintain adequate levels of liquidity.

Our employees perform most routine day-to-day banking transactions at our main office and branch locations. However, we have entered into a number of arrangements with third parties for banking services such as correspondent banking, check clearing, data processing services, credit card processing and armored carrier service.

### ***Competition***

The cities of Stamford and Norwalk and the towns of Greenwich, Wilton and Darien are presently served by approximately 151 branches of commercial banks and savings banks, most of which are offices of banks which have headquarters outside of the area or are subsidiaries of bank or financial holding companies whose headquarters are outside of the state or areas served by us. In addition to banks with branches in the same areas as us, there are numerous banks and financial institutions serving the communities surrounding these areas, which also draw customers from Stamford, Greenwich, Norwalk, Wilton and Darien, posing significant competition to us for deposits and loans. Many of such banks and financial institutions are well established and well capitalized.



In recent years, intense market demands, economic pressures and significant legislative and regulatory actions have eroded banking industry classifications which were once clearly defined and have increased competition among banks, as well as other financial institutions. This increase in competition has caused banks and other financial service institutions to diversify their services and become more cost effective as a result of competition with one another and with new types of financial service companies, including non-bank competitors. The impact on us of federal legislation authorizing increased services by financial holding companies and interstate branching of banks has resulted in increased competition. These events have resulted in increasing homogeneity in the financial services offered by banks and other financial institutions. The impact on banks and other financial institutions of these market dynamics and legislative and regulatory changes has been increased customer awareness of product and service differences among competitors and increased merger activity.

### *Office Properties*

We conduct business at our main office located at 900 Bedford Street, Stamford, Connecticut and at branch offices located at 838 High Ridge Road, Stamford, Connecticut, 100 Mason Street, Greenwich, Connecticut, 184 Sound Beach Avenue, Old Greenwich, Connecticut, 16 River Street and 365 Westport Avenue in Norwalk, Connecticut, One Danbury Road and 5 River Road in Wilton, Connecticut and 800 Post Road in Darien, Connecticut. Our mortgage origination offices are located at 1177 Summer Street, Stamford, Connecticut and 20 Broad Hollow Road, Melville, New York. We also lease space for additional parking at our main office. In March 2005, we entered into a lease for a new branch location in Southport, Connecticut which expires on March 22, 2015. In addition, we negotiated a lease for an additional residential mortgage origination office located in New York effective as of April 1, 2005.

We lease space for all of our offices and facilities. Lease commencement dates for office locations range from January 1, 2001 to September 1, 2004 and lease expiration dates fall between December 31, 2005 and October 15, 2014. Most of our leases contain rent escalation provisions as well as renewal options for one or more additional terms. Our leased space is in good condition, covered by insurance and adequate for our current needs.

We have sublet and licensed excess space in two of our locations to one of our directors. See "Management Transactions with Management and Others."

### *Employees*

As of December 31, 2004, we had 102 full-time employees and eight part-time employees. None of our employees is covered by a collective bargaining agreement, and we believe that our relationship with our employees is good.

### *Legal Proceedings*

Neither we nor the Bank have any pending legal proceedings, other than ordinary routine litigation incidental to our business, to which we or the Bank is a party or any of our property is subject.

## **Supervision and Regulation**

As a bank holding company, our operations are subject to regulation, supervision and examination by the Board of Governors of the Federal Reserve Board. The Federal Reserve Board has established capital adequacy guidelines for bank holding companies that are similar to the OCC's capital guidelines applicable to the Bank. The Bank Holding Company Act of 1956, as amended, or the BHC Act limits the types of companies that a bank holding company may acquire or organize and the activities in which it or they may engage. In general, bank holding companies and their subsidiaries are only permitted to engage in, or acquire direct control of any company engaged in, banking or in a business

so closely related to banking as to be a proper incident thereto. Federal legislation enacted in 1999 authorizes certain entities to register as financial holding companies. Registered financial holding companies are permitted to engage in businesses, including securities and investment banking businesses, which are prohibited to bank holding companies. While the creation of financial holding companies is evolving, to date there has been no significant impact on us.

Under the BHC Act, we are required to file annually with the Federal Reserve Board a report of our operations. We, the Bank and any other subsidiaries are subject to examination by the Federal Reserve Board. In addition, we will be required to obtain the prior approval of the Federal Reserve Board to acquire, with certain exceptions, more than 5% of the outstanding voting stock of any bank or bank holding company, to acquire all or substantially all of the assets of a bank or to merge or consolidate with another bank holding company. Moreover, we, the Bank and any other subsidiaries are prohibited from engaging in certain tying arrangements in connection with any extension of credit or provision of any property or services. The Bank is also subject to certain restrictions imposed by the Federal Reserve Act on issuing any extension of credit to us or any of its subsidiaries or making any investments in the stock or other securities thereof and on the taking of such stock or securities as collateral for loans to any borrower. If we want to engage in businesses permitted to financial holding companies but not to bank holding companies, we would need to register with the Federal Reserve Board as a financial holding company.

### *Payment of Dividends*

The Federal Reserve Board has issued a policy statement on the payment of cash dividends by bank holding companies, which expresses the Federal Reserve Board's view that a bank holding company should pay cash dividends only to the extent that bank holding company's net income for the past year is sufficient to cover both the cash dividend and a rate of earnings retention that is consistent with the bank holding company's capital needs, asset quality and overall financial condition. The Federal Reserve Board has also indicated that it would be inappropriate for a company experiencing serious financial problems to borrow funds to pay dividends. Furthermore, under the prompt corrective action regulations adopted by the Federal Reserve Board pursuant to applicable law, the Federal Reserve Board may prohibit a bank holding company from paying any dividends if the bank holding company's bank subsidiary is classified as "undercapitalized."

A bank holding company is required to give the Federal Reserve Board prior written notice of any purchase or redemption of its outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of its consolidated retained earnings. The Federal Reserve Board may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe or unsound practice or would violate any law, regulation, Federal Reserve Board order, or any condition imposed by, or written agreement with, the Federal Reserve Board.

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 was enacted to ease restrictions on interstate banking. Effective September 29, 1995, the Riegle-Neal Act allows the Federal Reserve Board to approve an application of an adequately capitalized and adequately managed bank holding company to acquire control of, or acquire all or substantially all of the assets of, a bank located in a state other than such holding company's state, without regard to whether the transaction is prohibited by the laws of any state. The Federal Reserve Board may not approve the acquisition of a bank that has not been in existence for the minimum time period (not exceeding five years) specified by the statutory law of the host state. The Riegle-Neal Act also prohibits the Federal Reserve Board from approving an application if the applicant (and its depository institution affiliates) controls or would control more than 10% of the insured deposits in the United States or 30% or more of the deposits in the target bank's home state or in any state in which the target bank maintains a branch.

The Riegle-Neal Act does not affect the authority of states to limit the percentage of total insured deposits in the state which may be held or controlled by a bank or bank holding company to the extent that such limitation does not discriminate against out-of-state banks or bank holding companies. Individual states may also waive the 30% statewide concentration limits contained in the Riegle-Neal Act.

We are subject to capital adequacy rules and guidelines issued by the OCC, the Federal Reserve Board and the FDIC and the Bank is subject to capital adequacy rules and guidelines issued by the OCC. These substantially identical rules and guidelines require us to maintain certain minimum ratios of capital to adjusted total assets and/or risk-weighted assets. Both we and the Bank comply with these rules and guidelines. Under the provisions of the Federal Deposit Insurance Corporation Improvements Act of 1991, the federal regulatory agencies are required to implement and enforce these rules in a stringent manner. We are also subject to applicable provisions of Connecticut law insofar as they do not conflict with, or are not otherwise preempted by Federal banking law.

The Bank's operations are subject to regulation, supervision and examination by the OCC and the FDIC.

Federal and state banking regulations regulate, among other things, the scope of the business of a bank, a bank holding company or a financial holding company, the investments a bank may make, deposit reserves a bank must maintain, the nature and amount of collateral for certain loans a bank makes, the establishment of branches and the activities of a bank with respect to mergers and acquisitions. The Bank is a member of the Federal Reserve System and is subject to applicable provisions of the Federal Reserve Act and regulations thereunder. The Bank is subject to the federal regulations promulgated pursuant to the Financial Institutions Supervisory Act to prevent banks from engaging in unsafe and unsound practices, as well as various other federal and state laws and consumer protection laws. The Bank is also subject to the comprehensive provisions of the National Bank Act.

The OCC regulates the number and locations of the branch offices of a national bank. The OCC may only permit a national bank to maintain branches in locations and under the conditions imposed by state law upon state banks. At this time, applicable Connecticut banking laws do not impose any material restrictions on the establishment of branches by Connecticut banks throughout Connecticut.

The earnings and growth of us, the Bank and the banking industry are affected by the monetary and fiscal policies of the United States Government and its agencies, particularly the Federal Reserve Board. The Open Market Committee of the Federal Reserve Board implements national monetary policy to curb inflation and combat recession. The Federal Reserve Board uses its power to adjust interest rates in United States Government securities, the Discount Rate and deposit reserve retention rates. The actions of the Federal Reserve Board influence the growth of bank loans, investments and deposits. They also affect interest rates charged on loans and paid on deposits. The nature and impact of any future changes in monetary policies cannot be predicted.

In addition to other laws and regulations, we are subject to the Community Reinvestment Act, or the CRA, which requires the federal bank regulatory agencies, when considering certain applications involving us or the Bank, to consider our record of helping to meet the credit needs of the entire community, including low- and moderate-income neighborhoods. The CRA was originally enacted because of concern over unfair treatment of prospective borrowers by banks and over unwarranted geographic differences in lending patterns. Existing banks have sought to comply with CRA in various ways; some banks have made use of more flexible lending criteria for certain types of loans and borrowers (consistent with the requirement to conduct safe and sound operations), while other banks have increased their efforts to make loans to help meet identified credit needs within the consumer community, such as those for home mortgages, home improvements and small business loans. For example, this may include participation in various government insured lending programs, such as Federal Housing Administration insured or Veterans Administration guaranteed mortgage loans, Small

Business Administration loans, and participation in other types of lending programs such as high loan-to-value ratio conventional mortgage loans with private mortgage insurance. To date, the market area from which we draw much of our business is Stamford, Greenwich, Norwalk, Wilton and Darien, which locations are characterized by a very diverse ethnic, economic and racial cross-section of the population. As we continue to expand, the market areas served by us will continue to evolve. We have not and will not adopt any policies or practices, which discourage credit applications from, or unlawfully discriminate against, individuals or segments of the communities served by us.

On October 26, 2001, the Uniting and Strengthening America by Providing Tools Required to Intercept and Obstruct Terrorism Act of 2001, or the *USA Patriot Act*, was enacted to further strengthen domestic security following the September 11, 2001 terrorist attacks. This Act amends various federal banking laws, particularly the Bank Secrecy Act, with the intent to curtail money laundering and other activities that might be undertaken to finance terrorist actions. Financial institutions in the United States are required to enhance already established anti-money laundering policies, procedures and audit functions and ensure that controls are reasonably designed to detect instances of money laundering through certain correspondent or private banking accounts. Financial institutions are also required to verify customer identification, maintain verification records and cross check names of new customers against government lists of known or suspected terrorists.

On July 20, 2002, the Sarbanes-Oxley Act of 2002 was enacted, the primary purpose of which is to protect investors through improved corporate governance and heightened responsibilities of, and disclosures by, public companies. The Act contains provisions for the limitations of services that external auditors may provide as well as requirements for the credentials of audit committee members. In addition, the principal executive and principal financial officers are required to certify in quarterly and annual reports that they have reviewed the report; and based on the officers' knowledge, the reports accurately present the financial condition and results of operations of the company and contain no untrue statement or omission of material fact. The officers also certify their responsibility for establishing and maintaining a system of internal controls which insure that all material information is made known to the officers; this certification also includes the evaluation of the effectiveness of disclosure controls and procedures and their impact upon financial reporting. Section 404 of the Act, requires that each annual report include an internal control report which states that it is the responsibility of management to establish and maintain an adequate internal control structure and procedures for financial reporting, as well as an assessment by management of the effectiveness of the internal control structure and procedures for financial reporting. This section further requires that the external auditors attest to, and report on, the assessment made by management. In March 2005, the Securities and Exchange Commission, or the SEC, extended the Section 404 compliance dates for non-accelerated filers such as us (those issuers with non-affiliated public float of less than \$75 million) to fiscal years ending on or after July 16, 2006. Due to the burdens on smaller companies in designing and implementing compliance with this section, this one year extension will provide smaller companies, such as us, with the necessary opportunity to more thoroughly evaluate their systems of internal controls.

We do not anticipate that compliance with applicable federal and state banking laws will have a material adverse effect on our business or the business of the Bank. Neither we nor the Bank have any material patents, trademarks, licenses, franchises, concessions and royalty agreements or labor contracts, other than the charter granted to the Bank by the OCC. The Bank has, however, registered the trademark "Patriot" and the corresponding logo with the State of Connecticut Trademark Office. Compliance by us and the Bank with federal, state and local provisions which have been enacted or adopted regulating or otherwise relating to the discharge of material into the environment is not expected to have a material effect upon our capital expenditures, earnings or competitive position.

**Security Ownership of Certain Beneficial Owners and Management**

The table below provides certain information about beneficial ownership of our common stock as of April, 2005. The table shows information for:

each person, or group of affiliated persons, who is known to us to beneficially own more than 5% of our common stock;

each of our directors;

each of our named executive officers; and

all of our directors and executive officers as a group.

Except as otherwise noted, the persons or entities in this table have sole voting and investing power with respect to all shares of common stock beneficially owned by them, subject to community property laws, where applicable. The address of each person is care of us at our principal executive office, except for Mr. Lewis.

The percentage ownership information below is based on a total of 2,489,391 shares of common stock outstanding before the offering,        shares of common stock outstanding after the offering, assuming the sale of the minimum number of shares available in this offering, and        shares of common stock outstanding after the offering, assuming the sale of the maximum number of shares available in this offering. For purposes of the table below, we treat shares of common stock subject to options that are currently exercisable or exercisable within 60 days after March 31, 2005 to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of the person, but we do not treat the shares as outstanding for the purpose of computing the percentage ownership of any other shareholder.

Name	Shares Owned Prior to the Offering		Shares to be Purchased in the Offering(1)	Shares Owned After the Offering	
				Percent	
	Number	Percent		Number	Assuming Minimum Number of Shares Sold
<i>5% Shareholder:</i>					
Barry Lewis(2)	201,439	8.1%			
<i>Directors and Executive Officers:</i>					
Angelo De Caro	682,000(3)	27.4			
John J. Ferguson	1,000	*			
Brian A. Fitzgerald	100	*			
John A. Geoghegan	5,917	*			
L. Morris Glucksman	58,891(4)	2.3			
Charles F. Howell	25,000	1.0			
Michael F. Intrieri	40,507(5)	1.6			
Robert F. O'Connell	16,036	*			
Paul C. Settelmeyer(6)	16,600	*			
Philip W. Wolford	19,468(7)	*			
Martin G. Noble	866	*			
Marcus Zavattaro	76,011	3.1			
All directors and executive officers as a group (14 persons)	945,042(8)	37.4%			

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\*

less than 1%

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- (1) Reflects the purchase of an aggregate of \$1.7 million of our common stock by the following individuals: Mr. De Caro (\$1.0 million); Mr. Ferguson (\$8,446); Mr. Fitzgerald (\$842); Mr. Geoghegan (\$30,000); Mr. Glucksman (\$100,000); Mr. Howell (\$211,149); Mr. Intrieri (\$200,000); Mr. O'Connell (\$75,000); Mr. Settlemeyer (\$50,000); Mr. Wolford (\$25,000); and Mr. Noble (\$6,600).
- (2) Mr. Lewis' address is 177 South Mountain Road, New City, New York 10956.
- (3) Includes 19,000 shares for which Mr. De Caro has sole voting power but in which he has no direct or indirect pecuniary interest.
- (4) Includes 3,200 shares held by Mr. Glucksman as Trustee for Roslyn Glucksman, Mr. Glucksman's wife; 1,000 shares owned solely by Roslyn Glucksman; 5,500 shares held by Mr. Glucksman as Trustee for Rayna Glucksman, Mr. Glucksman's daughter; 5,500 shares held by Mr. Glucksman as Trustee for Janna Glucksman, Mr. Glucksman's daughter; and 10,800 shares held as Trustee for other than immediate family members. Also includes 17,133 shares of common stock issuable upon exercise of stock options exercisable within 60 days after March 31, 2005.
- (5) Includes 1,200 shares held in joint tenancy with Karen Intrieri, Mr. Intrieri's wife, and 651 shares owned solely by Karen Intrieri; 600 shares held by Michael J. Intrieri, Mr. Intrieri's son, and 1,500 shares owned jointly by father and son; and 600 shares held by Jason Intrieri, Mr. Intrieri's son, and 1,500 shares owned jointly by father and son. Also includes 10,000 shares of common stock issuable upon exercise of stock options exercisable within 60 days after March 31, 2005.
- (6) Mr. Settlemeyer will not stand for re-election as a director at our 2005 Annual Meeting of Shareholders.
- (7) Includes 84 shares held in joint tenancy with, Regine Vantieghem, Mr. Wolford's wife; 83 shares held in joint tenancy with Jack A. Wolford, Mr. Wolford's father; 83 shares held in joint tenancy with Kathryn Rachel Wolford, Mr. Wolford's mother. Also includes 9,000 shares of common stock issuable upon exercise of stock options exercisable within 60 days after March 31, 2005.
- (8) Includes 36,133 shares of common stock issuable upon exercise of stock options exercisable within 60 days after March 31, 2005.

**Management*****Executive Officers and Directors***

The table below lists our executive officers and directors as of March 31, 2005:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Angelo De Caro	62	Chairman and Chief Executive Officer of us; Chairman of the Bank
Charles F. Howell	56	President and Vice Chairman of us; President and Chief Executive Officer of the Bank
Robert F. O'Connell	56	Senior Executive Vice President, Chief Financial Officer and Director of us and the Bank
Philip W. Wolford	57	Chief Operating Officer, Secretary and Director of us and the Bank
Michael A. Capodanno	44	Senior Vice President and Controller of us and the Bank
John Kantzas	69	Executive Vice President and Cashier of the Bank
Martin G. Noble	55	Executive Vice President and Senior Lending Officer of the Bank
Marcus Zavattaro	40	Executive Vice President of the Bank
John J. Ferguson(1)(2)	65	Director of us and the Bank
Brian A. Fitzgerald(1)	56	Director of us and the Bank
John A. Geoghegan(2)	63	Director of us and the Bank
L. Morris Glucksman(2)	57	Director of us and the Bank
Michael F. Intrieri(1)(2)	61	Director of us and the Bank
Paul C. Settelmeyer(1)(2)	59	Director of us and the Bank

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

*Angelo De Caro* has served as our director since our organization in 1999 and as our Chairman since his election in 2001. He has also served as our Chief Executive Officer since 2001 and was our President and Chief Executive Officer from our organization in 1999 to 2001. He has served as a director of the Bank since 1998, as Chairman of the board of directors of the Bank since September 2000, and as Chief Executive Officer of the Bank from June 1999 until October 2000. Mr. De Caro has been a private investor from 1996 to present. Mr. De Caro was a General Partner and Senior Financial Officer of Goldman, Sachs & Co. from 1979 to 1996. In addition he served on the Executive Committees of Goldman Sachs Swiss Private Bank and Goldman Sachs Trust Services.

*Charles F. Howell* has served as our Vice Chairman since 2000 and as our President since 2001. He has also served as a director and President and Chief Executive Officer of the Bank since 2000. From 1998 to 2000, Mr. Howell was a director and President of Summit Bank Connecticut. He also served as Executive Vice President, Chief Operating Officer and a director of each of NSS Bank from 1994 to 1998, and NSS Bancorp from the date of formation in 1997 to 1998.

*Robert F. O'Connell* has served as our director and Senior Executive Vice President and Chief Financial Officer since 2001 and as our Executive Vice President and Chief Financial Officer from 2000 to 2001. He has also served as a director and Senior Executive Vice President



and Chief Financial

Officer of the Bank since 2001 and as Executive Vice President and Chief Financial Officer of the Bank from 2000 to 2001. From 1994 to 2000, Mr. O'Connell served as Senior Vice President and Chief Financial Officer of New Canaan Bank and Trust Company and Treasurer/Senior Financial Officer of its successor, Summit Bank, New Canaan, Connecticut.

*Philip W. Wolford* has served as our Chief Operating Officer and Secretary since June 2000. He has also served as Chief Operating Officer and Secretary of the Bank since September 2000. Mr. Wolford was our President and Secretary from December 1999 until June 2000. He was President, Chief Executive Officer and Secretary of the Bank from September 1994 until June 1999 and President and Secretary of the Bank from August 1999 until September 2000. Mr. Wolford has served as our director since 1999 and a director of the Bank since 1994.

*Michael A. Capodanno* has served as our Senior Vice President and Controller since April 2004. He has also served as Senior Vice President and Controller of the Bank since April 2004 and as Vice President and Controller of the Bank from 2001 to 2004. Mr. Capodanno was the Chief Financial Officer of The Greenwich Bank & Trust Company from 2000 to 2001.

*John Kantzas* has served as Executive Vice President and Cashier of the Bank since 1994.

*Martin G. Noble* has served as Executive Vice President and Senior Loan Officer of the Bank since February 1999. From 1996 to 1999, he served as Vice President and Manager Risk Management for Cityscape Corporation, a mortgage banking company.

*Marcus Zavattaro* has served as Executive Vice President of the Bank and the Division Sales Manager of the Bank's Residential Lending Group since 2004. From 1999 to 2004, Mr. Zavattaro served as Executive Vice President of the Bank and President of the Pinnacle Financial Division of the Bank. From 1994 to 1999, he served as President of Pinnacle Financial Corp., a mortgage broker.

*John J. Ferguson* has served as a director of us and the Bank since 2001. He is a Senior Partner of the law firm of Bleakley Platt & Schmidt LLP, New York, New York.

*Brian A. Fitzgerald* has served as a director of us and the Bank since March 2005. He has also served as the Finance Director and Property Manager at Villa Maria Education Center in Stamford, Connecticut since 2001. From 1999 to 2001, Mr. Fitzgerald served as the Finance Director and Controller of Chromacol, a developer of consumables and accessories for chromatography. Mr. Fitzgerald was chairman of the audit committee of Summit Bank of Connecticut from 1999 to 2001, chairman of the audit committee of NSS Bancorp from 1997 to 1998, and chairman of the audit committee of NSS Bank from 1995 to 1997.

*John A. Geoghegan* has served as a director of us and the Bank since 1998. He is a Resident Principal (Partner) of the law firm of Gellert & Klein, P.C., Purchase, New York and its predecessor firm. Previously, Mr. Geoghegan was a director of Barclays Bank, N.A. for over eighteen years.

*L. Morris Glucksman* has served as a director of us and the Bank since 1993. Mr. Gluckman is a practicing attorney in Stamford, Connecticut.

*Michael F. Intrieri* has served as a director of us and the Bank since 1993. He is a facilitator in the Stamford, Connecticut Public School System. Mr. Intrieri holds an Ed.D. in education and counseling and is a licensed real estate broker.

*Paul C. Settelmeyer* has served as a director of us and the Bank since 2001. He previously served as our director from December 1999 to June 2000 and as a director of the Bank from 1998 until June 2000. Mr. Settelmeyer is a financial consultant who was working with financial institutions until March 2005 when he was elected the President, Chief Operating Officer and Director of Golden First Bank. Mr. Settelmeyer will not stand for re-election as a director at our 2005 Annual Meeting of Shareholders.

**Executive Compensation****Compensation of Directors**

Our directors who are also officers do not receive compensation for service as members of the board of directors or committees thereof. However, non-officer directors of the Bank receive a fee of \$500 for each meeting of the board of directors attended, and \$400 for each meeting of a standing committee of the board of directors attended. In addition, non-officer directors who serve as the chair of a board committee that meets at least four times in a year receive an additional \$2,000 per year.

Currently, members of the Bank's board of directors, who serve on the board for five years, receive the cash equivalent of 1,500 shares of our common stock upon resignation or retirement from the board. This policy will terminate as of the date of the annual meeting in 2006. Pursuant to a new policy adopted by our board in February 2005, starting in 2005, outside directors serving on the board will receive an annual award of our common stock at the time of each year's annual meeting valued at \$5,000 based on the last reported sales price on the trading day immediately preceding the annual meeting. The award will be prorated for directors who have served less than a full year.

**Cash Compensation of Executive Officers**

The following table sets forth certain information with respect to the compensation of our Chief Executive Officer and our four most highly compensated executive officers during the year ended December 31, 2004.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Long-Term Compensation Payouts	All Other Compensation \$ (1)
				LTIP Payouts (\$)	
<b>Angelo De Caro</b> Chairman and Chief Executive Officer of us and Chairman of the Bank	2004	127,846	54,323		
	2003	77,885	77,004		
	2002	84,615	57,947		
<b>Charles F. Howell</b> President and Vice Chairman of us and President and Chief Executive Officer of the Bank	2004	227,308	54,323	101,770	6,150
	2003	188,134	77,004	54,925	3,032
	2002	171,154	57,947	29,544	1,572
<b>Robert F. O'Connell</b> Senior Executive Vice President and Chief Financial Officer of us and the Bank	2004	169,861	54,323		6,150
	2003	155,630	77,004		3,048
	2002	144,284	57,947		1,573
<b>Marcus Zavattaro</b> Executive Vice President of the Bank	2004	150,000	41,956		6,150
	2003	150,000	303,620		2,431
	2002	158,700	183,303		1,172
<b>Martin G. Noble</b> Executive Vice President of the Bank	2004	152,185	44,182		6,150
	2003	134,891	62,630		1,507
	2002	128,115	47,130		376

(1)

The amounts in this column represent our contribution to the executive's account under our 401(k) plan.

***Other Remuneration***

Neither we nor the Bank afforded any perquisites or personal benefits for executive officers during 2004 that might be attributable to normal management or executive fringe benefits such as automobiles and country club membership.

***Employment and Change of Control Agreements***

We and the Bank entered into a three-year employment agreement with Charles F. Howell, dated October 23, 2003, pursuant to which Mr. Howell serves as President and Chief Executive Officer of the Bank and as President of us until December 31, 2006. Mr. Howell's base salary was \$225,000 for the first year, \$240,000 for the second year and will be \$260,000 for the third year. Mr. Howell is entitled to receive annual discretionary cash bonuses in amounts to be determined by the board of directors.

If Mr. Howell's employment is terminated for cause (as defined in the agreement) or because of his death or disability, all unvested restricted stock awards and options will be forfeited. Mr. Howell was issued stock grants under his prior employment contract and may participate in future option grants if made by us. In the event that Mr. Howell's employment terminates for any other reason, including termination following a change of control (as defined in the agreement), all restricted stock awards and options will vest immediately.

In the event of the early termination of the agreement with Mr. Howell for any reason other than cause, he would be entitled to receive a lump sum payment equal to the greater of the aggregate salary payments that would be made to him for the remaining term of the agreement or 18 months of his stipulated base salary at the time of termination. In connection with a change of control (as defined in the agreement), in addition to immediate vesting of all restricted stock awards and options or cash payments in lieu thereof, Mr. Howell would be entitled to receive a lump sum cash payment equal to two times the greater of (i) Mr. Howell's then annual base salary; (ii) Mr. Howell's cash compensation from the Bank for services rendered for the last full calendar year immediately preceding the change of control; or (iii) Mr. Howell's average annual cash compensation for the two most recent taxable years ending before the date on which the change of control occurs.

We and the Bank entered into an employment agreement with Robert F. O'Connell, dated November 3, 2003, pursuant to which Mr. O'Connell serves as Chief Financial Officer and Senior Executive Vice President of the Bank until December 31, 2007. Mr. O'Connell's base salary is currently \$175,000, subject to review and increase by the board of directors each year. If Mr. O'Connell's employment terminates without cause (as defined in the agreement), Mr. O'Connell would be entitled to a lump sum payment equal to the aggregate salary payments (based on the rate then in effect) for the balance of the employment period. If Mr. O'Connell's employment terminates without cause following a change of control, as defined in the agreement, he would be entitled to receive the greater of the amount described in the preceding sentence or the amount payable pursuant to his change of control agreement described below.

The Bank also entered into a change of control agreement with Mr. O'Connell pursuant to which he would be entitled to receive a lump sum cash payment if a change of control, as defined in the agreement, occurs while he is a full-time officer of the Bank or within six months following termination of his employment other than for cause, as defined in the agreement, or by death or disability. The amount of the payment would be equal to the greater of two times (i) the then current year's base salary or (ii) Mr. O'Connell's total compensation, including salary and any cash incentive compensation from the Bank for the last full calendar year preceding the change of control.

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The Bank entered into an employment agreement, dated January 1, 2005, with Marcus Zavattaro pursuant to which Mr. Zavattaro serves as Executive Vice President of the Bank and Division Sales Manager of the Bank's Residential Lending Group until December 31, 2005. Mr. Zavattaro is entitled to receive salary and commissions totaling between \$150,000 and \$400,000 depending upon the amount of the fee income he generates from mortgage transactions. In addition, Mr. Zavattaro is entitled to receive incentive payments if the Residential Lending Group meets certain annual financial targets.

The Bank has also entered into a change of control agreement with Martin G. Noble pursuant to which he would be entitled to receive a lump sum cash payment equal to his annual base salary if a change of control, as defined in the agreement, occurs while he is a full-time officer of the Bank or within six months following termination of his employment other than for cause, as defined in the agreement, or by death or disability.

Exercise of rights under a change of control agreement by any executive officer will not result in adverse tax consequences to us under Section 280G of the Code.

### *Options and Stock Appreciation Rights*

During 2004, we did not grant stock options or stock appreciation rights to any of the named executive officers.

During 2001, we adopted the Patriot National Bancorp, Inc. 2001 Stock Appreciation Rights Plan. Under the terms of the plan, we may grant stock appreciation rights, or SARs, to our officers that entitle them to receive upon exercise, in cash or shares of common stock, the appreciation in the value of the common stock from the date of grant. Each award vests at the rate of 20% per year from the date of grant. Any unexercised rights will expire ten years from the date of grant. As of March 31, 2005, there were 14,400 SARs issued and outstanding.

In connection with our holding company reorganization in 1999, we adopted the Bank's stock option plan. Under such plan, an aggregate of 110,000 shares were available for issuance thereunder, all of which have been awarded. There are no shares available for future grant under this plan.

The following table sets forth information as to options exercised by the named executive officers during 2004 and the values of options and stock appreciation rights as of December 31, 2004.

### **Aggregated Option/SAR Exercises In Last Fiscal Year and FY-End Option/SAR Values**

Name	Shares Acquired On Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SAR's at FY-End (#) Exercisable/Unexercisable	Value of Unexercised In-the-Money Options/SAR's at FY-End (\$) Exercisable/ Unexercisable
Angelo DeCaro				
Charles F. Howell			25,000/15,000	248,850/114,550
Robert F. O'Connell			3,600/2,400	35,496/23,664
Marcus Zavattaro				
Martin G. Noble			3,600/2,400	35,496/23,664

### *Securities Authorized for Issuance under Equity Compensation Plans*

The following table presents information as of December 31, 2004 for our equity compensation plans.

**Equity Compensation Plan Information**

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	110,000	\$ 10.13	
Equity compensation plans not approved by shareholders			
<b>Total</b>	<b>110,000(1)</b>	<b>\$ 10.13</b>	

- (1) Options to purchase 3,000 shares of common stock were exercised during the quarter ended March 31, 2005. Options exercisable for the purchase of 107,000 shares of common stock remain outstanding.

**Transactions with Management and Others**

In the ordinary course of business, the Bank has made loans to officers and directors (including loans to members of their immediate families and loans to companies of which a director owns 10% or more). The total amount of loans to officers and directors outstanding as of December 31, 2004 was \$198,586. In the opinion of management, all of such loans were made in the ordinary course of business of the Bank on substantially the same terms, including interest rates and collateral requirements, as those then prevailing for comparable transactions with other persons and did not involve more than the normal risk of collectibility or present other unfavorable features.

We have entered into two sublease agreements with one of our directors, L. Morris Glucksman, Esq., for approximately 1,100 square feet of space in the building at 900 Bedford Street and 150 square feet of space in the building at 838 High Ridge Road, each at rental rates not to exceed the rental rates paid by us from time to time. The Bedford Street lease has expired but Mr. Glucksman continues to occupy the space on a month-to-month basis at the same rent. The High Ridge Road lease is revocable.

**Description of Capital Stock****General**

Our authorized capital stock currently consists of 30,000,000 shares of common stock, par value \$2.00 per share, and 1,000,000 shares of preferred stock, no par value per share. On March 31, 2005, a total of 2,489,391 shares of common stock were outstanding and an additional 107,000 shares were reserved for issuance upon exercise of outstanding stock options. There are no shares of preferred stock outstanding. As of March 31, 2005, we had approximately 739 shareholders of record.

The following summary of certain provisions of our common and preferred stock does not purport to be complete. You should refer to our restated certificate of incorporation and our by-laws, both of which are included as exhibits to the registration statement we have filed with the SEC in connection with this offering. The summary below is also qualified by provisions of applicable law.

### ***Common Stock***

Holders of common stock are entitled to one vote per share on matters on which our stockholders vote. Holders have cumulative voting rights in all elections of directors. Holders of common stock are entitled to receive dividends, if declared by our board of directors, out of funds that we may legally use to pay dividends. See the section of this prospectus entitled "Market Price of Common Stock and Dividend Policy" for further information. If we liquidate or dissolve, holders of common stock are entitled to share ratably in our assets once our debts and liabilities (including all deposits in the Bank and interest accrued thereon) and any liquidation preference owed to any holders of then-outstanding preferred stock are paid. No shares of preferred stock will be outstanding immediately after the closing of this offering. The common stock represents nonwithdrawable capital and will not be an account that is insurable by the FDIC. All common stock that is outstanding as of the date of this prospectus, as well as all shares we are selling in this offering, upon issuance and sale, will be fully-paid and nonassessable.

### ***Preferred Stock***

Our board of directors is currently authorized to issue up to 1,000,000 shares of preferred stock in one or more series and to fix the rights of each series. These rights may include dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences, sinking fund terms, and the number of shares that constitute any series. The board of directors may exercise this authority subject to certain regulatory approvals, but without any further action by our shareholders.

We believe the power to issue preferred stock will provide our board of directors with flexibility in connection with certain possible corporate transactions. The issuance of preferred stock, however, could adversely affect the voting power of holders of our common stock, restrict their rights to receive payment upon liquidation, and have the effect of delaying, deferring, or preventing a change in control. We have no present plans to issue any shares of preferred stock.

### ***Stock Options***

At the closing of our holding company reorganization in 1999, a total of 110,000 options to purchase shares of the Bank's common stock were automatically converted into options to purchase 110,000 shares of our common stock at a weighted average exercise price of \$10.13 per share, subject to adjustment in the event of a stock split, stock dividend, combination, or similar transaction. Options to purchase an aggregate of 107,000 remained outstanding as of March 31, 2005. These options will expire on August 12, 2009.

### ***Anti-Takeover Measures***

#### ***Connecticut Law***

The laws of the State of Connecticut, where we are incorporated, impose restrictions on certain transactions between certain domestic corporations and significant shareholders. Section 33-844 of the Connecticut Business Corporation Act prohibits certain publicly-held domestic corporations that are based in Connecticut from engaging in a "business combination" (including the issuance of equity securities which have an aggregate market value of 5% or more of the total market value of the outstanding shares of the company) with an "interested shareholder" as defined in the Connecticut Business Corporation Act for a period of five years from the date of the shareholder's purchase of stock, unless approved in a prescribed manner. The application of this statute could prevent a change of control. Generally, approval is required by the board of directors, by 80% of the outstanding voting shares and two-thirds of the voting power of the outstanding shares of the voting stock other than shares held by the interested shareholder. These provisions may have the effect of deterring hostile

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takeovers or delaying changes in control, which could depress the market price of our common stock and deprive shareholders of opportunities to realize a premium on shares of common stock held by them.

### *Charter and By-law Provisions*

In addition to the board of directors' ability to issue shares of preferred stock, our certificate of incorporation and bylaws contain a number of provisions relating to corporate governance and rights of shareholders that might discourage future takeover attempts. As a result, shareholders who might desire to participate in such transactions may not have an opportunity to do so. The following description is a summary of the provisions of the certificate of incorporation and bylaws.

Our bylaws impose notice and information requirements in connection with the nomination by shareholders of candidates for election as directors;

Our by-laws include a provision prohibiting stockholder action by written consent; and

Under the certificate of incorporation and by-laws, our board of directors may enlarge the size of the board and fill the vacancies.

### *Rights Plan*

On April 15, 2004, our board adopted a shareholder rights plan that could make it more difficult for a person to acquire a controlling interest in us. Under the shareholder rights plan, a dividend of one common stock purchase right was distributed on each outstanding share of our common stock. Each right entitles a shareholder to buy 8.152 shares of our common stock at a price of \$60, subject to adjustment. The rights remain attached to the common stock until they become exercisable upon certain triggering events, including the acquisition of more than 15% of our common stock by any person or the commencement of a tender offer or exchange offer for our common stock. Angelo De Caro, our Chairman, is not considered an "Acquiring Person" (as defined in the rights plan) for the purposes of the rights plan. We will be entitled to redeem the rights at \$0.001 per right at any time before the trigger date. The rights expire after ten years, unless the holders exercise them, or we redeem or exchange them, before that date.

### *Regulatory Restrictions*

The Federal Change in Bank Control Act provides that no person, acting directly or indirectly or together with one or more other persons, may acquire control of a bank holding company, unless the Federal Reserve Board has been given 60 days prior written notice. Control means acquiring the ownership, control, or the power to vote 25% or more of any class of a bank holding company's voting stock. A person means an individual, corporation, partnership, and certain other entities. An acquiring person is presumed to acquire control if the person acquires the ownership, control or the power to vote 10% or more of any class of the holding company's voting stock if (a) the bank holding company's shares are registered under Sectio