

CHICOPEE BANCORP, INC.
Form 10-Q
August 07, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 000-51996

CHICOPEE BANCORP, INC.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of incorporation or organization)

20-4840562
(I.R.S. Employer Identification No.)

70 Center Street, Chicopee, Massachusetts
(Address of principal executive offices)

01013
(Zip Code)

(413) 594-6692

(Registrant's telephone number, including area code)

Not Applicable

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

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

Yes No

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

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

Yes No

As of July 31, 2008, there were 6,787,400 shares of the Registrant's Common Stock outstanding.

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CHICOPEE BANCORP, INC.

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****CHICOPEE BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION****(Dollars In Thousands)**

| | June 30, 2008 (Unaudited) | December 31, 2007 |
|--|--|------------------------------|
| Assets | | |
| Cash and due from banks | \$ 7,273 | \$ 5,226 |
| Short-term investments | 1,312 | 9,229 |
| Federal funds sold | 19,705 | 9,066 |
| Total cash and cash equivalents | 28,290 | 23,521 |
| Securities available-for-sale, at fair value | 7,170 | 7,864 |
| Securities held-to-maturity, at cost (fair value \$43,487 and \$27,069 at June 30, 2008 and December 31, 2007, respectively) | 43,742 | 27,324 |
| Federal Home Loan Bank stock, at cost | 3,645 | 1,583 |
| Loans, net of allowance for loan losses (\$3,325 at June 30, 2008 and \$3,076 at December 31, 2007) | 408,376 | 379,868 |
| Cash surrender value of life insurance | 11,909 | 11,675 |
| Premises and equipment, net | 7,996 | 7,033 |
| Accrued interest and dividend receivable | 1,507 | 1,752 |
| Deferred income tax asset | 2,136 | 1,911 |
| Other assets | 710 | 925 |
| Total assets | \$ 515,481 | \$ 463,456 |
| Liabilities and Stockholders' Equity | | |
| Deposits | | |
| Non-interest-bearing | \$ 29,421 | \$ 27,167 |
| Interest-bearing | 292,497 | 297,804 |
| Total deposits | 321,918 | 324,971 |
| Securities sold under agreements to repurchase | 27,316 | 14,179 |
| Advances from Federal Home Loan Bank | 66,415 | 17,774 |
| Mortgagors' escrow accounts | 1,038 | 1,103 |
| Accrued expenses and other liabilities | 278 | 1,130 |
| Total liabilities | 416,965 | 359,157 |
| Stockholders' equity | | |
| Common stock (no par value, 20,000,000 shares authorized, 7,439,368 shares issued at June 30, 2008 and December 31, 2007) | 72,479 | 72,479 |
| Treasury stock, at cost (651,968 shares at June 30, 2008 and 155,000 shares at December 31, 2007) | (8,626) | (2,108) |
| Additional paid-in-capital | 848 | 573 |
| Unearned compensation (restricted stock awards) | (3,527) | (3,940) |
| Unearned compensation (Employee Stock Ownership Plan) | (5,208) | (5,356) |

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| | | |
|---|------------|------------|
| Retained earnings | 42,734 | 42,417 |
| Accumulated other comprehensive income (loss) | (184) | 234 |
| Total stockholders' equity | 98,516 | 104,299 |
| Total liabilities and stockholders' equity | \$ 515,481 | \$ 463,456 |

See accompanying notes to unaudited consolidated financial statements.

Table of Contents**CHICOPEE BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME**

(In Thousands, Except for Number of Shares and Per Share Amounts)

(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|---------------|------------------------------|-----------------|
| | 2008 | 2007 | 2008 | 2007 |
| Interest and dividend income: | | | | |
| Loans, including fees | \$ 5,912 | \$ 5,889 | \$ 11,781 | \$ 11,616 |
| Interest and dividends on securities | 347 | 515 | 663 | 975 |
| Other interest-earning assets | 36 | 219 | 173 | 407 |
| Total interest and dividend income | 6,295 | 6,623 | 12,617 | 12,998 |
| Interest expense: | | | | |
| Deposits | 2,251 | 2,724 | 4,897 | 5,352 |
| Securities sold under agreements to repurchase | 90 | 77 | 180 | 149 |
| Other borrowed funds | 311 | 145 | 470 | 292 |
| Total interest expense | 2,652 | 2,946 | 5,547 | 5,793 |
| Net interest income | 3,643 | 3,677 | 7,070 | 7,205 |
| Provision for loan losses | 262 | 113 | 272 | 214 |
| Net interest income, after provision for loan losses | 3,381 | 3,564 | 6,798 | 6,991 |
| Non-interest income: | | | | |
| Service charges, fees and commissions | 579 | 503 | 1,122 | 932 |
| Loan sales and servicing, net of amortization | (1) | | (7) | (2) |
| Net gain on sales of securities available-for-sale | 100 | 293 | 115 | 588 |
| Total non-interest income | 678 | 796 | 1,230 | 1,518 |
| Non-interest expenses: | | | | |
| Salaries and employee benefits | 2,361 | 1,975 | 4,582 | 3,794 |
| Occupancy expenses | 278 | 260 | 567 | 551 |
| Furniture and equipment | 231 | 237 | 464 | 466 |
| Data processing | 208 | 181 | 413 | 364 |
| Stationery, supplies and postage | 96 | 86 | 193 | 179 |
| Other non-interest expense | 709 | 723 | 1,361 | 1,398 |
| Total non-interest expenses | 3,883 | 3,462 | 7,580 | 6,752 |
| Income before income taxes | 176 | 898 | 448 | 1,757 |
| Income tax expense | 48 | 308 | 131 | 613 |
| Net income | \$ 128 | \$ 590 | \$ 317 | \$ 1,144 |

Earnings per share:

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| | | | | |
|---|-----------|-----------|-----------|-----------|
| Basic | \$ 0.02 | \$ 0.09 | \$ 0.05 | \$ 0.17 |
| Diluted | \$ 0.02 | \$ 0.09 | \$ 0.05 | \$ 0.17 |
| Adjusted weighted average shares outstanding: | | | | |
| Basic | 6,029,026 | 6,881,194 | 6,173,161 | 6,881,194 |
| Diluted | 6,070,240 | 6,881,194 | 6,208,951 | 6,881,194 |

See accompanying notes to unaudited consolidated financial statements.

Table of Contents**CHICOPEE BANCORP, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

Six Months Ended June 30, 2008 and 2007

(Dollars In Thousands)

(Unaudited)

| | Common Stock | Treasury Stock | Additional Paid-in Capital | Unearned Compensation (restricted stock awards) | Unearned Compensation (ESOP) | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total |
|--|-----------------|-------------------|----------------------------------|---|------------------------------------|----------------------|---|------------|
| Balance at December 31, 2007 | \$ 72,479 | \$ (2,108) | \$ 573 | \$ (3,940) | \$ (5,356) | \$ 42,417 | \$ 234 | \$ 104,299 |
| Comprehensive loss: | | | | | | | | |
| Net income | | | | | | 317 | | 317 |
| Change in net unrealized gain on securities available-for-sale, net of tax | | | | | | | (418) | (418) |
| Total comprehensive loss | | | | | | | | (101) |
| Treasury stock purchased (496,968 shares) | | (6,518) | | | | | | (6,518) |
| Change in unearned compensation | | | 275 | 413 | 148 | | | 836 |
| Balance at June 30, 2008 | \$ 72,479 | \$ (8,626) | \$ 848 | \$ (3,527) | \$ (5,208) | \$ 42,734 | \$ (184) | \$ 98,516 |
| Balance at December 31, 2006 | \$ 72,479 | \$ | \$ 144 | \$ | \$ (5,654) | \$ 40,817 | \$ 660 | \$ 108,446 |
| Comprehensive income: | | | | | | | | |
| Net income | | | | | | 1,144 | | 1,144 |
| Change in net unrealized gain on securities available-for-sale, net of tax | | | | | | | (89) | (89) |
| Total comprehensive income | | | | | | | | 1,055 |
| Change in unearned compensation | | | 81 | | 149 | | | 230 |
| Balance at June 30, 2007 | \$ 72,479 | \$ | \$ 225 | \$ | \$ (5,505) | \$ 41,961 | \$ 571 | \$ 109,731 |

See accompanying notes to unaudited consolidated financial statements.

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CHICOPEE BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Six Months Ended June 30, | |
|--|----------------------------------|------------------|
| | 2008 | 2007 |
| | (In thousands) | |
| Cash flows from operating activities: | | |
| Net income | \$ 317 | \$ 1,144 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 446 | 358 |
| Provision for loan losses | 272 | 214 |
| Increase in cash surrender value of life insurance | (234) | (238) |
| Realized gains on investment securities, net | (115) | (588) |
| Realized losses on disposal of property and equipment | 1 | 4 |
| Decrease in other assets | 215 | 301 |
| Decrease in accrued interest receivable | 245 | 48 |
| Decrease in other liabilities | (852) | (234) |
| Change in unearned compensation | 836 | 230 |
| Net cash provided by operating activities | 1,131 | 1,239 |
| Cash flows from investing activities: | | |
| Additions to premises and equipment | (1,337) | (138) |
| Loan originations and principal collections, net | (28,780) | (7,516) |
| Proceeds from sales of securities available-for-sale | 1,719 | 2,590 |
| Purchases of securities available-for-sale | (3,616) | (2,484) |
| Purchases of securities held-to-maturity | (176,204) | (40,628) |
| Maturities of securities held-to-maturity | 159,714 | 42,262 |
| Net cash used by investing activities | (48,504) | (5,914) |
| Cash flows from financing activities: | | |
| Net increase (decrease) in deposits | (3,053) | 17,163 |
| Net increase in securities sold under agreements to repurchase | 13,137 | 1,998 |
| Proceeds from long-term FHLB advances | 15,000 | |
| Payments on long-term FHLB advances | (1,359) | (1,153) |
| Net decrease in other short-term borrowings | 35,000 | |
| Stock purchased for treasury | (6,518) | |
| Net decrease in escrow funds held | (65) | (17) |
| Net cash provided by financing activities | 52,142 | 17,991 |
| Net increase in cash and cash equivalents | 4,769 | 13,316 |
| Cash and cash equivalents at beginning of period | 23,521 | 11,528 |
| Cash and cash equivalents at end of period | \$ 28,290 | \$ 24,844 |
| Supplemental cash flow information: | | |
| Interest paid on deposits | \$ 4,897 | \$ 5,352 |
| Interest paid on borrowings | 650 | 441 |
| Income taxes paid | 775 | 533 |

See accompanying notes to unaudited consolidated financial statements.

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CHICOPEE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements

At and for the Six Months Ended June 30, 2008 and 2007

1. Basis of Presentation

Chicopee Bancorp, Inc. (the Corporation) has no significant assets other than all of the outstanding shares of its wholly-owned subsidiaries, Chicopee Savings Bank (the Bank) and Chicopee Funding Corporation (collectively, the Company). The Corporation was formed on March 14, 2006 by the Bank to become the holding company for the Bank upon completion of the Bank's conversion from a mutual savings bank to a stock savings bank. The conversion of the Bank was completed on July 19, 2006. The accounts of the Bank include both of its wholly-owned subsidiaries. The Consolidated Financial Statements of the Company as of June 30, 2008 and for the periods ended June 30, 2008 and 2007 included herein are unaudited. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair presentation of the financial condition, results of operations, changes in stockholders' equity and cash flows, as of and for the periods covered herein, have been made. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2007 included in the Company's Annual Report on Form 10-K.

The results for the three and six month interim periods covered hereby are not necessarily indicative of the operating results for a full year.

2. Earnings Per Share

Basic earnings per share represents income available to common stockholders divided by the adjusted weighted-average number of common shares outstanding during the period. The adjusted outstanding common shares equals the gross number of common shares issued less treasury shares, unallocated shares of the Chicopee Savings Bank Employee Stock Ownership Plan (ESOP) and nonvested restricted stock awards under the 2007 Equity Incentive Plan. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued by the Company relate to outstanding stock options and certain stock awards and are determined using the treasury stock method. On July 26, 2007, the Company granted stock options and stock awards under the Company's 2007 Equity Incentive Plan. The total number of stock options available for grant under the plan is 743,936, of which 693,267 were granted, and the total number of stock awards granted under the plan is 297,574.

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Earnings per share is computed as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|-----------|---------------------------|-----------|
| | 2008 | 2007 | 2008 | 2007 |
| Net income (in thousands) | \$ 128 | \$ 590 | \$ 317 | \$ 1,144 |
| Weighted average number of common shares issued | 7,439,368 | 7,439,368 | 7,439,368 | 7,439,368 |
| Less: average number of treasury shares | (577,133) | | (432,998) | |
| Less: average number of unallocated ESOP shares | (535,635) | (558,174) | (535,635) | (558,174) |
| Less: average number of nonvested restricted stock awards | (297,574) | | (297,574) | |
| Adjusted weighted average number of common shares outstanding | 6,029,026 | 6,881,194 | 6,173,161 | 6,881,194 |
| Plus: dilutive nonvested restricted stock awards | 41,214 | | 35,790 | |
| Weighted average number of diluted shares outstanding | 6,070,240 | 6,881,194 | 6,208,951 | 6,881,194 |
| Net income per share: | | | | |
| Basic | \$ 0.02 | \$ 0.09 | \$ 0.05 | \$ 0.17 |
| Diluted | \$ 0.02 | \$ 0.09 | \$ 0.05 | \$ 0.17 |

There were 666,667 stock options that were not included in the diluted earnings per share for the three and six months ended June 30, 2008 because their effect is anti-dilutive.

3. Equity Incentive Plan Stock Options

Under the Company's 2007 Equity Incentive Plan, the Company may grant options to directors, officers and employees for up to 743,936 shares of common stock. Both incentive stock options and non-qualified stock options may be granted under the Plan. The exercise price for each option is equal to the market price of the Company's stock on the date of grant and the maximum term of each option is ten years. The vesting period is five years from the date of grant. The Company recognizes compensation expense over the vesting period, based on the grant-date fair value of the options granted. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model.

A summary of options under the Plan as of June 30, 2008, and changes during the six months then ended, is as follows:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value |
|----------------------------------|---------|------------------------------------|---|---------------------------------|
| Outstanding at December 31, 2007 | 693,267 | \$ 14.29 | 9.50 | |
| Granted | | | | |
| Exercised | | | | |
| Forfeited or expired | 26,600 | 14.29 | 9.33 | |
| Outstanding at June 30, 2008 | 666,667 | \$ 14.29 | 9.00 | \$ |
| Exercisable at June 30, 2008 | | \$ | | \$ |

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For the six months ended June 30, 2008, share based compensation expense applicable to the plan was \$261,000 and the related tax benefit was \$91,000. No options have vested as of June 30, 2008 and no options were granted prior to July 1, 2007. As of June 30, 2008, unrecognized stock-based compensation expense related to nonvested options amounted to \$2.1 million. This amount is expected to be recognized over a period of 4 years.

Stock Awards

Under the Company's 2007 Equity Incentive Plan, the Company may grant stock awards to its directors, officers and employees for up to 297,574 shares of common stock. The stock awards vest 20% per year. The fair market value of the stock awards, based on the market price at the date of grant, is recorded as unearned compensation. Unearned compensation is amortized over the applicable vesting period. The Company recorded compensation cost related to stock awards of approximately \$419,000 and \$146,000 of related tax benefit in the six months ended June 30, 2008. No stock awards have vested as of June 30, 2008 and no stock awards were granted prior to July 1, 2007. As of June 30, 2008, unrecognized stock-based compensation expense related to nonvested restricted stock awards is expected to be recognized over a period of 4 years.

A summary of the status of the Company's stock awards as of June 30, 2008, and changes during the six months ended June 30, 2008, is as follows:

| Nonvested Shares | Shares | Weighted Average Grant-Date Fair Value |
|------------------------------|---------------|---|
| Balance at December 31, 2007 | 297,574 | \$ 14.29 |
| Granted | | |
| Vested | | |
| Forfeited | 4,136 | 14.29 |
| Balance at June 30, 2008 | 293,438 | \$ 14.29 |

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4. Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 160, *Noncontrolling Interests in Consolidated Financial Statements* an amendment of ARB No. 51. SFAS No. 160 amended Accounting Research Bulletin No. 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The objective of SFAS No. 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards. This Statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. Management does not expect the application of this Statement will have a material effect on the financial statements of the Company.

In March 2008, FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* an amendment of SFAS No. 133. SFAS No. 161 is intended to enhance the current disclosure framework in SFAS No. 133. This Statement has the same scope as SFAS No. 133. SFAS No. 133 requires that objectives for using derivative instruments be disclosed in terms of underlying risk and accounting designation. The disclosures required by SFAS No. 161 better convey the purpose of derivative use in terms of the risk that the entity is intending to manage, the fair values of the derivative instruments and their gains and losses in a tabular format, as well as information about credit-risk-related contingent features. The Company does not hold derivative instruments as of June 30, 2008. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Management does not expect implementation of SFAS No. 161 to have a material impact on the financial statements of the Company.

In May 2008, FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the source of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). This Statement is effective 60 days following the Securities and Exchange Commissions approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. Management does not expect implementation of SFAS No. 162 to have a material impact on the financial statements of the Company.

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Accounting principles generally require recognized revenue, expenses, gains, and losses to be included in net income or loss. Certain changes in assets and liabilities, such as the after-tax effect of unrealized gains and losses on securities available-for-sale, are not reflected in the statement of income, but the cumulative effect of such items from period-to-period is reflected as a separate component of the equity section of the statement of financial condition (accumulated other comprehensive income or loss). Other comprehensive income or loss, along with net income or loss, comprises the Company's total comprehensive income or loss.

Comprehensive income (loss) is comprised of the following:

| | Three Months Ended June 30, | |
|--|--|---------------|
| | 2008 | 2007 |
| | (Dollars In Thousands) | |
| Net income | \$ 128 | \$ 590 |
| Other comprehensive income (loss), net of tax: | | |
| Unrealized holding gains (losses) on available-for-sale securities arising during the period | (132) | 486 |
| Reclassification adjustment for gain on sale of available-for-sale securities included in net income | (100) | (293) |
| Tax effect | 81 | (67) |
| Other comprehensive income (loss), net of tax | (151) | 126 |
| Total comprehensive income (loss) | \$ (23) | \$ 716 |

| | Six Months Ended June 30, | |
|--|--------------------------------------|-----------------|
| | 2008 | 2007 |
| | (Dollars In Thousands) | |
| Net income | \$ 317 | \$ 1,144 |
| Other comprehensive loss, net of tax: | | |
| Unrealized holding gains (losses) on available-for-sale securities arising during the period | (527) | 451 |
| Reclassification adjustment for gain on sale of available-for-sale securities included in net income | (115) | (588) |
| Tax effect | 224 | 48 |
| Other comprehensive loss, net of tax | (418) | (89) |
| Total comprehensive income (loss) | \$ (101) | \$ 1,055 |

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Prior to January 31, 2007, the Company sponsored a noncontributory defined benefit plan through its membership in the Savings Bank Employees Retirement Association.

As of January 31, 2007, the Company terminated the Pension Plan. As of June 30, 2008, the Bank had an accrued liability of \$781,000, which will be equitably distributed upon receipt of a favorable determination letter from the Internal Revenue Service to all eligible employees who were active when the plan terminated.

The components of the net periodic benefit cost are:

| | Three Months Ended June 30, | |
|--|--|-------------|
| | 2008 | 2007 |
| | (Dollars In Thousands) | |
| Service cost | \$ | \$ |
| Interest cost | 51 | 72 |
| Amortization of transition obligation | | |
| Expected return on assets | (51) | (72) |
| Recognized net actuarial loss | | |
| Net periodic benefit cost | \$ | \$ |
| Weighted-average discount rate assumption used to determine benefit obligation | 4.79% | 5.75% |
| Weighted-average discount rate assumption used to determine net benefit cost | 4.79% | 5.75% |
| | Six Months Ended June 30, | |
| | 2008 | 2007 |
| | (Dollars In Thousands) | |
| Service cost | \$ | \$ |
| Interest cost | 102 | 143 |
| Amortization of transition obligation | | |
| Expected return on assets | (102) | (143) |
| Recognized net actuarial loss | | |
| Net periodic benefit cost | \$ | \$ |
| Weighted-average discount rate assumption used to determine benefit obligation | 4.79% | 5.75% |
| Weighted-average discount rate assumption used to determine net benefit cost | 4.79% | 5.75% |

Table of Contents**7. Fair Values of Assets and Liabilities**

Effective January 1, 2008, the Company adopted SFAS No. 157 Fair Value Measurements, which provides a framework for measuring fair value under U.S. generally accepted accounting principles.

The Company did not adopt SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115.

In accordance with SFAS No. 157, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observability of the assumptions used to determine fair value.

Level 1 Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury Notes and U.S. government and agency mortgage-backed securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 Valuations for assets and liabilities with inputs that are observable either directly or indirectly for substantially the full term. Level 2 also includes assets and liabilities traded in inactive markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities or from models arising from observable inputs.

Level 3 Valuations for assets and liabilities with inputs that are unobservable, which are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and are not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets and liabilities.

Assets measured at fair value on a recurring basis are summarized below:

| | June 30, 2008 | Fair Value Measurements Using | | |
|-------------------------------|---------------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| (Dollars In Thousands) | | | | |
| Assets | | | | |
| Securities available-for-sale | \$ 7,170 | \$ 7,170 | \$ | \$ |
| Total assets | \$ 7,170 | \$ 7,170 | \$ | \$ |

The valuation approach used to value the securities available-for-sale was the market approach.

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Also, the Company may be required, from time to time, to measure certain other financial assets on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting or write-downs of individual assets. The following table summarizes the fair value hierarchy used to determine each adjustment and the carrying value of the related individual assets as of June 30, 2008.

| | June 30, 2008 | Fair Value Measurements Using | | |
|----------------|---------------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | | |
| Impaired loans | \$ 190 | \$ | \$ 190 | \$ |
| Total assets | \$ 190 | \$ | \$ 190 | \$ |

In accordance with the provisions for SFAS No. 114, a valuation reserve of \$100,000 as of June 30, 2008 and December 31, 2007 was included in the allowance for loan losses, for the above impaired loans. The amount of impaired loans represents the carrying value, net of the related allowance for loan losses on impaired loans for which adjustments are based on the appraised value of the collateral which is based on the market approach of valuation.

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

The following analysis discusses changes in the financial condition and results of operations of the Company at and for the three and six months ended June 30, 2008 and 2007, and should be read in conjunction with the Company's Unaudited Consolidated Financial Statements and the notes thereto, appearing in Part I, Item 1 of this document.

Forward-Looking Statements

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identified by use of the words believe, expect, intend, anticipate, estimate, project or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company include, but are not limited to: changes in interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles and guidelines. Additional factors are discussed in the Company's 2007 Annual Report on Form 10-K under Item 1A-Risk Factors. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

The Company does not undertake and specifically disclaims any obligation to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

General

Chicopee Savings Bank is a community-oriented financial institution dedicated to serving the financial services needs of consumers and businesses within its market area. We attract deposits from the general public and use such funds to originate primarily one- to four-family residential real estate loans, commercial real estate loans and commercial loans. To a lesser extent, we originate multi-family loans, construction

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loans and consumer loans. At June 30, 2008, we operated out of our main office and six offices in Chicopee, West Springfield and Ludlow, Massachusetts.

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Comparison of Financial Condition at June 30, 2008 and December 31, 2007

The Company's assets grew \$52.0 million, or 11.2%, to \$515.5 million at June 30, 2008 compared to \$463.5 million at December 31, 2007, primarily as a result of an increase in federal funds sold of \$10.6 million, loans of \$28.5 million, as well as securities held-to-maturity of \$16.4 million. The increase in federal funds sold was primarily due to the timing of FHLB advances and an \$8.0 million deposit at month end. Total net loans increased to \$408.4 million from \$379.9 million as of December 31, 2007, with one-to-four family loans increasing \$6.2 million, or 3.9%, commercial business loans increasing \$9.0 million, or 19.7%, and commercial real estate loans increasing \$10.6 million, or 10.3%. Held-to-maturity securities increased to \$43.7 million from \$27.3 million as of December 31, 2007, due to the increase of purchases of these types of securities.

The balance sheet expansion was funded by increases in advances from the Federal Home Loan Bank of \$48.6 million and securities sold under agreements to repurchase of \$13.1 million. Total deposits at June 30, 2008 were \$321.9 million compared to \$325.0 million at December 31, 2007. During the period demand deposits and money market accounts increased \$2.3 million and \$7.6 million, respectively. Certificates of deposit balances decreased \$11.1 million, or 5.3%, to \$196.9 million at June 30, 2008 due to the decreasing interest rate environment.

Total stockholders' equity decreased \$5.8 million, or 5.5%, to \$98.5 million at June 30, 2008 from December 31, 2007, resulting mainly from the purchase of 496,968 shares of the Company's common stock through the Company's stock repurchase program, at a cost of \$6.5 million. Partially offsetting the decrease was net income during the period.

Table of Contents**Lending Activities**

At June 30, 2008, the Company's net loan portfolio was \$408.4 million, or 79.2% of total assets. The following table sets forth the composition of the Company's loan portfolio in dollar amounts and as a percentage of the respective portfolio at the dates indicated.

| | June 30, 2008 | | December 31, 2007 | |
|---|-------------------|------------------|-------------------|------------------|
| | Amount | Percent of Total | Amount | Percent of Total |
| (Dollars In Thousands) | | | | |
| Real estate loans: | | | | |
| One- to four-family | \$ 160,467 | 39.1% | \$ 154,299 | 40.4% |
| Multi-family | 11,220 | 2.7% | 11,674 | 3.0% |
| Commercial | 113,656 | 27.7% | 103,051 | 27.0% |
| Construction | 40,991 | 10.0% | 40,394 | 10.6% |
| Total real estate loans | 326,334 | 79.5% | 309,418 | 81.0% |
| Consumer loans: | | | | |
| Home equity | 7,912 | 1.9% | 6,882 | 1.8% |
| Second mortgages | 17,956 | 4.3% | 15,938 | 4.2% |
| Other | 3,687 | 0.9% | 3,995 | 1.0% |
| Total consumer loans | 29,555 | 7.1% | 26,815 | 7.0% |
| Commercial loans | 54,847 | 13.4% | 45,815 | 12.0% |
| Total loans | 410,736 | 100.0% | 382,048 | 100.0% |
| Undisbursed portion of loans in process | | | | |
| Net deferred loan origination costs | 965 | | 896 | |
| Allowance for loan losses | (3,325) | | (3,076) | |
| Loans, net | \$ 408,376 | | \$ 379,868 | |

The Company's net loan portfolio increased \$28.5 million, or 7.5%, during the first six months of 2008 primarily due to increases in the Company's residential real estate, commercial real estate and commercial business loan portfolios.

Table of Contents**Non-performing Assets**

The following table sets forth information regarding nonaccrual loans, real estate owned and restructured loans at the dates indicated.

| | June 30, 2008 | December 31, 2007 |
|--|------------------------|----------------------|
| | (Dollars In Thousands) | |
| Nonaccrual loans: | | |
| Real estate mortgage | \$ 1,579 | \$ 779 |
| Construction | | 167 |
| Commercial | 196 | 63 |
| Consumer | 61 | 5 |
| Total | 1,836 | 1,014 |
| Real estate owned, net | | |
| Total nonperforming assets | \$ 1,836 | \$ 1,014 |
| Total nonperforming loans as a percentage of total loans (1) (2) | 0.45% | 0.27% |
| Total nonperforming assets as a percentage of total assets (2) | 0.36% | 0.22% |

(1) Total loans includes loans, plus unadvanced loan funds in process, plus net deferred loan costs.

(2) Nonperforming assets consist of nonperforming loans and REO. Nonperforming loans consist of all loans 90 days or more past due and other loans that have been identified by the Company as presenting uncertainty with respect to the collectibility of interest or principal.

Nonaccrual loans increased \$822,000 or 81.1% to \$1.8 million as of June 30, 2008 compared to \$1.0 million as of December 31, 2007. The increase was primarily due to six residential real estate loans, which have an aggregate value of \$804,000. Management believes that the value of the properties based on recent independent appraisals will be sufficient to cover the principal balance of each of these loans.

Allowance for Loan Losses

Management prepares a loan loss analysis on a quarterly basis. The allowance for loan losses is maintained through the provision for loan losses, which is charged to operations. The allowance for loan losses is maintained at an amount that management considers appropriate to cover estimated losses in the loan portfolio based on management's on-going evaluation of the risks inherent in the loan portfolio, consideration of local and regional trends in delinquency and impaired loans, the amount of charge-offs and recoveries, the volume of loans, changes in risk selection, credit concentrations, existing loan-to-value ratios, national and regional economies and the real estate market in the Company's primary lending area. Management believes that the current allowance for loan losses is appropriate to cover losses inherent in the current loan portfolio. The Company's loan loss allowance determinations also incorporate factors and analyses which consider the principal loss associated with the loan. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance for loan losses is based on management's estimate of the amount required to reflect the potential inherent losses in the loan portfolio, based on circumstances and conditions known or anticipated at each reporting date. There are inherent uncertainties with respect to the collectibility of the Bank's loans and it is reasonably possible that actual loss experience in the near term may differ from the amounts reflected in this report.

The allowance for loan losses is determined using a consistent, systematic methodology which analyzes the size and risk of the loan portfolio. In addition to evaluating the collectibility of specific loans when determining the allowance for loan losses, management also takes into consideration other factors such as changes in the mix and the volume of the loan portfolio, historic loss experience, amount of the delinquencies and loans adversely classified, and economic trends. The adequacy of the allowance for loan losses is assessed by the allocation process whereby

specific loss allocations are made against certain adversely classified loans, and general loss allocations are made against segments of the loan portfolio which have similar attributes. The

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Bank's historical loss experience, industry trends, and the impact of the local and regional economy on the Bank's borrowers, were considered by management in determining the allowance for loan losses.

The following table sets forth activity in the Company's allowance for loan losses for the periods set forth.

| | At or for the Six Months Ended June 30, 2008 2007 (Dollars In Thousands) | |
|---|--|----------|
| Allowance for loan losses at beginning of period, December 31 | \$ 3,076 | \$ 2,908 |
| Charged-off loans: | | |
| Real estate | | 24 |
| Commercial | | 2 |
| Consumer | 31 | 18 |
| Total charged-off loans | 31 | 44 |
| Recoveries on loans previously charged-off: | | |
| Real estate | | |
| Commercial | | 1 |
| Consumer | 8 | |
| Total recoveries | 8 | 1 |
| Net loan charge-offs | 23 | 43 |
| Provision for loan losses | 272 | 214 |
| Allowance for loan losses, end of period | \$ 3,325 | \$ 3,079 |
| Net loan charge-offs to average loans, net | 0.01% | 0.02% |
| Allowance for loan losses to total loans (1) | 0.81% | 0.82% |
| Allowance for loan losses to nonperforming loans (2) | 181.10% | 603.73% |
| Recoveries to charge-offs | 25.81% | 2.27% |

(1) Total loans includes loans, plus unadvanced loan funds in process, plus net deferred loan costs.

(2) Nonperforming loans consist of all loans 90 days or more past due and other loans which have been identified by the Company as presenting uncertainty with respect to the collectibility of interest or principal.

Table of Contents**Investment Activities**

At June 30, 2008, the Company's investment securities portfolio amounted to \$51.2 million, or 10% of assets. The following table sets forth at the dates indicated information regarding the amortized cost and market values of the Company's investment securities.

| | June 30, 2008 | | December 31, 2007 | |
|--|--------------------------------|----------------------------|-------------------|---------------|
| | Amortized ¹ Cost | Fair ¹ Value | Amortized Cost | Fair Value |
| (Dollars In Thousands) | | | | |
| Securities available-for-sale: | | | | |
| Marketable equity securities | \$ 7,453 | \$ 7,170 | \$ 7,504 | \$ 7,864 |
| Total equity securities | 7,453 | 7,170 | 7,504 | 7,864 |
| Securities held-to-maturity: | | | | |
| Debt securities of U.S. government sponsored enterprises | 32,996 | 32,997 | 16,496 | 16,500 |
| Corporate and industrial revenue bonds | 4,277 | 4,277 | 4,303 | 4,303 |
| Collateralized mortgage obligations | 6,469 | 6,213 | 6,525 | 6,266 |
| Total securities held-to-maturity | 43,742 | 43,487 | 27,324 | 27,069 |
| Total | \$ 51,195 | \$ 50,657 | \$ 34,828 | \$ 34,933 |

¹ Does not include investments in FHLB-Boston stock totaling \$3.6 million at June 30, 2008 and \$1.6 million at December 31, 2007. Fair market value of securities available-for-sale decreased \$694,000, or 8.8%, to \$7.2 million at June 30, 2008 primarily due to market conditions. Held-to-maturity securities increased \$16.4 million, or 60.1%, to \$43.7 million due to collateral requirements for increased repurchase agreement balances.

Deposits

The following table sets forth the Company's deposit accounts at the dates indicated.

| | June 30, 2008 | | December 31, 2007 | |
|-------------------------------|---------------|---------------------------------|-------------------|---------------------------------|
| | Balance | Percent of Total Deposits | Balance | Percent of Total Deposits |
| (Dollars In Thousands) | | | | |
| Demand deposits | \$ 29,421 | 9.14% | \$ 27,167 | 8.36% |
| NOW accounts | 14,515 | 4.51% | 14,628 | 4.50% |
| Passbook accounts | 37,904 | 11.77% | 39,630 | 12.19% |
| Money market deposit accounts | 43,133 | 13.40% | 35,542 | 10.94% |
| Certificates of deposit | 196,945 | 61.18% | 208,004 | 64.01% |
| Total deposits | \$ 321,918 | 100.00% | \$ 324,971 | 100.00% |

Deposits decreased \$3.1 million to \$321.9 million at June 30, 2008 from \$325.0 million at December 31, 2007. The growth in demand deposit and money market deposit accounts reflects the increase in commercial relationships and the success of sales and marketing efforts. Certificates of deposit balances decreased \$11.1 million, or 5.3%, to \$196.9 million at June 30, 2008 largely due to the decreasing rate environment.

Table of Contents**Borrowings**

The following sets forth information concerning our borrowings for the period indicated.

| | June 30, 2008 | December 31, 2007 |
|---|------------------------|----------------------|
| | (Dollars In Thousands) | |
| Maximum amount of advances outstanding at any month-end during the period: | | |
| FHLB Advances | \$ 66,415 | \$ 17,774 |
| Securities sold under agreements to repurchase | 38,557 | 17,937 |
| Other borrowings | 50 | 100 |
| Average advances outstanding during the period: | | |
| FHLB Advances | \$ 30,153 | \$ 14,515 |
| Securities sold under agreements to repurchase | 20,954 | 13,240 |
| Other borrowings | 39 | 77 |
| Weighted average interest rate during the period: | | |
| FHLB Advances | 3.12% | 3.90% |
| Securities sold under agreements to repurchase | 1.73% | 2.60% |
| Other borrowings | 7.00% | 7.00% |
| Balance outstanding at end of period: | | |
| FHLB Advances | \$ 66,415 | \$ 17,774 |
| Securities sold under agreements to repurchase | 27,316 | 14,179 |
| Other borrowings | 27 | 54 |
| Weighted average interest rate at end of period: | | |
| FHLB Advances | 2.87% | 4.03% |
| Securities sold under agreements to repurchase | 1.25% | 2.50% |
| Other borrowings | 7.00% | 7.00% |

We utilize borrowings from a variety of sources to supplement our supply of funds for loans and investments.

Comparison of Operating Results for the Three Months Ended June 30, 2008 and 2007**General**

Net income decreased \$462,000, to \$128,000 for the quarter ended June 30, 2008 compared to \$590,000 for the same quarter last year. The decrease in net income for the three months ended June 30, 2008 is primarily due to the increase in salaries and employee benefits expense of \$386,000 relating to expenses associated with the Equity Incentive Plan. In addition, the decrease in net income resulted from an increase in the provision for loan losses of \$149,000 due to loan growth, the narrowing of the net interest margin, and a decrease in the sales of securities available-for-sale of \$193,000.

Analysis of Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends on the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following table sets forth average balances, interest income and expense and yields earned or rates paid on the major categories of assets and liabilities for the periods indicated. The average yields and costs are derived by dividing interest income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively. The yields and costs are annualized. Average balances are derived from average daily balances. The yields and costs include fees which are considered adjustments to yields. Loan interest and yield data does not include any accrued interest from nonaccruing loans.

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| | For the Three Months Ended June 30, | | | | | |
|---|-------------------------------------|----------|---|--------------------|----------|---------------------------|
| | 2008 | | | 2007 | | |
| | Average Balance | Interest | Average Yield/ Rate (Dollars In Thousands) | Average Balance | Interest | Average Yield/ Rate |
| Interest-earning assets: | | | | | | |
| Investment securities (1) | \$ 54,837 | \$ 386 | 2.83% | \$ 45,071 | \$ 528 | 4.70% |
| Loans: | | | | | | |
| Residential real estate loans | 172,765 | 2,438 | 5.68% | 163,133 | 2,118 | 5.21% |
| Commercial real estate loans | 146,796 | 2,329 | 6.38% | 139,316 | 2,513 | 7.24% |
| Consumer loans | 28,572 | 417 | 5.87% | 25,780 | 434 | 6.75% |
| Commercial loans | 50,586 | 728 | 5.79% | 44,195 | 824 | 7.48% |
| Loans, net | 398,719 | 5,912 | 5.96% | 372,424 | 5,889 | 6.34% |
| Other | 6,034 | 36 | 2.40% | 15,036 | 219 | 5.84% |
| Total interest-earning assets | 459,590 | 6,334 | 5.54% | 432,531 | 6,636 | 6.15% |
| Noninterest-earning assets | 27,248 | | | 27,147 | | |
| Total assets | \$ 486,838 | | | \$ 459,678 | | |
| Interest-bearing liabilities: | | | | | | |
| Deposits: | | | | | | |
| Money market accounts | \$ 39,674 | \$ 185 | 1.88% | \$ 36,823 | \$ 257 | 2.80% |
| Savings accounts (2) | 39,670 | 69 | 0.70% | 45,533 | 130 | 1.15% |
| NOW accounts | 14,600 | 15 | 0.41% | 16,150 | 16 | 0.40% |
| Certificates of deposit | 197,093 | 1,982 | 4.04% | 197,314 | 2,321 | 4.72% |
| Total interest-bearing deposits | 291,037 | 2,251 | 3.11% | 295,820 | 2,724 | 3.69% |
| FHLB advances | 42,556 | 310 | 2.93% | 14,688 | 143 | 3.91% |
| Securities sold under agreement to repurchase | 24,854 | 90 | 1.46% | 12,384 | 77 | 2.49% |
| Other borrowings | 32 | 1 | 7.00% | 84 | 2 | 7.00% |
| Total interest-bearing borrowings | 67,442 | 401 | 2.39% | 27,156 | 222 | 3.28% |
| Total interest-bearing liabilities | 358,479 | 2,652 | 2.98% | 322,976 | 2,946 | 3.66% |
| Demand deposits | 28,154 | | | 26,802 | | |
| Other noninterest-bearing liabilities | 283 | | | 441 | | |
| Total liabilities | 386,916 | | | 350,219 | | |
| Total stockholders' equity | 99,922 | | | 109,459 | | |
| Total liabilities and stockholders' equity | \$ 486,838 | | | \$ 459,678 | | |
| Net interest-earning assets | \$ 101,111 | | | \$ 109,555 | | |
| Tax equivalent net interest income/interest rate spread (3) | | 3,682 | 2.56% | | 3,690 | 2.49% |
| Tax equivalent net interest income as a percentage of interest-earning assets (4) | | | 3.22% | | | 3.42% |

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| | | |
|--|----------|----------|
| Ratio of interest-earning assets to interest-bearing liabilities | 128.21% | 133.92% |
| Less: tax equivalent adjustment (1) | (39) | (13) |
| Net interest income as reported on statement of operations | \$ 3,643 | \$ 3,677 |

- (1) Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 41%. The tax equivalent adjustment is deducted from the tax equivalent net interest income to agree to the amount reported on the statement of income.
- (2) Savings accounts include mortgagors' escrow deposits.
- (3) Tax equivalent net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (4) Tax equivalent net interest margin represents tax equivalent net interest income divided by total average interest-earning assets.

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The following table presents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's tax equivalent interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

| | Three Months Ended June 30, 2008 compared to 2007 Increase (Decrease) | | |
|--|--|-------------|------------|
| | Volume | Rate | Net |
| | (Dollars In Thousands) | | |
| Interest-earning assets: | | | |
| Investment securities (1) | \$ 255 | \$ (397) | \$ (142) |
| Loans: | | | |
| Residential real estate loans | 127 | 193 | 320 |
| Commercial real estate loans | 316 | (500) | (184) |
| Consumer loans | 43 | (60) | (17) |
| Commercial loans | 110 | (206) | (96) |
| Total loans | 596 | (573) | 23 |
| Other | (92) | (91) | (183) |
| Total interest-earning assets | \$ 759 | \$ (1,061) | \$ (302) |
| Interest-bearing liabilities: | | | |
| Deposits: | | | |
| Money market accounts | \$ 19 | \$ (91) | \$ (72) |
| Savings accounts (2) | (15) | (46) | (61) |
| NOW accounts | (2) | 1 | (1) |
| Certificates of deposit | (3) | (336) | (339) |
| Total deposits | (1) | (472) | (473) |
| FHLB advances | 211 | (44) | 167 |
| Securities sold under agreement to repurchase | 54 | (41) | 13 |
| Other borrowings | (2) | 1 | (1) |
| Total interest-bearing borrowings | 263 | (84) | 179 |
| Total interest-bearing liabilities | 262 | (556) | (294) |
| Increase (decrease) in net interest income (3) | \$ 497 | \$ (505) | \$ (8) |

(1) The changes in state and municipal income are reflected on a tax equivalent basis using a tax rate of 41%.

(2) Includes interest on mortgagors' escrow deposits.

(3) The changes in net interest income are reflected on a tax equivalent basis and thus do not correspond to the statement of income.

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Net interest income, on a tax equivalent basis, decreased \$8,000, or .22%, to \$3.7 million for the three months ended June 30, 2008, mainly driven by a decline in interest income from investment securities and other interest-earning assets resulting from the declining interest rate environment. Net interest margin decreased 20 basis points to 3.22% for the three months ended June 30, 2008 from the comparable period in 2007 primarily due to a decrease in the yield on assets of 61 basis points. The decrease was offset by the decrease of 68 basis points in the cost of funds.

Interest and dividend income, on a tax equivalent basis, declined \$302,000, or 4.6%, to \$6.3 million for the three months ended June 30, 2008 compared to \$6.6 million for the same period last year. Average interest-earning assets totaled \$459.6 million for the three months ended June 30, 2008 compared to \$432.5 million for the same period last year, an increase of \$27.1 million, or 6.3%. Average loans increased \$26.3 million, or 7.1%, primarily due to strong originations. Average investment securities increased \$9.8 million for the period, but average investment securities interest income declined \$142.0 million, or 26.9%, due to falling interest rates. The yield on average interest-earning assets decreased 61 basis points to 5.54% for the three months ended June 30, 2008, principally as a result of lower market rates of interest.

Total interest expense decreased \$294,000, or 9.9%, to \$2.7 million for the three months ended June 30, 2008 from \$2.9 million for the same period in 2007, resulting primarily from the decreasing interest rate environment. Average interest-bearing liabilities increased \$35.5 million, or 11.0%, to \$358.5 million for the three months ended June 30, 2008 from \$323.0 million for the comparable period in 2007, reflecting an increase in interest-bearing borrowings. Rates paid on average interest-bearing liabilities declined 68 basis points to 2.98% for the second quarter of 2008, largely reflecting the lower market interest rates. The lower interest rate environment led to a decrease in rates paid for certificates of deposit as well as the repricing of a portion of the Company's outstanding certificates of deposit.

Provision for Loan Losses

The provision for loan losses for the second quarter of 2008 was \$262,000 compared to \$113,000 for the same period in 2007. The increase in the provision for loan losses was primarily due to the increase in total loans, in particular the increases in commercial real estate and commercial business loans, which generally are riskier than residential real estate loans.

Non-interest Income

Total non-interest income decreased \$118,000, or 14.8%, to \$678,000 for the second quarter of 2008 compared to \$796,000 for the same period in 2007, due to the decrease in sales of available-for-sale securities. The gain on sales of available-for-sale securities decreased \$193,000 to \$100,000 due to market conditions. This gain was partially offset by fee income, which increased \$76,000, or 15.1%, to \$579,000 in the second quarter of 2008 from \$503,000 for the comparable period in 2007, primarily due to the increase in NSF fees of \$92,000 and decrease of BOLI income of \$25,000.

Non-interest Expenses

Non-interest expenses increased \$421,000, or 12.2%, to \$3.9 million for the three months ended June 30, 2008 compared to \$3.5 million in the second quarter of 2007. The increase is primarily attributable to employee benefits expense which increased \$386,000, or 19.5%, to \$2.4 million for the second quarter of 2008 reflecting increased benefit costs associated with the Company's Equity Incentive Plan.

Income Taxes

The Company's income tax expense decreased \$260,000, or 84.4%, to \$48,000 for the second quarter of 2008 compared to \$308,000 in the second quarter of 2007. The Company's combined federal and state effective tax rate was 27.3%, reflecting the decrease in taxable income for the three months ended June 30, 2008, compared to 34.3% for the same period in 2007.

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Comparison of Operating Results for the Six Months Ended June 30, 2008 and 2007

General

Net income decreased \$827,000, or 72.3%, to \$317,000 for the six months ended June 30, 2008 compared to \$1.1 million for the same period last year. The decrease in net income for the first six months of 2008 was primarily due to the increase in salaries and employee benefits expense of \$788,000, relating to expenses associated with the Equity Incentive Plan of \$644,000.

Analysis of Net Interest Income

The following table sets forth average balances, interest income and expense and yields earned or rates paid on the major categories of assets and liabilities for the periods indicated. The average yields and costs are derived by dividing interest income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively. The yields and costs are annualized. Average balances are derived from average daily balances. The yields and costs include fees which are considered adjustments to yields. Loan interest and yield data does not include any accrued interest from non-accruing loans.

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| | For the Six Months Ended June 30, | | | | | |
|---|-----------------------------------|----------|---|--------------------|----------|---------------------------|
| | 2008 | | | 2007 | | |
| | Average Balance | Interest | Average Yield/ Rate (Dollars In Thousands) | Average Balance | Interest | Average Yield/ Rate |
| Interest-earning assets: | | | | | | |
| Investment securities (1) | \$ 46,280 | \$ 741 | 3.21% | \$ 43,938 | \$ 1,000 | 4.59% |
| Loans: | | | | | | |
| Residential real estate loans | 170,801 | 4,859 | 5.71% | 161,358 | 4,322 | 5.40% |
| Commercial real estate loans | 143,919 | 4,620 | 6.44% | 140,217 | 4,817 | 6.93% |
| Consumer loans | 27,774 | 844 | 6.09% | 25,373 | 850 | 6.76% |
| Commercial loans | 48,222 | 1,458 | 6.06% | 43,741 | 1,627 | 7.50% |
| Loans, net | 390,716 | 11,781 | 6.05% | 370,689 | 11,616 | 6.32% |
| Other | 10,267 | 174 | 3.40% | 14,478 | 407 | 5.67% |
| Total interest-earning assets | 447,263 | 12,696 | 5.69% | 429,105 | 13,023 | 6.12% |
| Noninterest-earning assets | 26,867 | | | 27,468 | | |
| Total assets | \$ 474,130 | | | \$ 456,573 | | |
| Interest-bearing liabilities: | | | | | | |
| Deposits: | | | | | | |
| Money market accounts | \$ 38,269 | \$ 428 | 2.24% | \$ 37,734 | \$ 485 | 2.59% |
| Savings accounts (2) | 40,075 | 145 | 0.73% | 45,697 | 251 | 1.11% |
| NOW accounts | 14,412 | 30 | 0.42% | 16,104 | 29 | 0.36% |
| Certificates of deposit | 200,723 | 4,294 | 4.29% | 196,343 | 4,587 | 4.71% |
| Total interest-bearing deposits | 293,479 | 4,897 | 3.35% | 295,878 | 5,352 | 3.65% |
| FHLB advances | 30,153 | 468 | 3.11% | 14,911 | 289 | 3.91% |
| Securities sold under agreement to repurchase | 20,954 | 180 | 1.72% | 11,624 | 149 | 2.58% |
| Other borrowings | 39 | 2 | 7.00% | 90 | 3 | 7.00% |
| Total interest-bearing borrowings | 51,146 | 650 | 2.55% | 26,625 | 441 | 3.34% |
| Total interest-bearing liabilities | 344,625 | 5,547 | 3.23% | 322,503 | 5,793 | 3.62% |
| Demand deposits | 27,420 | | | 24,343 | | |
| Other noninterest-bearing liabilities | 494 | | | 419 | | |
| Total liabilities | 372,539 | | | 347,265 | | |
| Total stockholders' equity | 101,591 | | | 109,308 | | |
| Total liabilities and stockholders' equity | \$ 474,130 | | | \$ 456,573 | | |
| Net interest-earning assets | \$ 102,638 | | | \$ 106,602 | | |
| Tax equivalent net interest income/interest rate spread (3) | | 7,149 | 2.46% | | 7,230 | 2.50% |
| Tax equivalent net interest income as a percentage of interest-earning assets (4) | | | 3.21% | | | 3.40% |

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| | | |
|--|----------|----------|
| Ratio of interest-earning assets to interest-bearing liabilities | 129.78% | 133.05% |
| Less: tax equivalent adjustment (1) | (79) | (25) |
| Net interest income as reported on statement of operations | \$ 7,070 | \$ 7,205 |

- (1) Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 41%. The tax equivalent adjustment is deducted from the tax equivalent net interest income to agree to the amount reported on the statement of income.
- (2) Savings accounts include mortgagors' escrow deposits.
- (3) Tax equivalent net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (4) Tax equivalent net interest margin represents tax equivalent net interest income divided by total average interest-earning assets.

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The following table presents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's tax equivalent interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

| | Six Months Ended June 30, 2008 compared to 2007 Increase (Decrease) | | |
|--|--|------------------------|------------|
| | Volume | Due to Rate | Net |
| | (In Thousands) | | |
| Interest-earning assets: | | | |
| Investment securities (1) | \$ 49 | \$ (308) | \$ (259) |
| Loans: | | | |
| Residential real estate loans | 273 | 264 | 537 |
| Commercial real estate loans | 133 | (330) | (197) |
| Consumer loans | 80 | (86) | (6) |
| Commercial loans | 163 | (332) | (169) |
| Total loans | 649 | (484) | 165 |
| Other | (98) | (135) | (233) |
| Total interest-earning assets | \$ 600 | \$ (927) | \$ (327) |
| Interest-bearing liabilities: | | | |
| Deposits: | | | |
| Money market accounts | \$ 7 | \$ (64) | \$ (57) |
| Savings accounts (2) | (28) | (78) | (106) |
| NOW accounts | (3) | 4 | 1 |
| Certificates of deposit | 106 | (399) | (293) |
| Total deposits | 82 | (537) | (455) |
| FHLB advances | 248 | (69) | 179 |
| Securities sold under agreement to repurchase | 92 | (61) | 31 |
| Other borrowings | (3) | 2 | (1) |
| Total interest-bearing borrowings | 337 | (128) | 209 |
| Total interest-bearing liabilities | 419 | (665) | (246) |
| Increase (decrease) in net interest income (3) | \$ 181 | \$ (262) | \$ (81) |

(1) The changes in state and municipal income are reflected on a tax equivalent basis using a tax rate of 41%.

(2) Includes interest on mortgagors' escrow deposits.

(3) The changes in net interest income are reflected on a tax equivalent basis and thus do not correspond to the statement of income.

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Net interest income, on a tax equivalent basis, decreased \$81,000, or 1.1%, to \$7.1 million for the six months ended June 30, 2008 compared to \$7.2 million for the same period in 2007, mainly driven by the decreasing interest rate environment. Net interest margin declined 19 basis points to 3.21% for the six months ended June 30, 2008 from the comparable period in 2007 primarily due to a decrease in the yield on assets of 43 basis points, which was partially offset by the decrease of 39 basis points in the cost of funds.

Total interest and dividend income, on a tax equivalent basis, declined \$327,000, or 2.5%, to \$12.7 million for the six months ended June 30, 2008 compared to \$13.0 million for the same period last year. Average interest-earning assets totaled \$447.3 million for the six months ended June 30, 2008 compared to \$429.1 million for the same period last year, an increase of \$18.2 million, or 4.2%. Average loans increased \$20.0 million, or 5.4%, primarily due to strong originations activity. Average investment securities increased \$2.3 million, or 5.3%, but average investment security interest income declined by \$259,000 due to falling interest rates. The yield on average interest-earning assets declined 43 basis points to 5.69% for the six months ended June 30, 2008, principally as a result of lower market rates of interest. In addition, a portion of the Company's existing interest-sensitive assets repriced to lower rates.

Total interest expense decreased \$246,000, or 4.2%, to \$5.5 million for the six months ended June 30, 2008 from \$5.8 million for the same period in 2007, resulting primarily from decreased rates paid on average interest-bearing liabilities. Rates paid on average interest-bearing liabilities decreased 39 basis points to 3.23% for the six months ended June 30, 2008, largely reflecting lower market interest rates. The lower interest rate environment led to a decrease in rates paid for new deposits and borrowings as well as the repricing of a portion of the Company's outstanding deposits. Average interest-bearing liabilities rose \$22.1 million, or 6.9%, to \$344.6 million for the six months ended June 30, 2008 from \$322.5 million for the comparable period in 2007, reflecting growth in interest-bearing borrowings.

Provision for Loan Losses

The provision for loan losses increased \$58,000 to \$272,000 in the six months ended June 30, 2008 from \$214,000 for the same period in 2007 primarily due to increased balances of commercial real estate loans and commercial loans since December 31, 2007. The allowance for loan losses is maintained through provisions for loan losses.

Non-interest Income

Total non-interest income decreased \$288,000, or 18.9%, to \$1.2 million for the six months ended June 30, 2008 compared to \$1.5 million for the same period in 2007, due to the decrease in sales of available-for-sale securities. Net gain on sales of available-for-sale securities decreased \$473,000 to \$115,000 for the first six months of 2008 due to market conditions. Partially offsetting this decrease is the increase in fee income of \$190,000, or 20.4%, to \$1.1 million in the six months ended June 30, 2008 from \$932,000 for the comparable period in 2007, primarily due to the increase in NSF fees of 167,000.

Non-interest Expenses

Non-interest expenses increased \$828,000, or 12.3%, to \$7.6 million for the six months ended June 30, 2008 compared to \$6.8 million in the same period in 2007. The increase is primarily attributable to salaries and employee benefits expense, which increased \$788,000, or 20.8%, to \$4.6 million for the first six months of 2008 reflecting increased benefit costs associated with the Company's Equity Incentive Plan.

Income Taxes

The Company's income tax expense decreased \$482,000, or 78.6%, to \$131,000 for the six months ended June 30, 2008 compared to \$613,000 for the same period in 2007. The Company's combined federal and state effective tax rate was 29.24%, reflecting the decrease in taxable income for the six months ended June 30, 2008, compared to 34.9% for the same period in 2007.

Table of Contents**Explanation of Use of Non-GAAP Financial Measurements**

We believe that it is common practice in the banking industry to present interest income and related yield information on tax exempt securities on a tax-equivalent basis and that such information is useful to investors because it facilitates comparisons among financial institutions. However, the adjustment of interest income and yields on tax exempt securities to a tax equivalent amount may be considered to include financial information that is not in compliance with U.S. generally accepted accounting principles (GAAP). A reconciliation from GAAP to non-GAAP is provided below.

| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|--|--------------------------------|---------------|----------|---------------|------------------------------|---------------|----------|---------------|
| | 2008 | | 2007 | | 2008 | | 2007 | |
| | Interest | Average Yield | Interest | Average Yield | Interest | Average Yield | Interest | Average Yield |
| Investment securities (non-tax adjustment) | \$ 347 | 2.55% | \$ 515 | 4.59% | \$ 662 | 2.87% | \$ 975 | 4.48% |
| Tax equivalent adjustment (1) | 39 | | 13 | | 79 | | 25 | |
| Investment securities (tax equivalent basis) | \$ 386 | 2.83% | \$ 528 | 4.70% | \$ 741 | 3.21% | \$ 1,000 | 4.59% |
| Net interest income (non-tax adjustment) | \$ 3,643 | | \$ 3,677 | | \$ 7,070 | | \$ 7,205 | |
| Tax equivalent adjustment (1) | 39 | | 13 | | 79 | | 25 | |
| Net interest income (tax equivalent basis) | \$ 3,682 | | \$ 3,690 | | \$ 7,149 | | \$ 7,230 | |
| Interest rate spread (no tax adjustment) | | 2.53% | | 2.48% | | 2.43% | | 2.49% |
| Net interest margin (no tax adjustment) | | 3.19% | | 3.41% | | 3.17% | | 3.39% |

(1) The tax equivalent adjustment is based on a combine federal and state tax rate of 41% for all periods presented.

Liquidity Management

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, maturities and sales of securities, borrowings from the Federal Home Loan Bank of Boston and securities sold under agreements to repurchase. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. Prepayment rates can have a significant impact on interest income. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that, in turn, affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe these assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual loan repayment activity.

We regularly adjust our investments in liquid assets based upon our assessment of: (1) expected loan demands; (2) expected deposit flows; (3) yields available on interest-earning deposits and securities; and (4) the objectives of our asset/liability management policy.

Our most liquid assets are cash and cash equivalents. The levels of these assets depend on our operating, financing, lending and investing activities during any given period. At June 30, 2008, cash and cash equivalents totaled \$28.3 million. Total securities classified as available-for-sale were \$7.2 million at June 30, 2008. In addition, at June 30, 2008, we had the ability to borrow a total of approximately \$108.2 million from the Federal Home Loan Bank of Boston. On June 30, 2008, we had \$66.4 million of borrowings outstanding.

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At June 30, 2008, we had \$77.1 million in loan commitments outstanding, which consisted of \$15.1 million of commercial loan commitments, \$10.2 million of mortgage loan commitments, \$10.9 million in unadvanced construction loan commitments, \$9.3 million in unused home equity lines of credit, \$28.7 million in commercial lines of credit, and \$2.9 million in letters of credit. Certificates of deposit due within one year of June 30, 2008 totaled \$135.6 million, or 68.8%, of our certificates of deposit. If these maturing deposits 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 June 30, 2009. 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 Management

We are subject to various regulatory capital requirements administered by the Federal Deposit Insurance Corporation, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At June 30, 2008, the Bank exceeded all of its regulatory capital requirements. The Bank is considered well capitalized under regulatory guidelines. The Company is subject to the Federal Reserve Board's capital adequacy guidelines for bank holding companies (on a consolidated basis) substantially similar to those of the Federal Deposit Insurance Corporation. The Company exceeded these requirements at June 30, 2008.

The Company's and Bank's actual capital amounts and ratios as of June 30, 2008 and December 31, 2007 are presented in the table.

| | Actual | | Minimum for Capital Adequacy Purposes | | Minimum to be Well Capitalized Under Prompt Corrective Action Provisions | |
|--|------------|-------|---------------------------------------|-------|--|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of June 30, 2008 | | | | | | |
| Total Capital to Risk Weighted Assets | | | | | | |
| Company | \$ 102,009 | 25.1% | \$ 38,946 | 8.0% | N/A | N/A |
| Bank | \$ 83,456 | 20.6% | \$ 32,363 | 8.0% | \$ 40,453 | 10.0% |
| Tier 1 Capital to Risk Weighted Assets | | | | | | |
| Company | \$ 98,684 | 24.3% | \$ 16,235 | 4.0% | N/A | N/A |
| Bank | \$ 80,131 | 19.8% | \$ 16,181 | 4.0% | \$ 24,272 | 6.0% |
| Tier 1 Capital to Average Assets | | | | | | |
| Company | \$ 98,684 | 20.3% | \$ 19,473 | 4.0% | N/A | N/A |
| Bank | \$ 80,131 | 16.5% | \$ 19,420 | 4.0% | \$ 24,274 | 5.0% |
| As of December 31, 2007: | | | | | | |
| Total Capital to Risk Weighted Assets | | | | | | |
| Company | \$ 107,281 | 28.6% | \$ 30,001 | 8.0% | N/A | N/A |
| Bank | \$ 82,391 | 22.0% | \$ 29,896 | 8.0% | \$ 37,369 | 10.0% |
| Tier 1 Capital to Risk Weighted Assets | | | | | | |
| Company | \$ 104,042 | 27.7% | \$ 15,000 | 4.0% | N/A | N/A |
| Bank | \$ 79,152 | 21.2% | \$ 14,948 | 4.0% | \$ 22,422 | 6.0% |
| Tier 1 Capital to Average Assets | | | | | | |
| Company | \$ 104,042 | 22.7% | \$ 18,305 | 4.0% | N/A | N/A |
| Bank | \$ 79,152 | 17.4% | \$ 18,220 | 4.0% | \$ 22,775 | 5.0% |

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Off-Balance Sheet Arrangements

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with U.S. generally accepted accounting principles, are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, letters of credit and lines of credit. We currently have no plans to engage in hedging activities in the future.

For the three month periods ended June 30, 2008 and June 30, 2007, we engaged in no off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations or cash flows.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Qualitative Aspects of Market Risk

We manage the interest rate sensitivity of our interest-bearing liabilities and interest-earning assets in an effort to minimize the adverse effects of changes in the interest rate environment. Deposit accounts typically react more quickly to changes in market interest rates than mortgage loans because of the shorter maturities of deposits. As a result, sharp increases in interest rates may adversely affect our earnings while decreases in interest rates may beneficially affect our earnings. To reduce the potential volatility of our earnings, we have sought to improve the match between asset and liability maturities and rates, while maintaining an acceptable interest rate spread. Our strategy for managing interest rate risk emphasizes: adjusting the maturities of borrowings; adjusting the investment portfolio mix and duration; increasing our focus on shorter-term, adjustable-rate commercial and multi-family lending; selling fixed-rate mortgage loans; and periodically selling available-for-sale securities. We currently do not participate in hedging programs, interest rate swaps or other activities involving the use of derivative financial instruments.

We have an Asset/Liability Committee, which includes members of management, to communicate, coordinate and control all aspects involving asset/liability management. The committee reports to the Board of Directors of the Bank quarterly and establishes and monitors the volume, maturities, pricing and mix of assets and funding sources with the objective of managing assets and funding sources to provide results that are consistent with liquidity, growth, risk limits and profitability goals.

Quantitative Aspects of Market Risk

We analyze our interest rate sensitivity to manage the risk associated with interest rate movements through the use of interest income simulation. 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.

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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 monthly and presented to the Asset/Liability Committee and Board of Directors of the Bank. The simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions. The numerous assumptions used in the simulation process are reviewed by the Asset/Liability Committee and the Board of Directors of the Bank on a quarterly basis. Changes to these assumptions can significantly affect the results of the simulation. 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. The simulation analysis incorporates management's current assessment of the risk that pricing margins will change adversely over time due to competition or other factors.

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.

The table below sets forth an approximation of our exposure as a percentage of estimated net interest income for the next 12 month period using interest income simulation. The simulation uses projected repricing of assets and liabilities at June 30, 2008 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rates can have a significant impact on interest income simulation. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that, in turn, affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe such assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate future mortgage-backed security and loan repayment activity.

The following table reflects changes in estimated net interest income for the Bank at June 30, 2008 through June 30, 2009.

| Increase (Decrease) in Market Interest Rates (Rate Shock) | Net Interest Income | | |
|---|-------------------------------------|-----------|----------|
| | \$ Amount (Dollars In Thousands) | \$ Change | % Change |
| 300 bp | \$ 12,240 | (\$958) | -7.3% |
| 200 | \$ 12,957 | (\$241) | -1.8% |
| 100 | \$ 13,555 | \$ 357 | 2.7% |
| | \$ 13,198 | | |
| (100) | \$ 13,390 | \$ 192 | 1.5% |
| (200) | \$ 13,326 | \$ 128 | 1.0% |

The basis point changes in rates in the above table are assumed to occur evenly over the following 12 months.

Item 4. Controls and Procedures

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the Exchange Act). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the SEC) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

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There have been no changes in the Company's internal control over financial reporting during the quarter ended June 30, 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to the financial condition and results of operations of the Company.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2007, which could materially affect our business, financial condition or future results. At June 30, 2008, the risk factors for the Company have not changed materially from those reported in our Annual Report on Form 10-K. However, the risks described in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

- (a) Unregistered Sales of Equity Securities Not applicable

- (b) Use of Proceeds Not applicable

Table of Contents**(c) Repurchase of Our Equity Securities**

On March 4, 2008, the Company announced that its Board of Directors authorized a second stock repurchase program (the Second Stock Repurchase Program) for the purchase of up to 353,370 shares of the Company's common stock, or approximately 5% of its outstanding common stock. Repurchases under the Second Stock Repurchase Program will be conducted solely through a Rule 10b5-1 repurchase plan with Stifel, Nicolaus & Company, Incorporated, based upon parameters of a Rule 10b5-1 repurchase plan. Repurchased shares will be held in treasury. This plan will continue until it is completed or terminated by the Board of Directors. Repurchases made in the second quarter of 2008 were as follows:

| Period | (a) Total Number of Shares (or Units) Purchased | (b) Average Price Paid Per Share (or Unit) | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs |
|--------------------|---|--|--|--|
| April 1 - 31, 2008 | 100,000 | \$ 13.30 | 100,000 | 153,370 |
| May 1 - 31, 2008 | 55,000 | 13.30 | 55,000 | 98,370 |
| June 1 - 30, 2008 | 25,000 | 13.55 | 25,000 | 73,370 |
| Total | 180,000 | \$ 13.35 | 180,000 | |

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

- a. An annual meeting to shareholders of the Company was held on May 28, 2008 (the Annual Meeting).
- b. Not applicable.
- c. The items voted upon at the Annual Meeting and the vote for each proposal were as follows:

1. Election of directors.

**Director Nominees Elected
For Three-Year Term:**

| | For | Withheld |
|-------------------|-----------|----------|
| Arthur F. DuBois | 5,393,945 | 94,579 |
| William J. Giokas | 5,426,502 | 62,022 |
| Edmund J. Mokal | 5,396,192 | 92,332 |
| John P. Moylan | 5,408,146 | 80,378 |
| Gregg F. Orlen | 5,409,828 | 78,696 |
| Judith T. Tremble | 5,427,474 | 61,050 |

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Director Nominees Elected

For Two-Year Term:

Francine Jasinski Hayward

| For | Withheld |
|------------|-----------------|
| 5,425,529 | 62,995 |

2. The ratification of the appointment of Berry, Dunn, McNeil & Parker as an independent registered public accounting firm of the Company for the fiscal year ending December 31, 2008.

| For | Against | Abstain |
|------------|----------------|----------------|
| 5,479,089 | 1,335 | 8,100 |

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Item 5. Other Information.

None.

Item 6. Exhibits.

- 3.1 Articles of Incorporation of Chicopee Bancorp, Inc. (1)
- 3.2 Bylaws of Chicopee Bancorp, Inc. (2)
- 4.0 Stock Certificate of Chicopee Bancorp, Inc. (1)
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
- 32.0 Section 1350 Certification

- (1) Incorporated herein by reference to the Exhibits to the Company's Registration Statement on Form S-1 (File No. 333-132512), as amended, initially filed with the Securities and Exchange Commission on March 17, 2006.
- (2) Incorporated herein by reference to Exhibit 3.2 to the Company's 8-K (File No. 000-51996) filed with the Securities and Exchange Commission on August 1, 2007.

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SIGNATURES

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

CHICOPEE BANCORP, INC.

Dated: August 6, 2008

By: /s/ William J. Wagner
William J. Wagner
Chairman of the Board, President and

Chief Executive Officer

(principal executive officer)

Dated: August 6, 2008

By: /s/ W. Guy Ormsby
W. Guy Ormsby
Executive Vice President,

Chief Financial Officer and Treasurer

(principal financial and chief accounting officer)