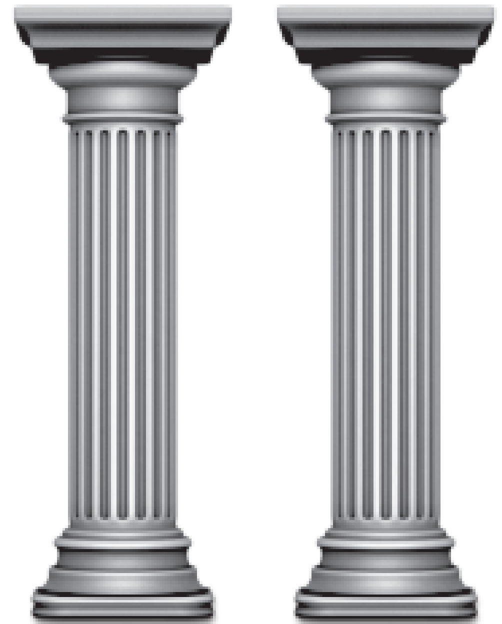
Century Bancorp, Inc.

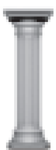
Annual Report

A pillar of strength.

20

A pillar of the community.

Our family's bank. And yours.



Doric is one of the three original Greek architectural pillar designs. The Doric is symbolic of strength. The ancient Parthenon on the Acropolis, the largest temple in classical Athens, was built using Doric pillars and still stands today. The Doric pillar was popular in North America for use in construction of official and bank buildings due to its uncomplicated structure yet strong design projecting strength, durability and productivity.

Dear Fellow Shareholders:

2011 was the second consecutive record year for Century Bank. As we approach our 43rd anniversary, assets, deposits, earnings, and loans all reached record levels. We ended 2011 at over $2.7 billion in assets and $16.7 million of annual earnings. In a year when bank stock prices generally declined, ours rose 5.4% to close at $28.24; a three-year increase of 79%. 2011 was a stunning year of performance, by almost any measure.

Over the course of 2011, our bank was examined by multiple regulatory authorities, securities analysts, and investment banks. The single adjective that described Century in almost every report was "strong." We obviously like that description, and know that we strive to be a strong bank for all the right reasons.

Pictured from left:

Executive Vice President
Linda Sloane Kay

Founder & Chairman
Marshall M. Sloane

President & CEO
Barry R. Sloane

Strong net earnings growth

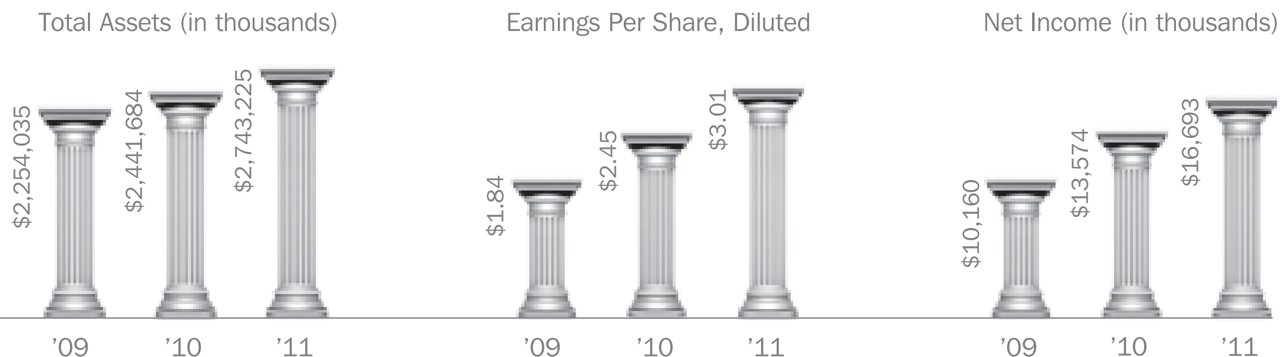
Net income grew by 23% to a record $16.7 million, or $3.01 per diluted share, for the year ended December 31, 2011, as compared to net income of $13.6 million, or $2.45 per diluted share, for 2010. Century's return on average equity (ROE) is now 10.7%, up from 2010's 9.5%. Our ROE is within the top quartile of our regional peer group. Many elements contribute to a successful "bottom line," and efficiency is one of the most important. We're particularly proud that our 2011 average efficiency ratio, the measure of how well we utilize our resources, fell to 62.2%, down from 65% in 2010, and below the median (lower is favorable) within our regional peer group.

Strong asset growth

Total assets increased 12.3% to a record $2.74 billion on December 31, 2011, up from $2.44 billion on December 31, 2010, an increase of $302 million. Century's consistent, measured growth as a metric of safety has attracted record deposits from all three of our client sectors: consumer, business, and institutional. With great frequency, governmental units, charitable institutions, and fiduciary accounts are attracted to our reputation and performance.

Strong capital growth

Total equity rose to $161 million on December 31, 2011, an increase of 10.8% from $145 million on December 31, 2010. Book value per share increased to $28.98 at December 31, 2011, up from $26.18 at December 31, 2010. Century is "well capitalized" by regulatory standards, and unlike many of our peers, we have generated the capital growth organically without utilizing capital market activities that dilute existing shareholders.



Strong loan growth

Total loans grew by 8.6% to $984 million on December 31, 2011. Nonperforming assets again fell from the previous year, now $7.0 million, as we addressed our few remaining problem loans of size. The growth of our loans is in large measure the result of our focus on financing the two engines of growth in New England, higher education and healthcare. Massachusetts is regarded by many as the "intellectual capital of the world," and we have grown our lending activity by bonding the capital and plant needs of the not-for-profit institutions that make up such a large part of the regional economy. We have doubled the headcount in our institutional lending team and become a significant factor in that market. In 2011 we continued to add resources and capital to our business and consumer lending efforts. We are again a top preferred lender of the SBA and also proud to have been named the Top SBA Lender to Veterans in Massachusetts in 2011.

Loan growth is a hollow achievement if a bank's risk management structure allows nonperforming loans to rise. We have mastered that challenge by managing our lending very carefully, lending near our home base, and utilizing a centralized and highly structured loan approval process for credits of all sizes. Despite the controls, it is a transparent and highly collegial team that encourages diverse opinions and market intelligence from colleagues of wide seniority. Local market knowledge is still the essence of successful risk management. We pride ourselves on our market expertise; it has rarely failed us.

Strong branch system

In 2011 we opened the long-planned Newton Centre branch, our 24th. Located at 32 Langley Road, it was met with a vibrant reception from the community, as our roots in Newton are deep and of long tenure. We're proud of the Newton Centre branch

Newton Centre Grand Opening Ribbon Cutting
Mayor Setti D. Warren of Newton, Radio and TV personality, Jim Braude and others, join the Sloane family in cutting the ribbon during the Newton Centre grand opening.

as a design standard for our branches in the future. The Andover branch, at 15 Elm Street, will open in late summer 2012, becoming #25. In 2012 we will also upgrade our Malden branch, our second oldest, and we are actively exploring additional branch locations that will continue to "fill in" our network in Eastern Massachusetts.

Strong Institutional Services client additions

The Institutional Services Group, which includes our government, financial service, and not-for-profit banking teams, had an excellent year of client growth. While our government banking market share in Massachusetts is consistently among the top three, we added governmental relationships to our growing business in Rhode Island. Century also added several large regional insurance companies, which are some of the most complex relationships in our transactional environment. We processed over 36 million check and payment items in 2011, with superb quality control and near faultless customer service. We fully recognize the revolutionary transition from paper to electronic transactions. Although it is clear that billions of checks will need to be processed for decades to come, we have entered into a contractual partnership with a firm that we believe to have the most functional and effective electronic bill presentment and payment system available. Century will take further steps in that direction as the demand and technology dictate.

Strong branding program

Our corporate marketing efforts increased in scope and scale in 2011. Century's "family" advertising campaign has attracted widespread attention as a differentiator in the Greater Boston market. We have improved branch signage, point-of-sale materials, customer communication and have proudly introduced new customer thank-you cards signed by senior management. In all external communication, we are diligent to preserve our message of local, approachable management and continuity. Our advertising campaign is in its third year, a successful investment that has resulted in our marketplace understanding who we are, what we care about, and what makes us different. The consistent daily growth of new accounts and broadened relationships proves it's working.

Pictured from left:

Executive Vice President Brian J. Feeney, Executive Vice President David B. Woonton, Chief Financial Officer & Treasurer William P. Hornby, and Executive Vice President Paul A. Evangelista

Strong information systems platform

Century has always prided itself on utilizing the most functional and reliable systems platform available to banks of our size. Investments in technology, redundancy, and communications have consistently been a management priority. In 2011 we completed a successful transition to the next generation of systems operation. We migrated to a fully outsourced core processing environment, one that allows unlimited data storage, provides improved and timely customer system upgrades, and enhances our disaster recovery resources. We understand the challenges of "cloud computing," and are keeping pace with the evolution.

Strong commitment to the community

Century was founded for the "public need and convenience" of the people of Somerville. Although our geographic reach now includes branches in 17 communities and our clients are throughout New England, our strategy to understand and support our communities and their people has never wavered. We still take the greatest pride assisting a first-time homebuyer, contributing to the success of a local business, or financing of a new school. We have earned the trust of our communities by being

Team Century, with the bank smart car, joins the Beverly community in a holiday parade celebration.

Barry R. Sloane and Gerald S. Algere join ***The Voices of Renaissance Choir*** *in a celebration concert at the Boston Renaissance Charter Public School.*

Throughout 2011, Century Bank hosted several community celebrations in the Rose Sloane Garden in Medford Square.

responsible employers, thoughtful lenders, community advocates, and a source of hundreds of relationship-driven charitable donations.

Our strong performance won us industry accolades in 2011; again, Century is a member of both the elite Keefe, Bruyette & Woods "Bank Honor Roll" and the Sandler O'Neill + Partners, Top 25 U.S. Bank and Thrift "Sm-All Stars" among others.

Yet the economy, especially nationally, is anything but strong. Lackluster is perhaps the best description of an economy whose sluggish, yet recovering, performance is paced by a still suffering, and often depressed, housing market. Century has focused its investments in market sectors where we forsee regional growth, but it's hard to discern where net national growth will evolve. No real progress has been made on reducing the federal deficit or debt, and the downgrade of the U.S. credit rating was a

Senior Vice Presidents
Opposite page pictured from left

Front row: *Bradford J. Buckley, William J. Gambon, Jr., Susan B. Delahunt, Anthony C. LaRosa, Peter R. Castiglia, Janice A. Brandano, Thomas E. Piemontese, Deborah R. Rush, Phillip A. Gallagher, and Shipley C. Mason*

Back row: *Timothy L. Glynn, Jason J. Melius, James M. Flynn, Jr., Yasmin D. Whipple, Richard L. Billig, Nancy Lindstrom, Gerald S. Algere, and Kenneth A. Samuelian*

sad day. Many risks lie ahead, and we do not yet know how the euro-zone condition will cross the Atlantic. Even though we are directly shielded from European exposure, it's ironic that many of Century's institutional borrowers have a higher credit rating than most of the nations of Europe. Let's hope that the leaders of the free world will find the inspiration to solve the fiscal crisis before us.

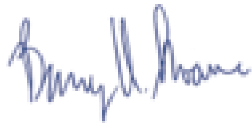
Strong people and values

Linda Sloane Kay, with her mother, Barbara J.G. Sloane are featured in ***Boston, Inspirational Women****, a book about people who are making a difference in this city and in the world, by Bill and Kerry Brett.*

The success of Century began with a founder, our Chairman Marshall M. Sloane, a family, and set of family values. Those founding values have built a strong platform for financial success. We will remain true to our founding credo of valuing relationships, preserving a conservative balance sheet, relentless risk management, and doing the right thing by our clients and their communities.

None of our achievements would have been possible without the teamwork and devotion of our 400 colleagues, people who understand and embrace the principles of our bank and wish to be a lifelong part of its future. We thank them for their service and dedication, and we thank our clients and shareholders for their confidence and the stewardship of their assets. We will do all we can to generate another successful year as we navigate our way down the winding road ahead.

Sincerely,



Barry R. Sloane
President and CEO

Century Bank continued our proud family tradition of community service by providing financial and leadership support to these charitable and civic organizations in 2011:

2020 Women on Boards
A Child's Light, Inc.
Action for Boston Community Development, Inc.
Adopt-A-Student Foundation
Aid For Cancer Research
Allston Village Main Streets
Alzheimer's Association
American Cancer Society, Relay for Life
American Heart Association
American Lung Association

Team Century participates in the Heart Break Hill 5K Run & Walk for the benefit of the Franciscan Hospital for Children.

American Parkinson Disease Association, Inc.
Ancient Order of Hibernians
Anti-Defamation League
Apollo Club of Boston
Archdiocese of Boston
Arlington High School Boys & Girls Hockey Program
Associazione Gizio
Avon Walk for Breast Cancer
Bais Yaakov of Boston High School for Girls
Bay State Chapter Freedoms Foundation
Beacon Academy
Beth Israel Deaconess Medical Center
Beverly Holiday Parade
Beverly Main Streets
Big Brothers Big Sisters of MA Bay
Bnai Zion Foundation
Boston Harbor Association

More than a year of doing well.

Boston Jewish Film Festival
Boston Minuteman Council, Boy Scouts of America
Boston Renaissance Charter Public School
Boston University
Boston YWCA
BostonGives, Inc.
Brandeis University
Bread of Life
Brendan M. Curtin Scholarship Fund
Brookline Chamber of Commerce
Brookline First Light Festival
Brookline Senior Center
Burlington Chamber of Commerce
Burlington Community Scholarship Foundation/ Dollars for Scholars
Burlington D.A.R.E.
Burlington Recreation Department
Burlington Rotary Club
Cambridge & Somerville Program for Alcoholism and Drug Abuse Rehabilitation (CASPAR)
Cambridge College
Cardinal Cushing Centers, Inc.
Cardinal Spellman High School
Cathedral High School
Catholic Charities North
Catholic Charities of Boston
Cerebral Palsy Association of Eastern Massachusetts, Inc.
Children Affected by AIDS Foundation
Citizens for Affordable Housing in Newton Development Organization, Inc.
City of Chicopee
City of Malden
City of Medford
City of Newton
City of Somerville
Combined Jewish Philanthropies
Communities United, Inc.
Community Action Agency of Somerville, Inc. (CAAS)
Community Servings
Congregation Or Atid
Cristo Rey Boston High School
Cub Scouts Pack 79
Currier Museum of Art
Cystic Fibrosis Foundation
Dana-Farber Cancer Institute
Diamond Posse

Boston Renaissance Charter Public School Ribbon Cutting
Pictured from left: Marvin E. Gilmore, Marshall M. Sloane, Mayor Thomas M. Menino of Boston, Barry R. Sloane and Gerald S. Algere

Diane K. Trust Center for Early Education of Temple Ohabei Shalom
Dimock Community Health Centers
Disabled American Veterans
Don Guanella Center
DONNE 2000
Edward M. Kennedy Institute for the United States Senate
Elizabeth Peabody House
Everett Chamber of Commerce
Everett Huskies Athletic Association, Inc.
Everett Kiwanis Club
Exceptional Women
Facing Cancer Together
Fayerweather Street School
Fisher Center for Alzheimer's Research Foundation
Foundation for Faces of Children
Fourth Presbyterian Church of South Boston
Franciscan Hospital for Children
Friends of Jim Young
Friends of Steve Martinelli, Jr.
Friends of the New England Holocaust Memorial
Friends of Winchester Hockey
Girl Scouts of the USA
Greater Lynn Senior Services
Greater Medford Visiting Nursing Association
Harry Langburd Scholarship Fund
Hebrew SeniorLife
Homes for Our Troops
HOPE worldwide
Hospitality Homes, Inc.
Housing Families
I.B.E.W. Local 103
Interfaithfamily.com
Italia Unita
Italian Home for Children
Jewish Big Brothers Big Sisters
Jewish Community Centers of Greater Boston
Jewish Family & Children's Service
Jewish Family Service of the North Shore
Jewish Women International
John M. Barry Boys & Girls Club of Newton
Koleinu Boston's Jewish Community Chorus
Lexington Rotary Club
Liberty Belle Chorus of Sweet Adelines
LIFT
Little Sisters of the Poor
Lowell Adult Education Center
Lynn Museum & Historical Society
Lynn Police Relief Association
Lynn Shelter Association
Lynn Vocational & Technical Institute
Malden Chamber of Commerce
Malden Rotary Club
Malden YMCA
Malden YWCA
MASCO
Massachusetts Eye and Ear Infirmary
Matignon High School
May Institute
Medford Chamber of Commerce

Medford Community Housing
Medford Family Network
Medford Farmers Market
Medford High School
Medford Jingle Bell Festival
Medford Mustangs Football
Medford Police Association
Mental Health Programs, Inc. (MHPI)
Merrimack Valley Chamber of Commerce
Merrimack Valley Striders
MetroCast Foundation
MetroWest Jewish Day School
Mil Milagros, Inc.
Milan Moosavizadeh Trust
Milton Hospital

Century Bank received the Leading Business Award from the Newton-Needham Chamber of Commerce

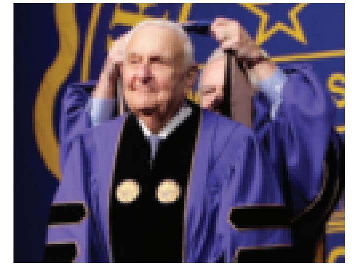
Pictured from left: Marshall M. Sloane, Linda Sloane Kay and Chamber Ambassador David O'Neil

Morgan Memorial Goodwill Industries
Muscular Dystrophy Association
NAIOP Massachusetts
National Brain Tumor Society
National Hydrocephalus Foundation
Nativity Preparatory School
Nazzaro Recreation Center
Neighborhood House Charter School
Neurofibromatosis, Inc., Northeast
New England Aquarium
New England B.A.L.L.A.S.
Newton South High School
Newton-Needham Chamber of Commerce
North Bennet Street School
North Cambridge Senior Center
North End Against Drugs, Inc.
North End Beautification Committee
North End Christmas Fund
North Reading Little League
North Shore Medical Center Cancer Walk
Our Lady of the Cedars of Lebanon Church
Pan-Mass Challenge
Peabody Chamber of Commerce
Project Bread
Prospect Hill Academy Charter School
Quincy Public Schools
Rashi School
Rodman Ride for Kids
Sacred Heart School
Saint John School
Saint Peter School

SCM Community Transportation
Shakespeare & Company
Silent Spring Institute
Societa di San Giuseppe
Somerville Chamber of Commerce
Somerville Council on Aging
Somerville High School
Somerville Highlander Hockey
Somerville Historic Preservation Commission
Somerville Homeless Coalition
Somerville Housing Authority
Somerville Kiwanis Club
Somerville Museum
Somerville Pop Warner
Somerville Rotary Club
Somerville Veterans' Services
South Shore YMCA
Special Olympics of Massachusetts
Springstep
St. Catherine's Church Restoration Fund
St. John the Baptist Church
St. John the Evangelist Church
St. John's Catholic Church
St. Jude Children's Research Hospital
St. Leonard Parish of Boston
St. Mary's High School
St. Patrick's Shelter for Homeless Women
Stone Family Adoption Assistance Fund
Susan G. Komen for the Cure
Suzuki School of Newton
Synagogue Council of Massachusetts
Teamsters Local 25
Temple Beth Elohim
Temple Beth Shalom
Temple Beth Zion
Temple Emmanuel of Newton
Temple Sinai of Sharon
The Angel Fund
The Cambridge School of Weston
The David Project
The Friends of Burlington Basketball
The Genesis Fund
The Gifford School
The Home for Little Wanderers

Students from Suzuki School of Newton perform during the Newton Centre grand opening.

The Japan Society of Boston
The Lenny Zakim Fund
The Lustgarten Foundation for Pancreatic Cancer Research



Marshall M. Sloane receives an honorary Doctor of Business Administration degree from Suffolk University for his innovative financial skills and tireless support of the community.

The Public Library of Brookline
The Shadow Fund
Top Banana Education Foundation
Town of Brookline
Town of Georgetown
Town of Wayland
Town of Wenham
Town of Weymouth
Tri-City Community Action Program, Inc.
U.S. Naval Academy Parents Club
University of Massachusetts Boston
Ward 7 Improvement Association
Watertown Youth Baseball
West Suburban YMCA
Wheelock College
William H. Lincoln School
Winchester Chamber of Commerce
Winchester Rotary Club
WORK, Inc.
World Unity
Xaverian Brothers High School
Zion Church Ministries

A year of doing good.

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Elizabeth A. Theriault
Julie A. Walker
Jeanne A. Wood

[1] Audit Committee, [2] Compensation Committee, [3] Nominating Committee, [4] Executive Committee, [5] Asset Liability Committee, [6] Non-deposit Investment and Insurance Products Committee, [7] Trust Committee, * Committee Chairperson, ** Committee Vice Chairperson

FINANCIAL STATEMENTS

1	Financial Highlights
3	Management's Discussion and Analysis of Results of Operations and Financial Condition
19	Consolidated Balance Sheets
20	Consolidated Statements of Income
21	Consolidated Statements of Changes in Stockholders' Equity
22	Consolidated Statements of Cash Flows
23	Notes to Consolidated Financial Statements
50	Reports of Independent Registered Public Accounting Firm
52	Management's Report on Internal Control Over Financial Reporting

Financial Highlights

	2011	2010	2009	2008	2007
(dollars in thousands, except share data)					
FOR THE YEAR					
Interest income	$ 78,065	$ 76,583	$ 79,600	$ 80,693	$ 83,008
Interest expense	22,766	24,817	31,723	35,914	43,805
Net interest income	55,299	51,766	47,877	44,779	39,203
Provision for loan losses	4,550	5,575	6,625	4,425	1,500
Net interest income after provision for loan losses	50,749	46,191	41,252	40,354	37,703
Other operating income	16,240	15,999	16,470	13,975	13,948
Operating expenses	48,742	47,372	46,379	43,028	40,255
Income before income taxes	18,247	14,818	11,343	11,301	11,396
Provision for income taxes	1,554	1,244	1,183	2,255	3,532
Net income	$ 16,693	$ 13,574	$ 10,160	$ 9,046	$ 7,864
Average shares outstanding, basic	5,540,644	5,533,506	5,532,249	5,541,983	5,542,461
Average shares outstanding, diluted	5,541,794	5,535,742	5,534,340	5,543,702	5,546,707
Shares outstanding at year-end	5,542,697	5,540,247	5,530,297	5,538,407	5,543,804
Earnings per share:					
Basic	$ 3.01	$ 2.45	$ 1.84	$ 1.63	$ 1.42
Diluted	$ 3.01	$ 2.45	$ 1.84	$ 1.63	$ 1.42
Dividend payout ratio	13.1 %	16.0 %	21.4 %	24.0 %	27.6 %
AT YEAR-END					
Assets	$ 2,743,225	$ 2,441,684	$ 2,254,035	$ 1,801,566	$ 1,680,281
Loans	984,492	906,164	877,125	836,065	726,251
Deposits	2,124,584	1,902,023	1,701,987	1,265,527	1,130,061
Stockholders' equity	160,649	145,025	132,730	120,503	118,806
Book value per share	$ 28.98	$ 26.18	$ 24.00	$ 21.76	$ 21.43
SELECTED FINANCIAL PERCENTAGES					
Return on average assets	0.63 %	0.56 %	0.50 %	0.54 %	0.49 %
Return on average stockholders' equity	10.72 %	9.52 %	7.98 %	7.43 %	7.05 %
Net interest margin, taxable equivalent	2.48 %	2.52 %	2.69 %	3.00 %	2.65 %
Net charge-offs as a percent of average loans	0.21 %	0.44 %	0.63 %	0.38 %	0.22 %
Average stockholders' equity to average assets	5.88 %	5.93 %	6.26 %	7.23 %	6.97 %
Efficiency ratio	62.2 %	65.0 %	68.5 %	70.6 %	77.5 %

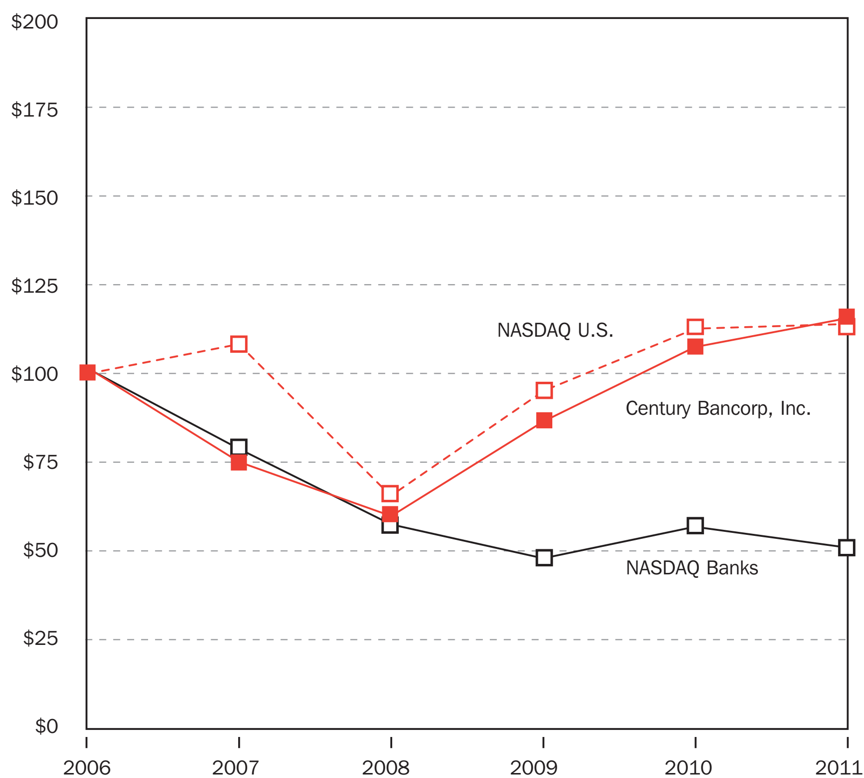
Per Share Data

2011, Quarter Ended	**December 31,**	**September 30,**	**June 30,**	**March 31,**
Market price range (Class A)				
High	**$ 28.80**	**$ 28.91**	**$ 27.80**	**$ 28.38**
Low	**20.50**	**21.96**	**23.25**	**24.75**
Dividends Class A	**0.12**	**0.12**	**0.12**	**0.12**
Dividends Class B	**0.06**	**0.06**	**0.06**	**0.06**

2010, Quarter Ended	December 31,	September 30,	June 30,	March 31,
Market price range (Class A)				
High	$ 27.39	$ 24.00	$ 23.22	$ 23.60
Low	22.54	19.40	16.77	18.65
Dividends Class A	0.12	0.12	0.12	0.12
Dividends Class B	0.06	0.06	0.06	0.06

The stock performance graph below compares the cumulative total shareholder return of the Company’s Class A Common Stock from December 31, 2006 to December 31, 2011 with the cumulative total return of the NASDAQ Market Index (U.S. Companies) and the NASDAQ Bank Stock Index. The lines in the graph represent monthly index levels derived from compounded daily returns that include all dividends. If the monthly interval, based on the fiscal year-end, was not a trading day, the preceding trading day was used.

Comparison of Five-Year Cumulative Total Return*



Value of $100 Invested on December 31, 2006 at:	2007	2008	2009	2010	**2011**
Century Bancorp, Inc.	$ 75.47	$ 60.62	$ 87.05	$ 108.12	**$ 116.09**
NASDAQ Banks	79.26	57.79	48.42	57.29	**51.19**
NASDAQ U.S.	108.47	66.35	95.38	113.19	**113.81**

*Assumes that the value of the investment in the Company’s Common Stock and each index was $100 on December 31, 2006 and that all dividends were reinvested.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein are not based on historical facts and are "forward-looking statements" within the meaning of Section 21A of the Securities Exchange Act of 1934. Forward-looking statements, which are based on various assumptions (some of which are beyond the Company's control), may be identified by reference to a future period or periods, or by the use of forward-looking terminology, such as "may," "will," "believe," "expect," "estimate," "anticipate," "continue" or similar terms or variations on those terms, or the negative of these terms. Actual results could differ materially from those set forth in forward-looking statements due to a variety of factors, including, but not limited to, those related to the economic environment, particularly in the market areas in which the Company operates, competitive products and pricing, fiscal and monetary policies of the U.S. Government, changes in government regulations affecting financial institutions, including regulatory fees and capital requirements, changes in prevailing interest rates, acquisitions and the integration of acquired businesses, credit risk management, asset/liability management, the financial and securities markets, and the availability of and costs associated with sources of liquidity.

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 the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

RECENT MARKET DEVELOPMENTS

The financial services industry continues to face unprecedented challenges in the aftermath of the recent national and global economic crisis. Since June 2009, the U.S. economy has been recovering from the most severe recession and financial crisis since the Great Depression. There have been some improvements in private-sector employment, industrial production and U.S. exports; nevertheless, the pace of economic recovery has been extremely slow. The housing markets continue to be depressed. Financial markets have improved since the depths of the crisis but are still unsettled and volatile. Investors have pulled back from risky assets. Lower equity prices and wider spreads on corporate bonds and other debt instruments and greater pressures on financial institutions have resulted. At the same time, heightened demand for safe assets has put downward pressure on yields. There is continued concern about the U.S. economic outlook and the potential effects of the continued crisis in the European financial markets.

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act became law. The Act was intended to address many issues arising in the recent financial crisis and is exceedingly broad in scope, affecting many aspects of bank and financial market regulation. The Act requires, or permits by implementing regulation, enhanced prudential standards for banks and bank holding companies inclusive of capital, leverage, liquidity, concentration and exposure measures. In addition, traditional bank regulatory principles such as restrictions on transactions with affiliates and insiders were enhanced. The Act also contains reforms of consumer mortgage lending practices and creates a Bureau of Consumer Financial Protection, which is granted broad authority over consumer financial practices of banks and others. It is expected as the specific new or incremental requirements applicable to the company become effective that the costs and difficulties of remaining compliant with all such requirements will increase. The Act broadens the base for FDIC assessments to average consolidated assets less tangible equity of financial institutions and also permanently raises the current standard maximum FDIC deposit insurance amount to $250,000. The Act extends unlimited deposit insurance on non-interest bearing transaction accounts through December 31, 2012.

On September 29, 2009, the FDIC adopted a Notice of Proposed Rulemaking (NPR) that would require insured institutions to prepay their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. The FDIC Board voted to adopt a uniform three-basis point increase in assessment rates effective on January 1, 2011, and extend the restoration period from seven to eight years. This rule was finalized on November 2, 2009. As a result, the Company is carrying a prepaid asset of $4.3 million as of December 31, 2011. The Company's quarterly risk-based deposit insurance assessments will be paid from this amount until the amount is exhausted or until December 30, 2014, when any amount remaining would be returned to the Company.

On September 30, 2011, the Massachusetts Department of Revenue issued a draft directive prohibiting a corporation from pledging more than 50 percent of security corporation stock it owns to secure a borrowing, effective for tax years beginning on or after October 2012. Century Bank currently utilizes the stock of two of its security corporations to secure Federal Home Loan Bank of Boston ("FHLBB") advances. Should this draft directive become effective, Century Bank would have fewer assets available to secure FHLBB advances, or would have a higher tax rate if it chose to utilize security corporations to a lesser extent.

OVERVIEW

Century Bancorp, Inc. (together with its bank subsidiary, unless the context otherwise requires, the "Company") is a Massachusetts state-chartered bank holding company headquartered in Medford, Massachusetts. The Company is a Massachusetts corporation formed in 1972 and has one banking subsidiary (the "Bank"): Century Bank and Trust Company formed in 1969. At December 31, 2011, the Company had total assets of $2.7 billion. Currently, the Company operates 24 banking offices in 17 cities and towns in Massachusetts, ranging from Braintree in the south to Beverly in the north. The Bank's customers consist primarily of small and medium-sized businesses and retail customers in these communities and surrounding areas, as well as local governments and institutions throughout Massachusetts.

The Company's results of operations are largely dependent on net interest income, which is the difference between the interest earned on loans and securities and the interest paid on deposits and borrowings. The results of operations are also affected by the level of income/fees from loans and deposits, as well as operating expenses, the provision for loan losses, the impact of federal and state income taxes and the relative levels of interest rates and economic activity.

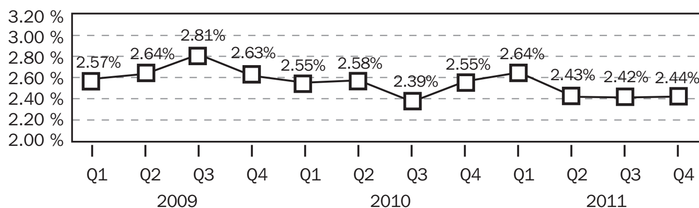
The Company offers a wide range of services to commercial enterprises, state and local governments and agencies, nonprofit organizations and individuals. It emphasizes service to small and medium-sized businesses and retail customers in its market area. The Company makes commercial loans, real estate and construction loans, and consumer loans and accepts savings, time and demand deposits. In addition, the Company offers to its corporate and institutional customers automated lockbox collection services, cash management services and account reconciliation services, and it actively promotes the marketing of these services to the municipal market. Also, the Company provides full-service securities brokerage services through a program called Investment Services at Century Bank, which is supported by LPL Financial, a full-service securities brokerage business.

The Company is also a provider of financial services, including cash management, transaction processing and short-term financing, to municipalities in Massachusetts and Rhode Island. The Company has deposit relationships with 188 (54%) of the 351 cities and towns in Massachusetts.

The Company had net income of $16,693,000 for the year ended December 31, 2011, compared with net income of $13,574,000 for the year ended December 31, 2010, and net income of $10,160,000 for the year ended December 31, 2009. Diluted earnings per share were $3.01 in 2011, compared to $2.45 in 2010 and $1.84 in 2009.

The trends in the net interest margin are illustrated in the graph below:

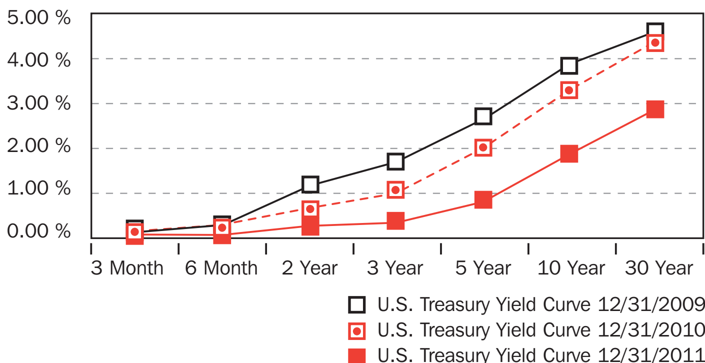
Net Interest Margin



The primary factor accounting for the general increase in the net interest margin for 2009 was pricing discipline. The primary factor accounting for the general decrease in the net interest margin for 2010 was a large influx of deposits, primarily from municipalities, and a corresponding increase in short-term investments. The net interest margin fell somewhat during the second quarter of 2011 mainly as a result of increased deposits and corresponding lower-yield short-term investments. During the third quarter, management stabilized the net interest margin by continuing to lower cost of funds and by deploying excess liquidity through expansion of the investment portfolio.

While management will continue its efforts to improve the net interest margin, there can be no assurance that certain factors beyond its control, such as the prepayment of loans and changes in market interest rates, will continue to positively impact the net interest margin.

Historical U.S. Treasury Yield Curve



A yield curve is a line that typically plots the interest rates of U.S. Treasury Debt, which have different maturity dates but the same credit quality, at a specific point in time. The three main types of yield curve shapes are normal, inverted and flat. Over the past three years, the U.S. economy has experienced low short-term rates. Since December 31, 2009, longer-term rates have declined resulting in a flatter yield curve.

During 2011, the Company's earnings were positively impacted primarily by an increase in net interest income. This increase was primarily due to an increase in earning assets. During 2011, 2010 and 2009, the U.S. economy experienced a lower short-term rate environment. The lower short-term rates negatively impacted the net interest margin for 2011, 2010 and 2009 as the rate at which short-term deposits could be invested declined more than the rates offered on those deposits.

Total assets were $2,743,225,000 at December 31, 2011, an increase of 12.3% from total assets of $2,441,684,000 on December 31, 2010.

On December 31, 2011, stockholders' equity totaled $160,649,000, compared with $145,025,000 on December 31, 2010. Book value per share increased to $28.98 at December 31, 2011, from $26.18 on December 31, 2010.

During October 2008, the Company received regulatory approval to close a branch on Albany Street in Boston, Massachusetts. This branch closed in January 2009.

During August 2009, the Company entered into a lease agreement to open a branch located at Coolidge Corner in Brookline, Massachusetts. The branch opened on April 27, 2010.

During July 2010, the Company entered into a lease agreement to open a branch located at Newton Centre in Newton, Massachusetts. The branch opened on June 20, 2011.

During September 2010, the Company entered into a lease agreement to open a branch located in Andover, Massachusetts. The branch is scheduled to open during the first half of 2012.

CRITICAL ACCOUNTING POLICIES

Accounting policies involving significant judgments and assumptions by management, which have, or could have, a material impact on the carrying value of certain assets and impact income, are considered critical accounting policies.

The Company considers impairment of investment securities and allowance for loan losses to be its critical accounting policies. There have been no significant changes in the methods or assumptions used in the accounting policies that require material estimates and assumptions.

Impaired Investment Securities

If a decline in fair value below the amortized cost basis of an investment security is judged to be "other-than-temporary," the cost basis of the investment is written down to fair value. The amount of the writedown is included as a charge to earnings. The amount of the impairment charge is recognized in earnings with an offset for the noncredit component which is recognized through other comprehensive income. Some factors considered for other-than-temporary impairment related to a debt security include an analysis of yield which results in a decrease in expected cash flows, whether an unrealized loss is issuer specific, whether the issuer has defaulted on scheduled interest and principal payments, whether the issuer's current financial condition hinders its ability to make future scheduled interest and principal payments on a timely basis or whether there was a downgrade in ratings by rating agencies.

The Company does not intend to sell any of its debt securities with an unrealized loss, and it is not likely that it will be required to sell the debt securities before the anticipated recovery of their remaining amortized cost, which may be maturity.

Allowance for Loan Losses

Arriving at an appropriate level of allowance for loan losses necessarily involves a high degree of judgment. Management maintains an allowance for loan losses to absorb losses inherent in the loan portfolio. The allowance is based on assessments of the probable estimated losses inherent in the loan portfolio. Management's methodology for assessing the appropriateness of the allowance consists of several key elements, which include the formula allowance and specific allowances for identified problem loans.

The formula allowance evaluates groups of loans to determine the allocation appropriate within each portfolio segment. Specific allowances for loan losses entail the assignment of allowance amounts to individual loans on the basis of loan impairment. The formula allowance and specific allowances also include management's evaluation of various conditions, including business and economic conditions, delinquency trends, charge-off experience and other quality factors. Further information regarding the Company's methodology for assessing the appropriateness of the allowance is contained within Note 1 of the "Notes to Consolidated Financial Statements."

Management believes that the allowance for loan losses is adequate. In addition, various regulatory agencies, as part of the examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance based on their judgments about information available to them at the time of their examination.

FINANCIAL CONDITION

Investment Securities

The Company's securities portfolio consists of securities available-for-sale ("AFS") and securities held-to-maturity ("HTM").

Securities available-for-sale consist of certain U.S. Treasury and U.S. Government Sponsored Enterprise mortgage-backed securities; state, county and municipal securities; privately issued mortgage-backed securities; foreign debt securities; and other marketable equities.

These securities are carried at fair value, and unrealized gains and losses, net of applicable income taxes, are recognized as a separate component of stockholders' equity. The fair value of securities available-for-sale at December 31, 2011 totaled $1,258,676,000 and included gross unrealized gains of $16,842,000 and gross unrealized losses of $3,138,000. A year earlier, securities available-for-sale were $909,391,000 including gross unrealized gains of $12,450,000 and gross unrealized losses of $6,615,000. In 2011, the Company recognized gains of $1,940,000 on the sale of available-for-sale securities. In 2010 and 2009, the Company recognized gains of $1,851,000 and $2,734,000, respectively.

Securities which management intends to hold until maturity consist of U.S. Government Sponsored Enterprises and mortgage-backed securities. Securities held-to-maturity as of December 31, 2011 are carried at their amortized cost of $179,368,000 and exclude gross unrealized gains of $5,471,000 and gross unrealized losses of $17,000. A year earlier, securities held-to-maturity totaled $230,116,000, excluding gross unrealized gains of $5,394,000 and gross unrealized losses of $1,986,000.

The following table sets forth the fair value and percentage distribution of securities available-for-sale at the dates indicated.

Fair Value of Securities Available-for-Sale

At December 31,	2011		2010		2009	
	Amount	**Percent**	Amount	Percent	Amount	Percent
(dollars in thousands)						
U.S. Treasury	**$ 2,012**	**0.2 %**	$ 2,005	0.2 %	$ 2,003	0.3 %
U.S. Government Sponsored Enterprises	**174,957**	**13.9 %**	175,663	19.3 %	192,364	29.7 %
SBA Backed Securities	**8,801**	**0.7 %**	9,732	1.1 %	—	—
U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities	**1,035,838**	**82.3 %**	680,898	74.9 %	418,512	64.6 %
Privately Issued Residential Mortgage-Backed Securities	**3,198**	**0.3 %**	3,968	0.4 %	4,910	0.8 %
Privately Issued Commercial Mortgage-Backed Securities	**—**	**0.0 %**	287	0.1 %	544	0.1 %
Obligations Issued by States and Political Subdivisions	**20,642**	**1.6 %**	34,074	3.7 %	26,289	4.1 %
Other Debt Securities	**12,610**	**1.0 %**	2,253	0.2 %	2,259	0.3 %
Equity Securities	**618**	**0.0 %**	511	0.1 %	915	0.1 %
Total	**$ 1,258,676**	**100.0 %**	$ 909,391	100.0 %	$ 647,796	100.0 %

Included in Obligations Issued by States and Political Subdivisions as of December 31, 2011, is $3,724,000 of an auction rate municipal obligation ("ARS") with an unrealized loss of $957,000. This debt security was issued by a governmental entity but is not a debt obligation of the issuing entity. This ARS is the obligation of a large nonprofit entity. This obligation is a variable rate security with long-term maturity whose interest rate is set periodically through an auction process for ARS. As the auctions have not attracted sufficient bidders, the interest rate adjusts to the default rate defined in the obligation's underlying documents. Although many of these issuers have bond insurance, the Company purchased the security based on the creditworthiness of the underlying obligor.

In the case of a failed auction, the Company may not have access to funds as only a limited market exists for the failed ARS. As of December 31, 2011, the Company's ARS was purchased subsequent to its failure with a fair value of $3,724,000 and an amortized cost of $4,681,000.

As of December 31, 2011, the weighted average taxable equivalent yield on this security was 0.31%.

The majority of the Company's securities AFS are classified as Level 2, as defined in Note 1 of the "Notes to Consolidated Financial Statements." The fair values of these securities are obtained from a pricing service, which provides the Company with a description of the inputs generally utilized for each type of security. These inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. Management's understanding of a pricing service's pricing methodologies includes obtaining an understanding the valuation risks, assessing its qualification, verification of sources of information and processes used to develop prices and identifying, documenting, and testing controls. Management's validation of a vendor's pricing methodology include establishing internal controls to determine that the pricing information received by a pricing service and used by management in the valuation process is relevant and reliable. Market indicators and industry and economic events are also monitored. The decline in fair value from amortized cost for individual available-for-sale securities that are temporarily impaired is not attributable to changes in credit quality. Because the Company does not intend to sell any of its debt securities and it is not likely that it will be required to sell the debt securities before the anticipated recovery of their remaining amortized cost, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2011.

Securities available-for-sale totaling $18,914,000, or 0.69% of assets, are classified as Level 3, as defined in Note 1 of the "Notes to Consolidated Financial Statements." These securities are generally equity investments or municipal securities with no readily determinable fair value. The securities are carried at fair value with periodic review of underlying financial statements and credit ratings to assess the appropriateness of these valuations.

Debt securities of Government Sponsored Enterprises refer primarily to debt securities of Fannie Mae and Freddie Mac. Control of these enterprises was directly taken over by the U.S. Government in the third quarter of 2008.

The following table sets forth the amortized cost and percentage distribution of securities held-to-maturity at the dates indicated.

Amortized Cost of Securities Held-to-Maturity

At December 31,	2011		2010		2009	
	Amount	Percent	Amount	Percent	Amount	Percent
(dollars in thousands)						
U.S. Government Sponsored Enterprises	$ 26,979	15.0 %	$ 84,534	36.7 %	$ 69,555	32.0 %
U.S. Government Sponsored Enterprise Mortgage-Backed Securities	152,389	85.0 %	145,582	63.3 %	148,088	68.0 %
Total	$ 179,368	100.0 %	$ 230,116	100.0 %	$ 217,643	100.0 %

The following two tables set forth contractual maturities of the Bank's securities portfolio at December 31, 2011. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Fair Value of Securities Available-for-Sale Amounts Maturing

	Within One Year	% of Total	Weighted Average Yield	One Year to Five Years	% of Total	Weighted Average Yield	Five Years to Ten Years	% of Total	Weighted Average Yield	Over Ten Years	% of Total	Weighted Average Yield
(dollars in thousands)												
U.S. Treasury	$ —	0.0 %	0.00 %	$ 2,012	0.2 %	0.67 %	$ —	0.0 %	0.00 %	$ —	0.0 %	0.00 %
U.S. Government Sponsored Enterprises	—	0.0 %	0.00 %	52,357	4.2 %	0.95 %	122,600	9.7 %	2.40 %	—	0.0 %	0.00 %
SBA Backed Securities	—	0.0 %	0.00 %	1,706	0.1 %	0.70 %	1,517	0.1 %	0.92 %	5,578	0.4 %	0.91 %
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	65,380	5.2 %	3.02 %	907,264	72.1 %	1.95 %	53,838	4.3 %	1.92 %	9,356	0.7 %	3.20 %
Privately Issued Residential Mortgage-Backed Securities	—	0.0 %	0.00 %	—	0.0 %	0.00 %	3,198	0.3 %	2.94 %	—	0.0 %	0.00 %
Obligations of States and Political Subdivisions	15,128	1.2 %	1.32 %	1,789	0.1 %	2.82 %	—	0.0 %	0.00 %	3,725	0.3 %	0.31 %
Other Debt Securities	100	0.0 %	1.25 %	700	0.1 %	1.57 %	10,342	0.8 %	4.00 %	—	0.0 %	0.00 %
Equity Securities	—	0.0 %	0.00 %	—	0.0 %	0.00 %	—	0.0 %	0.00 %	—	0.0 %	0.00 %
Total	$ 80,608	6.4 %	2.70 %	$ 965,828	76.8 %	1.89 %	$ 191,495	15.2 %	2.35 %	$ 18,659	1.4 %	1.94 %

(dollars in thousands)	Non-Maturing	% of Total	Weighted Average Yield	Total	% of Total	Weighted Average Yield
U.S. Treasury	$ —	0.0 %	0.00 %	$ 2,012	0.2 %	0.67 %
U.S. Government Sponsored Enterprises	—	0.0 %	0.00 %	174,957	13.9 %	1.97 %
SBA Backed Securities	—	0.0 %	0.00 %	8,801	0.7 %	0.87 %
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	—	0.0 %	0.00 %	1,035,838	82.3 %	2.03 %
Privately Issued Residential Mortgage-Backed Securities	—	0.0 %	0.00 %	3,198	0.3 %	2.94 %
Obligations of States and Political Subdivisions	—	0.0 %	0.00 %	20,642	1.6 %	1.19 %
Other Debt Securities	1,468	0.1 %	4.63 %	12,610	1.0 %	3.92 %
Equity Securities	618	0.1 %	1.26 %	618	0.0 %	1.26 %
Total	$ 2,086	0.2 %	3.63 %	$ 1,258,676	100.0 %	2.02 %

Amortized Cost of Securities Held-to-Maturity Amounts Maturing

(dollars in thousands)	Within One Year	% of Total	Weighted Average Yield	One Year to Five Years	% of Total	Weighted Average Yield	Five Years to Ten Years	% of Total	Weighted Average Yield	Over Ten Years	% of Total	Weighted Average Yield	Total	% of Total	Weighted Average Yield
U.S. Government Sponsored Enterprises	$ —	0.0 %	0.00 %	$ —	0.0 %	0.00 %	$ 26,979	15.0 %	1.60 %	$ —	0.0 %	0.00 %	$ 26,979	15.0 %	1.60 %
U.S. Government Sponsored Enterprise Mortgage-Backed Securities	7,133	4.0 %	4.00 %	128,398	71.6 %	3.35 %	16,573	9.2 %	2.77 %	285	0.2 %	2.89 %	152,389	85.0 %	3.32 %
Total	$ 7,133	4.0 %	4.00 %	$ 128,398	71.6 %	3.35 %	$ 43,552	24.2 %	2.05 %	$ 285	0.2 %	2.89 %	$ 179,368	100.0 %	3.06 %

At December 31, 2011 and 2010, the Bank had no investments in obligations of individual states, counties, municipalities or nongovernment corporate entities which exceeded 10% of stockholders' equity. In 2011, sales of securities totaling $75,615,000 in gross proceeds resulted in a net realized gain of $1,940,000. There were no sales of state, county or municipal securities during 2011 and 2010. In 2010, sales of securities totaling $41,251,000 in gross proceeds resulted in net realized gains of $1,851,000. In 2009, sales of securities totaling $94,142,000 in gross proceeds resulted in net realized gains of $2,734.000.

Management reviews the investment portfolio for other-than-temporary impairment of individual securities on a regular basis. The results of such analysis are dependent upon general market conditions and specific conditions related to the issuers of our securities.

Loans

The Company's lending activities are conducted principally in Massachusetts. The Company grants single and multi-family residential loans, commercial and commercial real estate loans, and a variety of consumer loans. To a lesser extent, the Company grants loans for the construction of residential homes, multi-family properties, commercial real estate properties and land development. Most loans granted by the Company are secured by real estate collateral. The ability and willingness of commercial real estate, commercial, construction, residential and consumer loan borrowers to honor their repayment commitments are generally dependent on the health of the real estate market in the borrowers' geographic areas and of the general economy.

The following summary shows the composition of the loan portfolio at the dates indicated.

December 31,	2011		2010		2009		2008		2007	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
(dollars in thousands)										
Construction and land development	**$ 56,819**	**5.7 %**	$ 53,583	5.9 %	$ 60,349	6.9 %	$ 59,511	7.1 %	$ 62,412	8.6 %
Commercial and industrial	**82,404**	**8.4 %**	90,654	10.0 %	141,061	16.1 %	141,373	16.9 %	117,332	16.2 %
Commercial real estate	**487,495**	**49.5 %**	433,337	47.8 %	361,823	41.2 %	332,325	39.8 %	299,920	41.3 %
Residential real estate	**239,307**	**24.3 %**	207,787	22.9 %	188,096	21.4 %	194,644	23.3 %	168,204	23.2 %
Consumer	**6,197**	**0.6 %**	5,957	0.7 %	7,105	0.8 %	8,246	1.0 %	8,359	1.1 %
Home equity	**110,786**	**11.3 %**	114,209	12.6 %	118,076	13.5 %	98,954	11.8 %	68,585	9.4 %
Overdrafts	**1,484**	**0.2 %**	637	0.1 %	615	0.1 %	1,012	0.1 %	1,439	0.2 %
Total	**$984,492**	**100.0 %**	$ 906,164	100.0 %	$ 877,125	100.0 %	$ 836,065	100.0 %	$ 726,251	100.0 %

At December 31, 2011, 2010, 2009, 2008 and 2007, loans were carried net of discounts of $550,000, $598,000, $645,000, $692,000 and $3,000, respectively. Net deferred loan fees of $666,000, $186,000, $71,000, $81,000 and $38,000 were carried in 2011, 2010, 2009, 2008 and 2007, respectively.

The following table summarizes the remaining maturity distribution of certain components of the Company's loan portfolio on December 31, 2011. The table excludes loans secured by 1–4 family residential real estate and loans for household and family personal expenditures. Maturities are presented as if scheduled principal amortization payments are due on the last contractual payment date.

Remaining Maturities of Selected Loans at December 31, 2011

	One Year or Less	One to Five Years	Over Five Years	Total
(dollars in thousands)				
Construction and land development	$ 11,702	$ 110	$ 45,007	$ 56,819
Commercial and industrial	32,111	25,993	24,300	82,404
Commercial real estate	23,770	142,754	320,971	487,495
Total	$ 67,583	$168,857	$390,278	$626,718

The following table indicates the rate variability of the above loans due after one year.

December 31, 2011	One to Five Years	Over Five Years	Total
(dollars in thousands)			
Predetermined interest rates	$ 102,209	$ 110,971	$ 213,180
Floating or adjustable interest rates	66,648	279,307	345,955
Total	$ 168,857	$ 390,278	$ 559,135

The Company's commercial and industrial ("C&I") loan customers represent various small and middle-market established businesses involved in manufacturing, distribution, retailing and services. Most clients are privately owned with markets that range from local to national in scope. Many of the loans to this segment are secured by liens on corporate assets and the personal guarantees of the principals. The regional economic strength or weakness impacts the relative risks in this loan category. There is little concentration in any one business sector, and loan risks are generally diversified among many borrowers.

Commercial real estate loans are extended to finance various manufacturing, warehouse, light industrial, office, retail and residential properties in the Bank's market area, which generally includes Eastern Massachusetts and Southern New Hampshire. Also included are loans to educational institutions, hospitals and other non-profit organizations. Loans are normally extended in amounts up to a maximum of 80% of appraised value and normally for terms between three and ten years. Amortization

schedules are long term and thus a balloon payment is generally due at maturity. Under most circumstances, the Bank will offer to rewrite or otherwise extend the loan at prevailing interest rates. During recent years, the Bank has emphasized nonresidential-type owner-occupied properties. This complements our C&I emphasis placed on the operating business entities and will continue. The regional economic environment affects the risk of both nonresidential and residential mortgages.

Residential real estate (1–4 family) includes two categories of loans. Included in residential real estate are approximately $12,269,000 of C&I type loans secured by 1–4 family real estate. Primarily, these are small businesses with modest capital or shorter operating histories where the collateral mitigates some risk. This category of loans shares similar risk characteristics with the C&I loans, notwithstanding the collateral position.

The other category of residential real estate loans is mostly 1–4 family residential properties located in the Bank's market area. General underwriting criteria are largely the same as those used by Fannie Mae. The Bank utilizes mortgage insurance to provide lower down payment products and has provided a "First Time Homebuyer" product to encourage new home ownership. Residential real estate loan volume has increased and remains a core consumer product. The economic environment impacts the risks associated with this category.

Home equity loans are extended as both first and second mortgages on owner-occupied residential properties in the Bank's market area. Loans are underwritten to a maximum loan to property value of 75%.

Bank officers evaluate the feasibility of construction projects based on independent appraisals of the project, architects' or engineers' evaluations of the cost of construction and other relevant data. As of December 31, 2011, the Company was obligated to advance a total of $16,819,000 to complete projects under construction.

The composition of nonperforming assets is as follows:

December 31,	2011	2010	2009	2008	2007
(dollars in thousands)					
Total nonperforming loans	$ 5,827	$ 8,068	$12,311	$ 3,661	$ 1,312
Other real estate owned	1,182	—	—	—	452
Total nonperforming assets	$ 7,009	$ 8,068	$12,311	$ 3,661	$ 1,764
Accruing troubled debt restructured loans	$ 4,634	$ 1,248	$ 521	$ —	$ —
Loans past due 90 and still accruing	18	50	—	89	122
Nonperforming loans as a percent of gross loans	0.59 %	0.89 %	1.40 %	0.44 %	0.18 %
Nonperforming assets as a percent of total assets	0.26 %	0.33 %	0.55 %	0.20 %	0.10 %

The composition of impaired loans at December 31, is as follows:

	2011	2010	2009	2008	2007
Residential real estate, multi-family	$ 516	$ —	$ —	$ 194	$ —
Commercial real estate	4,561	2,492	4,260	1,175	—
Construction and land development	1,500	4,000	4,900	—	—
Commercial and industrial	1,525	1,471	1,356	1,329	196
Total impaired loans	$ 8,102	$ 7,963	$10,516	$ 2,698	$ 196

At December 31, 2011, 2010, 2009, 2008 and 2007, impaired loans had specific reserves of $741,000, $317,000, $745,000, $600,000 and $75,000 respectively.

The Company was servicing mortgage loans sold to others without recourse of approximately $18,220,000, $983,000, $1,127,000, $768,000 and $559,000 at December 31, 2011, 2010, 2009, 2008 and 2007, respectively. Additionally, the Company services mortgage loans sold to others with limited recourse. The outstanding balance of these loans with limited recourse was approximately $24,000, $36,000, $47,000, $56,000 and $65,000 at December 31, 2011, 2010, 2009, 2008 and 2007, respectively. The Company had $3,389,000 of loans held for sale at December 31, 2011.

Servicing assets are recorded at fair value and recognized as separate assets when rights are acquired through sale of loans with servicing rights retained. Mortgage servicing assets are amortized into non-interest income in proportion to, and over the period of, the estimated net servicing income. Upon sale, the mortgage servicing asset ("MSA") is established, which represents the then-current estimated fair value based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. Servicing rights are recorded in other assets and are amortized in proportion to, and over the period of estimated net servicing income and are assessed for impairment based on fair value at each reporting date. MSAs are reported in other assets in the consolidated balance sheets. MSAs totaled $123,000 at December 31, 2011 and $0 for December 31, 2007, through December 31, 2010.

Directors and officers of the Company and their associates are customers of, and have other transactions with, the Company in the normal course of business. All loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not involve more than normal risk of collection or present other unfavorable features.

Loans are placed on nonaccrual status when any payment of principal and/or interest is 90 days or more past due, unless the collateral is sufficient to cover both principal and interest and the loan is in the process of collection. The Company monitors closely the performance of its loan portfolio. In addition to internal loan review, the Company has contracted with an independent organization to review the Company's commercial and commercial real estate loan portfolios. This independent review was performed in each of the past five years. The status of delinquent loans, as well as situations identified as potential problems, is reviewed on a regular basis by senior management and monthly by the Board of Directors of the Bank.

Nonaccrual loans decreased during 2011, primarily as a result of $1,200,000 in charge-offs from two construction loans as well as the subsequent foreclosure of $1,300,000 of one of the construction loans.

Nonaccrual loans decreased during 2010, primarily as a result of resolution of a $2,479,000 commercial real estate loan as well as $900,000 in charge-offs from two construction loans during 2010. Nonaccrual loans increased from 2008 to 2009, primarily as a result of three loan relationships, one primarily commercial real estate and two construction totaling $7,379,000. Nonaccrual loans increased from 2007 to 2008, primarily as a result of eight consumer mortgages totaling $1,649,000.

The Company continues to monitor closely $20,906,000 and $32,905,000 at December 31, 2011 and 2010, respectively, of loans for which management has concerns regarding the ability of the borrowers to perform. The majority of the loans are secured by real estate and are considered to have adequate collateral value to cover the loan balances at December 31, 2011, although such values may fluctuate with changes in the economy and the real estate market.

Allowance for Loan Losses

The Company maintains an allowance for loan losses in an amount determined by management on the basis of the character of the loans, loan performance, the financial condition of borrowers, the value of collateral securing loans and other relevant factors. The following table summarizes the changes in the Company's allowance for loan losses for the years indicated.

Year Ended December 31,	**2011**	2010	2009	2008	2007
(dollars in thousands)					
Year-end loans outstanding (net of unearned discount and deferred loan fees)	**$ 984,492**	$ 906,164	$ 877,125	$ 836,065	$ 726,251
Average loans outstanding (net of unearned discount and deferred loan fees)	**$ 948,883**	$ 877,858	$ 853,422	$ 775,337	$ 725,903
Balance of allowance for loan losses at the beginning of year	**$ 14,053**	$ 12,373	$ 11,119	$ 9,633	$ 9,713
Loans charged-off:					
Commercial	**676**	1,559	1,498	2,869	1,828
Construction	**1,200**	900	3,639	15	—
Commercial real estate	**—**	922	—	—	—
Residential real estate	**341**	515	490	—	—
Consumer	**607**	547	443	489	311
Total loans charged-off	**2,824**	4,443	6,070	3,373	2,139
Recovery of loans previously charged-off:					
Commercial	**293**	172	352	159	268
Construction	**—**	—	25	—	—
Real estate	**35**	8	4	5	149
Consumer	**467**	368	318	270	142
Total recoveries of loans previously charged-off:	**795**	548	699	434	559
Net loan charge-offs	**2,029**	3,895	5,371	2,939	1,580
Provision charged to operating expense	**4,550**	5,575	6,625	4,425	1,500
Balance at end of year	**$ 16,574**	$ 14,053	$ 12,373	$ 11,119	$ 9,633
Ratio of net charge-offs during the year to average loans outstanding	**0.21 %**	0.44 %	0.63 %	0.38 %	0.22 %
Ratio of allowance for loan losses to loans outstanding	**1.68 %**	1.55 %	1.41 %	1.33 %	1.33 %

The amount of the allowance for loan losses results from management's evaluation of the quality of the loan portfolio considering such factors as loan status, specific reserves on impaired loans, collateral values, financial condition of the borrower, the state of the economy and other relevant information. The pace of the charge-offs depends on many factors, including the national and regional economy. Cyclical lagging factors may result in charge-offs being higher than historical levels. Charge-offs increased during 2007 through 2009 due to an increase in commercial loan charge-offs and construction loan charge-offs for 2009 as a result of the weakening of the overall economy and real estate market. Charge-offs declined in 2010 and 2011 as a result of the overall decrease in the level of nonaccrual loans. The dollar amount of the allowance for loan losses and the level of the allowance for loan losses to total loans increased primarily as a result of an increase in the historical loss factor on construction loans, increases in specific reserves associated with impaired loans as well as an increase in commercial real estate loans.

In evaluating the allowance for loan losses, the Company considered the following categories to be higher risk:

Construction loans — The outstanding loan balance of construction loans at December 31, 2011 is $56,819,000. A major factor in nonaccrual loans is one construction loan. Based on this fact, and the general local construction conditions, the management closely monitors all construction loans and considers this type of loan to be higher risk.

Higher-balance loans — Loans greater than $1.0 million are considered "high-balance loans." The balance of these loans is $489,114,000 at December 31, 2011, as compared to $434,829,000 at December 31, 2010. These loans are considered higher risk due to the concentration in individual loans. Additional allowance allocations are made based upon the level of high-balance loans. Included in high-balance loans are loans greater than $10.0 million. The balance of these loans is $189,222,000 at December 31, 2011, as compared to $124,685,000 at December 31, 2010. Additional allowance allocations are made based upon the level of this type of high balance loans that is separate and greater than the $1.0 million allocation.

Small business loans — The outstanding loan balances of small business loans is $44,020,000 at December 31, 2011. These are considered higher risk loans because small businesses have been negatively impacted by the current economic conditions. In a liquidation scenario, the collateral, if any, is often not sufficient to fully recover the outstanding balance of the loan. As a result, the Company often seeks additional collateral prior to renewing maturing small business loans. In addition, the payment status of the loans is monitored closely in order to initiate collection efforts in a timely fashion.

The allowance for loan losses is an estimate of the amount needed for an adequate reserve to absorb losses in the existing loan portfolio. This amount is determined by an evaluation of the loan portfolio, including input from an independent organization engaged to review selected larger loans, a review of loan experience and current economic conditions. Although the allowance is allocated between categories, the entire allowance is available to absorb losses attributable to all loan categories. At December 31 of each year listed below, the allowance is comprised of the following:

	2011		2010		2009		2008		2007	
	Amount	**Percent of Loans in Each Category to Total Loans**	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans
(dollars in thousands)										
Construction and land development	**$ 2,893**	**5.7 %**	$ 1,752	5.9 %	$ 362	6.9 %	$ 677	7.1 %	$ 583	8.6 %
Commercial and industrial	**3,139**	**8.4**	3,163	10.0	4,972	16.1	5,125	16.9	4,645	16.2
Commercial real estate	**6,566**	**49.5**	5,671	47.8	2,983	41.2	2,620	39.8	2,548	41.3
Residential real estate	**1,886**	**24.3**	1,718	22.9	1,304	21.4	778	23.3	637	23.2
Consumer and other	**356**	**0.8**	298	0.8	1,753	0.9	342	1.1	392	1.3
Home equity	**704**	**11.3**	725	12.6	761	13.5	1,527	11.8	686	9.4
Unallocated	**1,030**		726		238		50		142	
Total	**$16,574**	**100.0 %**	$14,053	100.0 %	$ 12,373	100.0 %	$11,119	100.0 %	$ 9,633	100.0 %

Management believes that the allowance for loan losses is adequate. In addition, various regulatory agencies, as part of the examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance based on their judgments about information available to them at the time of their examination. Further information regarding the allocation of the allowance is contained within Note 6 of the "Notes to Consolidated Financial Statements."

Deposits

The Company offers savings accounts, NOW accounts, demand deposits, time deposits and money market accounts. Additionally, the Company offers cash management accounts which provide either automatic transfer of funds above a specified level from the customer's checking account to a money market account or short-term borrowings. Also, an account reconciliation service is offered whereby the Company provides a computerized report balancing the customer's checking account.

Interest rates on deposits are set bi-monthly by the Bank's rate-setting committee, based on factors including loan demand, maturities and a review of competing interest rates offered. Interest rate policies are reviewed periodically by the Executive Management Committee.

The following table sets forth the average balances of the Bank's deposits for the periods indicated.

	2011		2010		2009	
	Amount	Percent	Amount	Percent	Amount	Percent
(dollars in thousands)						
Demand Deposits	$ 326,102	15.3 %	$ 298,825	15.8 %	$ 277,300	17.8 %
Savings and Interest Checking	735,022	34.6 %	696,232	36.7 %	528,974	34.0 %
Money Market	584,059	27.4 %	543,432	28.7 %	432,159	27.8 %
Time Certificates of Deposit	484,142	22.7 %	356,457	18.8 %	318,412	20.4 %
Total	$ 2,129,325	100.0 %	$ 1,894,946	100.0 %	$ 1,556,845	100.0 %

Time Deposits of $100,000 or more as of December 31, are as follows:

	2011
(dollars in thousands)	
Three months or less	$ 58,443
Three months through six months	45,255
Six months through twelve months	55,170
Over twelve months	121,340
	$ 280,208

Borrowings

The Bank's borrowings consisted primarily of Federal Home Loan Bank of Boston ("FHLBB") borrowings collateralized by a blanket pledge agreement on the Bank's FHLBB stock, certain qualified investment securities, deposits at the FHLBB and residential mortgages held in the Bank's portfolios. The Bank's borrowings from the FHLBB totaled $244,000,000, an increase of $23,000,000 from the prior year. The Bank's remaining term borrowing capacity at the FHLBB at December 31, 2011, was approximately $197,505,000. In addition, the Bank has a $14,500,000 line of credit with the FHLBB. See Note 12, "Other Borrowed Funds and Subordinated Debentures," for a schedule, their interest rates and other information.

Subordinated Debentures

In May 1998, the Company consummated the sale of a Trust Preferred Securities offering, in which it issued $29,639,000 of subordinated debt securities due 2029 to its newly formed unconsolidated subsidiary, Century Bancorp Capital Trust.

Century Bancorp Capital Trust then issued 2,875,000 shares of Cumulative Trust Preferred Securities with a liquidation value of $10 per share. These securities pay dividends at an annualized rate of 8.30%. The Company redeemed through its subsidiary, Century Bancorp Capital Trust, its 8.30% Trust Preferred Securities on January 10, 2005.

In December 2004, the Company consummated the sale of a Trust Preferred Securities offering, in which it issued $36,083,000 of subordinated debt securities due 2034 to its newly formed unconsolidated subsidiary, Century Bancorp Capital Trust II.

Century Bancorp Capital Trust II then issued 35,000 shares of Cumulative Trust Preferred Securities with a liquidation value of $1,000 per share. These securities pay dividends at an annualized rate of 6.65% for the first ten years and then convert to the three-month LIBOR rate plus 1.87% for the remaining 20 years. The Company is using the proceeds primarily for general business purposes.

Securities Sold Under Agreements to Repurchase

The Bank's remaining borrowings consist primarily of securities sold under agreements to repurchase. Securities sold under agreements to repurchase totaled $143,320,000, an increase of $34,770,000 from the prior year. See Note 11, "Securities Sold Under Agreements to Repurchase," for a schedule, including their interest rates and other information.

RESULTS OF OPERATIONS

Net Interest Income

The Company's operating results depend primarily on net interest income and fees received for providing services. Net interest income on a fully taxable equivalent basis increased 9.1% in 2011 to $62,081,000, compared with $56,893,000 in 2010. The increase in net interest income for 2011 was mainly due to a 10.7% increase in the average balances of earning assets, combined with a similar increase in deposits. The increased volume was partially offset by a decrease of four basis points in the net interest margin. The level of interest rates, the ability of the Company's earning assets and liabilities to adjust to changes in interest rates and the mix of the Company's earning assets and liabilities affect net interest income. The net interest margin on a fully taxable equivalent basis decreased to 2.48% in 2011 from 2.52% in 2010 and decreased from 2.69% in 2009.

Additional information about the decreased net interest margin is contained in the "Overview" section of this report. Also, there can be no assurance that certain factors beyond its control, such as the prepayment of loans and changes in market interest rates, will continue to positively impact the net interest margin. Management believes that the current yield curve environment will continue to present challenges as deposit and borrowing costs may have the potential to increase at a faster rate than corresponding asset categories.

The following table sets forth the distribution of the Company's average assets, liabilities and stockholders' equity, and average rates earned or paid on a fully taxable equivalent basis for each of the years indicated.

Year Ended December 31,	2011			2010			2009		
	Average Balance	Interest Income/ Expense[1]	Rate Earned/ Paid[1]	Average Balance	Interest Income/ Expense[1]	Rate Earned/ Paid[1]	Average Balance	Interest Income/ Expense[1]	Rate Earned/ Paid[1]
(dollars in thousands)									
ASSETS									
Interest-earning assets:									
Loans[2]									
Taxable	$ 703,491	$ 36,772	5.23 %	$ 711,422	$ 40,163	5.65 %	$ 752,013	$ 43,113	5.73 %
Tax-exempt	245,392	17,996	7.33 %	166,436	13,193	7.93 %	101,409	8,061	7.95 %
Securities available-for-sale:[3]									
Taxable	1,076,689	22,828	2.12	756,544	18,958	2.51	562,899	20,439	3.63
Tax-exempt	22,410	321	1.43	32,407	596	1.84	48,347	1,061	2.19
Securities held-to-maturity:									
Taxable	178,659	5,816	3.26	222,154	7,158	3.22	193,520	8,093	4.18
Interest-bearing deposits in other banks	276,413	1,114	0.40	371,665	1,642	0.44	245,002	2,171	0.87
Total interest-earning assets	2,503,054	$ 84,847	3.39 %	2,260,628	81,710	3.61 %	1,903,190	82,938	4.36 %
Noninterest-earning assets	158,297			155,956			143,984		
Allowance for loan losses	(15,767)			(13,686)			(13,331)		
Total assets	$ 2,645,584			$ 2,402,898			$ 2,033,843		
LIABILITIES AND STOCKHOLDERS' EQUITY									
Interest-bearing deposits:									
NOW accounts	$ 476,807	$ 1,715	0.36 %	$ 423,693	$ 2,504	0.59 %	$ 279,213	$ 2,396	0.86 %
Savings accounts	258,215	824	0.32	272,539	1,568	0.58	249,761	2,862	1.15
Money market accounts	584,059	2,706	0.46	543,432	3,942	0.73	432,159	6,100	1.41
Time deposits	484,142	9,356	1.93	356,457	7,914	2.22	318,412	9,438	2.96
Total interest-bearing deposits	1,803,223	14,601	0.81	1,596,121	15,928	1.00	1,279,545	20,796	1.63
Securities sold under agreements to repurchase	129,137	379	0.29	133,080	573	0.43	98,635	576	0.58
Other borrowed funds and subordinated debentures	202,209	7,786	3.85	201,273	8,316	4.13	219,713	10,351	4.71
Total interest-bearing liabilities	2,134,569	22,766	1.07 %	1,930,474	24,817	1.29 %	1,597,893	31,723	1.99 %
Noninterest-bearing liabilities									
Demand deposits	326,102			298,825			277,300		
Other liabilities	29,253			31,074			31,289		
Total liabilities	2,489,924			2,260,373			1,906,482		
Stockholders' equity	155,660			142,525			127,361		
Total liabilities and stockholders' equity	$ 2,645,584			$ 2,402,898			$ 2,033,843		
Net interest income on a fully taxable equivalent basis		$ 62,081			$ 56,893			$ 51,215	
Less taxable equivalent adjustment		(6,782)			(5,127)			(3,338)	
Net interest income		$ 55,299			$ 51,766			$ 47,877	
Net interest spread			2.32 %			2.32 %			2.37 %
Net interest margin			2.48 %			2.52 %			2.69 %

[1] On a fully taxable equivalent basis calculated using a federal tax rate of 34%.

[2] Nonaccrual loans are included in average amounts outstanding.

[3] At amortized cost.

The following table summarizes the year-to-year changes in the Company's net interest income resulting from fluctuations in interest rates and volume changes in earning assets and interest-bearing liabilities. Changes due to rate are computed by multiplying the change in rate by the prior year's volume. Changes due to volume are computed by multiplying the change in volume by the prior year's rate. Changes in volume and rate that cannot be separately identified have been allocated in proportion to the relationship of the absolute dollar amounts of each change.

Year Ended December 31,	2011 Compared with 2010 Increase/(Decrease) Due to Change in			2010 Compared with 2009 Increase/(Decrease) Due to Change in		
	Volume	**Rate**	**Total**	Volume	Rate	Total
(dollars in thousands)						
Interest income:						
Loans						
Taxable	**$ (443)**	**$ (2,948)**	**$(3,391)**	$(2,299)	$ (651)	$(2,950)
Tax-exempt	**5,854**	**(1,051)**	**4,803**	5,155	(23)	5,132
Securities available-for-sale:						
Taxable	**7,117**	**(3,247)**	**3,870**	5,885	(7,366)	(1,481)
Tax-exempt	**(160)**	**(115)**	**(275)**	(312)	(153)	(465)
Securities held-to-maturity:						
Taxable	**(1,415)**	**73**	**(1,342)**	1,090	(2,025)	(935)
Interest-bearing deposits in other banks	**(393)**	**(135)**	**(528)**	822	(1,351)	(529)
Total interest income	**10,560**	**(7,423)**	**3,137**	10,341	(11,569)	(1,228)
Interest expense:						
Deposits:						
NOW accounts	**284**	**(1,073)**	**(789)**	999	(891)	108
Savings accounts	**(79)**	**(665)**	**(744)**	241	(1,535)	(1,294)
Money market accounts	**276**	**(1,512)**	**(1,236)**	1,306	(3,464)	(2,158)
Time deposits	**2,565**	**(1,123)**	**1,442**	1,036	(2,560)	(1,524)
Total interest-bearing deposits	**3,046**	**(4,373)**	**(1,327)**	3,582	(8,450)	(4,868)
Securities sold under agreements to repurchase	**(17)**	**(177)**	**(194)**	171	(174)	(3)
Other borrowed funds and subordinated debentures	**40**	**(570)**	**(530)**	(825)	(1,210)	(2,035)
Total interest expense	**3,069**	**(5,120)**	**(2,051)**	2,928	(9,834)	(6,906)
Change in net interest income	**$ 7,491**	**$ (2,303)**	**$ 5,188**	$ 7,413	$(1,735)	$ 5,678

Average earning assets were $2,503,054,000 in 2011, an increase of $242,426,000 or 10.7% from the average in 2010, which was 18.8% higher than the average in 2009. Total average securities, including securities available-for-sale and securities held-to-maturity, were $1,277,758,000, an increase of 26.4% from the average in 2010. The increase in securities volume was mainly attributable to an increase in taxable securities. An increase in securities balances offset, somewhat, by lower securities returns resulted in higher securities income, which increased 8.4% to $28,965,000 on a fully tax equivalent basis. Total average loans increased 8.1% to $948,883,000 after increasing $24,436,000 in 2010. The primary reason for the increase in loans was due in large part to an increase in tax-exempt commercial real estate lending as well as residential first mortgage lending. The increase in loan volume offset, somewhat, by a decrease in loan rates resulted in higher loan income, which increased by 2.6% or $1,412,000 to $54,768,000. Total loan income was $51,174,000 in 2009.

The Company's sources of funds include deposits and borrowed funds. On average, deposits increased 12.4%, or $234,379,000, in 2011 after increasing by 21.7%, or $338,101,000, in 2010. Deposits increased in 2011, primarily as a result of increases in demand deposits, money market, NOW and time deposit accounts. Deposits increased in 2010, primarily as a result of increases in demand deposits, savings, money market, NOW and time deposit accounts. Borrowed funds and subordinated debentures decreased by 0.9% in 2011, following an increase of 5.0% in 2010. The majority of the Company's borrowed funds are borrowings from the FHLBB and retail repurchase agreements. Average borrowings from the FHLBB increased by approximately $936,000, and average retail repurchase agreements decreased by $3,943,000 in 2011. Interest expense totaled $22,766,000 in 2011, a decrease of $2,051,000, or 8.26%, from 2010 when interest expense decreased 21.8% from 2009. The decrease in interest expense is primarily due to market decreases in deposit rates and continued deposit pricing discipline.

Provision for Loan Losses

The provision for loan losses was $4,550,000 in 2011, compared with $5,575,000 in 2010 and $6,625,000 in 2009. These provisions are the result of management's evaluation of the amounts and quality of the loan portfolio considering such factors as loan status, collateral values, financial condition of the borrower, the state of the economy and other relevant information. The provision for loan losses decreased during 2011 and 2010, primarily as a result of decreased provisions related to nonaccrual loans as well as management's quantitative analysis of the loan portfolio.

The allowance for loan losses was $16,574,000 at December 31, 2011, compared with $14,053,000 at December 31, 2010. Expressed as a percentage of outstanding loans at year-end, the allowance was 1.68% in 2011 and 1.55% in 2010. This ratio increased primarily as a result of decreased levels of charge-offs, an increase in the historical loss factor on construction loans, and an increase in required specific reserves associated with impaired loans.

Nonperforming loans, which include all nonaccruing loans, totaled $5,827,000 on December 31, 2011, compared with $8,068,000 on December 31, 2010. Nonperforming loans decreased primarily as a result of $1,200,000 in charge-offs from two construction loans as well as the subsequent foreclosure of $1,300,000 of one of the construction loans.

Other Operating Income

During 2011, the Company continued to experience positive results in its fee-based services, including fees derived from traditional banking activities such as deposit-related services, its automated lockbox collection system and full-service securities brokerage supported by LPL Financial, a full-service securities brokerage business.

Under the lockbox program, which is not tied to extensions of credit by the Company, the Company's customers arrange for payments of their accounts receivable to be made directly to the Company. The Company records the amounts paid to its customers, deposits the funds to the customer's account and provides automated records of the transactions to customers. Typical customers for the lockbox service are municipalities that use it to automate tax collections, cable TV companies and other commercial enterprises.

Through a program called Investment Services at Century Bank, the Bank provides full-service securities brokerage services supported by LPL Financial, a full-service securities brokerage business. Registered representatives employed by Century Bank offer limited investment advice, execute transactions and assist customers in financial and retirement planning. LPL Financial provides research to the Bank's representatives. The Bank receives a share in the commission revenues.

Total other operating income in 2011 was $16,240,000, an increase of $241,000, or 1.5%, compared to 2010. This increase followed a decrease of $471,000 or 2.9% in 2010, compared to 2009. Included in other operating income are net gains on sales of securities of $1,940,000, $1,851,000 and $2,734,000 in 2011, 2010 and 2009, respectively. Service charge income, which continues to be a major area of other operating income, totaling $7,885,000 in 2011, increased $9,000 compared to 2010. This followed a decrease of $127,000 compared to 2009. Service charges on deposit accounts increased during 2011, mainly because of increases in fees collected. The increase in fees collected was mainly attributable to an increase in overdraft fees and debit card fees, which was offset, somewhat, by a decrease in fees collected from processing activities. Service charges on deposit accounts decreased during 2010 mainly because of decreases in fees collected. The decrease in fees collected was mainly attributable to a reduction in processing activity as well as a decrease in money service business activity. Lockbox revenues totaled $2,770,000, down $141,000 in 2011 following an increase of $97,000 in 2010. Other income totaled $3,204,000, up $73,000 in 2011 following an increase of $352,000 in 2010. The increase in 2011 was mainly attributable to net gains on sales of loans of $660,000. This was offset, somewhat, by a decrease of $514,000 in the growth of cash surrender values on life insurance policies, which was attributable to lower returns on life insurance policies. The increase in 2010 was mainly attributable to an increase of $378,000 in the growth of cash surrender values on life insurance policies, which was attributable to additional earnings as a result of certain policies reaching their 20-year anniversary during the first quarter of 2010.

Operating Expenses

Total operating expenses were $48,742,000 in 2011, compared to $47,372,000 in 2010 and $46,379,000 in 2009.

Salaries and employee benefits expenses increased by $1,232,000 or 4.3% in 2011, after increasing by 5.5% in 2010. The increase in 2011 was mainly attributable to increases in staff levels, merit increases in salaries and increases in health insurance costs. The increase in 2010 was mainly attributable to $916,000 due to Jonathan G. Sloane, former Co-CEO, in accordance with his separation agreement as previously announced as well as an increase in staff levels and merit increases in salaries and increases in health insurance costs.

Occupancy expense increased by $374,000, or 9.3%, in 2011, following a decrease of $67,000, or 1.6%, in 2010. The increase in 2011 was primarily attributable to an increase in rent expense, depreciation expense and building maintenance costs associated with branch expansion. The decrease in 2010 was primarily attributable to a decrease in utility and building maintenance costs offset somewhat by an increase in rent expense and real estate taxes.

Equipment expense increased by $103,000, or 4.8%, in 2011, following a decrease of $240,000, or 10.1%, in 2010. The increase in 2011 was primarily attributable to an increase in service contracts and depreciation expense. The decrease in 2010 was primarily attributable to a decrease in depreciation expense. Other operating expenses increased by $601,000 in 2011, which followed a $192,000 increase in 2010. The increase in 2011 was primarily attributable to an increase in customer expenses, other real estate owned expense and contributions offset somewhat by decreases in marketing expense. The increase in 2010 was primarily attributable to an increase in marketing expense and software maintenance offset somewhat by decreases in legal expense.

FDIC assessments decreased by $940,000, or 31.7%, in 2011, following a decrease of $371,000, or 11.1%, in 2010. FDIC assessments decreased in 2011 mainly as a result of a decrease in the assessment rate. FDIC assessments decreased in 2010 mainly as a result of a special assessment $1,000,000 during 2009, offset somewhat by an increase in the deposit base. On May 22, 2009, the FDIC announced a special assessment on insured institutions as part of its efforts to rebuild the Deposit Insurance Fund and help maintain public confidence in the banking system. The special assessment was five basis points of each FDIC-insured depository institution's assets minus Tier 1 capital, as of June 30, 2009. The Company recorded a pre-tax charge of approximately $1,000,000 in the second quarter of 2009 in connection with the special assessment.

Provision for Income Taxes

Income tax expense was $1,554,000 in 2011, $1,244,000 in 2010 and $1,183,000 in 2009. The effective tax rate was 8.5% in 2011, 8.4% in 2010 and 10.4% in 2009. The decreases in the effective tax rate for 2011 and 2010 were mainly attributable to an increase in tax-exempt interest income and tax credits as a percentage of taxable income. The federal tax rate was 34% in 2011, 2010 and 2009.

On July 3, 2008, the Commonwealth of Massachusetts enacted a law that included reducing the tax rates on net income applicable to financial institutions. The rate drops from 10.5% to 10% for tax years beginning on or after January 1, 2010, to 9.5% for tax years beginning on or after January 1, 2011, and to 9% for tax years beginning on or after January 1, 2012, and thereafter.

Market Risk and Asset Liability Management

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest rate risk inherent in its lending and deposit-taking activities. To that end, management actively monitors and manages its interest rate risk exposure.

The Company's profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact the Company's earnings to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent or on the same basis. The Company monitors the impact of changes in interest rates on its net interest income using several tools. One measure of the Company's exposure to differential changes in interest rates between assets and liabilities is an interest rate risk management test.

This test measures the impact on net interest income of an immediate change in interest rates in 100-basis point increments as set forth in the following table:

Change in Interest Rates (in Basis Points)	Percentage Change in Net Interest Income[1]
+400	(6.2) %
+300	(4.1) %
+200	(3.1) %
+100	(2.0) %
-100	0.4 %
-200	5.7 %

[1] The percentage change in this column represents net interest income for 12 months in various rate scenarios versus the net interest income in a stable interest rate environment.

The Company's primary objective in managing interest rate risk is to minimize the adverse impact of changes in interest rates on the Company's net interest income and capital, while structuring the Company's asset-liability structure to obtain the maximum yield-cost spread on that structure. The Company relies primarily on its asset-liability structure to control interest rate risk.

Liquidity and Capital Resources

Liquidity is provided by maintaining an adequate level of liquid assets that include cash and due from banks, federal funds sold and other temporary investments. Liquid assets totaled $226,117,000 on December 31, 2011, compared with $302,470,000 on December 31, 2010. In each of these two years, deposit and borrowing activity has generally been adequate to support asset activity.

The sources of funds for dividends paid by the Company are dividends received from the Bank and liquid funds held by the Company. The Company and the Bank are regulated enterprises and their abilities to pay dividends are subject to regulatory review and restriction. Certain regulatory and statutory restrictions exist regarding dividends, loans and advances from the Bank to the Company. Generally, the Bank has the ability to pay dividends to the Company subject to minimum regulatory capital requirements.

Capital Adequacy

Total stockholders' equity was $160,649,000 at December 31, 2011, compared with $145,025,000 at December 31, 2010. The increase in 2011 was primarily the result of earnings and a decrease in accumulated other comprehensive loss, net of taxes, offset by dividends paid. The decrease in accumulated other comprehensive loss was mainly attributable to an increase of $4,726,000 in the net unrealized gains on the Company's available-for-sale portfolio, net of taxes, offset by an increase of $3,667,000 in the additional pension liability, net of taxes

Federal banking regulators have issued risk-based capital guidelines, which assign risk factors to asset categories and off-balance-sheet items. The current guidelines require a Tier 1 capital-to-risk assets ratio of at least 4.00% and a total capital-to-risk assets ratio of at least 8.00%. The Company and the Bank exceeded these requirements with a Tier 1 capital-to-risk assets ratio of 14.73% and 12.84%, respectively, and total capital-to-risk assets ratio of 15.98% and 14.09%, respectively, at December 31, 2011. Additionally, federal banking regulators have issued leverage ratio guidelines, which supplement the risk-based capital guidelines. The minimum leverage ratio requirement applicable to the Company is 4.00%; and at December 31, 2011, the Company and the Bank exceeded this requirement with leverage ratios of 7.12% and 6.20%, respectively.

Contractual Obligations, Commitments, and Contingencies

The Company has entered into contractual obligations and commitments. The following tables summarize the Company's contractual cash obligations and other commitments at December 31, 2011.

Contractual Obligations and Commitments by Maturity
(dollars in thousands)

		Payments Due—By Period			
CONTRACTUAL OBLIGATIONS	Total	Less Than One Year	One to Three Years	Three to Five Years	After Five Years
FHLBB advances	$ 244,000	$ 81,500	$ 41,000	$ 74,500	$ 47,000
Subordinated debentures	36,083	—	—	—	36,083
Retirement benefit obligations	30,626	2,305	4,787	5,425	18,109
Lease obligations	9,809	1,890	3,013	2,091	2,815
Customer repurchase agreements	143,320	143,320	—	—	—
Total contractual cash obligations	$ 463,838	$229,015	$ 48,800	$ 82,016	$104,007

		Amount of Commitment Expiring—By Period			
OTHER COMMITMENTS	Total	Less Than One Year	One to Three Years	Three to Five Years	After Five Years
Lines of credit	$ 195,181	$110,081	$ 16,207	$ 1,892	$ 67,001
Standby and commercial letters of credit	4,645	3,514	1,131	—	—
Other commitments	34,062	16,383	12	510	17,157
Total commitments	$ 233,888	$129,978	$ 17,350	$ 2,402	$ 84,158

Financial Instruments with Off-Balance-Sheet Risk

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments primarily include commitments to originate and sell loans, standby letters of credit, unused lines of credit and unadvanced portions of construction loans. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in these particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for loan commitments, standby letters of credit and unadvanced portions of construction loans is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. Financial instruments with off-balance-sheet risk at December 31 are as follows:

Contract or Notional Amount	2011	2010
(dollars in thousands)		
Financial instruments whose contract amount represents credit risk:		
Commitments to originate 1–4 family mortgages	$ 12,638	$ 14,635
Standby and commercial letters of credit	4,645	4,935
Unused lines of credit	195,181	169,862
Unadvanced portions of construction loans	16,819	22,337
Unadvanced portions of other loans	4,605	3,337

Commitments to originate loans, unadvanced portions of construction loans and unused letters of credit are generally agreements to lend to a customer, provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance by a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The fair value of standby letters of credit was $39,000 and $68,000 for 2011 and 2010, respectively.

Recent Accounting Developments

In July 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-20, Receivables (Topic 310), *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses.* This Update requires an entity to provide disclosures that facilitate financial statement users' evaluation of (1) the nature of credit risk inherent in the entity's loan portfolio (2) how that risk is analyzed and assessed in arriving at the allowance for loan and lease losses and (3) the changes and reasons for those changes in the allowance for loan and lease losses. The disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The Company has provided the required disclosures in Note 6.

In December 2010, the FASB issued ASU 2010-29, Business Combinations (Topic 805), *Disclosure of Supplementary Pro Forma Information for Business Combinations* to address diversity in practice in interpreting the pro forma revenue and earnings disclosure requirements for business combinations. This ASU specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the current year business combination(s) had occurred as of the beginning of the comparable prior annual reporting period. This update is effective prospectively for business combinations for which the acquisition date

is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The adoption of this update did not have a material impact on the Company's financial condition or results of operations.

In April 2011, the FASB issued ASU 2011-02, Receivables (Topic 310), *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring.* This Update provides additional guidance and clarification to help creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring ("TDR"). This Update is effective for the first interim or annual period beginning on or after June 15, 2011, with retrospective application to the beginning of the annual period of adoption. The measurement of impairment should be done prospectively in the period of adoption for loans that are newly identified as TDRs upon adoption of this Update. In addition, the TDR disclosures required by ASU 2010-20, Receivables (Topic 310), Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses are required beginning in the period of adoption of this Update. The Company adopted this Update in the second quarter of 2011. The Company has provided the disclosures required in Note 6.

In April 2011, the FASB issued ASU No. 2011-03, Transfers and Servicing (Topic 860), *Reconsideration of Effective Control for Repurchase Agreements.* This update revises the criteria for assessing effective control for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The determination of whether the transfer of a financial asset subject to a repurchase agreement is a sale is based, in part, on whether the entity maintains effective control over the financial asset. This update removes from the assessment of effective control: the criterion requiring the transferor to have the ability to repurchase or redeem the financial asset on substantially the agreed terms, even in the event of default by the transferee, and the related requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The amendments in this update will be effective for interim and annual reporting periods beginning on or after December 15, 2011. The amendments will be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date and early adoption is permitted. The adoption of this guidance is not expected to have a material impact on the Company's financial condition or results of operations.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820), *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* The guidance clarifies and expands the disclosures pertaining to unobservable inputs used in Level 3 fair value measurements, including the disclosure of quantitative information related to (1) the valuation processes used, (2) the sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs, and (3) use of a nonfinancial asset in a way that differs from the asset's highest and best use. The guidance also requires, for public entities, disclosure of the level within the fair value hierarchy for assets and liabilities not measured at fair value in the statement of financial position but for which the fair value is disclosed. The amendments in this Update are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not expect this pronouncement to have a material effect on its consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220), *Presentation of Comprehensive Income.* This ASU amends the disclosure requirements for the presentation of comprehensive income. The amended guidance eliminates the option to present components of other comprehensive income (OCI) as part of the consolidated statement of changes in stockholders' equity. Under the amended guidance, all changes in OCI are to be presented either in a single continuous statement of comprehensive income or in two separate but consecutive financial statements. The changes are effective for fiscal years, and interim periods within those years, ending after December 15, 2011, with retrospective application required. Early application is permitted. There will be no impact on the Company's consolidated financial results as the amendments relate only to changes in financial statement presentation. In December 2011, the FASB elected to defer the effective date of those changes in ASU 2011-05 that relate only to the presentation of reclassification adjustments in the statement of income by issuing ASU 2011-12, Comprehensive Income (Topic 220), *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* in Accounting Standards Update No. 2011-05.

In September 2011, the FASB issued ASU 2011-08, Intangibles – Goodwill and Other (Topic 350), *Testing Goodwill for Impairment.* This ASU is intended to reduce the complexity and cost of performing an evaluation of impairment of goodwill. Under the new guidance, an entity will have the option of first assessing qualitative factors (events and circumstances) to determine whether it is more likely than not (meaning a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount. If, after considering all relevant events and circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test will be unnecessary. The amendments will be effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The Company will implement the provisions of ASU 2011-08 as of January 1, 2012.

In September 2011, the FASB issued ASU 2011-09, Compensation – Retirement Benefits – Multiemployer Plans (Subtopic 715-80), *Disclosures about an Employer's Participation in a Multiemployer Plan.* This ASU requires new and expanded disclosures for individually material multiemployer pension plans. The changes are effective for fiscal years ending after December 15, 2011. Early application is permitted. There will be no impact to the consolidated financial results as the Company does not participate in any multiemployer retirement plans.

December 31,	2011	2010
(dollars in thousands except share data)		
ASSETS		
Cash and due from banks (Note 2)	$ 50,187	$ 37,215
Federal funds sold and interest-bearing deposits in other banks	157,579	151,337
Total cash and cash equivalents	207,766	188,552
Short-term investments	18,351	113,918
Securities available-for-sale, amortized cost $1,244,972 in 2011 and $903,556 in 2010 (Notes 3 and 9)	1,258,676	909,391
Securities held-to-maturity, fair value $184,822 in 2011 and $233,524 in 2010 (Notes 4 and 11)	179,368	230,116
Federal Home Loan Bank of Boston, stock at cost	15,531	15,531
Loans, net (Note 5)	984,492	906,164
Less: allowance for loan losses (Note 6)	16,574	14,053
Net loans	967,918	892,111
Bank premises and equipment (Note 7)	21,757	21,228
Accrued interest receivable	6,022	6,601
Prepaid FDIC assessments	4,335	6,129
Other assets (Notes 8 and 14)	63,501	58,107
Total assets	$ 2,743,225	$ 2,441,684
LIABILITIES AND STOCKHOLDERS' EQUITY		
Demand deposits	$ 365,854	$ 322,002
Savings and NOW deposits	708,988	649,402
Money market accounts	616,241	513,359
Time deposits (Note 10)	433,501	417,260
Total deposits	2,124,584	1,902,023
Securities sold under agreements to repurchase (Note 11)	143,320	108,550
Other borrowed funds (Note 12)	244,143	222,118
Subordinated debentures (Note 12)	36,083	36,083
Other liabilities	34,446	27,885
Total liabilities	2,582,576	2,296,659
Commitments and contingencies (Notes 7, 16 and 17)		
Stockholders' equity (Note 13):		
Common stock, Class A, $1.00 par value per share; authorized 10,000,000 shares; issued 3,548,317 shares in 2011 and 3,528,867 shares in 2010	3,548	3,529
Common stock, Class B, $1.00 par value per share; authorized 5,000,000 shares; issued 1,994,380 shares in 2011 and 2,011,380 shares in 2010	1,994	2,011
Additional paid-in capital	11,587	11,537
Retained earnings	146,039	131,526
	163,168	148,603
Unrealized gains on securities available-for-sale, net of taxes	8,319	3,593
Pension liability, net of taxes	(10,838)	(7,171)
Total accumulated other comprehensive loss, net of taxes (Notes 3 and 13)	(2,519)	(3,578)
Total stockholders' equity	160,649	145,025
Total liabilities and stockholders' equity	$ 2,743,225	$ 2,441,684

See accompanying "Notes to Consolidated Financial Statements."

Year Ended December 31,	2011	2010	2009
(dollars in thousands except share data)			
INTEREST INCOME			
Loans, taxable	$ 36,772	$ 40,163	$ 43,113
Loans, non-taxable	11,324	8,271	5,086
Securities available-for-sale, taxable	22,782	18,958	20,439
Securities available-for-sale, non-taxable	211	391	698
Federal Home Loan Bank of Boston dividends	46	—	—
Securities held-to-maturity	5,816	7,158	8,093
Federal funds sold, interest-bearing deposits in other banks and short-term investments	1,114	1,642	2,171
Total interest income	78,065	76,583	79,600
INTEREST EXPENSE			
Savings and NOW deposits	2,539	4,072	5,258
Money market accounts	2,706	3,942	6,100
Time deposits (Note 8)	9,356	7,914	9,438
Securities sold under agreements to repurchase	379	573	576
Other borrowed funds and subordinated debentures	7,786	8,316	10,351
Total interest expense	22,766	24,817	31,723
Net interest income	55,299	51,766	47,877
Provision for loan losses (Note 6)	4,550	5,575	6,625
Net interest income after provision for loan losses	50,749	46,191	41,252
OTHER OPERATING INCOME			
Service charges on deposit accounts	7,885	7,876	8,003
Lockbox fees	2,770	2,911	2,814
Brokerage commissions	441	230	140
Net gains on sales of securities	1,940	1,851	2,734
Other income	3,204	3,131	2,779
Total other operating income	16,240	15,999	16,470
OPERATING EXPENSES			
Salaries and employee benefits (Note 15)	29,630	28,398	26,919
Occupancy	4,411	4,037	4,104
Equipment	2,235	2,132	2,372
FDIC assessments	2,025	2,965	3,336
Other (Note 18)	10,441	9,840	9,648
Total operating expenses	48,742	47,372	46,379
Income before income taxes	18,247	14,818	11,343
Provision for income taxes (Note 14)	1,554	1,244	1,183
Net income	$ 16,693	$ 13,574	$ 10,160
SHARE DATA (Note 13)			
Weighted average number of shares outstanding, basic	5,540,644	5,533,506	5,532,249
Weighted average number of shares outstanding, diluted	5,541,794	5,535,742	5,534,340
Net income per share, basic	$ 3.01	$ 2.45	$ 1.84
Net income per share, diluted	3.01	2.45	1.84

See accompanying "Notes to Consolidated Financial Statements."

Consolidated Statements of Changes in Stockholders' Equity

(dollars in thousands except share data)	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
BALANCE, DECEMBER 31, 2008	$ 3,511	$ 2,027	$ 11,475	$ 112,135	$ (8,645)	$ 120,503
Net income	—	—	—	10,160	—	10,160
Other comprehensive income, net of tax:						
Unrealized holding gains arising during period, net of $2,826 in taxes and $2,734 in realized net gains	—	—	—	—	4,421	4,421
Pension liability adjustment, net of $50 in taxes	—	—	—	—	(77)	(77)
Comprehensive income						14,504
Conversion of Class B Common Stock to Class A Common Stock, 12,570 shares	13	(13)	—	—	—	0
Stock repurchased, 8,110 shares	(8)	—	(99)	—	—	(107)
Cash dividends, Class A Common Stock, $0.48 per share	—	—	—	(1,684)	—	(1,684)
Cash dividends, Class B Common Stock, $0.24 per share	—	—	—	(486)	—	(486)
BALANCE, DECEMBER 31, 2009	$ 3,516	$ 2,014	$ 11,376	$ 120,125	$ (4,301)	$ 132,730
Net income	—	—	—	13,574	—	13,574
Other comprehensive income, net of tax:						
Unrealized holding losses arising during period, net of $415 in taxes and $1,851 in realized net gains	—	—	—	—	(536)	(536)
Pension liability adjustment, net of $836 in taxes	—	—	—	—	1,259	1,259
Comprehensive income						14,297
Conversion of Class B Common Stock to Class A Common Stock, 3,150 shares	3	(3)	—	—	—	—
Stock options exercised, 9,950 shares	10	—	140	—	—	150
Tax benefit of stock option exercises	—	—	21	—	—	21
Cash dividends, Class A Common Stock, $0.48 per share	—	—	—	(1,690)	—	(1,690)
Cash dividends, Class B Common Stock, $0.24 per share	—	—	—	(483)	—	(483)
BALANCE, DECEMBER 31, 2010	$ 3,529	$ 2,011	$ 11,537	$ 131,526	$ (3,578)	$ 145,025
Net income	**—**	**—**	**—**	**16,693**	**—**	**16,693**
Other comprehensive income, net of tax:						
Unrealized holding gains arising during period, net of $3,143 in taxes and $1,940 in realized net gains	**—**	**—**	**—**	**—**	**4,726**	**4,726**
Pension liability adjustment, net of $2,439 in taxes	**—**	**—**	**—**	**—**	**(3,667)**	**(3,667)**
Comprehensive income						**17,752**
Conversion of Class B Common Stock to Class A Common Stock, 17,000 shares	**17**	**(17)**	**—**	**—**	**—**	**—**
Stock options exercised, 2,450 shares	**2**	**—**	**50**	**—**	**—**	**52**
Cash dividends, Class A Common Stock, $0.48 per share	**—**	**—**	**—**	**(1,701)**	**—**	**(1,701)**
Cash dividends, Class B Common Stock, $0.24 per share	**—**	**—**	**—**	**(479)**	**—**	**(479)**
BALANCE, DECEMBER 31, 2011	**$ 3,548**	**$ 1,994**	**$ 11,587**	**$ 146,039**	**$ (2,519)**	**$ 160,649**

See accompanying "Notes to Consolidated Financial Statements."

Year Ended December 31,	2011	2010	2009
(dollars in thousands)			
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 16,693	$ 13,574	$ 10,160
Adjustments to reconcile net income to net cash provided by operating activities:			
Mortgage loans originated for sale	(22,664)	—	(374)
Proceeds from mortgage loans sold	19,697	—	379
Gain on sales of mortgage loans held for sale	(422)	—	(5)
Gain on sale of loans	(238)	—	—
Gain on sale of fixed assets	—	(7)	(70)
Net gains on sales of securities	(1,940)	(1,851)	(2,734)
Provision for loan losses	4,550	5,575	6,625
Deferred tax benefit	(953)	(1,546)	(2,294)
Net depreciation and amortization	5,558	4,955	6,035
Decrease (increase) in accrued interest receivable	579	(795)	917
Decrease (increase) in prepaid FDIC assessments	1,794	2,629	(8,757)
Loss (gain) on sales of other real estate owned	8	(127)	—
Writedown of other real estate owned	117	—	—
Increase in other assets	(4,456)	(1,417)	(3,822)
Increase (decrease) in other liabilities	503	(849)	2,003
Net cash provided by operating activities	18,826	20,141	8,063
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from maturities of short-term investments	121,106	131,762	221,628
Purchase of short-term investments	(25,539)	(227,162)	(196,332)
Proceeds from calls/maturities of securities available-for-sale	722,403	610,975	327,615
Proceeds from sales of securities available-for-sale	75,615	41,251	94,142
Purchase of securities available-for-sale	(1,140,194)	(914,944)	(566,680)
Proceeds from calls/maturities of securities held-to-maturity	119,315	154,445	94,069
Purchase of securities held-to-maturity	(68,863)	(167,442)	(128,373)
Proceeds from sales of loans	4,000	—	—
Net increase in loans	(82,793)	(33,315)	(46,385)
Proceeds from sales of other real estate owned	802	555	—
Proceeds from sales of fixed assets	—	13	100
Capital expenditures	(2,692)	(2,281)	(1,257)
Net cash used in investing activities	(276,840)	(406,143)	(201,473)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net increase (decrease) in time deposit accounts	16,241	124,622	(34,234)
Net increase in demand, savings, money market and NOW deposits	206,320	75,414	470,694
Net payments for the repurchase of stock	—	—	(107)
Net proceeds from the exercise of stock options	52	150	—
Cash dividends	(2,180)	(2,173)	(2,170)
Net increase (decrease) in securities sold under agreements to repurchase	34,770	(10,195)	6,235
Net increase (decrease) in other borrowed funds	22,025	(11,906)	(4,534)
Net cash provided by financing activities	277,228	175,912	435,884
Net increase (decrease) in cash and cash equivalents	19,214	(210,090)	242,474
Cash and cash equivalents at beginning of year	188,552	398,642	156,168
Cash and cash equivalents at end of year	$ 207,766	$ 188,552	$ 398,642
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the year for:			
Interest	$ 22,799	$ 24,930	$ 32,202
Income taxes	3,109	3,580	2,858
Change in unrealized gains on securities available-for-sale, net of taxes	$ 4,726	$ (536)	$ 4,421
Pension liability adjustment, net of taxes	(3,667)	1,259	(77)
Transfer of loans to other real estate owned	2,110	428	—

See accompanying "Notes to Consolidated Financial Statements."

1. Summary of Significant Accounting Policies

BASIS OF FINANCIAL STATEMENT PRESENTATION

The consolidated financial statements include the accounts of Century Bancorp, Inc. (the "Company") and its wholly owned subsidiary, Century Bank and Trust Company (the "Bank"). The consolidated financial statements also include the accounts of the Bank's wholly owned subsidiaries, Century Subsidiary Investments, Inc. ("CSII"), Century Subsidiary Investments, Inc. II ("CSII II"), Century Subsidiary Investments, Inc. III ("CSII III") and Century Financial Services Inc. ("CFSI"). CSII, CSII II, and CSII III are engaged in buying, selling and holding investment securities. CFSI has the power to engage in financial agency, securities brokerage, and investment and financial advisory services and related securities credit. The Company also owns 100% of Century Bancorp Capital Trust II ("CBCT II"). The entity is an unconsolidated subsidiary of the Company.

All significant intercompany accounts and transactions have been eliminated in consolidation. The Company provides a full range of banking services to individual, business and municipal customers in Massachusetts. As a bank holding company, the Company is subject to the regulation and supervision of the Federal Reserve Board. The Bank, a state chartered financial institution, is subject to supervision and regulation by applicable state and federal banking agencies, including the Federal Reserve Board, the Federal Deposit Insurance Corporation (the "FDIC") and the Commonwealth of Massachusetts Commissioner of Banks. The Bank is also subject to various requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types and amounts of loans that may be granted and the interest that may be charged thereon, and limitations on the types of investments that may be made and the types of services that may be offered. Various consumer laws and regulations also affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board as it attempts to control the money supply and credit availability in order to influence the economy. All aspects of the Company's business are highly competitive. The Company faces aggressive competition from other lending institutions and from numerous other providers of financial services. The Company has one reportable operating segment.

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and general practices within the banking industry. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from those estimates.

Material estimates that are susceptible to change in the near term relate to the allowance for loan losses. Management believes that the allowance for loan losses is adequate based on independent appraisals and review of other factors, including historical charge-off rates with additional allocations based on risk factors for each category and general economic factors. While management uses available information to recognize loan losses, future additions to the allowance for loan losses may be necessary based on changes in economic conditions. In addition, regulatory agencies periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance for loan losses based on their judgments about information available to them at the time of their examination.

Certain reclassifications are made to prior-year amounts whenever necessary to conform with the current-year presentation.

FAIR VALUE MEASUREMENTS

In determining fair values a hierarchal disclosure framework is used associated with the level of pricing observability utilized in measuring financial instruments at fair value. The three broad levels defined by the FASB ASC 820 hierarchy are as follows:

Level I — Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The type of financial instruments included in Level I are highly liquid cash instruments with quoted prices, such as G-7 government, agency securities, listed equities and money market securities, as well as listed derivative instruments.

Level II — Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these financial instruments includes cash instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value has been derived using a model where inputs to the model are directly observable in the market or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed. Instruments that are generally included in this category are corporate bonds and loans, mortgage whole loans, municipal bonds and over the counter ("OTC") derivatives.

Level III — Instruments that have little to no pricing observability as of the reported date. These financial instruments do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation. Instruments that are included in this category generally include certain commercial mortgage loans, certain private equity investments, distressed debt, and noninvestment grade residual interests in securitizations as well as certain highly structured OTC derivative contracts.

CASH AND CASH EQUIVALENTS

For purposes of reporting cash flows, cash equivalents include highly liquid assets with an original maturity of three months or less. Highly liquid assets include cash and due from banks, federal funds sold and certificates of deposit.

SHORT-TERM INVESTMENTS

As of December 31, 2010 and 2011, short-term investments include highly liquid certificates of deposit with original maturities of more than 90 days but less than one year.

INVESTMENT SECURITIES

Debt securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and reported at amortized cost; debt and equity securities that are bought and held principally for the purpose of selling are classified as trading and reported at fair value, with unrealized gains and losses included in earnings; and debt and equity securities not classified as either held-to-maturity or trading are classified as available-for-sale and reported at fair value, with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity, net of estimated related income taxes. The Company has no securities held for trading.

Premiums and discounts on investment securities are amortized or accreted into income by use of the level-yield method. If a decline in fair value below the amortized cost basis of an investment is judged to be other-than-temporary, the cost basis of the investment is written down to fair value. The total amount of the impairment charge is recognized in earnings, with an offset for the noncredit component, which is recognized as other comprehensive income. Gains and losses on the sale of investment securities are recognized on the trade date on a specific identification basis.

FEDERAL HOME LOAN BANK STOCK
The Bank, as a member of the Federal Home Loan Bank of Boston ("FHLBB") system, is required to maintain an investment in capital stock of the FHLBB. Based on redemption provisions, the stock has no quoted market value and is carried at cost. At its discretion, the FHLBB may declare dividends on the stock. The Company reviews for impairment based on the ultimate recoverability of the cost basis in the stock. For the year ended December 31, 2011, the FHLBB reported preliminary net income of $159.6 million. The FHLBB also declared a dividend equal to an annual yield of 0.49%. As of December 31, 2011, no impairment has been recognized.

LOANS HELD FOR SALE
Loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value in the aggregate. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income.

LOANS
Interest on loans is recognized based on the daily principal amount outstanding. Accrual of interest is discontinued when loans become 90 days' delinquent unless the collateral is sufficient to cover both principal and interest and the loan is in the process of collection. Past-due status is based on contractual terms of the loan. Loans, including impaired loans, on which the accrual of interest has been discontinued, are designated nonaccrual loans. When a loan is placed on nonaccrual, all income that has been accrued but remains unpaid is reversed against current period income, and all amortization of deferred loan costs and fees is discontinued. Nonaccrual loans may be returned to an accrual status when principal and interest payments are not delinquent or the risk characteristics of the loan have improved to the extent that there no longer exists a concern as to the collectibility of principal and interest. Income received on nonaccrual loans is either recorded in income or applied to the principal balance of the loan, depending on management's evaluation as to the collectibility of principal.

Loan origination fees and related direct loan origination costs are offset, and the resulting net amount is deferred and amortized over the life of the related loans using the level-yield method. Prepayments are not initially considered when amortizing premiums and discounts.

The Bank measures impairment for impaired loans at either the fair value of the loan, the present value of the expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. This method applies to all loans, uncollateralized as well as collateralized, except large groups of smaller-balance homogeneous loans such as residential real estate and consumer loans that are collectively evaluated for impairment and loans that are measured at fair value. Management considers the payment status, net worth and earnings' potential of the borrower, and the value and cash flow of the collateral as factors to determine if a loan will be paid in accordance with its contractual terms. Management does not set any minimum delay of payments as a factor in reviewing for impaired classification. Loans are charged-off when management believes that the collectibility of the loan's principal is not probable. In addition, criteria for classification of a loan as in-substance foreclosure has been modified so that such classification need be made only when a lender is in possession of the collateral. The Bank measures the impairment of troubled debt restructurings using the pre-modification rate of interest.

TRANSFERS OF FINANCIAL ASSETS
Transfers of financial assets, typically residential mortgages and loan participations for the Company, are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

ACQUIRED LOANS
In accordance with FASB ASC 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* (formerly Statement of Position ("SOP") No. 03-3, "Accounting for Certain Loans or Debt Securities Acquired in a Transfer") the Company reviews acquired loans for differences between contractual cash flows and cash flows expected to be collected from the Company's initial investment in the acquired loans to determine if those differences are attributable, at least in part, to credit quality. If those differences are attributable to credit quality, the loan's contractually required payments received in excess of the amount of its cash flows expected at acquisition, or nonaccretable discount, is not accreted into income. FASB ASC 310-30 requires that the Company recognize the excess of all cash flows expected at acquisition over the Company's initial investment in the loan as interest income using the interest method over the term of the loan. This excess is referred to as accretable discount and is recorded as a reduction of the loan balance.

Loans which, at acquisition, do not have evidence of deterioration of credit quality since origination are outside the scope of FASB ASC 310-30. For such loans, the discount, if any, representing the excess of the amount of reasonably estimable and probable discounted future cash collections over the purchase price, is accreted into interest income using the interest method over the term of the loan. Prepayments are not considered in the calculation of accretion income. Additionally, discount is not accreted on nonperforming loans.

When a loan is paid off, the excess of any cash received over the net investment is recorded as interest income. In addition to the amount of purchase discount that is recognized at that time, income may include interest owed by the borrower prior to the Company's acquisition of the loan, interest collected if on nonperforming status, prepayment fees and other loan fees.

NONPERFORMING ASSETS
In addition to nonperforming loans, nonperforming assets include other real estate owned. Other real estate owned is comprised of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure. Other real estate owned is recorded initially at estimated fair value less costs to sell. When such assets are acquired, the excess of the loan balance over the estimated fair value of the asset is charged to the allowance for loan losses. An allowance for losses on other real estate owned is established by a charge to earnings when, upon periodic evaluation by management, further declines in the estimated fair value of properties have occurred. Such evaluations are based on an analysis of individual properties as well as a general assessment of current real estate market conditions. Holding costs and rental income on properties are included in current operations, while certain costs to improve such properties are capitalized. Gains and losses from the sale of other real estate owned are reflected in earnings when realized.

ALLOWANCE FOR LOAN LOSSES

The allowance for loan losses is based on management's evaluation of the quality of the loan portfolio and is used to provide for losses resulting from loans that ultimately prove uncollectible. In determining the level of the allowance, periodic evaluations are made of the loan portfolio, which takes into account such factors as the character of the loans, loan status, financial posture of the borrowers, value of collateral securing the loans and other relevant information sufficient to reach an informed judgment. The allowance is increased by provisions charged to income and reduced by loan charge-offs, net of recoveries. Management maintains an allowance for loan losses to absorb losses inherent in the loan portfolio. The allowance is based on assessments of the probable estimated losses inherent in the loan portfolio. Management's methodology for assessing the appropriateness of the allowance consists of several key elements, which include the formula allowance, specific allowances, if appropriate, for identified problem loans and the unallocated allowance. Arriving at an appropriate level of allowance for loan losses necessarily involves a high degree of judgment.

While management uses available information in establishing the allowance for loan losses, future adjustments to the allowance may be necessary if economic conditions differ substantially from the assumptions used in making the evaluations. Loans are charged-off in whole or in part when, in management's opinion, collectibility is not probable.

The formula allowance evaluates groups of loans to determine the allocation appropriate within each portfolio segment. Individual loans within the commercial and industrial, commercial real estate and real estate construction loan portfolio segments are assigned internal risk ratings to group them with other loans possessing similar risk characteristics. Changes in risk grades affect the amount of the formula allowance. Risk grades are determined by reviewing current collateral value, financial information, cash flow, payment history and other relevant facts surrounding the particular credit. Provisions for losses on the remaining commercial and commercial real estate loans are based on pools of similar loans using a combination of historical net loss experience and qualitative adjustments. For the residential real estate and consumer loan portfolios, the reserves are calculated by applying historical charge-off and recovery experience and qualitative adjustments to the current outstanding balance in each loan category. Loss factors are based on the Company's historical net loss experience as well as regulatory guidelines.

Specific allowances for loan losses entail the assignment of allowance amounts to individual loans on the basis of loan impairment. Certain loans are evaluated individually and are judged to be impaired when management believes it is probable that the Company will not collect all the contractual interest and principal payments as scheduled in the loan agreement. Under this method, loans are selected for evaluation based upon a change in internal risk rating, occurrence of delinquency, loan classification or nonaccrual status. A specific allowance amount is allocated to an individual loan when such loan has been deemed impaired and when the amount of a probable loss is able to be estimated on the basis of: (a) present value of anticipated future cash flows, (b) the loan's observable fair market price or (c) fair value of collateral if the loan is collateral dependent.

The formula allowance and specific allowances also include management's evaluation of various conditions, including business and economic conditions, delinquency trends, charge-off experience and other quality factors.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating allocated and general reserves in the portfolio.

Management has identified certain risk factors, which could impact the degree of loss sustained within the portfolio. These include: (a) market risk factors, such as the effects of economic variability on the entire portfolio and (b) unique portfolio risk factors that are inherent characteristics of the Company's loan portfolio. Market risk factors may consist of changes to general economic and business conditions that may impact the Company's loan portfolio customer base in terms of ability to repay and that may result in changes in value of underlying collateral. Unique portfolio risk factors may include industry concentrations and geographic concentrations or trends that may exacerbate losses resulting from economic events which the Company may not be able to fully diversify out of its portfolio.

The qualitative factors are determined based on the various risk characteristics of each loan segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential real estate — The Company generally does not originate loans with a loan-to-value ratio greater than 80 percent and does not grant subprime loans. All loans in this segment are collateralized by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates, will have an effect on the credit quality in the segment.

Commercial real estate — Loans in this segment are primarily income-producing properties. Also included are loans to educational institutions, hospitals and other non-profit organizations. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates, which in turn, will have an effect on the credit quality in this segment. Management monitors the cash flows of these loans.

Construction loans — Loans in this segment primarily include real estate development loans for which payment is derived from sale of the property as well as construction projects in which the property will ultimately be used by the borrower. Credit risk is affected by cost overruns, time to sell at an adequate price and market conditions.

Commercial and industrial loans — Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

BANK PREMISES AND EQUIPMENT

Bank premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets or the terms of leases, if shorter. It is general practice to charge the cost of maintenance and repairs to operations when incurred; major expenditures for improvements are capitalized and depreciated.

GOODWILL AND IDENTIFIABLE INTANGIBLE ASSETS

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Goodwill is not subject to amortization. Identifiable intangible assets consist of core deposit intangibles and are assets resulting from acquisitions that are being amortized over their estimated useful lives. Goodwill and identifiable intangible assets are included in other assets on the consolidated balance sheets. The Company tests goodwill for impairment on an annual basis, or more often if events or circumstances indicate there may be impairment. Goodwill impairment testing is performed at the segment (or "reporting unit") level. Currently, the Company's goodwill is evaluated at the entity level as there is only one reporting unit. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to reporting units, it no longer retains its association with a particular

acquisition, and all of the activities within a reporting unit, whether acquired or organically grown, are available to support the value of the goodwill.

The goodwill impairment analysis is a two-step test. The first step, used to identify potential impairment, involves comparing each reporting unit's fair value to its carrying value including goodwill. If the fair value of a reporting unit exceeds its carrying value, applicable goodwill is considered not to be impaired. If the carrying value exceeds fair value, there is an indication of impairment and the second step is performed to measure the amount of impairment.

SERVICING

The Company services mortgage loans for others. Mortgage servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. Capitalized servicing rights are reported in other assets and are amortized into loan servicing fee income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights by predominant risk characteristics, such as interest rates and terms. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum. Changes in the valuation allowance are reported in loan servicing fee income.

STOCK OPTION ACCOUNTING

The Company follows the fair value recognition provisions of FASB ASC 718, *Compensation – Stock Compensation* (formerly SFAS 123R) for all share-based payments, using the modified-prospective transition method. The Company's method of valuation for share-based awards granted utilizes the Black-Scholes option-pricing model, which was also previously used for the Company's pro forma information required under FASB ASC 718. The Company will recognize compensation expense for its awards on a straight-line basis over the requisite service period for the entire award (straight-line attribution method), ensuring that the amount of compensation cost recognized at any date at least equals the portion of the grant-date fair value of the award that is vested at that time.

During 2000 and 2004, common stockholders of the Company approved stock option plans (the "Option Plans") that provide for granting of options to purchase up to 150,000 shares of Class A common stock per plan. Under the Option Plans, all officers and key employees of the Company are eligible to receive nonqualified or incentive stock options to purchase shares of Class A common stock. The Option Plans are administered by the Compensation Committee of the Board of Directors, whose members are ineligible to participate in the Option Plans. Based on management's recommendations, the Committee submits its recommendations to the Board of Directors as to persons to whom options are to be granted, the number of shares granted to each, the option price (which may not be less than 85% of the fair market value for nonqualified stock options, or the fair market value for incentive stock options, of the shares on the date of grant) and the time period over which the options are exercisable (not more than ten years from the date of grant). There were options to purchase an aggregate of 36,062 shares of Class A common stock exercisable at December 31, 2011.

On December 30, 2005, the Board of Directors approved the acceleration and immediate vesting of all unvested options with an exercise price of $31.60 or greater per share. As a consequence, options to purchase 23,950 shares of Class A common stock became exercisable immediately. The average of the high and low price at which the Class A common stock traded on December 30, 2005, the date of the acceleration and vesting, was $29.28 per share. In connection with this acceleration, the Board of Directors approved a technical amendment to each of the Option Plans to eliminate the possibility that the terms of any outstanding or future stock option would require a cash settlement on the occurrence of any circumstance outside the control of the Company. Effective as of January 1, 2006, the Company adopted FASB ASC 718 for all share-based payments. The Company estimates that, as a result of this accelerated vesting, approximately $190,000 of 2006 noncash compensation expense was eliminated that would otherwise have been recognized in the Company's earnings.

The Company decided to accelerate the vesting of certain stock options primarily to reduce the noncash compensation expense that would otherwise be expected to be recorded in conjunction with the Company's required adoption of FASB ASC 718 in 2006. There was no earnings impact for 2006 due to the Company's adoption of FASB ASC 718.

The Company uses the fair value method to account for stock options. All of the Company's stock options are vested, and there were no options granted during 2011 and 2010.

INCOME TAXES

The Company uses the asset and liability method in accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. Under this method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company accounts for uncertain tax positions in accordance with FASB ASC 740.

The Company classifies interest resulting from underpayment of income taxes as income tax expense in the first period the interest would begin accruing according to the provisions of the relevant tax law.

The Company classifies penalties resulting from underpayment of income taxes as income tax expense in the period for which the Company claims or expects to claim an uncertain tax position or in the period in which the Company's judgement changes regarding an uncertain tax position.

TREASURY STOCK

Effective July 1, 2004, companies incorporated in Massachusetts became subject to Chapter 156D of the Massachusetts Business Corporation Act, provisions of which eliminate the concept of treasury stock and provide that shares reacquired by a company are to be treated as authorized but unissued shares.

PENSION

The Company provides pension benefits to its employees under a noncontributory, defined benefit plan, which is funded on a current basis in compliance with the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and recognizes costs over the estimated employee service period.

The Company also has a Supplemental Executive Insurance/Retirement Plan ("the Supplemental Plan"), which is limited to certain officers and employees of the Company. The Supplemental Plan is accrued on a current basis and recognizes costs over the estimated employee service period.

Executive officers of the Company or its subsidiaries who have at least one year of service may participate in the Supplemental Plan. The Supplemental Plan is voluntary, and participants are required to contribute to its cost. Individual life insurance policies, which are owned by the Company, are purchased covering the life of each participant.

RECENT ACCOUNTING DEVELOPMENTS

In July 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-20, Receivables (Topic 310), *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses.* This Update requires an entity to provide disclosures that facilitate financial statement users' evaluation of (1) the nature of credit risk inherent in the entity's loan portfolio (2) how that risk is analyzed and assessed in arriving at the allowance for loan and lease losses and (3) the changes and reasons for those changes in the allowance for loan and lease losses. The disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The Company has provided the required disclosures in Note 6.

In December 2010, the FASB issued ASU 2010-29, Business Combinations (Topic 805), *Disclosure of Supplementary Pro Forma Information for Business Combinations* to address diversity in practice in interpreting the pro forma revenue and earnings disclosure requirements for business combinations. This ASU specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the current year business combination(s) had occurred as of the beginning of the comparable prior annual reporting period. This update is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The adoption of this update did not have a material impact on the Company's financial condition or results of operations.

In April 2011, the FASB issued ASU 2011-02, Receivables (Topic 310), *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring.* This Update provides additional guidance and clarification to help creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring ("TDR"). This Update is effective for the first interim or annual period beginning on or after June 15, 2011, with retrospective application to the beginning of the annual period of adoption. The measurement of impairment should be done prospectively in the period of adoption for loans that are newly identified as TDRs upon adoption of this Update. In addition, the TDR disclosures required by ASU 2010-20, Receivables (Topic 310), Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses are required beginning in the period of adoption of this Update. The Company adopted this Update in the second quarter of 2011. The Company has provided the disclosures required in Note 6.

In April 2011, the FASB issued ASU No. 2011-03, Transfers and Servicing (Topic 860), *Reconsideration of Effective Control for Repurchase Agreements.* This update revises the criteria for assessing effective control for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The determination of whether the transfer of a financial asset subject to a repurchase agreement is a sale is based, in part, on whether the entity maintains effective control over the financial asset. This update removes from the assessment of effective control: the criterion requiring the transferor to have the ability to repurchase or redeem the financial asset on substantially the agreed terms, even in the event of default by the transferee, and the related requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The amendments in this update will be effective for interim and annual reporting periods beginning on or after December 15, 2011. The amendments will be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date and early adoption is permitted. The adoption of this guidance is not expected to have a material impact on the Company's financial condition or results of operations.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820), *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* The guidance clarifies and expands the disclosures pertaining to unobservable inputs used in Level 3 fair value measurements, including the disclosure of quantitative information related to (1) the valuation processes used, (2) the sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs, and (3) use of a nonfinancial asset in a way that differs from the asset's highest and best use. The guidance also requires, for public entities, disclosure of the level within the fair value hierarchy for assets and liabilities not measured at fair value in the statement of financial position but for which the fair value is disclosed. The amendments in this Update are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not expect this pronouncement to have a material effect on its consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220), *Presentation of Comprehensive Income.* This ASU amends the disclosure requirements for the presentation of comprehensive income. The amended guidance eliminates the option to present components of other comprehensive income (OCI) as part of the consolidated statement of changes in stockholders' equity. Under the amended guidance, all changes in OCI are to be presented either in a single continuous statement of comprehensive income or in two separate but consecutive financial statements. The changes are effective for fiscal years, and interim periods within those years, ending after December 15, 2011, with retrospective application required. Early application is permitted. There will be no impact on the Company's consolidated financial results as the amendments relate only to changes in financial statement presentation. In December 2011, the FASB elected to defer the effective date of those changes in ASU 2011-05 that relate only to the presentation of reclassification adjustments in the statement of income by issuing ASU 2011-12, Comprehensive Income (Topic 220), *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* in Accounting Standards Update No. 2011-05.

In September 2011, the FASB issued ASU 2011-08, Intangibles – Goodwill and Other (Topic 350), *Testing Goodwill for Impairment.* This ASU is intended to reduce the complexity and cost of performing an evaluation of impairment of goodwill. Under the new guidance, an entity will have the option of first assessing qualitative factors (events and circumstances) to determine whether it is more likely than not (meaning a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount. If, after considering all relevant events and circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test will be unnecessary. The amendments will be effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The Company will implement the provisions of ASU 2011-08 as of January 1, 2012.

In September 2011, the FASB issued ASU 2011-09, Compensation – Retirement Benefits – Multiemployer Plans (Subtopic 715-80), *Disclosures about an Employer's Participation in a Multiemployer Plan.* This ASU requires new and expanded disclosures for individually material multiemployer pension plans. The changes are effective for fiscal years ending after December 15, 2011. Early application is permitted. There will be no impact to the consolidated financial results as the Company does not participate in any multiemployer retirement plans.

2. Cash and Due from Banks

The Company is required to maintain a portion of its cash and due from banks as a reserve balance under the Federal Reserve Act. Such reserve is calculated based upon deposit levels and amounted to $4,684,000 at December 31, 2011, and $3,543,000 at December 31, 2010.

3. Securities Available-for-Sale

	December 31, 2011				December 31, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(dollars in thousands)								
U.S. Treasury	$ 1,999	$ 13	$ —	$ 2,012	$ 2,000	$ 5	$ —	$ 2,005
U.S. Government Sponsored Enterprises	174,657	311	11	174,957	175,842	386	565	175,663
SBA Backed Securities	8,714	87	—	8,801	9,735	1	4	9,732
U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities	1,020,752	16,262	1,176	1,035,838	674,481	11,842	5,425	680,898
Privately Issued Residential Mortgage-Backed Securities	3,509	—	311	3,198	4,247	—	279	3,968
Privately Issued Commercial Mortgage-Backed Securities	—	—	—	—	285	2	—	287
Obligations Issued by States and Political Subdivisions	21,515	84	957	20,642	34,271	98	295	34,074
Other Debt Securities	13,293	—	683	12,610	2,300	—	47	2,253
Equity Securities	533	85	—	618	395	116	—	511
Total	$1,244,972	$16,842	$ 3,138	$1,258,676	$ 903,556	$ 12,450	$ 6,615	$ 909,391

Included in U.S. Government Sponsored Enterprise Securities and U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities are securities at fair value pledged to secure public deposits and repurchase agreements amounting to $488,690,000 and $363,240,000 at December 31, 2011 and 2010, respectively. Also included in securities available-for-sale at fair value are securities pledged for borrowing at the Federal Home Loan Bank amounting to $246,036,000 and $124,189,000 at December 31, 2011 and 2010, respectively. The Company realized gains on sales of securities of $1,940,000, $1,851,000 and $2,734,000 from the proceeds of sales of available-for-sale securities of $75,615,000, $41,251,000 and $94,142,000 for the years ended December 31, 2011, 2010, and 2009, respectively.

Debt securities of Government Sponsored Enterprises primarily refer to debt securities of Fannie Mae and Freddie Mac. Control of these enterprises was directly taken over by the U.S. Government in the third quarter of 2008.

The following table shows the estimated maturity distribution of the Company's securities available-for-sale at December 31, 2011.

	Amortized Cost	Fair Value
(dollars in thousands)		
Within one year	$ 79,863	$ 80,608
After one but within five years	952,351	965,828
After five but within ten years	191,667	191,495
More than ten years	19,058	18,659
Nonmaturing	2,033	2,086
Total	$ 1,244,972	$ 1,258,676

The weighted average remaining life of investment securities available-for-sale at December 31, 2011, was 3.9 years. An auction rate municipal obligation ("ARS") is included in Obligations Issued by States and Political Subdivisions. Included in the weighted average remaining life calculation at December 31, 2011, was $154,657,000 of U.S. Government Sponsored Enterprise obligations that are callable at the discretion of the issuer. These call dates were not utilized in computing the weighted average remaining life. The contractual maturities, which were used in the table above, of mortgage-backed securities, will differ from the actual maturities due to the ability of the issuers to prepay underlying obligations.

The following table shows the temporarily impaired securities of the Company's available-for-sale portfolio at December 31, 2011. This table shows the unrealized loss of securities that have been in a continuous unrealized loss position for 12 months or less and a continuous loss position for 12 months and longer. There are 60 and 6 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 393 holdings at December 31, 2011.

As of December 31, 2011, management concluded that the unrealized losses of its investment securities are temporary in nature since they are not related to the underlying credit quality of the issuers, and the Company does not intend to sell any of its debt securities and it is not likely that it will be required to sell the debt securities before the anticipated recovery of their remaining amortized cost. In making its other-than-temporary impairment evaluation, the Company considered the fact that the principal and interest on these securities are from issuers that are investment grade. The change in the unrealized losses on the state and municipal securities and the nonagency mortgage-backed securities was primarily caused by changes in credit spreads and liquidity issues in the marketplace.

In evaluating the underlying credit quality of a security, management considers several factors such as the credit rating of the obligor and the issuer, if applicable. Internal reviews of issuer financial statements are performed as deemed necessary. In the case of privately issued mortgage-backed securities, the performance of the underlying loans is analyzed as deemed necessary to determine the estimated future cash flows of the securities. Factors considered include the level of subordination, current and estimated future default rates, current and estimated prepayment rates, estimated loss severity rates, geographic concentrates and origination dates of underlying loans. In the case of marketable equity securities, the severity of the unrealized loss, the length of time the unrealized loss has existed, and the issuer's financial performance are considered.

Temporarily Impaired Investments	December 31, 2011					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(dollars in thousands)						
U.S. Government Sponsored Enterprise	$ 14,989	$ 11	$ —	$ —	$ 14,989	$ 11
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	331,469	1,176	—	—	331,469	1,176
Privately Issued Residential Mortgage-Backed Securities	—	—	3,198	311	3,198	311
Obligations Issued by States and Political Subdivisions	—	—	3,725	957	3,725	957
Other Debt Securities	10,542	652	1,468	31	12,010	683
Equity Securities	—	—	—	—	—	—
Total temporarily impaired securities	$357,000	$ 1,839	$ 8,391	$ 1,299	$365,391	$ 3,138

At December 31, 2011, the Company does not intend to sell any of its debt securities and it is not likely that it will be required to sell the debt securities before the anticipated recovery of their remaining amortized cost. The unrealized losses on Obligations Issued by States and Political Subdivisions were considered by management to be temporary in nature. Full collection of those debt securities is expected because the financial condition of the obligors is considered to be sound, there has been no default in scheduled payment and the debt securities are rated investment grade. The unrealized loss on U.S. Government Sponsored Enterprises and U.S. Government Sponsored Enterprises Mortgage-Backed Securities related primarily to interest rates and not credit quality, and because the Company has the ability and intent to hold these investments until recovery of fair value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2011. Excluded from the table above are two equity securities that were written down in 2008 by $76,000. The fair value is $141,000 with an unrealized gain of $32,000 at December 31, 2011. In 2008, these stocks were deemed to be other-than-temporarily impaired based on the extent of the decline in value and the length of time the stocks had been trading below cost.

The following table shows the temporarily impaired securities of the Company's available-for-sale portfolio at December 31, 2010. This table shows the unrealized loss of securities that have been in a continuous unrealized loss position for 12 months or less and a continuous loss position for 12 months and longer. There are 59 and 5 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 345 holdings at December 31, 2010.

Temporarily Impaired Investments	December 31, 2010					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(dollars in thousands)						
U.S. Government Sponsored Enterprises	$ 74,290	$ 565	$ —	$ —	$ 74,290	$ 565
SBA Backed Securities	2,246	4	—	—	2,246	4
U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities	191,155	5,425	—	—	191,155	5,425
Privately Issued Residential Mortgage-Backed Securities	1,503	52	2,465	227	3,968	279
Obligations Issued by States and Political Subdivisions	9,257	11	4,393	284	13,650	295
Other Debt Securities	—	—	1,454	47	1,454	47
Equity Securities	—	—	—	—	—	—
Total temporarily impaired securities	$278,451	$ 6,057	$ 8,312	$ 558	$ 286,763	$ 6,615

At December 31, 2010, the Company does not intend to sell any of its debt securities and it is not likely that it will be required to sell the debt securities before the anticipated recovery of their remaining amortized cost. The unrealized losses on Obligations Issued by States and Political Subdivisions were considered by management to be temporary in nature. Full collection of those debt securities is expected because the financial condition of the obligors is considered to be sound, there has been no default in scheduled payment and the debt securities are rated investment grade. The unrealized loss on U.S. Government Sponsored Enterprises and U.S. Government Sponsored Enterprises Mortgage-Backed Securities related primarily to interest rates and not credit quality, and because the Company has the ability and intent to hold these investments until recovery of fair value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2010. Excluded from the table above are two equity securities that were written down in 2008 by $76,000. The fair value is $156,000 with an unrealized gain of $47,000 at December 31, 2010. In 2008, these stocks were deemed to be other-than-temporarily impaired based on the extent of the decline in value and the length of time the stocks had been trading below cost.

4. Investment Securities Held-to-Maturity

	December 31, 2011				December 31, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(dollars in thousands)								
U.S. Government Sponsored Enterprise	$ 26,979	$ 36	$ 2	$ 27,013	$ 84,534	$ 148	$ 488	$ 84,194
U.S. Government Sponsored Enterprise Mortgage-Backed Securities	152,389	5,435	15	157,809	145,582	5,246	1,498	149,330
Total	$ 179,368	$ 5,471	$ 17	$ 184,822	$ 230,116	$ 5,394	$ 1,986	$ 233,524

Included in U.S. Government and Agency Securities are securities pledged to secure public deposits and repurchase agreements at fair value amounting to $8,885,000 and $10,000,000 at December 31, 2011, and 2010, respectively. Also included are securities pledged for borrowing at the Federal Home Loan Bank at fair value amounting to $49,345,000 and $79,844,000 at December 31, 2011, and 2010, respectively.

At December 31, 2011 and 2010, all mortgage-backed securities are obligations of U.S. Government Sponsored Enterprises. Government Sponsored Enterprises primarily refer to debt securities of Fannie Mae and Freddie Mac. Control of these enterprises was directly taken over by the U.S. Government in the third quarter of 2008.

The following table shows the maturity distribution of the Company's securities held-to-maturity at December 31, 2011.

	Amortized Cost	Fair Value
(dollars in thousands)		
Within one year	$ 7,133	$ 7,269
After one but within five years	128,398	133,231
After five but within ten years	43,552	44,034
More than ten years	285	288
Total	$ 179,368	$ 184,822

The weighted average remaining life of investment securities held-to-maturity at December 31, 2011, was 4.0 years. Included in the weighted average remaining life calculation at December 31, 2011, were $24,979,000 of U.S. Government Sponsored Enterprises obligations that are callable at the discretion of the issuer. The actual maturities, which were used in the table above, of mortgage-backed securities, will differ from the contractual maturities due to the ability of the issuers to prepay underlying obligations.

The following table shows the temporarily impaired securities of the Company's held-to-maturity portfolio at December 31, 2011. This table shows the unrealized market loss of securities that have been in a continuous unrealized loss position for 12 months or less and a continuous loss position for 12 months and longer. There are 2 and 0 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 92 holdings at December 31, 2011.

As of December 31, 2011, management concluded that the unrealized losses of its investment securities are temporary in nature since they are not related to the underlying credit quality of the issuers, and the Company does not intend to sell this debt security and it is not likely that it will be required to sell this debt security before the anticipated recovery of its remaining amortized cost. In making its other-than-temporary impairment evaluation, the Company considered the fact that the principal and interest on this security are from an issuer that is investment grade.

In evaluating the underlying credit quality of a security, management considers several factors such as the credit quality of the obligor and the issuer, if applicable. Internal reviews of issuer financial statements are performed as deemed necessary.

Temporarily Impaired Investments	December 31, 2011					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(dollars in thousands)						
U.S. Government Sponsored Enterprises	$ 4,994	$ 2	$ —	$ —	$ 4,994	$ 2
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	5,367	15	—	—	5,367	15
Total temporarily impaired securities	$ 10,361	$ 17	$ —	$ —	$ 10,361	$ 17

The unrealized loss on U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities related primarily to interest rates and not credit quality, and because the Company does not intend to sell any of these investments and it is not likely that it will be required to sell these investments before the anticipated recovery of the remaining amortized cost, the Company does not consider this investment to be other-than-temporarily impaired at December 31, 2011.

The following table shows the temporarily impaired securities of the Company's held-to-maturity portfolio at December 31, 2010. This table shows the unrealized market loss of securities that have been in a continuous unrealized loss position for 12 months or less and a continuous loss position for 12 months and longer. There are 11 and 0 securities that are temporarily impaired for less than 12 months and for 12 months or longer, respectively, out of a total of 101 holdings at December 31, 2010.

Temporarily Impaired Investments	December 31, 2010					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(dollars in thousands)						
U.S. Government Sponsored Enterprises	$ 29,491	$ 488	$ —	$ —	$ 29,491	$ 488
U.S. Government Agency and Sponsored Enterprise Mortgage-Backed Securities	37,628	1,498	—	—	37,628	1,498
Total temporarily impaired securities	$ 67,119	$ 1,986	$ —	$ —	$ 67,119	$ 1,986

The unrealized loss on U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities related primarily to interest rates and not credit quality, and because the Company does not intend to sell any of these investments and it is not likely that it will be required to sell these investments before the anticipated recovery of the remaining amortized cost, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2010.

5. Loans

The majority of the Bank's lending activities are conducted in the Commonwealth of Massachusetts. The Bank originates construction, commercial and residential real estate loans, commercial and industrial loans, consumer, home equity and other loans for its portfolio.

The following summary shows the composition of the loan portfolio at the dates indicated.

December 31,	**2011**	2010
(dollars in thousands)		
Construction and land development	**$ 56,819**	$ 53,583
Commercial and industrial	**82,404**	90,654
Commercial real estate	**487,495**	433,337
Residential real estate	**239,307**	207,787
Consumer	**6,197**	5,957
Home equity	**110,786**	114,209
Overdrafts	**1,484**	637
Total	**$984,492**	$ 906,164

Net deferred fees included in loans at December 31, 2011, and December 31, 2010, were $666,000 and $186,000, respectively.

The Company was servicing mortgage loans sold to others without recourse of approximately $18,220,000 and $983,000 at December 31, 2011, and December 31, 2010, respectively. The Company had $3,389,000 of loans held for sale at December 31, 2011.

As of December 31, 2011 and 2010, the Company's recorded investment in impaired loans was $8,102,000 and $7,963,000, respectively. If an impaired loan is placed on nonaccrual, the loan may be returned to an accrual status when principal and interest payments are not delinquent and the risk characteristics have improved to the extent that there no longer exists a concern as to the collectibility of principal and interest. At December 31, 2011, there were $6,073,000 of impaired loans with a specific reserve of $741,000. At December 31, 2010, there were $2,110,000 of impaired loans with a specific reserve of $317,000.

Loans are designated as troubled debt restructures when a concession is made on a credit as a result of financial difficulties of the borrower. Typically, such concessions consist of a reduction in interest rate to a below-market rate, taking into account the credit quality of the note, or a deferment of payments, principal or interest, which materially alters the Bank's position or significantly extends the note's maturity date, such that the present value of cash flows to be received is materially less than those contractually established at the loan's origination. Restructured loans are included in the impaired loan category.

The composition of nonaccrual loans and impaired loans is as follows:

December 31,	**2011**	2010	2009
(dollars in thousands)			
Loans on nonaccrual	**$ 5,827**	$ 8,068	$ 12,311
Loans 90 days past due and still accruing	**18**	50	—
Impaired loans on nonaccrual included above	**3,468**	5,353	9,736
Total recorded investment in impaired loans	**8,102**	7,963	10,516
Average recorded investment of impaired loans	**10,284**	9,606	9,718
Accruing troubled debt restructures	**4,634**	1,248	521
Interest income not recorded on nonaccrual loans according to their original terms	**846**	1,313	1,121
Interest income on nonaccrual loans actually recorded	**—**	—	—
Interest income recognized on impaired loans	**155**	256	24

During the first quarter of 2008, the Company purchased a loan for $4,823,000 with a discount of $724,000. The entire discount is classified as an accretable discount. The Company accreted $47,000, $47,000 and $46,000 of the discount during 2011, 2010 and 2009, respectively.

Directors and officers of the Company and their associates are customers of, and have other transactions with, the Company in the normal course of business. All loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not involve more than normal risk of collection or present other unfavorable features.

The following table shows the aggregate amount of loans to directors and officers of the Company and their associates during 2011.

Balance at December 31, 2010	Additions	Repayments and Deletions	**Balance at December 31, 2011**
(dollars in thousands)			
$ 3,798	$ 1,229	$ 801	**$ 4,226**

6. Allowance for Loan Losses

The Company maintains an allowance for loan losses in an amount determined by management on the basis of the character of the loans, loan performance, the financial condition of borrowers, the value of collateral securing loans and other relevant factors. The following table summarizes the changes in the Company’s allowance for loan losses for the years indicated.

An analysis of the allowance for loan losses for each of the three years ending December 31, 2011, 2010 and 2009 are as follows:

	2011	2010	2009
(dollars in thousands)			
Allowance for loan losses, beginning of year	**$ 14,053**	$ 12,373	$ 11,119
Loans charged-off	**(2,824)**	(4,443)	(6,070)
Recoveries on loans previously charged-off	**795**	548	699
Net charge-offs	**(2,029)**	(3,895)	(5,371)
Provision charged to expense	**4,550**	5,575	6,625
Allowance for loan losses, end of year	**$ 16,574**	$ 14,053	$ 12,373

ALLOWANCE FOR LOAN LOSSES AND AMOUNT OF INVESTMENTS IN LOANS

Further information pertaining to the allowance for loan losses at December 31, 2011 follows:

(dollars in thousands)	Construction and Land Development	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer	Home Equity	Unallocated	Total
Allowance for Loan Losses:								
Balance at December 31, 2010	$ 1,752	$ 3,163	$ 5,671	$ 1,718	$ 298	$ 725	$ 726	$ 14,053
Charge-offs	(1,200)	(676)	—	(337)	(607)	(4)	—	(2,824)
Recoveries	—	293	6	27	467	2	—	795
Provision	2,341	359	889	478	198	(19)	304	4,550
Ending balance at December 31, 2011	$ 2,893	$ 3,139	$ 6,566	$ 1,886	$ 356	$ 704	$1,030	$ 16,574
Amount of allowance for loan losses for loans deemed to be impaired	$ —	$ 335	$ 282	$ 124	$ —	$ —	$ —	$ 741
Amount of allowance for loan losses for loans not deemed to be impaired	$ 2,893	$ 2,804	$ 6,284	$ 1,762	$ 356	$ 704	$1,030	$ 15,833
Loans:								
Ending balance	$ 56,819	$ 82,404	$ 487,495	$ 239,307	$ 7,681	$ 110,786	$ —	$ 984,492
Loans deemed to be impaired	$ 1,500	$ 1,525	$ 4,561	$ 516	$ —	$ —	$ —	$ 8,102
Loans not deemed to be impaired	$ 55,319	$ 80,879	$ 482,934	$ 238,791	$ 7,681	$ 110,786	$ —	$ 976,390

Further information pertaining to the allowance for loan losses at December 31, 2010 follows:

(dollars in thousands)	Construction and Land Development	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Consumer	Home Equity	Unallocated	Total
Allowance for Loan Losses:								
Balance at December 31, 2009	$ 362	$ 4,972	$ 2,983	$ 1,304	$ 1,753	$ 761	$ 238	$ 12,373
Charge-offs	(900)	(1,559)	(922)	(515)	(495)	(52)	—	(4,443)
Recoveries	—	172	—	8	368	—	—	548
Provision	2,290	(422)	3,610	921	(1,328)	16	488	5,575
Ending balance at December 31, 2010	$ 1,752	$ 3,163	$ 5,671	$ 1,718	$ 298	$ 725	$ 726	$ 14,053
Amount of allowance for loan losses for loans deemed to be impaired	$ —	$ 292	$ 25	$ —	$ —	$ —	$ —	$ 317
Amount of allowance for loan losses for loans not deemed to be impaired	$ 1,752	$ 2,871	$ 5,646	$ 1,718	$ 298	$ 725	$ 726	$ 13,736
Loans:								
Ending balance	$ 53,583	$ 90,654	$ 433,337	$ 207,787	$ 6,594	$ 114,209	$ —	$ 906,164
Loans deemed to be impaired	$ 4,000	$ 1,471	$ 2,492	$ —	$ —	$ —	$ —	$ 7,963
Loans not deemed to be impaired	$ 49,583	$ 89,183	$ 430,845	$ 207,787	$ 6,594	$ 114,209	$ —	$ 898,201

CREDIT QUALITY INFORMATION

The Company utilizes a six-grade internal loan rating system for commercial real estate, construction and commercial loans as follows:

Loans rated 1-3 (Pass) — Loans in this category are considered "pass" rated loans with low to average risk.

Loans rated 4 (Monitor) — These loans represent classified loans that management is closely monitoring for credit quality. These loans have had or may have minor credit quality deterioration as of December 31, 2011.

Loans rated 5 (Substandard) — Substandard loans represent classified loans that management is closely monitoring for credit quality. These loans have had more significant credit quality deterioration as of December 31, 2011.

Loans rated 6 (Doubtful) — Doubtful loans represent classified loans that management is closely monitoring for credit quality. These loans had more significant credit quality deterioration as of December 31, 2011, and are doubtful for full collection.

Impaired — Impaired loans represent classified loans that management is closely monitoring for credit quality. A loan is classified as impaired when it is probable that the Company will be unable to collect all amounts due.

The percentage of the allowance for loan losses allocated to construction and land development loans to total construction and land development loans increased from 3.3%, at December 31, 2010, to 5.1%, at December 31, 2011, mainly as a result of an increase in the historical loss factor. This factor was increased to account for the incremental risk in the portfolio.

The following table presents the Company's loans by risk rating at December 31, 2011.

(dollars in thousands)	Construction and Land Development	Commercial and Industrial	Commercial Real Estate
Grade:			
1-3 (Pass)	$ 48,298	$ 80,140	$ 478,186
4 (Monitor)	7,021	739	4,748
5 (Substandard)	—	—	—
6 (Doubtful)	—	—	—
Impaired	1,500	1,525	4,561
Total	$ 56,819	$ 82,404	$ 487,495

The following table presents the Company's loans by risk rating at December 31, 2010.

(dollars in thousands)	Construction and Land Development	Commercial and Industrial	Commercial Real Estate
Grade:			
1-3 (Pass)	$ 42,887	$ 88,103	$ 415,528
4 (Monitor)	6,696	1,080	15,317
5 (Substandard)	—	—	—
6 (Doubtful)	—	—	—
Impaired	4,000	1,471	2,492
Total	$ 53,583	$ 90,654	$ 433,337

The Company utilized payment performance as credit quality indicators for residential real state, consumer and overdrafts, and the home equity portfolio. The indicators are depicted in the table "aging of past-due loans," below.

AGING OF PAST-DUE LOANS

Further information pertaining to the allowance for loan losses at December 31, 2011 follows:

(dollars in thousands)	Accruing 30-89 Days Past Due	Non Accrual	Accruing Greater Than 90 Days	Total Past Due	Current Loans	Total
Construction and land development	$ —	$ 1,500	$ —	$ 1,500	$ 55,319	$ 56,819
Commercial and industrial	1,417	763	18	2,198	80,206	82,404
Commercial real estate	2,528	736	—	3,264	484,231	487,495
Residential real estate	2,635	2,324	—	4,959	234,348	239,307
Consumer and overdrafts	519	9	—	528	7,153	7,681
Home equity	171	495	—	666	110,120	110,786
Total	$ 7,270	$ 5,827	$ 18	$ 13,115	$ 971,377	$ 984,492

Further information pertaining to the allowance for loan losses at December 31, 2010 follows:

(dollars in thousands)	Accruing 30-89 Days Past Due	Non Accrual	Accruing Greater Than 90 Days	Total Past Due	Current Loans	Total
Construction and land development	$ —	$ 4,000	$ —	$ 4,000	$ 49,583	$ 53,583
Commercial and industrial	912	569	50	1,531	89,123	90,654
Commercial real estate	1,737	784	—	2,521	430,816	433,337
Residential real estate	4,172	2,487	—	6,659	201,128	207,787
Consumer and overdrafts	8	4	—	12	6,582	6,594
Home equity	574	224	—	798	113,411	114,209
Total	$ 7,403	$ 8,068	$ 50	$ 15,521	$ 890,643	$ 906,164

IMPAIRED LOANS

A loan is impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, the Company measures impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. The Company's policy for recognizing interest income on impaired loans is contained within Note 1 of the "Notes to Consolidated Financial Statements."

The following is information pertaining to impaired loans at December 31, 2011:

(dollars in thousands)	Carrying Value	Unpaid Balance Principal	Required Reserve	Average Carrying Value	Interest Income Recognized
With no required reserve recorded:					
Construction and land development	$1,500	$ 3,292	$ —	$ 2,377	$ —
Commercial and industrial	313	537	—	404	3
Commercial real estate	183	203	—	368	—
Residential real estate	33	33	—	3	—
Consumer	—	—	—	—	—
Home equity	—	—	—	—	—
Total	$2,029	$ 4,065	$ —	$ 3,152	$ 3
With required reserve recorded:					
Construction and land development	$ —	$ —	$ —	$ 926	$ —
Commercial and industrial	1,212	1,240	335	1,105	18
Commercial real estate	4,378	4,409	282	4,894	133
Residential real estate	483	483	124	207	1
Consumer	—	—	—	—	—
Home equity	—	—	—	—	—
Total	$6,073	$ 6,132	$ 741	$ 7,132	$152
Total					
Construction and land development	$1,500	$ 3,292	$ —	$ 3,303	$ —
Commercial and industrial	1,525	1,777	335	1,509	21
Commercial real estate	4,561	4,612	282	5,262	133
Residential real estate	516	516	124	210	1
Consumer	—	—	—	—	—
Home equity	—	—	—	—	—
Total	$8,102	$ 10,197	$ 741	$10,284	$155

The following is information pertaining to impaired loans at December 31, 2010:

	Carrying Value	Unpaid Balance Principal	Required Reserve	Average Carrying Value	Interest Income Recognized
(dollars in thousands)					
With no required reserve recorded:					
Construction and land development	$ 4,000	$ 8,504	$ —	$ 2,262	$ —
Commercial and industrial	893	1,092	—	826	83
Commercial real estate	960	969	—	2,013	122
Residential real estate	—	—	—	—	—
Consumer	—	—	—	—	—
Home equity	—	—	—	—	—
Total	$ 5,853	$ 10,565	$ —	$ 5,101	$ 205
With required reserve recorded:					
Construction and land development	$ —	$ —	$ —	$ 2,500	$ —
Commercial and industrial	578	588	292	842	31
Commercial real estate	1,532	1,532	25	1,163	20
Residential real estate	—	—	—	—	—
Consumer	—	—	—	—	—
Home equity	—	—	—	—	—
Total	$ 2,110	$ 2,120	$ 317	$ 4,505	$ 51
Total					
Construction and land development	$ 4,000	$ 8,504	$ —	$ 4,762	$ —
Commercial and industrial	1,471	1,680	292	1,668	114
Commercial real estate	2,492	2,501	25	3,176	142
Residential real estate	—	—	—	—	—
Consumer	—	—	—	—	—
Home equity	—	—	—	—	—
Total	$ 7,963	$ 12,685	$ 317	$ 9,606	$ 256

Troubled Debt Restructurings occurring during the year ended December 31, 2011:

	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
(dollars in thousands)			
Construction and land development	1	$ 39	$ —
Commercial and industrial	13	960	909
Commercial real estate	6	3,199	3,195
Total	20	$ 4,198	$ 4,104

There was one troubled debt restructuring, totaling $11,000, during the year ended December 31, 2011, that subsequently defaulted.

Troubled Debt Restructurings were identified as a modification where a concession was granted to a customer who is having financial difficulties. This concession may be below market rate, longer amortization/term, and a lower payment amount. The present value calculation of the modification did not result in an increase in the allowance for these loans beyond any previously established allocations. The loans were modified, for the construction, commercial and industrial, and commercial real estate loans, by reducing interest rates as well as extending terms on the loans. The financial impact of the modifications for performing commercial and industrial loans were a $38,000 reduction in principal and a $1,000 reduction in interest payments for the year ended December 31, 2011. The financial impact of the modifications for performing commercial real estate were a $30,000 reduction in principal and a $44,000 reduction in interest payments for the year ended December 31, 2011. The financial impact of the modifications for nonperforming loans was a $11,000 reduction in the carrying value of the loans as a result of payments received under the modified terms of the loans.

7. Bank Premises and Equipment

December 31,	2011	2010	Estimated Useful Life
(dollars in thousands)			
Land	$ 3,478	$ 3,478	—
Bank premises	18,349	18,270	30-39 years
Furniture and equipment	28,874	27,472	3-10 years
Leasehold improvements	8,079	6,869	30-39 years or lease term
	58,780	56,089	
Accumulated depreciation and amortization	(37,023)	(34,861)	
Total	$ 21,757	$ 21,228	

The Company and its subsidiaries are obligated under a number of noncancelable operating leases for premises and equipment expiring in various years through 2026. Total lease expense approximated $2,007,000, $1,730,000 and $1,673,000 for the years ended December 31, 2011, 2010 and 2009, respectively. Rental income approximated $455,000, $438,000 and $418,000 in 2011, 2010 and 2009, respectively.

Future minimum rental commitments for noncancelable operating leases with initial or remaining terms of one year or more at December 31, 2011, were as follows:

	Year	Amount
(dollars in thousands)		
	2012	$ 1,890
	2013	1,579
	2014	1,434
	2015	1,125
	2016	966
	Thereafter	2,815
		$ 9,809

8. Goodwill and Identifiable Intangible Assets

During the second half of 2009 and the full year of 2010 and the full year of 2011, the Company's Class A common stock traded close to or above book value per share. Accordingly, at December 31, 2009, 2010 and 2011, management measured for impairment utilizing the fair value of the reporting unit based on the recent stock price of the Company. Management determined that the Company's goodwill is not considered to be impaired at December 31, 2011.

The changes in goodwill and identifiable intangible assets for the years ended December 31, 2011 and 2010 are shown in the table below.

Carrying Amount of Goodwill and Intangibles	Goodwill	Core Deposit Intangibles	Total
(dollars in thousands)			
Balance at December 31, 2009	$ 2,714	$ 896	$ 3,610
Amortization Expense	—	(388)	(388)
Balance at December 31, 2010	$ 2,714	$ 508	$ 3,222
Amortization Expense	—	(388)	(388)
Balance at December 31, 2011	**$ 2,714**	**$ 120**	**$ 2,834**

The following table sets forth the estimated annual amortization expense of the identifiable intangible assets.

Core Deposit Intangibles	Year	Amount
(dollars in thousands)		
	2012	$ 120

9. Fair Value Measurements

The Company follows FASB ASC 820-10, *Fair Value Measurements and Disclosures* (formerly SFAS 157, "Fair Value Measurements"), which among other things, requires enhanced disclosures about assets and liabilities carried at fair value. The principles were effective for fiscal years beginning after November 15, 2007. The effective date for nonfinancial assets and nonfinancial liabilities was delayed, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually) to fiscal years beginning after November 15, 2008. These elements were adopted on January 1, 2009. ASC 820-10 establishes a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring financial instruments at fair value. The three broad levels of the hierarchy are as follows:

Level I — Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The type of financial instruments included in Level I are highly liquid cash instruments with quoted prices such as G-7 government, agency securities, listed equities and money market securities, as well as listed derivative instruments.

Level II — Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these financial instruments include cash instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed. Instruments which are generally included in this category are corporate bonds and loans, mortgage whole loans, municipal bonds and OTC derivatives.

Level III — Instruments that have little to no pricing observability as of the reported date. These financial instruments do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation. Instruments that are included in this category generally include certain commercial mortgage loans, certain private equity investments, distressed debt, non-investment grade residual interests in securitizations, as well as certain highly structured OTC derivative contracts.

The results of the fair value hierarchy as of December 31, 2011, are as follows:

		Fair Value Measurements Using		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
(dollars in thousands)				
Financial Instruments Measured at Fair Value on a Recurring Basis – Securities AFS				
U.S. Treasury	$ 2,012	$ —	$ 2,012	$ —
U.S. Government Sponsored Enterprises	174,957	—	174,957	—
SBA Backed Securities	8,801	—	8,801	—
U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities	1,035,838	—	1,035,838	—
Privately Issued Residential Mortgage-Backed Securities	3,198	—	3,198	—
Privately Issued Commercial Mortgage-Backed Securities	—	—	—	—
Obligations Issued by States and Political Subdivisions	20,642	—	2,145	18,497
Other Debt Securities	12,610	—	12,610	—
Equity Securities	618	201	—	417
Total	$ 1,258,676	$ 201	$ 1,239,561	$ 18,914
Financial Instruments Measured at Fair Value on a Non-recurring Basis				
Impaired Loans	$ 1,439	$ —	$ —	$ 1,439
Other Real Estate Owned	$ 1,183	$ —	$ —	$ 1,183

Impaired loan balances in the table above represent those collateral dependent loans where management has estimated the credit loss during the year by comparing the loan's carrying value against the expected realizable fair value of the collateral. Specific provisions relates to impaired loans recognized for 2011 for the estimated credit loss amounted to $1,699,000. The Company uses discounts to appraisals, as necessary, based on management's observations of the local real estate market for loans in this category. Other real estate owned is carried at fair value less costs to sell, based on the expected realizable fair value of collateral.

The changes in Level 3 securities for the year ended December 31, 2011, are shown in the table below:

(dollars in thousands)	Auction Rate Securities	Obligations Issued by States and Political Subdivisions	Equity Securities	Total
Balance at December 31, 2010	$ 4,393	$ 15,988	$ 279	$ 20,660
Purchases	—	25,314	145	25,459
Maturities	—	(26,528)	(7)	(26,535)
Amortization	—	(2)	—	(2)
Change in fair value	(668)	—	—	(668)
Balance at December 31, 2011	$ 3,725	$ 14,772	$ 417	$ 18,914

The amortized cost of Level 3 securities was $19,864,000 with an unrealized loss of $950,000 at December 31, 2011. The securities in this category are generally equity investments, municipal securities with no readily determinable fair value or failed auction rate securities. Management evaluated the fair value of these securities based on an evaluation of the underlying issuer, prevailing rates and market liquidity.

The results of the fair value hierarchy as of December 31, 2010, are as follows:

		Fair Value Measurements Using		
(dollars in thousands)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Financial Instruments Measured at Fair Value on a Recurring Basis – Securities AFS				
U.S. Treasury	$ 2,005	$ —	$ 2,005	$ —
U.S. Government Sponsored Enterprises	175,663	—	175,663	—
SBA Backed Securities	9,732	—	9,732	—
U.S. Government Agency and Sponsored Enterprises Mortgage-Backed Securities	680,898	—	680,898	—
Privately Issued Residential Mortgage-Backed Securities	3,968	—	3,968	—
Privately Issued Commercial Mortgage-Backed Securities	287	—	287	—
Obligations Issued by States and Political Subdivisions	34,073	—	13,692	20,381
Other Debt Securities	2,254	—	2,254	—
Equity Securities	511	232	—	279
Total	$ 909,391	$ 232	$ 888,499	$ 20,660
Financial Instruments Measured at Fair Value on a Non-recurring Basis				
Impaired Loans	$ 5,026	$ —	$ —	$ 5,026

Impaired loan balances in the table above represent those collateral dependent loans where management has estimated the credit loss during the year by comparing the loan's carrying value against the expected realizable fair value of the collateral. Specific provisions relates to impaired loans recognized for 2010 for the estimated credit loss amounted to $2,378,000. The Company uses discounts to appraisals, as necessary, based on management's observations of the local real estate market for loans in this category.

The changes in Level 3 securities for the year ended December 31, 2010, are shown in the table below:

(dollars in thousands)	Auction Rate Securities	Obligations Issued by States and Political Subdivisions	Equity Securities	Total
Balance at December 31, 2009	$ 7,820	$ 5,623	$ 234	$ 13,677
Purchases	—	25,194	64	25,258
Maturities	(3,427)	(14,790)	(19)	(18,236)
Change in fair value	—	(39)	—	(39)
Balance at December 31, 2010	$ 4,393	$ 15,988	$ 279	$ 20,660

The amortized cost of Level 3 securities was $20,956,000 with an unrealized loss of $296,000 at December 31, 2010. The securities in this category are generally equity investments, municipal securities with no readily determinable fair value or failed auction rate securities. Management evaluated the fair value of these securities based on an evaluation of the underlying issuer, prevailing rates and market liquidity.

10. Deposits

The following is a summary of remaining maturities or repricing of time deposits as of December 31,

(dollars in thousands)	**2011**	**Percent**	2010	Percent
Within one year	**$ 231,099**	**53 %**	$ 272,940	65 %
Over one year to two years	**111,752**	**26 %**	54,683	13 %
Over two years to three years	**48,014**	**11 %**	70,702	17 %
Over three years to five years	**42,636**	**10 %**	18,935	5 %
Total	**$ 433,501**	**100 %**	$ 417,260	100 %

Time deposits of $100,000 or more totaled $280,208,000 and $264,474,000 in 2011 and 2010, respectively.

11. Securities Sold Under Agreements to Repurchase

The following is a summary of securities sold under agreements to repurchase as of December 31,

(dollars in thousands)	**2011**	2010	2009
Amount outstanding at December 31	**$ 143,320**	$ 108,550	$ 118,745
Weighted average rate at December 31	**0.24 %**	0.36 %	0.52 %
Maximum amount outstanding at any month end	**$ 152,267**	$ 239,830	$ 122,521
Daily average balance outstanding during the year	**$ 129,137**	$ 133,080	$ 98,635
Weighted average rate during the year	**0.29 %**	0.43 %	0.58 %

Amounts outstanding at December 31, 2011, 2010 and 2009 carried maturity dates of the next business day. U.S. Government Sponsored Enterprise securities with a total amortized cost of $140,891,000, $107,030,000 and $115,792,000 were pledged as collateral and held by custodians to secure the agreements at December 31, 2011, 2010 and 2009, respectively. The approximate fair value of the collateral at those dates was $143,212,000, $108,200,000 and $118,186,000, respectively.

12. Other Borrowed Funds and Subordinated Debentures

The following is a summary of other borrowed funds and subordinated debentures as of December 31,

(dollars in thousands)	**2011**	2010	2009
Amount outstanding at December 31	**$ 280,226**	$ 258,201	$ 270,107
Weighted average rate at December 31	**2.85 %**	2.88 %	3.63 %
Maximum amount outstanding at any month end	**$ 280,226**	$ 266,564	$ 272,071
Daily average balance outstanding during the year	**$ 202,209**	$ 201,273	$ 219,713
Weighted average rate during the year	**3.85 %**	4.13 %	4.71 %

FEDERAL HOME LOAN BANK BORROWINGS

Federal Home Loan Bank of Boston ("FHLBB") borrowings are collateralized by a blanket pledge agreement on the Bank's FHLBB stock, certain qualified investment securities, deposits at the FHLBB and residential mortgages held in the Bank's portfolios. The Bank's remaining term borrowing capacity at the FHLBB at December 31, 2011, was approximately $197,505,000. In addition, the Bank has a $14,500,000 line of credit with the FHLBB. A schedule of the maturity distribution of FHLBB advances with the weighted average interest rates is as follows:

December 31,	**2011**		2010		2009	
(dollars in thousands)	**Amount**	**Weighted Average Rate**	Amount	Weighted Average Rate	Amount	Weighted Average Rate
Within one year	**$ 81,500**	**0.42 %**	$ 91,500	0.39 %	$ 104,000	2.72 %
Over one year to two years	**23,500**	**3.34 %**	9,000	1.98 %	11,000	1.81 %
Over two years to three years	**17,500**	**3.01 %**	41,500	3.82 %	19,500	2.08 %
Over three years to five years	**74,500**	**2.90 %**	37,000	2.70 %	56,000	3.65 %
Over five years	**47,000**	**4.38 %**	42,000	4.55 %	42,000	4.55 %
Total	**$ 244,000**	**2.41 %**	$ 221,000	2.28 %	$ 232,500	3.18 %

Included in the table above are $35,000,000, $35,000,000 and $82,000,000 of FHLBB advances at December 31, 2011, 2010 and 2009, respectively, that are putable at the discretion of FHLBB. These put dates were not utilized in the table above.

During 2011, the Company restructured $18,000,000 of FHLBB advances. Prior to restructure, the weighted average rate on these advances was 4.45% and the weighted average remaining maturity was 25 months. Subsequent to restructure, the weighted average rate was 3.50% and the weighted average maturity was 60 months. The restructures were accounted for as a modification.

During 2010, the Company restructured $12,500,000 of FHLBB advances. Prior to restructure, the weighted average rate on these advances was 2.40% and the weighted average remaining maturity was 21 months. Subsequent to restructure, the weighted average rate was 2.52% and the weighted average maturity was 57 months. The restructure was accounted for as a modification.

SUBORDINATED DEBENTURES

Subordinated debentures totaled $36,083,000 at December 31, 2011 and 2010. In May 1998, the Company consummated the sale of a trust preferred securities offering, in which it issued $29,639,000 of subordinated debt securities due 2029 to its newly formed unconsolidated subsidiary Century Bancorp Capital Trust.

Century Bancorp Capital Trust then issued 2,875,000 shares of Cumulative Trust Preferred Securities with a liquidation value of $10 per share. These securities pay dividends at an annualized rate of 8.30%. The Company redeemed through its subsidiary, Century Bancorp Capital Trust, its 8.30% Trust Preferred Securities on January 10, 2005.

In December 2004, the Company consummated the sale of a trust preferred securities offering, in which it issued $36,083,000 of subordinated debt securities due 2034 to its newly formed unconsolidated subsidiary Century Bancorp Capital Trust II.

Century Bancorp Capital Trust II then issued 35,000 shares of Cumulative Trust Preferred Securities with a liquidation value of $1,000 per share. These securities pay dividends at an annualized rate of 6.65% for the first ten years and then convert to the three-month LIBOR rate plus 1.87% for the remaining 20 years.

OTHER BORROWED FUNDS

There were no overnight federal funds purchased at December 31, 2011 and 2010.

The Bank serves as a Treasury Tax and Loan depository under a note option with the Federal Reserve Bank of Boston. This open-ended interest-bearing borrowing carries an interest rate equal to the daily federal funds rate less 0.25%. This amount totaled $0 and $975,000 at December 31, 2011 and 2010, respectively.

The Bank also has an outstanding loan in the amount of $143,000 at December 31, 2011 and 2010, respectively, borrowed against the cash value of a whole life insurance policy for a key executive of the Bank.

13. Stockholders' Equity

DIVIDENDS

Holders of the Class A common stock may not vote in the election of directors but may vote as a class to approve certain extraordinary corporate transactions. Holders of Class B common stock may vote in the election of directors. Class A common stockholders are entitled to receive dividends per share equal to at least 200% per share of that paid, if any, on each share of Class B common stock. Class A common stock is publicly traded. Class B common stock is not publicly traded; however, it can be converted on a per share basis to Class A common stock at any time at the option of the holder. Dividend payments by the Company are dependent in part on the dividends it receives from the Bank, which are subject to certain regulatory restrictions.

EARNINGS PER SHARE ("EPS")

Diluted EPS includes the dilutive effect of common stock equivalents; basic EPS excludes all common stock equivalents. The only common stock equivalents for the Company are the stock options discussed below. The dilutive effect of these stock options for 2011, 2010 and 2009 was an increase of 1,149, 2,236 and 2,091 shares, respectively.

STOCK REPURCHASE PLAN

During 2011, the Board of Directors of the Company approved a reauthorization of the stock repurchase program. Under the program, the Company is reauthorized to repurchase up to 300,000, or less than 9%, of Century Bancorp Class A Common Stock outstanding. This vote supersedes the previous program voted by the Board of Directors during 2010, which also authorized the Company to repurchase up to 300,000, or less than 9%, of Century Bancorp Class A Common Stock.

The stock buyback is authorized to take place from time-to-time, subject to prevailing market conditions. The purchases are made on the open market and are funded from available cash. During 2009, the Company repurchased 8,110 shares at an average price of $13.04 per share.

STOCK OPTION PLAN

During 2000 and 2004, common stockholders of the Company approved stock option plans (the "Option Plans") that provide for granting of options for not more than 150,000 shares of Class A common stock per plan. Under the Option Plans, all officers and key employees of the Company are eligible to receive nonqualified and incentive stock options to purchase shares of Class A common stock. The Option Plans are administered by the Compensation Committee of the Board of Directors, whose members are ineligible to participate in the Option Plans. Based on management's recommendations, the Committee submits its recommendations to the Board of Directors as to persons to whom options are to be granted, the number of shares granted to each, the option price (which may not be less than 85% of the fair market value for nonqualified stock options, or the fair market value for incentive stock options, of the shares on the date of grant) and the time period over which the options are exercisable (not more than ten years from the date of grant). There were 36,062 options exercisable at December 31, 2011.

Stock option activity under the plan is as follows:

	December 31, 2011		December 31, 2010		December 31, 2009	
	Amount	**Weighted Average Exercise Price**	Amount	Weighted Average Exercise Price	Amount	Weighted Average Exercise Price
Shares under option:						
Outstanding at beginning of year	**38,712**	**$ 28.36**	68,637	$ 26.09	81,037	$ 27.42
Forfeited	**(200)**	**15.06**	(19,975)	27.18	(12,400)	34.77
Exercised	**(2,450)**	**21.44**	(9,950)	15.06	—	—
Outstanding at end of year	**36,062**	**$ 28.90**	38,712	$ 28.36	68,637	$ 26.09
Exercisable at end of year	**36,062**	**$ 28.90**	38,712	$ 28.36	68,637	$ 26.09
Available to be granted at end of year	**223,084**		222,884		202,909	

At December 31, 2011, 2010 and 2009, the options outstanding have exercise prices between $15.063 and $31.83, and a weighted average remaining contractual life of two years for 2011 and three years for 2010 and 2009. The weighted average intrinsic value of options exercised for the period ended December 31, 2011, was $6.80 per share with an aggregate value of $16,666. The average intrinsic value of options exercisable at December 31, 2011, 2010 and 2009 had an aggregate value of $49,145, $41,895 and $74,056, respectively.

CAPITAL RATIOS

The Bank and the Company are subject to various regulatory requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank and Company's financial statements. Under capital adequacy guidelines and regulatory framework for prompt corrective action, the Bank and Company must meet specific capital guidelines that involve quantitative measures of the Bank and Company's assets and liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank and Company's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank and the Company to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined in the regulation) to risk-weighted assets (as defined) and Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 2011, that the Bank and the Company meet all capital adequacy requirements to which they are subject.

As of December 31, 2011, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier risk-based, and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes would cause a change in the Bank's categorization.

The Bank's actual capital amounts and ratios are presented in the following table:

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2011						
Total Capital (to Risk-Weighted Assets)	**$ 183,864**	**14.09 %**	**$ 104,358**	**8.00 %**	**$ 130,448**	**10.00 %**
Tier 1 Capital (to Risk-Weighted Assets)	**167,558**	**12.84 %**	**52,179**	**4.00 %**	**78,269**	**6.00 %**
Tier 1 Capital (to 4th Qtr. Average Assets)	**167,558**	**6.20 %**	**108,033**	**4.00 %**	**135,042**	**5.00 %**
As of December 31, 2010						
Total Capital (to Risk-Weighted Assets)	$ 162,944	13.61 %	$ 95,793	8.00 %	$ 119,742	10.00 %
Tier 1 Capital (to Risk-Weighted Assets)	148,891	12.43 %	47,897	4.00 %	71,845	6.00 %
Tier 1 Capital (to 4th Qtr. Average Assets)	148,891	6.14 %	96,945	4.00 %	121,182	5.00 %

The Company's actual capital amounts and ratios are presented in the following table:

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2011						
Total Capital (to Risk-Weighted Assets)	**$ 208,852**	**15.98 %**	**$ 104,550**	**8.00 %**	**$ 130,687**	**10.00 %**
Tier 1 Capital (to Risk-Weighted Assets)	**192,516**	**14.73 %**	**52,275**	**4.00 %**	**78,412**	**6.00 %**
Tier 1 Capital (to 4th Qtr. Average Assets)	**192,516**	**7.12 %**	**108,179**	**4.00 %**	**135,224**	**5.00 %**
As of December 31, 2010						
Total Capital (to Risk-Weighted Assets)	$ 192,387	16.03 %	$ 95,992	8.00 %	$ 119,990	10.00 %
Tier 1 Capital (to Risk-Weighted Assets)	178,334	14.86 %	47,996	4.00 %	71,994	6.00 %
Tier 1 Capital (to 4th Qtr. Average Assets)	178,334	7.35 %	97,089	4.00 %	121,362	5.00 %

14. Income Taxes

The current and deferred components of income tax expense for the years ended December 31 are as follows:

	2011	2010	2009
(dollars in thousands)			
Current expense:			
Federal	$ 2,198	$ 2,262	$ 3,058
State	309	528	419
Total current expense	2,507	2,790	3,477
Deferred (benefit) expense:			
Federal	(961)	(1,223)	(1,759)
State	8	(323)	(535)
Total deferred benefit	(953)	(1,546)	(2,294)
Provision for income taxes	$ 1,554	$ 1,244	$ 1,183

There were no penalties during 2009, 2010, or 2011. There was approximately $2,000 paid to the Internal Revenue Service for interest during 2011.

Income tax accounts included in other assets/liabilities at December 31 are as follows:

	2011	2010
(dollars in thousands)		
Currently receivable	$ 785	$ 181
Deferred income tax asset, net	13,714	13,465
Total	$ 14,499	$13,646

Differences between income tax expense at the statutory federal income tax rate and total income tax expense are summarized as follows:

	2011	2010	2009
(dollars in thousands)			
Federal income tax expense at statutory rates	$ 6,204	$ 5,038	$ 3,856
State income tax, net of federal income tax benefit	209	135	(76)
Insurance income	(396)	(570)	(442)
Effect of tax-exempt interest	(3,801)	(2,763)	(1,965)
Net tax credit	(683)	(622)	(376)
Other	21	26	186
Total	$ 1,554	$ 1,244	$ 1,183
Effective tax rate	8.5 %	8.4 %	10.4 %

The following table sets forth the Company's gross deferred income tax assets and gross deferred income tax liabilities at December 31:

	2011	2010
(dollars in thousands)		
Deferred income tax assets:		
Allowance for loan losses	$ 7,056	$ 7,078
Deferred compensation	5,009	4,895
Pension and SERP liability	7,398	4,959
Acquisition premium	596	543
Investments writedown	26	31
Deferred gain	31	51
AMT	1,049	172
Other	75	77
Nonaccrual interest	727	727
Gross deferred income tax asset	21,967	18,533
Deferred income tax liabilities:		
Depreciation	(201)	(250)
Limited partnerships	(2,667)	(2,576)
Unrealized gain on securities available-for-sale	(5,385)	(2,242)
Gross deferred income tax liability	(8,253)	(5,068)
Deferred income tax asset net	$ 13,714	$13,465

Based on the Company's historical and current pre-tax earnings, management believes it is more likely than not that the Company will realize the deferred income tax asset existing at December 31, 2011. Management believes that existing net deductible temporary differences which give rise to the deferred tax asset will reverse during periods in which the Company generates net taxable income. In addition, gross deductible temporary differences are expected to reverse in periods during which offsetting gross taxable temporary differences are expected to reverse. Factors beyond management's control, such as the general state of the economy and real estate values, can affect future levels of taxable income, and no assurance can be given that sufficient taxable income will be generated to fully absorb gross deductible temporary differences. The Company is in an Alternative Minimum Tax ("AMT") position. The AMT is carried as a deferred asset and has an indefinite life. The Company has potential tax planning strategies available which support the deferred AMT and at this time no valuation allowance is needed.

The Company and its subsidiaries file a consolidated federal tax return. For the tax year beginning in 2009, the Commonwealth of Massachusetts requires a combined state tax return, except for security corporations, which file separate tax returns. The Company is subject to federal examinations for tax years after December 31, 2009, and state examinations for tax years after December 31, 2007.

15. Employee Benefits

The Company has a Qualified Defined Benefit Pension Plan (the "Plan"), which had been offered to all employees reaching minimum age and service requirements. In 2006, the Bank became a member of the Savings Bank Employees Retirement Association ("SBERA") within which it then began maintaining the Qualified Defined Benefit Pension Plan. SBERA offers a common and collective trust as the underlying investment structure for its retirement plans. The target allocation mix for the common and collective trust portfolio calls for an equity-based investment deployment range of 40% to 64% of total portfolio assets. The remainder of the portfolio is allocated to fixed income securities with target range of 15% to 25% and other investments including global asset allocation and hedge funds from 20% to 36%.

The Trustees of SBERA, through its Investment Committee, select investment managers for the common and collective trust portfolio. A professional investment advisory firm is retained by the Investment Committee to provide allocation analysis, performance measurement and to assist with manager searches. The overall investment objective is to diversify investments across a spectrum of investment types to limit risks from large market swings. The Company closed the plan to employees hired after March 31, 2006.

Prior to 2008, the measurement date for the Plan was September 30 for each year. Beginning in 2008, the measurement date was changed to December 31. The benefits expected to be paid in each year from 2012 to 2016 are $1,223,000, $1,295,000, $1,330,000, $1,366,000 and $1,549,000, respectively. The aggregate benefits expected to be paid in the five years from 2017 to 2021 are $8,764,000. The Company plans to contribute $1,800,000 to the Plan in 2012.

The fair value of plan assets and major categories as of December 31, 2011, is as follows:

Asset Category	Percent	Total	Level 1	Level 2	Level 3
(dollars in thousands)					
Collective funds	51.1 %	$ 10,491	$ 6,657	$ 3,834	$ —
Equity securities	24.1 %	4,934	4,934	—	—
Mutual funds	14.2 %	2,918	2,918	—	—
Hedge funds	7.4 %	1,522	—	—	1,522
Short-term investments	3.2 %	652	—	652	—
	100.0 %	$ 20,517	$14,509	$ 4,486	$ 1,522

The fair value of plan assets and major categories as of December 31, 2010, is as follows:

Asset Category	Percent	Total	Level 1	Level 2	Level 3
(dollars in thousands)					
Collective funds	46.1 %	$ 9,186	$ 5,467	$ 3,719	$ —
Equity securities	27.8 %	5,531	5,531	—	—
Mutual funds	14.7 %	2,928	2,928	—	—
Hedge funds	7.1 %	1,431	—	—	1,431
Short-term investments	4.3 %	855	—	855	—
	100.0 %	$ 19,931	$13,926	$ 4,574	$ 1,431

LEVEL 1

The plan assets measured at fair value in Level 1 are based on quoted market prices in an active exchange market.

LEVEL 2

Plan assets measured at fair value in Level 2 are based on pricing models that consider standard input factors, such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, credit spreads and new issue data.

LEVEL 3

Plan assets measured at fair value in Level 3 are based on unobservable inputs, which includes SBERA's assumptions and the best information available under the circumstance. Level 3 assets consist of hedge funds. The underlying assets are valued based upon quoted exchange prices, over-the-counter trades, bid/ask prices, relative value assessments based on market conditions, and other information, as available. Further adjustments may be made based on factors impacting liquidity.

The asset or liability's fair value measurement level within fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Below is a description of the valuation methodologies used for assets measured at fair value.

The Trust reports bonds and other obligations, short-term investments and equity securities at fair values based on published quotations, Collective funds and hedge funds (Funds) are valued in accordance with valuations provided by such Funds, which generally value marketable securities at the last reported sales price on the valuation date and other investments at fair value, as determined by each Fund's manager.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The changes in Level 3 securities are shown in the table below:

Year Ended December 31,	2011	2010
(dollars in thousands)		
Balance at beginning of year	$ 1,431	$ 1,319
Actual return – assets still being held	91	112
Balance at end of year	$ 1,522	$ 1,431

The performance of the plan assets is dependent upon general market conditions and specific conditions related to the issuers of the underlying securities.

The Company has a Supplemental Executive Insurance/Retirement Plan (the Supplemental Plan), which is limited to certain officers and employees of the Company. The Supplemental Plan is voluntary and participants are required to contribute to its cost. Under the Supplemental Plan, each participant will receive a retirement benefit based on compensation and length of service. Life insurance policies, which are owned by the Company, are purchased covering the lives of each participant.

The benefits expected to be paid in each year from 2012 to 2016 are $1,082,000, $1,082,000, $1,080,000, $1,065,000 and $1,445,000, respectively. The aggregate benefits expected to be paid in the five years from 2017 to 2021 are $9,345,000.

	Defined Benefit Pension Plan		Supplemental Insurance/ Retirement Plan	
	2011	2010	**2011**	2010
(dollars in thousands)				
Change projected in benefit obligation				
Benefit obligation at beginning of year	**$ 25,793**	$ 24,247	**$ 16,853**	$ 16,906
Service cost	**843**	851	**680**	588
Interest cost	**1,419**	1,334	**932**	892
Actuarial (gain)/loss	**1,390**	5	**3,678**	(485)
Benefits paid	**(661)**	(644)	**(1,046)**	(1,048)
Projected benefit obligation at end of year	**$ 28,784**	$ 25,793	**$ 21,097**	$ 16,853
Change in plan assets				
Fair value of plan assets at beginning of year	**$ 19,931**	$ 17,087		
Actual (loss) return on plan assets	**(28)**	2,213		
Employer contributions	**1,275**	1,275		
Benefits paid	**(661)**	(644)		
Fair value of plan assets at end of year	**$ 20,517**	$ 19,931		
(Unfunded) Funded status	**$ (8,267)**	$ (5,862)	**$ (21,097)**	$ (16,853)
Accumulated benefit obligation	**$ 28,173**	$ 23,485	**$ 18,567**	$ 15,551
Weighted-average assumptions as of December 31				
Discount rate — Liability	**4.50 %**	5.50 %	**4.50 %**	5.50 %
Discount rate — Expense	**5.50 %**	5.50 %	**5.50 %**	5.50 %
Expected return on plan assets	**8.00 %**	8.00 %	**NA**	NA
Rate of compensation increase	**4.00 %**	4.00 %	**4.00 %**	4.00 %
Components of net periodic benefit cost				
Service cost	**$ 843**	$ 851	**$ 680**	$ 588
Interest cost	**1,419**	1,334	**932**	892
Expected return on plan assets	**(1,595)**	(1,367)	**—**	—
Recognized prior service cost	**(104)**	(104)	**111**	110
Recognized net losses	**494**	634	**131**	129
Net periodic cost	**$ 1,057**	$ 1,348	**$ 1,854**	$ 1,719
Other changes in plan assets and benefit obligations recognized in other comprehensive income				
Amortization of prior service cost	**$ 104**	$ 104	**$ (111)**	$ (110)
Net (gain) loss	**2,519**	(1,475)	**3,546**	(614)
Total recognized in other comprehensive income	**2,623**	(1,371)	**3,435**	(724)
Total recognized in net periodic benefit cost and other comprehensive income	**$ 3,680**	$ (23)	**$ 5,289**	$ 995

	December 31, 2011			December 31, 2010		
	Plan	**Supplemental Plan**	**Total**	Plan	Supplemental Plan	Total
(dollars in thousands)						
Prior service cost	**$ 724**	**$ (1,219)**	**$ (495)**	$ 828	$ (1,330)	$ (502)
Net actuarial loss	**(10,342)**	**(7,204)**	**(17,546)**	(7,823)	(3,658)	(11,481)
Total	**$ (9,618)**	**$ (8,423)**	**$ (18,041)**	$ (6,995)	$ (4,988)	$ (11,983)

The following table summarizes the amounts included in Accumulated Other Comprehensive Loss at December 31, 2011, expected to be recognized as components of net periodic benefit cost in the next year:

	Plan	Supplemental Plan
Amortization of prior service cost to be recognized in 2012	$ (104)	$ 114
Amortization of loss to be recognized in 2012	735	335

Assumptions for the expected return on plan assets and discount rates in the Company's Plan and Supplemental Plan are periodically reviewed. As part of the review, management in consultation with independent consulting actuaries performs an analysis of expected returns based on the plan's asset allocation. This forecast reflects the Company's and actuarial firm's expected return on plan assets for each significant asset class or economic indicator. The range of returns developed relies on forecasts and on broad market historical benchmarks for expected return, correlation and volatility for each asset class. Also, as a part of the review, the Company's management in consultation with independent consulting actuaries performs an analysis of discount rates based on expected returns of high-grade fixed income debt securities.

The Company offers a 401(k) defined contribution plan for all employees reaching minimum age and service requirements. The plan is voluntary and employee contributions are matched by the Company at a rate of 33.3% for the first 6% of compensation contributed by each employee. The Company's match totaled $266,000 for 2011, $244,000 for 2010 and $261,000 for 2009. Administrative costs associated with the plan are absorbed by the Company.

The Company has a cash incentive plan that is designed to reward our executives and officers for the achievement of annual financial performance goals of the Company as well as business line, department and individual performance. The plan supports the philosophy that management be measured for their performance as a team in the attainment of these goals. Discretionary bonus expense amounted to $1,100,000, $600,000 and $403,000 in 2011, 2010, and 2009, respectively.

The Company does not offer any postretirement programs other than pensions.

16. Commitments and Contingencies

A number of legal claims against the Company arising in the normal course of business were outstanding at December 31, 2011. Management, after reviewing these claims with legal counsel, is of the opinion that their resolution will not have a material adverse effect on the Company's consolidated financial position or results of operations.

17. Financial Instruments with Off-Balance-Sheet Risk

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments primarily include commitments to originate and sell loans, standby letters of credit, unused lines of credit and unadvanced portions of construction loans. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in these particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for loan commitments, standby letters of credit and unadvanced portions of construction loans is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. Financial instruments with off-balance-sheet risk at December 31 are as follows:

Contract or Notional Amount

	2011	2010
(dollars in thousands)		
Financial instruments whose contract amount represents credit risk:		
Commitments to originate 1–4 family mortgages	**$ 12,638**	$ 14,635
Standby and commercial letters of credit	**4,645**	4,935
Unused lines of credit	**195,181**	169,862
Unadvanced portions of construction loans	**16,819**	22,337
Unadvanced portions of other loans	**4,605**	3,337

Commitments to originate loans, unadvanced portions of construction loans, unused lines of credit and unused letters of credit are generally agreements to lend to a customer, provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance by a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

18. Other Operating Expenses

Year ended December 31,	**2011**	2010	2009
(dollars in thousands)			
Marketing	**$ 1,575**	$ 1,747	$ 1,518
Processing services	**865**	884	981
Legal and audit	**1,140**	1,042	1,284
Postage and delivery	**773**	788	882
Software maintenance/amortization	**951**	874	794
Supplies	**868**	656	662
Consulting	**796**	736	733
Telephone	**742**	691	585
Core deposit intangible amortization	**388**	388	388
Insurance	**275**	294	304
Directors' fees	**309**	290	256
Other	**1,759**	1,450	1,261
Total	**$ 10,441**	$ 9,840	$ 9,648

19. Fair Values of Financial Instruments

The following methods and assumptions were used by the Company in estimating fair values of its financial instruments. Excluded from this disclosure are all nonfinancial instruments. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

CASH AND CASH EQUIVALENTS

The carrying amounts reported in the balance sheet for cash and cash equivalents approximate the fair values of these assets because of the short-term nature of these financial instruments.

SHORT-TERM INVESTMENTS

The fair value of short-term investments is estimated using the discounted value of contractual cash flows. The discount rate used is estimated based on the rates currently offered for short-term investments of similar remaining maturities.

SECURITIES HELD-TO-MATURITY AND SECURITIES AVAILABLE-FOR-SALE

The fair value of these securities were based on quoted market prices, where available, as provided by third-party investment portfolio pricing vendors. If quoted market prices were not available, fair values provided by the vendors were based on quoted market prices of comparable instruments in active markets and/or based on a matrix pricing methodology which employs The Bond Market Association's standard calculations for cash flow and price/yield analysis, live benchmark bond pricing and terms/condition data available from major pricing sources. Management regards the inputs and methods used by third-party pricing vendors to be "Level 2 inputs and methods" as defined in the "fair value hierarchy" provided by FASB.

LOANS

For variable-rate loans, which reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts. The fair value of other loans is estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Incremental credit risk for nonperforming loans has been considered.

ACCRUED INTEREST RECEIVABLE AND PAYABLE

The carrying amounts for accrued interest receivable and payable approximate fair values because of the short-term nature of these financial instruments.

DEPOSITS

The fair value of deposits, with no stated maturity, is equal to the carrying amount. The fair value of time deposits is based on the discounted value of contractual cash flows, applying interest rates currently being offered on the deposit products of similar maturities. The fair value estimates for deposits do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of alternative forms of funding ("deposit base intangibles").

REPURCHASE AGREEMENTS AND OTHER BORROWED FUNDS

The fair value of repurchase agreements and other borrowed funds is based on the discounted value of contractual cash flows. The discount rate used is estimated based on the rates currently offered for other borrowed funds of similar remaining maturities.

SUBORDINATED DEBENTURES

The fair value of subordinated debentures is based on the discounted value of contractual cash flows. The discount rate used is estimated based on the rates currently offered for other subordinated debentures of similar remaining maturities.

OFF-BALANCE-SHEET INSTRUMENTS

The fair values of the Company's unused lines of credit and unadvanced portions of construction loans, commitments to originate and sell loans and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

The carrying amounts and fair values of the Company's financial instruments at December 31, are as follows:

	2011		2010	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
(dollars in thousands)				
Financial assets:				
Cash and cash equivalents	$ 207,766	$ 207,766	$ 188,552	$ 188,552
Short-term investments	18,351	18,384	113,918	114,134
Securities available-for-sale	1,258,676	1,258,676	909,391	909,391
Securities held-to-maturity	179,368	184,822	230,116	233,524
Net loans	967,918	1,018,822	892,111	913,394
Accrued interest receivable	6,022	6,022	6,601	6,601
Financial liabilities:				
Deposits	2,124,584	2,130,795	1,902,023	1,908,125
Repurchase agreement and other borrowed funds	387,463	401,485	330,668	334,872
Subordinated debentures	36,083	43,063	36,083	38,749
Accrued interest payable	970	970	1,003	1,003
Standby letters of credit	—	39	—	68

LIMITATIONS

Fair value estimates are made at a specific point in time, based on relevant market information and information about the type of financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Bank's entire holdings of a particular financial instrument. Because no active market exists for some of the Bank's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, cash flows, current economic conditions, risk characteristics and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions and changes in the loan, debt and interest rate markets could significantly affect the estimates. Further, the income tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered.

20. Quarterly Results of Operations (unaudited)

2011 Quarters	Fourth	Third	Second	First
(in thousands, except share data)				
Interest income	$ 19,252	$ 19,638	$ 19,597	$ 19,578
Interest expense	5,233	5,800	6,082	5,651
Net interest income	14,019	13,838	13,515	13,927
Provision for loan losses	950	1,200	1,200	1,200
Net interest income after provision for loan losses	13,069	12,638	12,315	12,727
Other operating income	4,361	4,503	3,841	3,535
Operating expenses	12,702	12,055	11,775	12,210
Income before income taxes	4,728	5,086	4,381	4,052
Provision for income taxes	539	504	184	327
Net income	$ 4,189	$ 4,582	$ 4,197	$ 3,725
Share data:				
Average shares outstanding, basic	5,540,798	5,540,597	5,540,597	5,540,583
Average shares outstanding, diluted	5,542,052	5,541,646	5,541,595	5,541,927
Earnings per share, basic	$ 0.76	$ 0.83	$ 0.76	$ 0.67
Earnings per share, diluted	$ 0.76	$ 0.83	$ 0.76	$ 0.67

2010 Quarters	Fourth	Third	Second	First
(in thousands, except share data)				
Interest income	$ 19,122	$ 18,628	$ 19,325	$ 19,508
Interest expense	5,811	6,040	6,183	6,783
Net interest income	13,311	12,588	13,142	12,725
Provision for loan losses	1,350	1,200	1,450	1,575
Net interest income after provision for loan losses	11,961	11,388	11,692	11,150
Other operating income	4,223	3,412	4,105	4,259
Operating expenses	11,895	11,313	12,598	11,566
Income before income taxes	4,289	3,487	3,199	3,843
Provision for income taxes	365	220	238	421
Net income	$ 3,924	$ 3,267	$ 2,961	$ 3,422
Share data:				
Average shares outstanding, basic	5,537,776	5,535,548	5,530,297	5,530,297
Average shares outstanding, diluted	5,539,639	5,537,120	5,532,980	5,533,070
Earnings per share, basic	$ 0.71	$ 0.59	$ 0.54	$ 0.62
Earnings per share, diluted	$ 0.71	$ 0.59	$ 0.54	$ 0.62

21. Parent Company Financial Statements

The balance sheets of Century Bancorp, Inc. ("Parent Company") as of December 31, 2011 and 2010 and the statements of income and cash flows for each of the years in the three-year period ended December 31, 2011, are presented below. The statements of changes in stockholders' equity are identical to the consolidated statements of changes in stockholders' equity and are therefore not presented here.

BALANCE SHEETS

December 31,	2011	2010
(dollars in thousands)		
ASSETS:		
Cash	$ 23,467	$ 27,352
Investment in subsidiary, at equity	170,642	151,303
Other assets	2,730	2,560
Total assets	$ 196,839	$ 181,215
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Liabilities	$ 107	$ 107
Subordinated debentures	36,083	36,083
Stockholders' equity	160,649	145,025
Total liabilities and stockholders' equity	$ 196,839	$ 181,215

STATEMENTS OF INCOME

Year Ended December 31,	2011	2010	2009
(dollars in thousands)			
Income:			
Dividends from subsidiary	$ —	$ —	$ 2,766
Interest income from deposits in bank	100	156	409
Other income	72	72	72
Total income	172	228	3,247
Interest expense	2,400	2,400	2,400
Operating expenses	178	172	200
Income before income taxes and equity in undistributed income of subsidiary	(2,406)	(2,344)	647
Benefit from income taxes	(818)	(797)	(720)
Income before equity in undistributed income of subsidiary	(1,588)	(1,547)	1,367
Equity in undistributed income of subsidiary	18,281	15,121	8,793
Net income	$ 16,693	$ 13,574	$ 10,160

STATEMENTS OF CASH FLOWS

December 31,	2011	2010	2009
(dollars in thousands)			
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 16,693	$ 13,574	$ 10,160
Adjustments to reconcile net income to net cash provided by operating activities:			
Undistributed income of subsidiary	(18,281)	(15,121)	(8,793)
Depreciation and amortization	12	12	12
Increase in other assets	(182)	1,422	(1,197)
Increase (decrease) in liabilities	—	—	(5)
Net cash (used in) provided by operating activities	(1,758)	(113)	177
CASH FLOWS FROM FINANCING ACTIVITIES:			
Stock repurchases	—	—	(107)
Net proceeds from the exercise of stock options	53	150	—
Cash dividends paid	(2,180)	(2,173)	(2,170)
Net cash used in financing activities	(2,127)	(2,023)	(2,277)
Net increase (decrease) in cash	(3,885)	(2,136)	(2,100)
Cash at beginning of year	27,352	29,488	31,588
Cash at end of year	$ 23,467	$ 27,352	$ 29,488

KPMG LLP

Independent Registered Public Accounting Firm
Two Financial Center
60 South Street
Boston, Massachusetts 02111-2759

The Board of Directors and Stockholders
Century Bancorp, Inc.:

We have audited the accompanying consolidated balance sheets of Century Bancorp, Inc. and its subsidiary as of December 31, 2011 and 2010 and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2011. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Century Bancorp, Inc. and its subsidiary as of December 31, 2011 and 2010 and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Century Bancorp, Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated February 23, 2012, expressed an unqualified opinion on the effectiveness of the company's internal control over financial reporting.

Boston, Massachusetts

February 23, 2012

KPMG LLP

Independent Registered Public Accounting Firm
Two Financial Center
60 South Street
Boston, Massachusetts 02111-2759

The Board of Directors and Stockholders
Century Bancorp, Inc.:

We have audited Century Bancorp, Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Century Bancorp, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Report on Internal Control Over Financial Reporting." Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Century Bancorp, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Century Bancorp, Inc. as of December 31, 2011 and 2010 and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated February 23, 2012, expressed an unqualified opinion on those consolidated financial statements.

Boston, Massachusetts

February 23, 2012

CENTURY BANCORP, INC.

400 Mystic Avenue
Medford, Massachusetts 02155

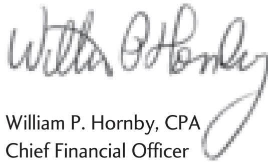
We, together with the other members of Century Bancorp, Inc. and our subsidiary (the "Company"), are responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2011. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control – Integrated Framework.* Based on our assessment, we believe that, as of December 31, 2011, the Company's internal control over financial reporting is effective based on those criteria.

The Company's independent registered public accounting firm has issued an audit report on the effectiveness of the Company's internal control over financial reporting. Their report appears on page 51.

Barry R. Sloane
President & CEO



William P. Hornby, CPA
Chief Financial Officer
& Treasurer

February 23, 2012

Stockholder Information

Corporate Headquarters

Century Bank
400 Mystic Avenue
Medford, MA 02155-6316
TEL (866) 823-6887
CenturyBank.com

Transfer Agent and Registrar

Computershare Investor Services
P.O. Box 43078
Providence, RI 02940-3078
TEL (781) 575-3400
Computershare.com

Annual Meeting

The annual meeting of stockholders will be held on Tuesday, April 10, 2012, at 10:00 a.m. The meeting will take place at Century Bank, 400 Mystic Avenue, Medford, MA.

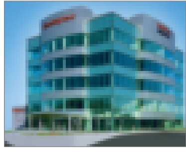
Stock Listing

Century Bancorp, Inc. became a public company in 1987. Century's Class A Common Stock is listed on the NASDAQ market and is traded under the symbol "CNBKA."

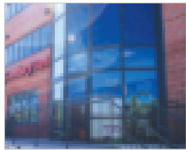
10-K Report

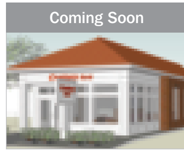
A copy of the Company's annual report to the Securities and Exchange Commission on Form 10-K may be obtained without charge upon written request to: Century Bancorp, Inc., Investor Relations, 400 Mystic Avenue, Medford, MA 02155 or online at http://www.centurybank.com/about/investorrelations.cfm.

About Century


Headquarters

Century Bancorp, Inc. is a $2.7 billion banking and financial services company headquartered in Medford, Massachusetts. The Company operates 24 banking offices in 17 cities and towns in Massachusetts and provides a full range of business, personal, and institutional services.


Allston Branch



Andover Branch

Beverly Branch

Braintree Branch

Brookline Branch

Burlington Branch

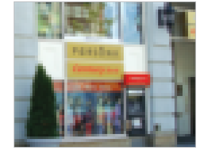
Cambridge Branch

Coolidge Corner Branch

Everett Branch

Federal Street Branch

Fellsway Branch


Kenmore Square Branch

Lynn Branch

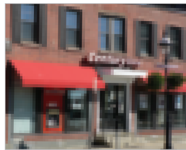
Malden Branch

Medford Square Branch

Newton Branch

Newton Centre Branch

North End Branch

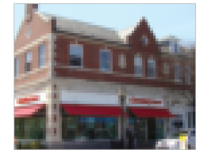

Peabody Branch

Quincy Branch

Salem Branch

Somerville Branch

State Street Branch


Winchester Branch

Century Bank®

Our family's bank. And yours.

Our family's bank. And yours.

400 Mystic Avenue, Medford, MA 02155 (866) 823-6887 www.CenturyBank.com

Equal Housing Lender/Member FDIC

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