

BANCORP RHODE ISLAND INC
Form SC 13D/A
March 23, 2009
Page 1 of 20 Pages
CUSIP No. 059690107

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 11)

BANCORP RHODE ISLAND, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

059690107
(CUSIP Number)

Mr. John Wm. Palmer
PL Capital, LLC
20 East Jefferson Avenue
Suite 22
Naperville, IL 60540
(630) 848-1340

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 12, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
Financial Edge Fund, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 133,563 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 133,563 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
133,563
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.9%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
Financial Edge Strategic Fund, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 54,110 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 54,110 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
54,110
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.2%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
Goodbody/PL Capital, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 66,176 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 66,176 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
66,176
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
PL Capital, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 297,973 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 297,973 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
297,973
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.5%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
Goodbody/PL Capital, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|---|----|------------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 66,176 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 66,176 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
66,176
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES T
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
PL Capital Advisors, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 364,149 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 364,149 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
364,149
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.9%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
John W. Palmer
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
AF, PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA
- | | | |
|-----------------------------|----|-------------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER 1,000 |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER 364,149 |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER 1,000 |
| WITH | 10 | SHARED DISPOSITIVE POWER 364,149 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
365,149
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.9%
- 14 TYPE OF REPORTING PERSON
IN
-

CUSIP No. 059690107

1 NAME OF REPORTING PERSON
Richard J. Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 500 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 364,149 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 500 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 364,149 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
364,649

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.9%

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 059690107

- 1 NAME OF REPORTING PERSON
PL Capital Focused Fund, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) T
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO £
ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 110,300 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 110,300 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
110,300
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN T
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.4%
- 14 TYPE OF REPORTING PERSON
PN
-

CUSIP No. 059690107

Item 1. Security and Issuer

This Schedule 13D/A relates to the common stock, par value \$0.01 per share (“Common Stock”), of Bancorp Rhode Island, Inc. (the “Company” or “BancorpRI”). The address of the principal executive offices of the Company is One Turks Head Place, Providence, Rhode Island 02903-2219.

Item 2. Identity and Background

This Schedule 13D/A is being filed jointly by the parties identified below. All of the filers of this Schedule 13D/A are collectively the “PL Capital Group.” The joint filing agreement of the members of the PL Capital Group was attached as Exhibit 1 to Amendment No. 9 to the Schedule 13D.

- Financial Edge Fund, L.P., a Delaware limited partnership (“Financial Edge Fund”);
- Financial Edge-Strategic Fund, L.P., a Delaware limited partnership (“Financial Edge Strategic”);
- PL Capital/Focused Fund, L.P., a Delaware limited partnership (“Focused Fund”);
- PL Capital, LLC, a Delaware limited liability company (“PL Capital”) and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund;
- PL Capital Advisors, LLC, a Delaware limited liability company (“PL Capital Advisors”), and the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL Capital, L.P. and Focused Fund;
 - Goodbody/PL Capital, L.P., a Delaware limited partnership (“Goodbody/PL LP”);
- Goodbody/PL Capital, LLC (“Goodbody/PL LLC”), a Delaware limited liability company and General Partner of Goodbody/PL LP; and
- John W. Palmer and Richard J. Lashley, as Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC, and as individuals.

(a)-(c) This Schedule 13D/A is filed by Mr. John W. Palmer and Mr. Richard J. Lashley, with respect to the shares of Common Stock beneficially owned by them, as follows:

- (1) shares of Common Stock held in the name of Financial Edge Fund, Financial Edge Strategic and Focused Fund, in Mr. Palmer’s and Mr. Lashley’s capacity as Managing Members of (A) PL Capital: the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund, and (B) PL Capital Advisors: the investment advisor for Financial Edge Fund, Financial Edge Strategic and Focused Fund;
-

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(2) shares of Common Stock held in the name of Goodbody/PL LP, in Mr. Palmer's and Mr. Lashley's capacity as Managing Members of (A) Goodbody/PL LLC: the General Partner of Goodbody/PL LP, and (B) PL Capital Advisors: the investment advisor for Goodbody/PL LP; and

(3) shares of Common Stock held by Mr. Palmer and Mr. Lashley, as individuals.

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 20 East Jefferson Avenue, Suite 22, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, Goodbody/PL LP, PL Capital Advisors and Goodbody/PL LLC are engaged in various interests, including investments.

The principal employment of Messrs. Palmer and Lashley is investment management with each of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

(d) During the past five years, no member of the PL Capital Group has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, no member of the PL Capital Group has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) All of the individuals who are members of the PL Capital Group are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

In aggregate, the PL Capital Group owns 365,649 shares of Common Stock of the Company acquired at an aggregate cost of \$13,194,331.

The amount of funds expended by Financial Edge Fund to acquire the 133,563 shares of Common Stock it holds in its name is \$4,833,348. Such funds were provided from Financial Edge Fund's available capital and from time to time by margin provided by BNP Paribas Prime Brokerage Inc. ("BNP Paribas") on such firms' usual terms and conditions.

The amount of funds expended by Financial Edge Strategic to acquire the 54,110 shares of Common Stock it holds in its name is \$1,951,198. Such funds were provided from Financial Edge Strategic's available capital and from time to time by margin provided by BNP Paribas on such firms' usual terms and conditions.

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The amount of funds expended by Focused Fund to acquire the 110,300 shares of Common Stock it holds in its name is \$3,943,165. Such funds were provided from Focused Fund's available capital and from time to time by margin provided by BNP Paribas on such firms' usual terms and conditions.

The amount of funds expended by Goodbody/PL LP to acquire the 66,176 shares of Common Stock it holds in its name is \$2,413,578. Such funds were provided from Goodbody/PL LP's available capital and from time to time by margin provided by BNP Paribas on such firms' usual terms and conditions.

The amount of funds expended by Mr. Palmer to acquire the 1,000 shares of Common Stock he holds in his name was \$35,408. Such funds were provided from Mr. Palmer's personal funds.

The amount of funds expended by Mr. Lashley to acquire the 500 shares of Common Stock he holds in his name was \$17,634. Such funds were provided from Mr. Lashley's personal funds.

Any purchases of Common Stock made by members of the PL Capital Group using funds borrowed from BNP Paribas, if any, were made in margin transactions on that firm's usual terms and conditions. All or part of the shares of Common Stock owned by members of the PL Capital Group may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such entities to members of the PL Capital Group. Such loans, if any, generally bear interest at a rate based upon the federal funds rate plus a margin. Such indebtedness, if any, may be refinanced with other banks or broker-dealers. As of the date of this filing, the Financial Edge Fund, Financial Edge Strategic and Goodbody/PL LP have margin or other loans outstanding secured by Common Stock on BNP Paribas' usual terms and conditions.

Item 4. Purpose of Transaction

This is the PL Capital Group's eleventh amendment to its initial Schedule 13D filing. The PL Capital Group owns 8.0% of BancorpRI based upon the Company's aggregate outstanding 4,593,454 shares of Common Stock as of February 28, 2009. PL Capital Group's intent is to influence the policies of BancorpRI and assert PL Capital Group's shareholder rights, with a goal of maximizing the value of the Common Stock.

On March 12, 2009, the PL Capital Group entered into a Standstill Agreement (the "Agreement") with BancorpRI. The Agreement was entered into after BancorpRI's board of directors decided to adopt a Majority Voting policy and to reduce the size of the board from 15 directors to 12 directors over three years commencing with BancorpRI's 2009 Annual Meeting of Shareholders. Under the terms of the Agreement, the PL Capital Group agreed not to bring any proposals before BancorpRI's 2009 Annual Meeting of Shareholders and to vote the shares beneficially owned by them at the 2009 Annual Meeting for the election of the directors nominated by BancorpRI's board of directors and as recommended by the board on all other matters to be voted on at the 2009 Annual Meeting. A copy of the Agreement is attached hereto as Exhibit 2.

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Under the Agreement, the PL Capital Group is not permitted prior to the third business day following the date on which BancorpRI files its Quarterly Report on Form 10-Q for the quarter ending September 30, 2009 to, among other things, (1) make, effect, initiate, cause or participate in (a) any acquisition of beneficial ownership of any securities of BancorpRI (provided that the PL Capital Group may acquire securities of BancorpRI after BancorpRI's 2009 Annual Meeting of Shareholders, but may not acquire in the aggregate beneficial ownership of more than 9.9% of any class of BancorpRI's securities), (b) any acquisition of any assets of BancorpRI or its subsidiaries, (c) any tender offer, exchange offer, merger, business combination, recapitalization, restructuring, liquidation, dissolution or extraordinary transaction involving BancorpRI or its subsidiaries, or involving any securities or assets of BancorpRI or its subsidiaries or (d) any "solicitation" of "proxies" or consents with respect to any securities of BancorpRI; (2) form, join or participate in a "group," pooling agreement, syndicate or voting trust with respect to the beneficial ownership of any securities of BancorpRI, or otherwise act in concert with another shareholder of BancorpRI for the purpose of acquiring, holding, voting or disposing of BancorpRI's securities; or (3) act, alone or in concert with others, to seek to control the management, board of directors or policies of BancorpRI.

Members of the PL Capital Group may, subject to the terms of the Agreement, make further purchases of shares of Common Stock, although the PL Capital Group has no present intention of increasing PL Capital Group's aggregate holdings above 9.999% of the Company's outstanding Common Stock. Members of the PL Capital Group may, subject to the terms of the Agreement, dispose of any or all the shares of Common Stock held by them.

To the extent the actions described herein may be deemed to constitute a "control purpose" with respect to the Securities Exchange Act of 1934, as amended, and the regulations thereunder, the PL Capital Group has such a purpose. Except as noted in this Schedule 13D/A, no member of the PL Capital Group has any plans or proposals, which relate to, or would result in, any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D/A. Such individuals may, at any time and from time to time, review or reconsider their positions and formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Company

The percentages used in this Schedule 13D/A are calculated based upon the number of outstanding shares of Common Stock, 4,593,454, reported as the number of outstanding shares as of February 28, 2009, in the Company's Form 10-K filed with the Securities and Exchange Commission on March 16, 2009.

The PL Capital Group made the following transactions in the Common Stock within the past 60 days.

(A) Financial Edge Fund

(a)-(b) See cover page.

(c) The Financial Edge Fund has made no purchases or sales of Common Stock during the past 60 days (measured from the date this Schedule 13D/A was filed).

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(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Fund, they have the power to direct the affairs of Financial Edge Fund, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Financial Edge Fund with regard to those shares of Common Stock.

(B) Financial Edge Strategic

(a)-(b) See cover page.

(c) Financial Edge Strategic made the following sales (and no purchases) of Common Stock during the past 60 days (measured from the date this Schedule 13D/A was filed):

| Date | Number of Shares Purchased/(Sold) | Price per Share | Total Proceeds/ (Cost) |
|----------|--------------------------------------|-----------------|---------------------------|
| 02-04-09 | (5,582) | \$21.20 | \$118,253 |
| 02-18-09 | (2,400) | 19.94 | 47,811 |

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Financial Edge Strategic, they have the power to direct the affairs of Financial Edge Strategic, including the voting and disposition of shares of Common Stock held in the name of Financial Edge Strategic. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Financial Edge Strategic. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Financial Edge Strategic with regard to those shares of Common Stock.

(C) Focused Fund

(a)-(b) See cover page.

(c) Focus Fund made the following sales (and no purchases) of Common Stock during the past 60 days (measured from the date this Schedule 13D/A was filed):

| Date | Number of Shares Purchased/(Sold) | Price per Share | Total Proceeds/ (Cost) |
|----------|--------------------------------------|-----------------|---------------------------|
| 02-04-09 | (5,000) | \$21.20 | \$105,924 |

(d) Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, the general partner of Focused Fund, they have the power to direct the affairs of Focused Fund, including the voting and disposition of shares of Common Stock held in the name of Focused Fund. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Focused Fund. Therefore, Mr. Palmer and Mr. Lashley are deemed to share voting and dispositive power with Focused Fund with regard to those shares of Common Stock.

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(D) Goodbody/PL LP

(a)-(b) See cover page.

(c) Goodbody/PL LP has made no purchases or sales of Common Stock during the past 60 days (measured from the date this Schedule 13D/A was filed).

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Mr. Palmer and Mr. Lashley are also the Managing Members of PL Capital Advisors, the investment advisor of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and dispositive power with regard to the shares of Common Stock held by Goodbody/PL LP.

(E) PL Capital

(a)-(b) See cover page.

(c) PL Capital has made no purchases or sales of Common Stock directly.

(d) PL Capital is the general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Messrs. Palmer and Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund.

(F) PL Capital Advisors

(a)-(b) See cover page.

(c) PL Capital Advisors has made no purchases or sales of Common Stock directly.

(d) PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP. Because they are the Managing Members of PL Capital Advisors, Mr. Palmer and Mr. Lashley have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP.

CUSIP No. 059690107

(G) Goodbody/PL LLC

(a)-(b) See cover page.

(c) Goodbody/PL LLC has made no purchases or sales of Common Stock directly.

(d) Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Messrs. Palmer and Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LLC. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and dispositive power with regard to the shares of Common Stock held by Goodbody/PL LP.

(H) Mr. John Palmer

(a)-(b) See cover page.

(c) Mr. Palmer has made no purchases or sales of Common Stock in the past 60 days from the date this Schedule 13D/A was filed.

(I) Mr. Richard Lashley

(a)-(b) See cover page.

(c) Mr. Lashley has made no purchases or sales of Common Stock in the past 60 days from the date this Schedule 13D/A was filed.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company

With respect to Financial Edge Fund, Financial Edge Strategic and Focused Fund, PL Capital is entitled to an allocation of a portion of profits, if any. With respect to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP, PL Capital Advisors is entitled to a management fee based upon a percentage of total capital. With respect to Goodbody/PL LP, Goodbody/PL LLC is entitled to an allocation of a portion of profits, if any.

Other than the foregoing agreements, the Joint Filing Agreement filed as Exhibit 1 to Amendment No. 9 to the Schedule 13D and the Agreement filed as Exhibit 2 hereto, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company.

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Item 7. Material to be Filed as Exhibits

| Exhibit No. | Description |
|-------------|---|
| 1 | Joint Filing Agreement.* |
| 2 | Standstill Agreement, dated March 12, 2009. |

* Filed previously.

CUSIP No. 059690107

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 20, 2009

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/John W. Palmer
Lashley
John W. Palmer
Managing Member

/s/Richard J.
Richard J. Lashley
Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/John W. Palmer
Lashley
John W. Palmer
Managing Member

/s/Richard J.
Richard J. Lashley
Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/John W. Palmer
Lashley
John W. Palmer
Managing Member

/s/Richard J.
Richard J. Lashley
Managing Member

CUSIP No. 059690107

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC
General Partner

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| By: /s/John W. Palmer Lashley John W. Palmer Managing Member | /s/Richard J. Richard J. Lashley Managing Member |
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GOODBODY/PL CAPITAL, LLC

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| By: /s/John W. Palmer Lashley John W. Palmer Managing Member | /s/Richard J. Richard J. Lashley Managing Member |
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PL CAPITAL ADVISORS, LLC

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| By: /s/John W. Palmer Lashley John W. Palmer Managing Member | /s/Richard J. Richard J. Lashley Managing Member |
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PL CAPITAL, LLC

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| By: /s/John W. Palmer Lashley John W. Palmer Managing Member | /s/Richard J. Richard J. Lashley Managing Member |
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By: /s/John W. Palmer
John W. Palmer

By: /s/Richard J. Lashley
Richard J. Lashley