

Birmingham Bloomfield Bancshares

Form 10-Q

August 16, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10 - Q  
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2010  
Commission File Number 000-52584  
BIRMINGHAM BLOOMFIELD BANCSHARES, INC.  
(Exact name of registrant as specified in its charter)**

**Michigan**

**20-1132959**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**33583 Woodward Avenue, Birmingham, MI 48009**

(Address of principal executive offices, including zip code)

**(248) 723-7200**

(Registrant's telephone number, including area code)

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

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

Yes  No

The number of shares outstanding of the issuer's Common Stock as of August 16, 2010, was 1,800,000 shares.

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CONSOLIDATED BALANCE SHEETS**

|  | June 30,<br>2010<br>(unaudited) | December 31,<br>2009 |
|--|---------------------------------|----------------------|
| <b>Assets</b>  |                                 |                      |
| Cash and cash equivalents  |                                 |                      |
| Cash   | \$ 15,250,255                   | \$ 4,644,416         |
| Federal funds sold   | 34,492                          | 3,113,785            |
| Total cash and cash equivalents  | 15,284,747                      | 7,758,201            |
| Securities, available for sale (Note 3)  | 4,192,257                       | 3,835,082            |
| Net Loans (Note 4)   | 89,037,349                      | 78,482,031           |
| Premises & equipment (Note 6)  | 1,408,849                       | 1,488,689            |
| Interest receivable and other assets   | 1,066,513                       | 1,072,770            |
| Total assets   | \$ 110,989,715                  | \$ 92,636,773        |
| <b>Liabilities and Shareholders Equity</b>   |                                 |                      |
| Deposits (Note 5)  |                                 |                      |
| Non-interest bearing   | \$ 11,815,643                   | \$ 8,494,903         |
| Interest bearing   | 87,988,239                      | 72,970,583           |
| Total deposits   | 99,803,882                      | 81,465,486           |
| Interest payable and other liabilities   | 363,905                         | 443,354              |
| Total liabilities  | 100,167,787                     | 81,908,840           |
| Shareholders equity  |                                 |                      |
| Senior cumulative perpetual preferred stock series A \$1,000 liquidation value per share, 5% Authorized, issued and outstanding 1,635 shares | 1,635,000                       | 1,635,000            |
| Discount on senior preferred stock series A  | (70,176)                        | (79,427)             |
| Warrant cumulative perpetual preferred stock series B \$1,000 liquidation value per share, 9% Authorized, issued and outstanding 82 shares   | 82,000                          | 82,000               |
| Premium on warrant preferred stock series B  | 7,628                           | 8,634                |
| Senior cumulative perpetual preferred stock series C \$1,000 liquidation value per share, 5% Authorized, issued and outstanding 1,744 shares | 1,744,000                       | 1,744,000            |
| Common stock, no par value Authorized 4,500,000 shares Issued and outstanding 1,800,000 shares   | 17,034,330                      | 17,034,330           |

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|   |                |               |
|---|----------------|---------------|
| Additional paid in capital share based payments | 493,154        | 489,459       |
| Accumulated deficit                             | (10,232,203)   | (10,299,436)  |
| Accumulated other comprehensive income          | 128,195        | 113,373       |
| Total shareholders equity                       | 10,821,928     | 10,727,933    |
| Total liabilities and shareholders equity       | \$ 110,989,715 | \$ 92,636,773 |

See accompanying notes to consolidated financial statements

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

|   | For the Three Months |            | For the Six Months Ended |              |
|---|----------------------|------------|--------------------------|--------------|
|   | Ended<br>June 30,    |            | June 30,                 |              |
|   | 2010                 | 2009       | 2010                     | 2009         |
| Interest income                                     |                      |            |                          |              |
| Loans, including fees                               | \$ 1,398,742         | \$ 893,654 | \$ 2,640,890             | \$ 1,736,475 |
| Taxable securities                                  | 31,357               | 37,105     | 66,055                   | 74,511       |
| Federal funds sold                                  | 519                  | 1,024      | 1,248                    | 1,915        |
| Correspondent bank                                  | 5,711                | 6,256      | 11,316                   | 7,596        |
| Total interest income                               | 1,436,329            | 938,039    | 2,719,509                | 1,820,497    |
| Interest expense                                    |                      |            |                          |              |
| Deposits  | 351,733              | 328,268    | 675,979                  | 667,859      |
| Total interest expense                              | 351,733              | 328,268    | 675,979                  | 667,859      |
| Net interest income                                 | 1,084,596            | 609,771    | 2,043,530                | 1,152,638    |
| Provision for loan losses                           | 176,892              | 115,276    | 289,297                  | 148,776      |
| Net interest income after provision for loan losses | 907,704              | 494,495    | 1,754,233                | 1,003,862    |
| Non-interest income                                 |                      |            |                          |              |
| Loan fees and charges                               | 5,147                | 2,491      | 13,562                   | 5,671        |
| Deposit fees and charges                            | 20,898               | 17,015     | 41,166                   | 34,726       |
| Other income  | 15,981               | 5,005      | 22,734                   | 9,817        |
| Total non-interest income                           | 42,026               | 24,511     | 77,462                   | 50,214       |
| Non-interest expense                                |                      |            |                          |              |
| Salaries and benefits                               | 379,518              | 406,766    | 798,563                  | 778,094      |
| Occupancy & equipment expense                       | 136,332              | 202,073    | 290,543                  | 415,540      |
| Share based payments                                |                      | 6,650      | 3,695                    | 13,300       |
| Data processing expense                             | 49,580               | 49,869     | 105,130                  | 103,765      |
| Advertising and public relations                    | 40,055               | 23,126     | 45,334                   | 57,258       |
| Professional fees                                   | 79,993               | 116,795    | 159,705                  | 197,314      |
| Printing and office supplies                        | 5,750                | 7,004      | 11,701                   | 16,022       |
| Other expense                                       | 123,950              | 179,182    | 253,133                  | 258,193      |
| Total non-interest expense                          | 815,178              | 991,465    | 1,667,804                | 1,839,486    |
| Net income (loss) before taxes                      | 134,552              | (472,459)  | 163,891                  | (785,410)    |

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Income taxes

|   |            |              |            |              |
|---|------------|--------------|------------|--------------|
| Net income (loss)                                   | \$ 134,552 | \$ (472,459) | \$ 163,891 | \$ (785,410) |
| Dividend on senior preferred stock                  | (45,062)   | (5,199)      | (88,413)   | (5,199)      |
| Amortization of discount on preferred stock         | (4,145)    | (3,052)      | (8,245)    | (3,052)      |
| Effective dividend on preferred stock               | (49,207)   | (8,251)      | (96,658)   | (8,251)      |
| Net income (loss) applicable to common shareholders | \$ 85,345  | \$ (480,710) | \$ 67,233  | \$ (793,661) |
| Basic earnings (loss) per share                     | \$ 0.05    | \$ (0.26)    | \$ 0.04    | \$ (0.44)    |
| Diluted earnings (loss) per share                   | \$ 0.05    | \$ (0.26)    | \$ 0.04    | \$ (0.44)    |

See notes to consolidated financial statements

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**  
**January 1, 2010 to June 30, 2010**  
**(Unaudited)**

|  | Preferred<br>Stock | Common<br>Stock | Additional<br>Paid in<br>Capital | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Income | Total         |
|--|--------------------|-----------------|----------------------------------|------------------------|---|---------------|
| Balance at<br>December 31, 2009        | \$ 3,390,207       | \$ 17,034,330   | \$ 489,459                       | \$ (10,299,436)        | \$ 113,373                                      | \$ 10,727,933 |
| Amortization of<br>senior pref stock A | 9,251              |                 |                                  | (9,251)                |   |               |
| Accretion of warrant<br>pref stock B   | (1,006)            |                 |                                  | 1,006                  |   |               |
| Preferred dividends<br>Share based     |                    |                 |                                  | (88,413)               |   | (88,413)      |
| payments expense                       |                    |                 | 3,695                            |                        |   | 3,695         |
| Comprehensive<br>income:               |                    |                 |                                  |                        |   |               |
| Net earnings                           |                    |                 |                                  | 163,891                |   | 163,891       |
| Unrealized gain on<br>securities       |                    |                 |                                  |                        | 14,822  | 14,822        |
| Total comprehensive<br>income          |                    |                 |                                  |                        |   | 178,713       |
| Balance at June 30,<br>2010            | \$ 3,398,452       | \$ 17,034,330   | \$ 493,154                       | \$ (10,232,203)        | \$ 128,195                                      | \$ 10,821,928 |

See accompanying notes to consolidated financial statements



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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

|   | For the Six Months Ended June 30, |               |
|---|-----------------------------------|---------------|
|   | 2010                              | 2009          |
| Cash flows from operating activities                        |                                   |               |
| Net income (loss)   | \$ 163,891                        | \$ (785,410)  |
| Share based payments expense                                | 3,695                             | 13,300        |
| Provision for loan losses                                   | 289,297                           | 148,776       |
| Accretion of securities                                     | (2,672)                           | (2,626)       |
| Gain on sales or calls of securities                        |                                   | (3,027)       |
| Depreciation expense  | 89,288                            | 150,450       |
| Net decrease (increase) in other assets                     | 6,257                             | (29,571)      |
| Net (decrease) increase in other liabilities                | (79,449)                          | 6,563         |
| Net cash provided by (used in) operating activities         | 470,307                           | (501,545)     |
| Cash flows from investing activities                        |                                   |               |
| Increase in loans   | (10,890,241)                      | (9,601,870)   |
| Purchase of securities                                      | (1,775,955)                       | (952,100)     |
| Proceeds from sales, calls or maturities of securities      | 1,436,274                         | 1,860,846     |
| Recoveries on loans charged off                             | 45,626                            |               |
| Purchases of premises and equipment                         | (9,448)                           | (11,765)      |
| Net cash used in investing activities                       | (11,193,744)                      | (8,704,889)   |
| Cash flows from financing activities                        |                                   |               |
| Increase in deposits  | 18,338,396                        | 15,578,716    |
| Proceeds from sale of senior preferred stock                |                                   | 1,635,000     |
| Dividend on senior preferred stock                          | (88,413)                          | (5,199)       |
| Net cash provided by financing activities                   | 18,249,983                        | 17,208,517    |
| Increase in cash and cash equivalents                       | 7,526,546                         | 8,002,083     |
| Cash and cash equivalents at the beginning of the period    | 7,758,201                         | 4,663,497     |
| Cash and cash equivalents at the end of the period          | \$ 15,284,747                     | \$ 12,665,580 |
| Supplemental cash flow information:                         |                                   |               |
| Cash paid for interest:                                     | \$ 654,151                        | \$ 723,512    |
| See accompanying notes to consolidated financial statements |                                   |               |

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**BIRMINGHAM BLOOMFIELD BANCSHARES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 Summary of Significant Accounting Policies**

**Basis of Statement Presentation**

The accompanying unaudited consolidated interim financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ( U.S. GAAP ) with the instructions to Form 10-Q. Accordingly, certain information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements are not included herein. The interim financial statements should be read in conjunction with the financial statements of Birmingham Bloomfield Bancshares, Inc. (the Corporation ) and the notes thereto included in the Corporation s annual report on Form 10-K for the year ended December 31, 2009.

All adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for a fair presentation of financial position, results of operations, and cash flows, have been made. The results of operations for the three and six months ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ended December 31, 2010.

**Principles of Consolidation**

The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiary the Bank of Birmingham (the Bank ). All significant intercompany balances and transactions have been eliminated in consolidation.

**Recent Accounting Developments**

*Accounting Standards Update (ASU) No. 2010-20, Receivables (Topic 310): Disclosure about Credit Quality of Financing Receivables and the Allowance For Credit Losses* The objective of this guidance is for an entity to provide disclosures that facilitate the evaluation of the nature of credit risk inherent in the entity s portfolio of financing receivables; how that risk is analyzed and assessed in arriving at the allowance for doubtful accounts and; the changes and reasons for those changes in the allowance for credit losses. To achieve those objectives, disclosures on a disaggregated basis shall be provided on two defined levels: (1) portfolio segment; and (2) class of financing receivable. This guidance makes changes to existing disclosure requirements and includes additional disclosure requirements relating to financing receivables. Short-term accounts receivable, receivables measured at fair value or lower of cost or fair value and debt securities are exempt from this guidance. The guidance pertaining to disclosures as of the end of a reporting period is effective for the Corporation for interim and annual reporting periods on or after December 15, 2010. The guidance pertaining to disclosures about activity that occurs during a reporting period is effective for the Corporation for interim and annual reporting periods beginning on or after December 15, 2010. The provisions of this guidance are not expected to have a significant impact on the Corporation s consolidated financial condition, results of operations or liquidity.

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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 2 Fair Value Accounting****Valuation Hierarchy**

FASB ASC 820 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows.

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets which the Corporation can participate.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement, and include inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

**Assets***Securities available for sale*

All of the Corporation's securities available for sale are classified within Level 2 of the valuation hierarchy as quoted prices for similar assets are available in an active market.

The following table presents the financial instruments carried at fair value as of June 30, 2010, on the Consolidated Balance Sheet and by FASB ASC 820 valuation hierarchy (as described above):

Assets measured at fair value on a recurring basis as of June 30, 2010 (000s omitted):

|                               | Quoted<br>Prices in<br>Active<br>Markets<br>for Identical | Significant<br>Other<br>Observable | Significant<br>Unobservable | Balance at<br>June<br>30,2010 |
|-------------------------------|---|------------------------------------|-----------------------------|-------------------------------|
|                               | Assets<br>Level 1   | Inputs<br>Level 2                  | Inputs<br>Level 3           |                               |
| Securities available for sale | \$  | \$ 4,030                           | \$                          | \$ 4,030                      |

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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 2 Fair Value Accounting -continued**

The Corporation has assets that under certain conditions are subject to measurement at fair value on a nonrecurring basis. The fair value of impaired loans is based on the present value of expected future cash flows using management's assumptions about future payment ability, timing of expected cash flows and the estimated realizable value of collateral (typically based on appraisals). There were no impaired loans at June 30, 2010 or 2009.

**Note 3 Securities**

The amortized cost and estimated fair value of securities, with gross unrealized gains and losses, follows (000s omitted):

|                                       | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Estimated<br>fair<br>value |
|---------------------------------------|-------------------|------------------------------|-------------------------------|----------------------------|
| June 30, 2010 (unaudited)             |                   |                              |                               |                            |
| U.S. Government agency securities     | \$ 2,275          | \$ 11                        | \$                            | \$ 2,286                   |
| State and local government securities | 450               | 4                            |                               | 454                        |
| Mortgage backed securities            | 927               | 113                          |                               | 1,040                      |
| Corporate bonds                       | 250               |                              |                               | 250                        |
| Subtotal Available for Sale           | \$ 3,902          | \$ 128                       | \$                            | \$ 4,030                   |
| FHLB Stock                            | 162               |                              |                               | 162                        |
| Total                                 | \$ 4,064          | \$ 128                       | \$                            | \$ 4,192                   |

|                                       | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Estimated<br>fair<br>value |
|---------------------------------------|-------------------|------------------------------|-------------------------------|----------------------------|
| December 31, 2009                     |                   |                              |                               |                            |
| U.S. Government agency securities     | \$ 2,342          | \$ 18                        | \$                            | \$ 2,360                   |
| State and local government securities | 200               | 4                            |                               | 204                        |
| Mortgage backed securities            | 1,018             | 91                           |                               | 1,109                      |
| Corporate bonds                       |                   |                              |                               |                            |
| Subtotal Available for Sale           | \$ 3,560          | \$ 113                       | \$                            | \$ 3,673                   |
| FHLB Stock                            | 162               |                              |                               | 162                        |
| Total                                 | \$ 3,722          | \$ 113                       | \$                            | \$ 3,835                   |

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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 3 Securities -continued**

As of June 30, 2010 and December 31, 2009, all securities are available for sale; with the exception of Federal Home Loan Bank stock which is restricted in that it can only be sold back to the Federal Home Loan Bank. The carrying value of the stock approximates its fair value. The securities held in our portfolio experienced no rating changes during the quarter and remain at AAA for all except a municipal holding which is at Aa3 based on ratings by Moody and a corporate debt security which is at Aa2 based on ratings by Moody. At June 30, 2010 and December 31, 2009, securities were pledged to secure public deposits from the State of Michigan. The total securities pledged were \$1.40 million at June 30, 2010 and \$1.45 million at December 31, 2009 respectively.

The amortized cost and estimated fair value of securities at June 30, 2010, by contractual maturity are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations without call or prepayment penalties. The contractual maturities of securities are as follows (000s omitted):

|                                     | Amortized<br>cost | Estimated<br>fair<br>value |
|-------------------------------------|-------------------|----------------------------|
| Due in one year or less             | \$ 200            | \$ 204                     |
| Due in one year through five years  | 2,775             | 2,786                      |
| Due in five years through ten years |                   |                            |
| Due after ten years                 |                   |                            |
| Subtotal                            | 2,975             | 2,990                      |
| Mortgage backed securities          | 927               | 1,040                      |
| FHLB Stock                          | 162               | 162                        |
| Total                               | \$ 4,064          | \$ 4,192                   |

**Note 4 Loans**

A summary of the balances of loans are as follows (000s omitted):

|                                     | June 30,<br>2010<br>(unaudited) | December<br>31,<br>2009 |
|-------------------------------------|---------------------------------|-------------------------|
| Mortgage loans on real estate:      |                                 |                         |
| Residential 1 to 4 family           | \$ 2,987                        | \$ 1,353                |
| Multifamily                         | 12,509                          | 12,647                  |
| Commercial                          | 41,982                          | 35,917                  |
| Construction                        | 2,966                           | 518                     |
| Second mortgage                     | 167                             | 171                     |
| Equity lines of credit              | 11,012                          | 11,445                  |
| Total mortgage loans on real estate | 71,623                          | 62,051                  |
| Commercial loans                    | 18,007                          | 17,186                  |
| Consumer installment loans          | 711                             | 512                     |

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|                           |           |           |
|---------------------------|-----------|-----------|
| Total loans               | 90,341    | 79,749    |
| Less:                     |           |           |
| Allowance for loan losses | 1,167     | 1,174     |
| Net deferred loan fees    | 137       | 93        |
| Net loans                 | \$ 89,037 | \$ 78,482 |

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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 4 Loans - continued**

Activity in the allowance for loan losses for the three and six months ended June 30, are as follows (000s omitted):

| (unaudited)                    | Three months ended<br>June 30, |        | Six months ended<br>June 30, |        |
|--------------------------------|--------------------------------|--------|------------------------------|--------|
|                                | 2010                           | 2009   | 2010                         | 2009   |
| Balance at beginning of period | \$ 1,255                       | \$ 743 | \$ 1,174                     | \$ 710 |
| Charge-offs                    | (310)                          | (18)   | (341)                        | (18)   |
| Recoveries                     | 45                             |        | 45                           |        |
| Provision for loan losses      | 177                            | 115    | 289                          | 148    |
| Balance at end of period       | \$ 1,167                       | \$ 840 | \$ 1,167                     | \$ 840 |

There were no loans considered to be impaired as of June 30, 2010. There were no nonaccrual loans or loans over 90 days past due and still accruing interest as of June 30, 2010.

**Note 5 Deposits**

Deposits are summarized as follows (000s omitted):

| (unaudited)                        | June 30,<br>2010 | December<br>31,<br>2009 |
|------------------------------------|------------------|-------------------------|
|                                    | (unaudited)      |                         |
| Non-interest bearing deposits      | \$ 11,816        | \$ 8,495                |
| NOW accounts                       | 8,048            | 7,894                   |
| Savings and money market accounts  | 26,207           | 19,600                  |
| Certificates of deposit <\$100,000 | 12,865           | 13,240                  |
| Certificates of deposit >\$100,000 | 40,868           | 32,236                  |
| Total                              | \$ 99,804        | \$ 81,465               |

At June 30, 2010, the scheduled maturities of time deposits maturing are as follows (000s omitted):

| (unaudited)      | <\$100,000 | >\$100,000 | Total     |
|------------------|------------|------------|-----------|
| Within 12 months | \$ 4,596   | \$ 13,501  | \$ 18,097 |
| > 12 months      | 8,269      | 27,367     | 35,636    |
| Total            | \$ 12,865  | \$ 40,868  | \$ 53,733 |

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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 6 Leases and Commitments**

The Corporation has entered into a lease agreement for its main office. Payments began in February 2005 and the initial term of the lease expires in October 2015. In October 2007, the Corporation exercised its first renewal option on the property which expires in October 2025. The main office lease has one additional ten year renewal option. The Corporation also entered into a lease agreement for its branch office in Bloomfield Township which provided for lease payments to begin in March 2006 and expire February 2016. The Bloomfield Township branch office lease was terminated effective January 18, 2010 pursuant to an agreement with the leaseholder. The termination agreement provided for a one time payment of \$110,000 to the leaseholder to end the lease which was expensed in 2009 and paid in 2010. In January 2010, a six month lease agreement was signed for office space to house a business development officer at a lease rate of \$900 per month. Rent expense under these agreements was \$59,000 and \$70,000 for the quarters ended June 30, 2010 and June 30, 2009. Rent expense under these agreements was \$127,000 and \$139,000 for the six month periods ended June 30, 2010 and 2009, respectively.

The following is a schedule of future minimum rental payments under operating leases on a calendar year basis (000s omitted):

|            |          |
|------------|----------|
| 2010       | \$ 113   |
| 2011       | 230      |
| 2012       | 234      |
| 2013       | 239      |
| 2014       | 244      |
| Thereafter | 2,976    |
| Total      | \$ 4,036 |

**Note 7 Fair Value of Financial Instruments**

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Corporation's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. FASB ASC 825 (formerly SFAS 107) excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Corporation.

The following methods and assumptions were used by the Corporation in estimating fair value disclosures for financial instruments:

**Cash and Cash Equivalents** - The carrying values of cash and cash equivalents approximate fair values.

**Securities** - Fair values of securities are based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

**Loans Receivable** - For variable-rate loans that re-price frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values of nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.



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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 7 Fair Value of Financial Instruments continued**

**Deposit Liabilities** - The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

**Accrued Interest** - The carrying value of accrued interest approximates fair value.

**Other Financial Instruments** - The fair value of other financial instruments, including loan commitments and unfunded letters of credit, based on discounted cash flow analyses, is not material.

The carrying values and estimated fair values of financial instruments at June 30, 2010 and December 31, 2009, are as follows (000s omitted):

| (unaudited)                   | (unaudited)   |            | December 31, 2009 |            |
|-------------------------------|---------------|------------|-------------------|------------|
|                               | June 30, 2010 |            |                   |            |
|                               | Carrying      | Estimated  | Carrying          | Estimated  |
|                               | Value         | Fair Value | Value             | Fair Value |
| Financial assets:             |               |            |                   |            |
| Cash and cash equivalents     | \$ 15,285     | \$ 15,285  | \$ 7,758          | \$ 7,758   |
| Securities available for sale | 4,192         | 4,192      | 3,835             | 3,835      |
| Loans                         | 89,037        | 88,932     | 78,482            | 78,952     |
| Accrued interest receivable   | 415           | 415        | 335               | 335        |
| Financial liabilities:        |               |            |                   |            |
| Deposits                      | 99,804        | 100,145    | 81,465            | 81,807     |
| Accrued interest payable      | 98            | 98         | 77                | 77         |

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**BIRMINGHAM BLOOMFIELD BANCSHARES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 8 Minimum Regulatory Capital Requirements**

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. The prompt corrective action regulations provide four classifications, well capitalized, adequately capitalized, undercapitalized and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and plans for capital restoration are required. The Bank was well-capitalized as of June 30, 2010. At June 30, 2010, the Corporation qualifies for an exemption from regulatory capital requirements due to its asset size. The Bank's actual capital amounts and ratios as of June 30, 2010 are presented in the following table (000s omitted):

| (unaudited)   | Actual   |       | For Capital<br>Adequacy Purposes |       | To be<br>Well-Capitalized |       |
|---|----------|-------|----------------------------------|-------|---------------------------|-------|
|   | Amount   | Ratio | Amount                           | Ratio | Amount                    | Ratio |
| <b>As of June 30, 2010</b>                            |          |       |                                  |       |                           |       |
| Total risk-based capital<br>(to risk weighted assets) |          |       |                                  |       |                           |       |
| Bank of Birmingham                                    | \$ 9,839 | 11.0% | \$ 7,141                         | 8.0%  | \$ 8,926                  | 10.0% |
| Tier I capital<br>(to risk weighted assets)           |          |       |                                  |       |                           |       |
| Bank of Birmingham                                    | \$ 8,723 | 9.8%  | \$ 3,570                         | 4.0%  | \$ 5,355                  | 6.0%  |
| Tier I capital<br>(to average assets)                 |          |       |                                  |       |                           |       |
| Bank of Birmingham                                    | \$ 8,723 | 8.5%  | \$ 4,091                         | 4.0%  | \$ 5,113                  | 5.0%  |
| <b>As of December 31, 2009</b>                        |          |       |                                  |       |                           |       |
| Total risk-based capital<br>(to risk weighted assets) |          |       |                                  |       |                           |       |
| Bank of Birmingham                                    | \$ 9,467 | 12.0% | \$ 6,318                         | 8.0%  | \$ 7,897                  | 10.0% |
| Tier I capital<br>(to risk weighted assets)           |          |       |                                  |       |                           |       |
| Bank of Birmingham                                    | \$ 8,468 | 10.7% | \$ 3,159                         | 4.0%  | \$ 4,738                  | 6.0%  |
| Tier I capital<br>(to average assets)                 |          |       |                                  |       |                           |       |
| Bank of Birmingham                                    | \$ 8,468 | 9.4%  | \$ 3,590                         | 4.0%  | \$ 4,488                  | 5.0%  |

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

**Disclosure Regarding Forward Looking Statements**

This report contains forward-looking statements throughout that are based on management's beliefs, assumptions, current expectations, estimates and projections about the financial services industry, the economy, and about the Corporation and the Bank. Words such as anticipates, believes, estimates, expects, forecasts, intends, is likely, plans, projects, variations of such words and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are intended to be covered by the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence. Actual results and outcomes may materially differ from what may be expressed or forecasted in the forward-looking statements. The Corporation undertakes no obligation to update, amend, or clarify forward looking statements, whether as a result of new information, future events (whether anticipated or unanticipated), or otherwise. Future factors that could cause actual results to differ materially from the results anticipated or projected include, but are not limited to, the following: the credit risks of lending activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses; competitive pressures among depository institutions; interest rate movements and their impact on customer behavior and net interest margin; the impact of re-pricing and competitor's pricing initiatives on loan and deposit products; the ability to adapt successfully to technological changes to meet customers' needs and development in the market place; our ability to access cost-effective funding; changes in financial markets; changes in economic conditions in general and particularly as related to the automotive and related industries in the Detroit metropolitan area; new legislation or regulatory changes, including but not limited to changes in federal and/or state tax laws or interpretations thereof by taxing authorities; changes in accounting principles, policies or guidelines; and our future acquisitions of other depository institutions or lines of business. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Further information concerning and Corporation and its business, including additional factors that could materially affect the Corporation's financial results, is included in its filings with the Securities and Exchange Commission.

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC.**

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

**OVERVIEW**

The Corporation is a Michigan corporation that was incorporated in 2004 to serve as the holding company for a Michigan state chartered bank, Bank of Birmingham ( "Bank" ). The Bank is a full service commercial bank headquartered in Birmingham, Michigan. The Bank serves businesses and consumers across Oakland and Macomb counties with a full range of lending, deposit and Internet banking services. Bank of Birmingham has continued to grow despite the economic downturn in the state of Michigan by lending with a strong focus on credit quality. General economic conditions have worsened, creating a difficult environment for banks in general and particularly in Michigan. Michigan has one of the highest foreclosure rates and unemployment rates in the country, a weakened manufacturing economy, high inventories of unsold residential housing, declining real estate values and increasing borrower defaults. The ripple effect of the struggling automotive manufacturing sector and its associated businesses has had a major impact on the area. According to the "Beige Book" published quarterly by the Federal Reserve, conditions in the Seventh reserve district in which the Corporation operates, has shown that over the first half of 2010 economic activity improved but commercial real estate conditions remained weak, and that the banking sector was experiencing strong competition for high quality commercial borrowers, leading to greater flexibility in pricing and terms on business loans. Consumer lending conditions were largely unchanged.

The Corporation received funds from the sale of its preferred stock under the U.S. Treasury's Capital Purchase Program. Proceeds received during 2009 from this sale were \$3.379 million which will be used to supplement the strong capital position of the Bank.

**OPERATIONS**

The Corporation's (and the Bank's) main office is located at 33583 Woodward Avenue, Birmingham, MI 48009. The building is a free-standing one story office building of approximately 8,300 square feet. The Bank also operated a branch office at 4145 West Maple Road, near the intersection of Telegraph Road in Bloomfield Township, MI, which was unprofitable and closed on January 18, 2010. The main office lease commenced in October 2005 and the Bank exercised its first renewal option thereby extending the lease to October 2025. The main office lease has an additional ten year renewal option. The office lease related to the closed Bloomfield Township branch commenced in March 2006 and was terminated effective January 2010. During January 2010, a six month short term lease was executed for office space to house one of our business development officers. During 2009, the Corporation completed the sale of fixed rate cumulative preferred stock under the United States Treasury Capital Purchase Program. These funds provided additional capital to support growth.

The Bank will continue to focus on the lending, deposit and general banking needs in the community it serves. The Bank will investigate additional product and service offerings and will consider offering those that will be of benefit to our customers and the Bank.

**FINANCIAL CONDITION**

At June 30, 2010, the Corporation's total assets were \$111.0 million, an increase of \$18.4 million or 19.9% from December 31, 2009. Cash and cash equivalents increased by \$7.5 million or 96.2%. Investment securities available for sale increased \$0.4 million or 10.5% from December 31, 2009 to June 30, 2010. Loans, net of the allowance for loan losses, increased by \$10.5 million or 13.4% from December 31, 2009 to June 30, 2010. Total deposits increased by \$18.3 million or 22.5% from December 31, 2009 to June 30, 2010. Basic earnings per share for the three and six months ended June 30, 2010 were \$0.05 per share and \$0.04 per share, respectively. Basic loss per share for the three and six months ended June 30, 2009 were \$(0.26) per share and \$(0.44) per share, respectively. Diluted earnings per share for the three and six months ended June 30, 2010 were \$0.05 per share and \$0.04 per share, respectively. Diluted loss per share for the three and six months ended June 30, 2009 were \$(0.26) per share and \$(0.44) per share, respectively.

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC.**

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

**Cash and Cash Equivalents**

Cash and cash equivalents increased \$7.5 million or 96.2% to \$15.3 million at June 30, 2010 up from \$7.8 million at December 31, 2009. Federal funds sold decreased \$3.1 million or 98.9% to \$34,500 at June 30, 2010. The decrease in Federal funds sold is due to the shifting of excess funds to correspondent bank accounts which earn somewhat higher interest rates.

**Investments**

Total investment securities available-for-sale increased \$0.4 million or 10.5% to \$4.2 million at June 30, 2010 up from \$3.8 million at December 31, 2009. Decreases in investment securities were due to repayments on mortgage backed securities and a called Agency security in the current quarter. The called security was replaced through the purchase of another Agency security during the quarter. The Corporation had no held-to-maturity securities as of June 30, 2010 or December 31, 2009.

**Loans, Credit Quality and Allowance for Loan Losses**

During the first six months of 2010, loans, net of the allowance for loan losses, increased \$10.5 million or 13.4%, to \$89.0 million at June 30, 2010 up from \$78.5 million at December 31, 2009. The largest single category increase within loans, as noted in Note 4 to the financial statements, was commercial real estate which increased by \$6.1 million or 17.0% to \$42.0 million at June 30, 2010. Residential 1-4 family loans increased by \$1.6 million or 114.3% to \$3.0 million in the first half of the year. Construction loans increased by \$2.5 million to \$3.0 million during the first six months of 2010 up from \$0.5 million at December 31, 2009. Commercial non-real estate loans increased as well by approximately \$0.8 million or 4.7% to \$18.0 million at June 30, 2010. Management expects further loan growth in 2010, primarily in the commercial and commercial real estate loan portfolios driven by continued business development efforts.

The allowance for loan losses was \$1.2 million or 1.29% of loans at June 30, 2010. Charge-offs totaled \$310,000 and \$341,000 for the three and six month periods ended June 30, 2010. The Corporation charged-off two loans totaling \$310,000 in the quarter ended June 30, 2010, in addition to the one loan charge off in the first quarter of 2010.

Recoveries totaled \$45,000 for the current quarter, and there were no recoveries in the first quarter 2010. For the three and six month periods ended June 30, 2009, there was one home equity line of credit charged-off for approximately \$18,000, and no recoveries in those same periods. Nonperforming loans, which consist of non-accruing loans and loans past due 90 days or more and still accruing interest, were \$199,999 at December 31, 2009. There were no nonperforming loans as of June 30, 2010.

Commercial loans are reported as being in nonaccrual status if: (a) they are maintained on a cash basis because of deterioration in the financial position of the borrower, (b) payment in full of interest or principal is not expected, or (c) principal or interest has been in default for a period of 90 days or more. If it can be documented that the loan obligation is both well secured and in the process of collection, the loan may stay on accrual status. However, if the loan is not brought current before becoming 120 days past due, the loan is reported as nonaccrual. A nonaccrual asset may be restored to accrual status when none of its principal or interest is due and unpaid, when it otherwise becomes well secured, or is in the process of collection.

The primary risk element considered by management regarding each consumer and residential real estate loan is lack of timely payment. Management has a reporting system that monitors past due loans and has adopted policies to pursue its creditor's rights in order to preserve the Bank's position. The primary risk elements concerning commercial and industrial loans and commercial real estate loans are the financial condition of the borrower, the sufficiency of collateral, and lack of timely payment. Management has a policy of requesting and reviewing annual financial statements from its commercial loan customers and periodically reviews existence of collateral and its value.

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Management evaluates the condition of the loan portfolio on at least a quarterly basis to determine the adequacy of the allowance for loan losses. Management's evaluation of the allowance is further based on consideration of actual loss experience, the present and prospective financial condition of borrowers, adequacy of collateral, industry concentrations within the portfolio, and general economic conditions. Management believes that the present allowance is adequate, based on the broad range of considerations listed above.

Although management believes that the allowance for loan losses is adequate to absorb losses as they arise, there can be no assurance that the Corporation will not sustain losses in any given period that could be substantial in relation to the size of the allowance for credit losses. Inherent risks and uncertainties related to the operation of a financial institution require management to depend on estimates, appraisals and evaluations of loans to prepare the Corporation's financial statements. Changes in economic conditions and the financial prospects of borrowers may result in changes to the estimates, appraisals and evaluations used. In addition, if circumstances and losses differ substantially from management's assumptions and estimates, the allowance for loan losses may not be sufficient to absorb all future losses and net income could be significantly impacted.

**Premises and Equipment**

Premises and equipment was \$1.4 million as of June 30, 2010 down from \$1.5 million as of December 31, 2009. The Corporation has no plans for significant additions over the next twelve months.

**Deposits**

Total deposits were \$99.8 million as June 30, 2010, an increase of \$18.3 million over December 31, 2009. In the deposit categories, noninterest bearing DDA deposits were \$11.8 million, consisting of business accounts, NOW accounts which, except for limited circumstances, are owned by individuals were \$8.0 million at June 30, 2010, while money market accounts were \$9.6 million and savings accounts were \$16.6 million at the current quarter end. Certificates of deposit were \$53.7 million at June 30, 2010. Of this amount \$40.9 million was in certificates greater than \$100,000. The Corporation advertises its rates on certain certificates of deposits on a national certificate of deposit network, which has attracted some deposits from outside the local market. We will continue to utilize this avenue to supplement our deposit base as we continue to focus on growing our portion of the local retail and commercial deposit market. During the quarter a certificate of deposit promotion was successful in increasing local deposits. We have also chosen to participate in the MI-CD program with the State of Michigan. This program allows us to acquire State of Michigan certificate of deposit funds at below market rates to aid in the funding of our loan portfolio.

| (000s omitted)                | As of June 30,<br>2010 |            |
|-------------------------------|------------------------|------------|
|                               | Balance                | Percentage |
| Noninterest bearing demand    | \$ 11,816              | 11.8%      |
| NOW accounts                  | 8,048                  | 8.1        |
| Money market                  | 9,627                  | 9.7        |
| Savings                       | 16,580                 | 16.6       |
| Time deposits under \$100,000 | 12,865                 | 12.9       |
| Time deposits over \$100,000  | 40,868                 | 40.9       |
| Total deposits                | \$ 99,804              | 100.0%     |

**Table of Contents****BIRMINGHAM BLOOMFIELD BANCSHARES, INC.****Management's Discussion and Analysis of Financial Condition and Results of Operations****RESULTS OF OPERATIONS****Net Interest Income**

Net interest income for the three months ended June 30, 2010 and 2009 were \$1.1 million and \$0.6 million respectively. Interest income on loans was \$1.4 million and \$0.9 million for the three months ended June 30, 2010 and 2009, respectively. The growth in interest income on loans was driven by continued growth in the loan portfolio. Deposit interest expense of \$352,000 and \$328,000 for the three month periods ended June 30, 2010 and 2009, respectively, increased with the higher levels of deposits in the current quarter, but the Corporation paid lower rates on deposits in the current quarter compared to the same quarter in the prior year.

The following table shows the Corporation's consolidated average balances of assets, liabilities, and equity. The table also details the amount of interest income or interest expense and the average yield or rate for each category of interest-earning asset or interest-bearing liability and the net interest margin for the three months ended June 30, 2010 and 2009, respectively.

|  | 2010                   |                  | Three Months Ended June 30, |                        | 2009           |                    |
|--|------------------------|------------------|-----------------------------|------------------------|----------------|--------------------|
|  | Average Balance (000s) | Interest         | Average Yield/Rate          | Average Balance (000s) | Interest       | Average Yield/Rate |
| <b>Interest-earning assets</b>                             |                        |                  |                             |                        |                |                    |
| Loans  | \$ 89,468              | \$ 1,398,742     | 6.25%                       | \$ 62,027              | \$ 893,654     | 5.76%              |
| Securities   | 3,568                  | 31,357           | 3.52%                       | 3,507                  | 37,105         | 4.23%              |
| Federal funds sold   | 1,745                  | 519              | 0.12%                       | 2,921                  | 1,024          | 0.14%              |
| Interest-bearing balance with other financial institutions | 10,327                 | 5,711            | 0.22%                       | 4,548                  | 6,256          | 0.55%              |
| <b>Total interest-earning assets</b>                       | <b>105,108</b>         | <b>1,436,329</b> | <b>5.47%</b>                | <b>73,003</b>          | <b>938,039</b> | <b>5.14%</b>       |
| Cash and due from banks                                    | 624                    |                  |                             | 1,484                  |                |                    |
| All other assets   | 1,228                  |                  |                             | 1,688                  |                |                    |
| <b>Total assets</b>  | <b>\$ 106,960</b>      |                  |                             | <b>\$ 76,175</b>       |                |                    |
| <b>Interest-bearing liabilities</b>                        |                        |                  |                             |                        |                |                    |
| NOW accounts   | \$ 8,071               | 10,394           | 0.52%                       | \$ 7,908               | 16,927         | 0.86%              |
| Money market   | 9,639                  | 15,836           | 0.66%                       | 10,063                 | 30,157         | 1.20%              |
| Savings  | 14,863                 | 43,200           | 1.16%                       | 9,122                  | 39,253         | 1.72%              |
| Time deposits  | 52,413                 | 282,303          | 2.15%                       | 32,371                 | 241,931        | 2.99%              |
| <b>Total interest-bearing liabilities</b>                  | <b>84,986</b>          | <b>351,733</b>   | <b>1.66%</b>                | <b>59,464</b>          | <b>328,268</b> | <b>2.21%</b>       |
|  | 10,574                 |                  |                             | 5,910                  |                |                    |

|  |                   |                     |                   |
|--|-------------------|---------------------|-------------------|
| Non-interest bearing deposits                                    |                   |                     |                   |
| All other liabilities  | 321               |                     | 220               |
| <b>Total liabilities</b>   | <b>95,881</b>     |                     | <b>65,594</b>     |
| Shareholders' equity   | 11,079            |                     | 10,581            |
| <b>Total liabilities and shareholders' equity</b>                | <b>\$ 106,960</b> |                     | <b>\$ 76,175</b>  |
| <b>Net interest income</b>                                       |                   | <b>\$ 1,085,596</b> | <b>\$ 609,771</b> |
| Net spread   |                   | <b>3.81%</b>        | <b>2.93%</b>      |
| Net interest margin <sup>(1)</sup>                               |                   | <b>4.13%</b>        | <b>3.34%</b>      |
| Ratio of interest-earning assets to interest-bearing liabilities |                   | <b>123.68%</b>      | <b>122.77%</b>    |

(1) Net interest earnings divided by average interest-earning assets.



**Table of Contents****BIRMINGHAM BLOOMFIELD BANCSHARES, INC.****Management's Discussion and Analysis of Financial Condition and Results of Operations**

Net interest income for the six months ended June 30, 2010 and 2009 were \$2.0 million and \$1.2 million respectively. Interest income on loans was \$2.6 million and \$1.7 million for the six months ended June 30, 2010 and 2009. The increase in interest income on loans was driven by continued growth in the loan portfolio and higher rates and fees on new loans. Deposit interest expense of \$676,000 and \$668,000 for the six month periods ended June 30, 2010 and 2009. The Corporation had significant growth in deposit balances, but at considerably lower interest rates in 2010 compared to 2009, thereby resulting in a small increase in cost of funds.

The following table shows the Corporation's consolidated average balances of assets, liabilities, and equity. The table also details the amount of interest income or interest expense and the average yield or rate for each category of interest-earning asset or interest-bearing liability and the net interest margin for the six months ended June 30, 2010 and 2009, respectively.

|  | Average<br>Balance<br>(000s) | Six Months Ended June<br>30, |                  | Average<br>Balance<br>(000s) | Average<br>Yield/<br>Rate | Average<br>Yield/<br>Rate |
|--|------------------------------|------------------------------|------------------|------------------------------|---------------------------|---------------------------|
|  |                              | 2010<br>Interest             | 2009<br>Interest |                              |                           |                           |
| <b>Interest-earning assets</b>                                   |                              |                              |                  |                              |                           |                           |
| Loans  | \$ 85,219                    | \$ 2,640,890                 | 6.20%            | \$ 60,231                    | \$ 1,736,475              | 5.77%                     |
| Securities   | 3,707                        | 66,055                       | 3.56%            | 3,443                        | 74,511                    | 4.33%                     |
| Federal funds sold   | 2,298                        | 1,248                        | 0.11%            | 2,659                        | 1,915                     | 0.14%                     |
| Interest-bearing balance<br>with other financial<br>institutions | 9,047                        | 11,316                       | 0.25%            | 3,340                        | 7,596                     | 0.45%                     |
| <b>Total interest-earning<br/>assets</b>                         | <b>100,271</b>               | <b>2,719,509</b>             | <b>5.42%</b>     | <b>69,673</b>                | <b>1,820,497</b>          | <b>5.23%</b>              |
| Cash and due from banks  | 784                          |                              |                  | 1,727                        |                           |                           |
| All other assets   | 1,211                        |                              |                  | 1,755                        |                           |                           |
| <b>Total assets</b>  | <b>\$ 102,266</b>            |                              |                  | <b>\$ 73,155</b>             |                           |                           |
| <b>Interest-bearing<br/>liabilities</b>                          |                              |                              |                  |                              |                           |                           |
| NOW accounts   | \$ 7,992                     | 20,966                       | 0.52%            | \$ 7,735                     | 38,840                    | 1.00%                     |
| Money market   | 8,892                        | 29,179                       | 0.66%            | 10,061                       | 64,689                    | 1.29%                     |
| Savings  | 14,184                       | 83,806                       | 1.18%            | 6,472                        | 55,952                    | 1.73%                     |
| Time deposits  | 49,845                       | 542,028                      | 2.17%            | 32,929                       | 508,378                   | 3.09%                     |
| <b>Total interest-bearing<br/>liabilities</b>                    | <b>80,913</b>                | <b>675,979</b>               | <b>1.67%</b>     | <b>57,197</b>                | <b>667,859</b>            | <b>2.34%</b>              |
| Non-interest bearing<br>deposits                                 | 10,054                       |                              |                  | 5,849                        |                           |                           |
| All other liabilities  | 352                          |                              |                  | 227                          |                           |                           |

|  |                     |                     |                |
|--|---------------------|---------------------|----------------|
| <b>Total liabilities</b>   | <b>91,319</b>       | <b>63,273</b>       |                |
| Shareholders' equity   | 10,947              | 9,882               |                |
| <b>Total liabilities and shareholders' equity</b>                | <b>\$ 102,266</b>   | <b>\$ 73,155</b>    |                |
| <b>Net interest income</b>                                       | <b>\$ 2,043,530</b> | <b>\$ 1,152,638</b> |                |
| Net spread   |                     | <b>3.75%</b>        | <b>2.89%</b>   |
| Net interest margin <sup>(1)</sup>                               |                     | <b>4.08%</b>        | <b>3.31%</b>   |
| Ratio of interest-earning assets to interest-bearing liabilities |                     | <b>123.92%</b>      | <b>121.81%</b> |

(1) Net interest earnings divided by average interest-earning assets.

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The yield on interest-earning assets increased for the quarter ended June 30, 2010 to 5.47% from 5.14% as compared to the same period in the prior year. Much of the increase was due to improvement in the yield in the loan portfolio. The yield on loans receivable increased to 6.25% for the three months ended June 30, 2010 from 5.76% for the same period in 2009. The Corporation's interest rate spread increased for the three months ended June 30, 2010 to 3.81% from 2.93% for the same period in 2009. The Corporation experienced an improvement in the spread on interest rates due to reductions in the cost of deposits combined with improvement in loan yields. In the prior year, deposit rates were higher due to the competitive market as well as promotional rates offered by us as we continued to attract and build our customer base. Net interest margin increased to 4.13% for the three months ended June 30, 2010 up from 3.34% for the same period in 2009. As loan growth continues, management expects to utilize the liquidity of the interest-bearing balances with other financial institutions, in addition to local deposits, which will improve the yield on interest-earning assets, which translate to further improvement in the net interest margin.

The yield on interest-earning assets increased for the six month period ended June 30, 2010 to 5.42% from 5.23% as compared to the same period in the prior year. The yield on loans receivable increased to 6.20% for the six months ended June 30, 2010, up from 5.77% for the same period in 2009. The Corporation's interest rate spread increased for the six months ended June 30, 2010 to 3.75%, up from 2.89% for the same period in 2009. Net interest margin increased to 4.08% for the six months ended June 30, 2010, up from 3.31% for the same period in 2009. Management expects that the excess liquidity held in Federal Reserve balances will be utilized in the last half of the year through continued loan growth.

**Provision for Loans Losses**

The provision for loan losses was approximately \$177,000 and \$115,000 for the three months ended June 30, 2010 and 2009, respectively. The increase from the previous comparable period in provision for loan losses was due to continued loan growth and one loan that was placed on nonaccrual status and charged-off in the current quarter. In total, the Corporation charged off two loans in the current quarter totaling approximately \$310,000 and recovered approximately \$45,000 in loans previously charged off. During the same period of 2009, the Corporation charged-off one loan totaling \$18,000 and had no recoveries during that period.

The provision for loan losses was \$289,000 and \$149,000 for the six month periods ended June 30, 2010 and 2009, respectively. The increase from the same period in 2009 was due to continued loan growth, a decision on the part of management to increase the overall level of reserves given the current economic conditions, and two additional loans determined to be uncollectible. The Corporation has charged-off three loans in the first half of 2010 totaling \$341,000 compared to \$18,000 in the same period of 2009. The Corporation recovered \$45,000 in the first six months of 2010, including the loan charged-off in the first quarter, which accounted for \$31,000 of the recoveries. There were no recoveries in the first six months of 2009.

**Non-Interest Income**

Non-interest income was \$42,000 and \$25,000 for the three months ended June 30, 2010 and 2009, respectively. Loan fees and charges increased to approximately \$5,000 for the three months ended June 30, 2010, up from \$2,500 for the same period in 2009. This increase is primarily due to increases in income earned on loan origination activity. Deposit fees and charges increased approximately \$3,900 to \$20,900 in the current quarter compared to the same period in 2009. This increase is due to continued increases in deposit levels. Other income increased approximately \$11,000 for the quarter ended June 30, 2010, up from \$5,000 for the same period in 2009.

Non-interest income was \$77,500 and \$50,200 for the six months ended June 30, 2010 and 2009, respectively. Loan fees and charges increased to approximately \$13,600 for the first half of 2010 compared to \$5,700 for the same period in 2009. This increase is due in large part to increases in the loan portfolio and loan origination activities. Deposit fees and charges increased to approximately \$41,200 for the six months ended June 30, 2010, up from approximately \$34,700 for the same period in 2009. This increase is primarily due to increased levels of

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deposits. Other income increased to approximately \$22,700 for the six months ended June 30, 2010, up from approximately \$9,800 for the same period in 2009 due largely to a rebate of money related to the estimated taxes and common area expenses related to the branch office which was closed in the first quarter.

**Non-Interest Expense**

Non-interest expense for the three months ended June 30, 2010 and 2009 was \$815,000 and \$991,000 respectively. Salaries and benefits continued to be the largest component of non-interest expense. Salaries and benefits decreased \$27,000, or 6.6%, to \$380,000 for the quarter ended June 30, 2010 down from \$407,000 for the same period of 2009. The decrease is due to the vacancy of certain staff positions in the current quarter, which are expected to be filled during the remainder of 2010. Occupancy and equipment expenses decreased to \$136,000 for the quarter ended June 30, 2010 down from \$202,000 for the same period of 2009. Occupancy costs have decreased with the closure of an unprofitable branch location in early January 2010, for which the one-time costs of closure were recognized in the fourth quarter 2009. Data processing expenses were \$50,000 for the three month period ended June 30, 2010, which is consistent with the same period in 2009. Advertising expenses were \$40,000 for the three months ended June 30, 2010, up from \$23,000 as compared to the same period in 2009. This is due to advertising costs related to special promotions incurred in the current quarter, which are expected to benefit the Corporation through the latter half of 2010. Professional fees were \$80,000 for the three months ended June 30, 2010 compared to \$117,000 for the same period in 2009. For the current quarter end, the Corporation recognized \$19,500 for external audit expenses, \$12,850 for internal audit expenses, \$15,000 for legal expenses and \$27,600 for other consulting expenses. For the quarter ended June 30, 2009, the Corporation recognized \$17,200 for legal expenses related to the Capital Purchase Program Participation and \$19,000 in consulting expense related to remote deposit capture and technology consulting, both of which were not applicable to the same period in 2010. Other expenses decreased to \$124,000 for the three months ended June 30, 2010 compared to \$179,000 for the same period in 2009. This decrease is due in large part to regulatory assessment expenses being \$40,000 in the three months ended June 30, 2010 compared to \$68,000 for the same period in 2009 as a special assessment was charged in the prior year to all financial institutions by the FDIC. Non-interest expense for the six months ended June 30, 2010 and 2009 was \$1.7 million and \$1.8 million, respectively. Salaries and benefits increased \$21,000, or 2.7%, to \$799,000 for the six months ended June 30, 2010 up from \$778,000 for the same period of 2009. The increase in 2010 is due to commissions paid to business development officers for loans closed during the period. Occupancy and equipment expenses decreased to \$291,000 for the six month period ended June 30, 2010 down from \$416,000 for the same period of 2009. As discussed above, occupancy expenses have been reduced with the closure of the unprofitable branch in early 2010. Data processing expenses were \$105,000 for the six month period ended June 30, 2010, which is up just slightly from the \$104,000 incurred in the same period in 2009. Advertising expenses were \$45,000 for the six months ended June 30, 2010, down from \$57,000 for the same period in 2009. The Corporation has fewer promotions in the current year as compared to 2009. Professional fees were \$160,000 for the six months ended June 30, 2010 compared to \$197,000 for the same period in 2009. As indicated above, the Corporation recognized \$17,200 for legal expenses related to the Capital Purchase Program Participation and \$19,000 in consulting expense related to remote deposit capture and technology consulting in the second quarter of 2009, both of which were not applicable to the same period in 2010. Other expenses decreased to \$253,000 for the six months ended June 30, 2010 compared to \$258,000 for the same period in 2009 due to the branch closure and other expense reduction strategies put into place.

**Income Taxes**

No income tax expense or benefit was recognized during the three and six month periods ended June 30, 2010 or 2009 due to the tax loss carry-forward position of the Corporation. An income tax benefit may be recognized in future periods when the Corporation when management determines that profitability is expected for the foreseeable future.

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC.**

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

**LIQUIDITY AND CAPITAL RESOURCES; ASSET/LIABILITY MANAGEMENT**

The liquidity of a bank allows it to provide funds to meet loan requests, to accommodate possible outflows of deposits, and to take advantage of other investment opportunities. Funding of loan requests providing for liability outflows and managing interest rate margins require continuous analysis to attempt to match the maturities and re-pricing of specific categories of loans and investments with specific types of deposits and borrowings. Bank liquidity depends upon the mix of the banking institution's potential sources and uses of funds. The major sources of liquidity for the Bank have been deposit growth, federal funds sold, and loans which mature within one year. Large deposit balances which might fluctuate in response to interest rate changes are closely monitored. These deposits consist mainly of certificates of deposit over \$100,000. We anticipate that we will have sufficient funds available to meet our future commitments. As of June 30, 2010, unused commitments totaled \$18.6 million. As a majority of the unused commitments represent commercial and equity lines of credit, experience has shown that only a small portion of the unused commitments will normally be drawn upon. While we expect to see an increase in advances on the home equity lines of credit under uncertain economic times, we believe that these usage numbers will not materially impact our liquidity needs. Additionally, the Bank had \$703,000 in commercial letters of credit. A portion (33.7%) of the Bank's time deposits of \$53.7 million matures within twelve months from June 30, 2010. The Bank continues to focus on increasing its share of the local commercial and retail deposit market and extending the duration of those deposits. We have developed several alternative funding sources to supplement our deposit base in order to satisfy our liquidity needs. We utilize an online listing service that allows us to bring in deposits from outside the local marketplace and we have chosen to participate in the State of Michigan's MI-CD program, which allows us to pull in below market rate certificate of deposit dollars to aid in the funding of our loan portfolio. In addition, we are members of the Federal Home Loan Bank of Indianapolis and have a credit line with the Federal Reserve Bank to provide additional funding sources should they be needed.

The largest uses and sources of cash and cash equivalents for the Corporation for the six months ended June 30, 2010, as noted in the Consolidated Statement of Cash Flows, were centered primarily on the uses of cash in investing activities and the net cash provided by financing activities. The uses of cash in investing activities were largely due to the increase in loans of \$10.9 million, purchases of investment securities totaling \$1.8 million, which were offset by proceeds from the sale and maturities of investment securities and other repayments on mortgage backed securities totaling \$1.4 million. Offsetting the uses of cash in investing activities, was the cash provided from financing activities which included net increases in deposits of \$18.3 million. Total cash and cash equivalents at June 30, 2010 was \$15.3 million, which was an increase of \$7.5 million from \$7.8 million from December 31, 2009. Management expects to fund continued loan growth with a large part of available cash and cash equivalents.

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. The prompt corrective action regulations provide four classifications, well capitalized, adequately capitalized, undercapitalized and critical undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and plans for capital restoration are required. The Bank was well-capitalized as of June 30, 2010. Note 8 to the financial statements is hereby incorporated by reference. At June 30, 2010, the Corporation qualifies for an exemption from regulatory capital requirements due to its asset size.

Managing rates on earning assets and interest bearing liabilities focuses on maintaining stability in the net interest margin, an important factor in earnings growth and stability. Emphasis is placed on maintaining a controlled rate sensitivity position to avoid wide swings in margins and to manage risk due to changes in interest rates. Some of the major areas of focus of the Corporation's Asset Liability Committee (ALCO) incorporate the following overview functions: review the interest rate risk sensitivity of the Bank to measure the impact of changing interest rates on the

Bank's net interest income, review the liquidity position through various measurements, review current and projected economic conditions and the corresponding impact on the Bank, ensure that capital and adequacy of

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC.**

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

**LIQUIDITY AND CAPITAL RESOURCES; ASSET/LIABILITY MANAGEMENT (continued)**

the allowance for loan losses are maintained at proper levels to sustain growth, monitor the investment portfolio, recommend policies and strategies to the Board that incorporate a better balance of our interest rate risk, liquidity, balance sheet mix and yield management, and review the current balance sheet mix and proactively determine the future product mix.

**Off-Balance Sheet Arrangements**

As of June 30, 2010, unused commitments totaled \$18.6 million. As a majority of the unused commitments represent commercial and equity lines of credit, the Bank expects, and experience has shown that only a relatively small portion of the unused commitments will normally be drawn upon. Additionally, the Corporation had \$703,000 in commercial letters of credit.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Corporation's primary market risk exposure is interest rate risk and liquidity risk. All of the Corporation's transactions are denominated in U.S. dollars with no specific foreign exchange exposure. Any impacts that changes in foreign exchange rates would have on interest rates are assumed to be insignificant.

Interest rate risk (IRR) is the exposure of a banking organization's financial condition to adverse movements in interest rates. Accepting this risk can be an important source of profitability and shareholder value; however, excessive levels of IRR could pose a significant threat to our earnings and capital base. Accordingly, effective risk management that maintains IRR at prudent levels is essential to the Corporation's safety and soundness. The Board of Directors has instituted a policy setting limits on the amount of interest rate risk that may be assumed. Management provides information to the Board of Directors on a quarterly basis detailing interest rate risk estimates and activities to control such risk.

Evaluating a financial institution's exposure to changes in interest rates includes assessing both the adequacy of the management process used to control IRR and the organization's quantitative level of exposure. When assessing the IRR management process, the Corporation seeks to ensure that appropriate policies, procedures, management information systems and internal controls are in place to maintain IRR at prudent levels with consistency and continuity. Evaluating the quantitative level of IRR exposure requires the Corporation to assess the existing and potential future effects of changes in interest rates on its consolidated financial condition, including capital adequacy, earnings, liquidity, and, where appropriate, asset quality. This detailed analysis is performed on a quarterly basis, but is managed daily. The Bank continues to be in a liability sensitive position and management continues to work toward creating a more closely matched portfolio to minimize any potential impact that changing rates could have on earnings in the short term. The institution is well positioned to minimize the impact of rate changes, with the rate sheet shock analysis showing that over the long term, rate changes pose only a minimal risk to our economic value of equity (EVE ratio).

The Corporation has not experienced a material change in its financial instruments that are sensitive to changes in interest rates since December 31, 2009, which information can be located in the Corporation's annual report on Form 10-K.

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**BIRMINGHAM BLOOMFIELD BANCSHARES, INC.**

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

**ITEM 4T. CONTROLS AND PROCEDURES**

As of June 30, 2010, we conducted an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures, as such term is defined under Exchange Act Rules 13a-15(e) and 15d-15(e).

Based on this evaluation, the Corporation's chief executive officer and chief financial officer concluded that, as of June 30, 2010, such disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and accumulated and communicated to the Corporation's management, including the Corporation's chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, the Corporation's management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and in reaching a reasonable level of assurance. The Corporation's management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

There were no changes in the Corporation's internal controls over financial reporting during the period ended June 30, 2010 that materially affected, or are reasonably likely to materially affect, the Corporation's internal controls over financial reporting.



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**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

There are no known pending legal proceedings to which the Corporation or the Bank is a party or to which any of its properties are subject; nor are there material proceedings known to the Corporation, in which any director, officer or affiliate or any principal shareholder is a party or has an interest adverse to the Corporation or the Bank.

**ITEM 1A. RISK FACTORS.**

This item is not applicable.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

This item is not applicable.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

This item is not applicable.

**ITEM 4. [RESERVED].**

**ITEM 5. OTHER INFORMATION.**

This item is not applicable.

**ITEM 6. EXHIBITS.**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| 31.1                  | Rule 13a-14(a) Certification of Chief Executive Officer.  |
| 31.2                  | Rule 13a-14(a) Certification of Chief Financial Officer.  |
| 32.1                  | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

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**SIGNATURES**

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

BIRMINGHAM BLOOMFIELD BANCSHARES,  
INC.

Date: August 16, 2010

By: /s/ Robert E. Farr  
Robert E. Farr  
Chief Executive Officer

Date: August 16, 2010

By: /s/ Deborah A. Thompson  
Deborah A. Thompson  
Chief Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| <b>31.1</b>           | <b>Certification pursuant to Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act</b>                         |
| <b>31.2</b>           | <b>Certification pursuant to Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act</b>                         |
| <b>32.1</b>           | <b>Certification pursuant to Rules 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act and 18 U.S.C. §1350</b> |