FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C. 20429

FORM 10 - Q

(Mark one)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended March 31, 2009

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: FDIC Certificate No. 90211-0

HINGHAM INSTITUTION FOR SAVINGS
(Exact name of registrant as specified in its charter)

Massachusetts
(State of Incorporation)

04-1442480
(I.R.S. Employer Identification Number)

55 Main Street, Hingham, MA
(Address of Principal Executive Offices)

02043
(Zip Code)

(781) 749-2200
(Registrant's telephone number, including area code)

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

(1) YES __X__ NO____
(2) YES __X__ 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes ___ No X__

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

Large accelerated filer _________	Accelerated filer ______________
Non-accelerated filer _________	Smaller reporting company _____X______ [changed on 10K]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ___ No X__

Indicate the number of shares outstanding of each of the Bank's classes of common stock, as of the latest practicable date:

At April 30, 2009, there were 2,124,250 shares of common stock outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)	March 31, 2009	December 31, 2008
	(In thousands)	
ASSETS		
Cash and due from banks	$ 6,172	$ 6,119
Short-term investments	38,562	14,099
Cash and cash equivalents	44,734	20,218
Certificates of deposit	13,488	13,648
Securities available for sale, at fair value	76,762	87,380
Federal Home Loan Bank stock, at cost	13,373	13,373
Loans, net of allowance for loan losses of $5,120,000 in 2009 and $4,530,000 in 2008	667,716	647,255
Bank-owned life insurance	13,268	13,157
Premises and equipment, net	5,537	5,632
Accrued interest receivable	3,082	3,380
Deferred income tax asset, net	1,430	1,362
Other assets	589	788
Total assets	$ 839,979	$ 806,193
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits	$ 561,754	$ 525,334
Federal Home Loan Bank advances	209,782	214,994
Mortgage payable	1,211	1,219
Mortgagors' escrow accounts	1,846	1,751
Accrued interest payable	731	692
Other liabilities	3,781	2,378
Total liabilities	779,105	746,368
Stockholders' equity:		
Preferred stock, $1.00 par value, 2,500,000 shares authorized; none issued	--	--
Common stock, $1.00 par value, 5,000,000 shares Authorized; 2,124,250 and 2,121,750 shares issued and outstanding at March 31, 2009 and December 31, 2008	2,124	2,122
Additional paid-in capital	10,412	10,364
Undivided profits	47,695	46,569
Accumulated other comprehensive income	643	770
Total stockholders' equity	60,874	59,825
Total liabilities and stockholders' equity	$ 839,979	$ 806,193

See accompanying Notes to Unaudited Consolidated Financial Statements.

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Income

(Unaudited)	Three Months Ended March 31, 2009	2008
	(In thousands, except per share data)	
Interest and dividend income:		
Loans	$ 10,151	$ 9,680
Debt securities	562	664
Equity securities	30	220
Short-term investments and certificates of deposit	123	328
Total interest and dividend income	10,866	10,892
Interest expense:		
Deposits	2,878	3,594
Federal Home Loan Bank advances	1,861	2,721
Mortgage payable	18	16
Total interest expense	4,757	6,331
Net interest income	6,109	4,561
Provision for loan losses	550	68
Net interest income, after provision for loan losses	5,559	4,493
Other income:		
Customer service fees on deposits	215	240
Increase in bank-owned life insurance	111	116
Miscellaneous	51	46
Total other income	377	402
Operating expenses:		
Salaries and employee benefits	1,944	1,748
Data processing	222	207
Occupancy and equipment	362	306
Other general and administrative	872	633
Total operating expenses	3,400	2,894
Income before income taxes	2,536	2,001
Income tax provision	964	714
Net income	$ 1,572	$ 1,287
Cash dividends declared per common share	$ 0.21	$ 0.20
Weighted average common shares outstanding:		
Basic	2,122	2,120
Diluted	2,123	2,121
Earnings per common share:		
Basic	$ 0.74	$ 0.61
Diluted	$ 0.74	$ 0.61

See accompanying Notes to Unaudited Consolidated Financial Statements

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Changes in Stockholders' Equity
For the Three Months Ended
March 31, 2009 and 2008

(Unaudited)	Common Stock	Additional Paid-In Capital	Undivided Profits	Accumulated Other Comprehensive Income/(Loss)	Total Stockholders' Equity
			(In thousands)		
Balance at December 31, 2007	$ 2,119	$ 10,290	$ 42,490	$ (128)	$ 54,771
Comprehensive income:					
Net income	-	-	1,287	-	1,287
Change in net unrealized gain/(loss) on Securities available for sale, net of tax effect	-	-	-	283	283
Total comprehensive income					1,570
Stock options exercised, including tax effect of $10,000	1	34	-	-	35
Cash dividends declared – common ($0.20 per share)	-	-	(423)	-	(423)
Balance at March 31, 2008	$ 2,120	$ 10,324	$ 43,354	$ 155	$ 55,953
Balance at December 31, 2008	$ 2,122	$ 10,364	$ 46,569	$ 770	$ 59,825
Comprehensive income:					
Net income	-	-	1,572	-	1,572
Change in net unrealized gain on securities available for sale, net of tax effect	-	-	-	(127)	(127)
Total comprehensive income					1,445
Stock options exercised, including tax effect of $12,000	2	48	-	-	50
Cash dividends declared – common ($0.21 per share)	-	-	(446)	-	(446)
Balance at March 31, 2009	$ 2,124	$ 10,412	$ 47,695	$ 643	$ 60,874

See accompanying Notes to Unaudited Consolidated Financial Statements.

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)	Three Months Ended March 31, 2009	2008
	(In thousands)	
Cash flows from operating activities:		
Net income	$ 1,572	$ 1,287
Adjustments to reconcile net income to		
net cash provided by operating activities:		
Provision for loan losses	550	68
Amortization (accretion) of securities, net	165	(3)
Amortization of net deferred loan origination costs	32	17
Excess tax benefits from share-based compensation arrangements	(12)	(10)
Depreciation and amortization of premises and equipment	123	111
Increase in bank-owned life insurance	(111)	(116)
Changes in operating assets and liabilities:		
Accrued interest receivable and other assets	500	109
Accrued interest payable and other liabilities	1,918	481
Net cash provided by operating activities	4,737	1,944
Cash flows from investing activities:		
Activity in certificates of deposit:		
Maturities	2,526	579
Purchases	(2,366)	(2,939)
Activity in available-for-sale securities:		
Maturities, prepayments and calls	10,258	36,144
Purchases	--	(13,129)
Loans originated, net of payments received	(21,043)	(11,689)
Increase in Federal Home Loan Bank stock	--	(26)
Additions to premises and equipment	(28)	(270)
Net cash (used)/provided by investing activities	(10,653)	8,670

(continued)

See accompanying Notes to Unaudited Consolidated Financial Statements.

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Cash Flows (concluded)

(Unaudited)	Three Months Ended March 31, 2009	2008
	(In thousands)	
Cash flows from financing activities:		
Increase in deposits	36,420	20,560
Increase in mortgagors' escrow accounts	95	68
Proceeds from stock options exercised	38	25
Cash dividends paid on common stock	(913)	(869)
Excess tax benefits from share-based compensation arrangements	12	10
Net repayments of borrowings with maturities of less than three months	(15,000)	--
Proceeds from Federal Home Loan Bank advances with maturities of three months or more	34,000	39,000
Repayment of Federal Home Loan Bank advances with maturities of three months or more	(24,212)	(48,467)
Repayment of mortgage payable	(8)	(6)
Net cash provided by financing activities	30,432	10,321
Net change in cash and cash equivalents	24,516	20,935
Cash and cash equivalents at beginning of period	20,218	33,605
Cash and cash equivalents at end of period	$ 44,734	$ 54,540
Supplementary information:		
Interest paid on deposit accounts	$ 2,847	$ 3,599
Interest paid on Federal Home Loan Bank advances and mortgage payable	1,871	2,760
Income taxes paid	428	308
Non-cash investing and financing activities:		
Note payable for purchase of premises	--	1,250

See accompanying Notes to Unaudited Consolidated Financial Statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited consolidated financial statements of Hingham Institution for Savings (the "Bank") presented herein should be read in conjunction with the consolidated financial statements of Hingham Institution for Savings for the year ended December 31, 2008 filed on Form 10-K.

Financial information as of March 31, 2009 and the results of operations and cash flows for the three months ended March 31, 2009 and 2008 are unaudited, and in the opinion of management reflect all adjustments necessary for a fair presentation of such information. Interim results are not necessarily indicative of results to be expected for the entire year.

COMMITMENTS

At March 31, 2009, there were $97.6 million in outstanding commitments as follows:

(In thousands)	
Mortgage origination	$ 51,739
Unused lines of credit	41,558
Unadvanced construction funds	4,127
Letters of Credit	135
Total	$ 97,559

At March 31, 2009, the Bank had the following contractual obligations outstanding:

	Payments Due by Year				
	Total	Less than One Year	One to Three Years	Three to Five Years	More than Five Years
Contractual Obligations:			(In thousands)		
Federal Home Loan Bank Advances	$209,782	$ 63,500	$ 80,025	$ 26,000	$ 40,257
Certificates of Deposit	312,868	269,782	39,811	3,275	--
Data Processing Agreements*	1,087	762	325	--	--
Lease Agreements**	1,142	169	353	375	245
Mortgage payable	1,211	36	78	88	1,009

* Estimated payments subject to change based on transaction volume.

** Leases contain provisions to pay certain operating expenses, the cost of which is not included above. Lease commitments are based on the initial contract term, or longer, when in the opinion of management, it is more likely than not that the lease will be renewed.

DIVIDEND DECLARATION

On March 26, 2009, the Board of Directors declared a cash dividend of $0.21 per share to all stockholders of record as of April 10, 2009, payable April 21, 2009.

FAIR VALUES OF ASSETS AND LIABILITIES

Effective January 1, 2008, the Bank adopted Statement of Financial Accounting Standards No. 157 ("SFAS 157"), *Fair Value Measurements*, which provides a framework for measuring fair value under generally accepted accounting principles.

In accordance with SFAS 157, the Bank groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1- Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data from substantially the full term of the assets or liabilities. For example, Level 2 assets and liabilities may include debt securities with quoted prices that are traded less frequently than exchange-traded instruments.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private equity investments, residential mortgage servicing rights and long-term derivative contracts.

The Bank is also required, from time to time, to measure certain other financial assets on a non-recurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets.

The following tables summarize the fair value hierarchy used to determine each adjustment and the carry value of the related assets. There were no liabilities measured at fair value.

	March 31, 2009				Quarter Ended March 31, 2009
	Level 1	Level 2	Level 3	Assets at Fair Value	Total Losses
			(In thousands)		
Assets					
Recurring:					
Securities available for sale	$ 3,019	$ 73,743	$ --	$ 76,762	N/A
Non-recurring:					
Impaired Loans	--	--	805	805	(25)
Total assets	$ 3,019	$ 73,743	$ 805	$ 77,567	(25)

	December 31, 2008				Quarter Ended March 31, 2008
	Level 1	Level 2	Level 3	Assets at Fair Value	Total Losses
			(In thousands)		
Assets					
Recurring:					
Securities available for sale	$ 2,988	$ 84,392	$ --	$ 87,380	N/A
Non-recurring:					
Impaired Loans	--	--	300	300	--
Total assets	$ 2,988	$ 84,392	$ 300	$ 87,680	--

At March 31, 2009 and December 31, 2008, the amount of impaired loans on level 3 represents the carrying value and related FASB Statement No. 114 allocated reserves on impaired loans for which adjustments are based on the appraised value of the collateral, considering discounting factors and adjusted for selling costs. Appraised values are typically based on a blend of (a) and income approach using observable cash flows to measure fair value and (b) a market approach using observable market comparables.

RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the Financial Accounting Standards Board ("FASB") ratified Emerging Issues Task Force ("EITF") 06-4, "Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements," which addresses accounting for split-dollar life insurance arrangements whereby the employer purchases a policy to insure the life of an employee, and separately enters into an agreement to split the policy benefits between the employer and the employee. This EITF was effective for the Bank on January 1, 2008 and it had no impact on the Bank's consolidated financial statements.

In December 2007, the FASB issued Statement No. 141 (revised), "Business Combinations." This Statement replaces FASB Statement No. 141, and applies to all business entities. Under Statement No. 141 (revised), an acquirer is required to recognize at fair value the assets acquired, liabilities assumed, and any non-controlling interest in the acquiree at the acquisition date. The Statement applies prospectively to business combinations from which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

In December 2007, the FASB issued Statement No. 160, "Non-controlling Interests in Consolidated Financial Statements, an amendment of ARB No. 51." This Statement establishes accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This Statement was effective for the Bank on January 1, 2009 and it had no impact on the Bank's consolidated financial statements.

In March 2008, the FASB issued Statement No. 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133." This Statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This Statement was effective for the Bank on January 1, 2009 and it had no impact on the Bank's consolidated financial statements.

In October 2008, the FASB issued FASB Staff Position (FSP) No. FAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" (FSP 157-3). FSP 157-3 clarifies the application of SFAS 157 in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 was effective immediately upon issuance, and includes prior periods for which financial statements have not been issued. The Bank applied the guidance contained in FSP 157-3 in determining fair values beginning December 31, 2008, and it did not have a material impact on the Bank's consolidated financial statements.

On January 12, 2009 the FASB issued EITF issue No.99-20-1, "Amendments to the Impairment Guidance of EITF Issue No. 99-20," to achieve more consistent determination of whether an other-than-temporary impairment has occurred. The FSP also retains and emphasizes the objective of an other-than-temporary impairment assessment and the related disclosure requirements in FAS 115 "Accounting for Certain Investments in Debt and Equity Securities," and other related guidance. This EITF was effective upon issuance and it had no impact on the Bank's consolidated financial statements.

On April 9, 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2 "Recognition and Presentation of Other-Than-Temporary Impairments," which amends the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. The FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. The FSP is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The FSP is not expected to have a material impact on the Bank's consolidated financial statements.

On April 9, 2009, the FASB issued FSP No. FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly." The FSP provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, *Fair Value Measurements*, when the volume and level of activity for the asset or liability have significantly decreased. The FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. The FSP emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The FSP is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The FSP is not expected to have a material impact on the Bank's consolidated financial statements.

On April 9, 2009, the FASB issued FSP No. FAS 107-1 and Accounting Principals Board ("APB") No. 28-1, Interim Disclosures about Fair Value of Financial Instruments," relating to fair value disclosures for any financial instruments that are not currently reflected on the balance sheet of companies at fair value. Prior to issuing this FSP, fair values for these instruments were only disclosed once a year. The FSP now requires these disclosures on a quarterly basis, beginning June 30, 2009, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value.

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

FORWARD-LOOKING STATEMENTS

This report may contain statements relating to future results of the Bank (including certain projections and business trends) that are considered "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to changes in political and economic conditions, interest rate fluctuations, and competitive product and pricing pressures within the Bank's market, bond market fluctuations, personal and corporate customers' bankruptcies, and inflation, as well as other risks and uncertainties.

INTRODUCTION

The earnings of the Bank are driven primarily by its net interest income, which is influenced by market interest rates as well as the Bank's ability to generate loans and gather deposits. To a significantly lesser degree, the Bank also generates fee income from its deposit and loan customers. Earnings can also be affected by the creditworthiness of its borrowers, and as such, management monitors the portfolio and analyzes trends, both internal and external, which could impact the borrowers' ability to repay their loans. The Bank operates nine banking offices which provide services to its deposit and loan customers. During the second quarter of 2008, the Bank commenced operations at its ninth office in the Assinippi section of Norwell. The Bank competes with other local, regional and national banks, credit unions and mutual funds to attract new depositors. The Bank is regulated by various agencies, primarily the Federal Deposit Insurance Corporation, which among other things requires minimum capital levels.

Net income increased $285,000, or 22%, for the first quarter of 2009 as compared to the same quarter of 2008, due to the 34% improvement in net interest income offset, in part, by increases in loan loss provisions and an increase in operating expenses over the two periods.

Loan originations of $52.8 million in the first quarter of 2009 resulted in net loan growth in the quarter of $20.5 million after giving effect to continued loan prepayments. At March 31, 2009, loans continue to be the Bank's largest component of total assets at 79%. Nonperforming assets were 1.39% of total assets at March 31, 2009 as compared to 0.91% at December 31, 2008. Management believes that these loans are significantly collateralized, pose minimal risk of loss to the Bank, and the allowance for loan losses is sufficient to absorb such losses, if any.

During the first quarter of 2009, the Bank received $36.4 million in net new deposits from customers seeking the safe haven of a fully-insured depository institution amidst the volatility in the equity markets and concerns about the viability of regional and national banks. These funds were temporarily held by the Bank in short-term investments until such time as they could be deployed into securities, fund loans, or used to reduce borrowed funds.

The Bank continues to exceed all of the minimum regulatory capital requirements.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND 2008

GENERAL

The Bank reported net income of $1.6 million for the quarter ended March 31, 2009 as compared to $1.3 million for the quarter ended March 31, 2008. Net income was $0.74 per share (basic and diluted) for the quarter ended March 31, 2009 as compared with $0.61 per share (basic and diluted) for the same period in 2008. Earnings for the quarter ended March 31, 2009 were positively impacted by a 34% improvement in net interest income offset, in part, by increased loan loss provisions and a 17% increase in operating costs.

NET INTEREST INCOME

Net interest income is impacted by market interest rates. Generally, as short-term market rates fall, rates paid to depositors decrease and maturing borrowings may be refinanced at lower rates. New loans and securities may earn lower rates and adjustable rate loans may also re-set at lower rates.

From September 2007 through April 2008, the Federal Reserve lowered rates on seven occasions for a total of 325 basis points. During this period, the cost of the Bank's liabilities has decreased at a rate greater than the decrease in the average yield on earning assets. In October 2008, the Federal Reserve lowered rates twice for an additional 100 basis points. For a more detailed discussion of how this economic environment may impact the Bank's earnings, please refer to Asset/Liability Management and the 2008 Annual Report.

The net effect of this volatility in market rates was reflected in the improvement of the Bank's weighted average rate spread and net interest margin which were 2.84% and 3.10% respectively, for the quarter ended March 31, 2009 as compared to 2.12% and 2.52%, respectively, for the quarter ended March 31, 2008. When comparing the two quarters, the yield on total earning assets decreased 49 basis points. However, rates decreased on deposits and borrowings by 122 basis points and 96 basis points, respectively.

Net interest income was $6.1 million for the first quarter of 2009 and $4.6 million for the first quarter of 2008. The $1.5 million improvement was due primarily to an increase in the weighted average rate spread of 72 basis points (most notable in the lower rates paid on deposits and borrowings) accompanied by a 9% increase in average earning assets in the first quarter of 2009.

The following table details components of net interest income and yields/rates on average earning assets/liabilities.

	Three months ended March 31,					
	2009			2008		
(Dollars in thousands)	AVERAGE BALANCE	INTEREST	YIELD/ RATE	AVERAGE BALANCE	INTEREST	YIELD/ RATE
Loans (1) (2)	$ 658,355	$ 10,151	6.17%	$ 605,082	$ 9,680	6.40%
Securities (3)	79,687	592	2.97	65,991	696	4.22
Federal Home Loan Bank stock	13,373	-	-	12,487	188	6.02
Short-term investments and certificates of deposit	36,203	123	1.36	40,799	328	3.22
Total earning assets	787,618	10,866	5.52	724,359	10,892	6.01
Other assets	28,093			25,463		
Total assets	$ 815,711			$ 749,822		
Interest-bearing deposits (4)	$ 498,818	2,878	2.31	$ 407,620	3,594	3.53
Borrowed funds	211,869	1,879	3.55	242,930	2,737	4.51
Total interest-bearing liabilities	710,687	4,757	2.68	650,550	6,331	3.89
Demand deposits	41,086			41,619		
Other liabilities	3,156			2,057		
Total liabilities	754,929			694,226		
Stockholders' equity	60,782			55,596		
Total liabilities and stockholders' equity	$ 815,711			$ 749,822		
Net interest income		$ 6,109			$ 4,561	
Weighted average rate spread			2.84%			2.12%
Net interest margin (5)			3.10%			2.52%

(1) Before allowance for loan losses.

(2) Includes non-accrual loans.

(3) Excludes the impact of the average net unrealized gain or loss on securities available for sale.

(4) Includes mortgagors' escrow accounts.

(5) Net interest income divided by average total earning assets.

Interest and dividend income declined by $26,000 to $10.9 million for the first quarter of 2009. The yield on total interest-earning assets was 5.52% for the quarter ended March 31, 2009 as compared to 6.01% for the quarter ended March 31, 2008.

Interest income on loans increased $471,000 when comparing the two periods, primarily resulting from a 9% increase in average loans (primarily residential mortgage loans), offset, in part, by a 23 basis point decrease in overall yield. Although there was a 325 basis point decrease in short-term market rates over the last year, longer-term mortgage origination rates declined at a much lower pace during the same period. Existing loans that reset to market rates, such as prime-based home equity loans, and adjustable rate residential and commercial mortgages with reset dates in 2008 and early 2009, were impacted by lower market rates. Combined, these loans account for less than 20% of the entire mortgage portfolio. As a result, the volatility in market rates did not have a significant impact on the average yield of the loan portfolio.

Securities, Federal Home Loan Bank stock and short-term investments, combined, accounted for 16% of the total average earning assets for the quarters ended March 31, 2009 and 2008. Income for these categories combined decreased $497,000 when comparing the two periods primarily due to decreases in interest rates and the loss of dividends on the Federal Home Loan Bank of Boston (“FHLBB”) stock. This was partially offset by an increase in average balances. Over the last year, both short-term and long-term rates have declined affecting short-term overnight investments and matured/called investment securities when the funds are reinvested. Additionally, in early 2009 the FHLBB suspended payment of dividends on its stock.

The average rate on interest-bearing liabilities decreased to 2.68% for the first quarter of 2009 from 3.89% for the comparable quarter of 2008. Total interest expense decreased by $1.6 million when comparing the quarters ended March 31, 2009 and 2008.

Interest expense on deposits decreased by $716,000 primarily as a result of a 122 basis point decrease in the weighted average rate offset, in part, by a $91.2 million increase in average interest-bearing deposit balances. The rates paid on money market deposit accounts and certificates of deposit were lower during the first quarter of 2009 as compared to the same quarter of 2008 and reflected local market conditions. Interest expense paid on borrowed funds for the first quarter of 2009 decreased $858,000 as compared to the same quarter in 2008, due primarily to a 96 basis point decrease in the weighted average rate combined with a $31.1 million decrease in average borrowings.

PROVISION FOR LOAN LOSSES

At March 31, 2009, management's review of the allowance for loan losses concluded that a balance of $5.1 million was adequate to provide for losses based upon evaluation of risk in the loan portfolio. During the first quarter of 2009, management provided $550,000 to achieve such a loan loss allowance balance at March 31, 2009. Although the Bank has incurred minimal losses in recent history, the deterioration in national and local market conditions suggests that it is prudent to add additional provisions to its allowance for loan losses. Comparably, at March 31, 2008, management's evaluation of the balance of the allowance for loan losses indicated the need of a quarterly provision of $68,000.

At March 31, 2009, the allowance for loan losses represented 0.76% of gross loans as compared to 0.66% at March 31, 2008. Management considers many factors when evaluating the balance in the loan loss allowance including, but not limited to, trends in portfolio volume, maturity and composition, historical charge-offs, trends in delinquencies and non-accruals, and the national and local economic condition. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. In particular, at March 31, 2009, management considered the dollar value of its non-accrual and delinquent loans, and the volatility in the financial markets. Management believes that its loans classified as non-accrual are significantly collateralized, pose minimal risk of loss to the Bank and the allowance for loan losses is sufficient to absorb such losses, if any.

OTHER INCOME

Other income is comprised of customer service fees, increases in the cash surrender value of life insurance policies and other items. Total other income was $377,000 for the quarter ended March 31, 2009 as compared to $402,000 for the same quarter of 2008. Customer service fees decreased by $25,000 over the two periods, primarily the result of a decrease in volume of fee-based customer transactions. Income from bank-owned life insurance decreased by $5,000 over the two periods, reflecting the decreased rates earned on these assets.

OPERATING EXPENSES

Total operating expenses were $3.4 million, or an annualized 1.67% of average total assets, for the quarter ended March 31, 2009 as compared to $2.9 million, or 1.54% annualized, for the same quarter of 2008. Operating expenses include salaries and employee benefits, data processing, occupancy and equipment and other items.

Salaries and employee benefits expenses increased $196,000, or 11%, primarily due to adjustments to the accrual for death benefits and other post retirement benefits related to the departure of a member of executive management during the first quarter of 2009. Also accounting for the increase in salaries and employee benefits was an increase in staff for the Bank's newest branch, annual merit-based salary increases and rising medical insurance costs...

Data processing expenses increased $15,000, or 7%, in the first quarter of 2009 as compared to the same quarter last year due to expenditures related to the new branch, increased processing volumes and improvements made to the Bank's wide area network.

Occupancy and equipment expenditures increased by $56,000, or 18%, due primarily to expenses related to the purchase and renovation of the new branch, the increased cost of equipment maintenance, increased property taxes, and increased rental expenses.

Other expenses, which include advertising, director fees, supplies, audit-related expenses, and foreclosure related expenses, among others, increased $239,000, or 38%, when comparing the two periods. The increase is primarily attributable to Federal Deposit Insurance Corporation ("FDIC") deposit insurance premiums. The FDIC increased their assessment rate for 2009. Total deposit insurance expenses were $178,000 for the first quarter of 2009 as compared to $90,000 in the first quarter of 2008. Financial pressures on insured institutions nationwide, coupled with the recent increase in the maximum amount of deposits insured, may have adverse effects on future levels of premiums. Additionally, foreclosure expenses increased by $77,000 due to recent foreclosure activity and marketing related expenses increased by $32,000 due to additional marketing initiatives.

INCOME TAXES

The Bank recognizes income taxes under the asset and liability method established in Financial Accounting Standards Board Statement No. 109, "Accounting for Income Taxes". Under this method, deferred tax assets and liabilities are established for the temporary difference between the accounting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when the amounts related to such temporary differences are realized or settled. The Bank's deferred tax asset is reviewed quarterly and adjustments to such asset are recognized as deferred income tax expense or benefit based on management's judgment relating to the realizability of such asset.

During the first quarter of 2009, the Bank recorded tax expense of $964,000, or 38.0% of pre-tax income, as compared to $714,000, or 35.7%, for the same quarter in 2008. Changes in the Bank's tax rate are due primarily to changes in the yields earned on assets subject to preferential tax treatment, as well as higher projected net income before tax in 2009 such that these assets have a lower impact on the effective tax rate.

BALANCE SHEET ANALYSIS - COMPARISON AT MARCH 31, 2009 TO DECEMBER 31, 2008

Assets totaled $840.0 million at March 31, 2009, as compared to $806.2 million at December 31, 2008, an increase of $33.8 million, or 4%.

SECURITIES, SHORT-TERM INVESTMENTS, CERTIFICATES OF DEPOSITS AND FHLB STOCK

Securities were $76.8 million at March 31, 2009, a decrease of 12% when compared to the $87.4 million at December 31, 2008. During the first three months of 2009, there were $10.3 million in security maturities, calls and principal paydowns. Net proceeds from securities transactions were reinvested in short-term investments.

Beginning in the second half of 2008 and continuing through March 31, 2009, there has been a significant inflow of deposits. These funds were temporarily held by the Bank in short-term investments until such time as they could be used to reduce borrowed funds, or used to fund loan production.

At March 31, 2009 and December 31, 2008, the Bank's entire securities portfolio was classified as available for sale and reflected on the balance sheet at fair value with unrealized gains and losses, net of tax effect, excluded from earnings and reported in accumulated other comprehensive income. The net unrealized gain on securities available for sale, net of tax, was $643,000 at March 31, 2009 as compared to $770,000 at December 31, 2008. The methodology used in valuing the Bank’s securities portfolio in accordance with SFAS 157 is described under “Fair Values of Assets and Liabilities” in Item 1 of this document. The fair value of securities fluctuates with the movement of interest rates. Generally, during periods of falling interest rates, the fair values increase whereas the opposite may hold true during a rising interest rate environment.

The securities portfolio is comprised primarily of bonds issued by government-sponsored enterprises and mortgage-backed securities issued by the Federal Home Loan Mortgage Corporation (“FHLMC”) and the Federal National Mortgage Association (“FNMA”). At March 31, 2009, approximately 86% of the portfolio consisted of fixed-rate agency bond issues. In September 2008, the U.S. government placed FNMA and FHLMC in conservatorship under the Federal Housing Financing Agency (“FHFA”). While equity investors in these two entities were negatively impacted, bond holders have, thus far, been unaffected. Mortgage-backed issues, which are guaranteed by FNMA and FHLMC, comprised 10% of the portfolio. Repayment of these issues is anticipated from payments made on the underlying mortgages. The majority of the bond and mortgage-backed holdings are short-term in nature with nearly the entire portfolio maturing in three years or less.

At March 31, 2009, the Bank held $3.0 million, or 4% of the portfolio, in the CRA Fund, an equity security which invests in local community-related projects.

The Bank holds an investment of $13.5 million in FDIC-insured certificates of deposit issued by other financial institutions at March 31, 2009. Generally, the Bank invests in such certificates due to the increase in yield over comparably-termed bonds issued by government-sponsored enterprises at time of purchase.

As a member of the FHLBB, the Bank is required to hold a Membership Stock Investment plus an Activity-based Stock Investment in the FHLBB, which is based primarily on the amount of FHLBB borrowings. In late 2008, the FHLBB announced a moratorium on all excess stock repurchases and subsequently in early 2009, FHLBB announced that it has suspended its dividend payment. It is uncertain when the FHLBB will resume paying a dividend and re-establish their program of redeeming excess stock. At March 31, 2009, the Bank held $13.4 million in FHLBB stock.

LOANS

During the first three months of 2009, total loans outstanding increased by $20.5 million to $667.7 million, from $647.3 million at December 31, 2008, attributable to originated loans of $52.8 million offset by payoffs and amortization. Comparably, loan originations for the same period in 2008 were $36.8 million. On March 31, 2009 and December 31, 2008, net loans outstanding represented 79% and 80% of assets, respectively. Mortgage loans continue to account for more than 99% of the loan portfolio.

Loan Balances by Type

(In thousands)	March 31, 2009	December 31, 2008
Mortgage loans:		
Residential	$ 292,927	$ 271,473
Commercial	319,570	317,162
Construction	30,275	33,315
Equity lines-of-credit	21,110	20,591
Second mortgages	7,585	7,802
Total mortgage loans	671,467	650,343
Other loans:		
Personal installment	289	357
Commercial loans	251	198
Revolving credit	174	244
Total other loans	714	799
Total loans	672,181	651,142
Allowance for loan losses	(5,120)	(4,530)
Net deferred loan origination costs	655	643
Loans, net	$ 667,716	$ 647,255

Loans are carried net of the allowance for loan losses. The allowance is maintained at a level to absorb losses within the loan portfolio. At March 31, 2009, the allowance had a balance of $5.1 million as compared to $4.5 million at December 31, 2008. At March 31, 2009, the Bank allocated reserves totaling $25,000 to loans classified as impaired pursuant to SFAS No. 114. At December 31, 2008, allocated reserves totaled $31,000.

The Bank works closely with delinquent mortgagors to bring their loans current and foreclosure proceedings commence if the mortgagor is unable to satisfy their outstanding obligation. In 2008, the Commonwealth of Massachusetts enacted a law which grants a mortgagor a 90-day right to cure a default on residential real property mortgages. Land court filings, which are part of the foreclosure process in Massachusetts, experienced a 90-day backlog due to the volume of foreclosure filings in the state. Combined, this resulted in a delay in the Bank's collection process.

At March 31, 2009, there were 18 loans classified as non-accrual totaling $11.7 million as compared to 16 non-accrual loans totaling $7.1 million at December 31, 2008. At March 31, 2009, the Bank held no foreclosed assets. At December 31, 2008, the Bank held $280,000 in foreclosed assets. At March 31, 2009, non-performing assets were 1.39% of total assets as compared to 0.91% at December 31, 2008. Management believes that its loans classified as non-accrual are significantly collateralized, pose minimal risk of loss to the Bank, and the allowance for loan losses is sufficient to absorb such losses, if any.

Non-Performing Assets

(In thousands)	March 31, 2009	December 31, 2008
Non-accrual loans:		
Residential mortgages	$ 5,608	$ 5,587
Commercial mortgages	5,958	1,498
Commercial equity loans	94	--
Installment loans	1	--
Total non-accrual loans	11,661	7,085
Foreclosed real estate	---	280
Total non-performing assets	$11,661	$ 7,365
Percentage of non-accrual loans to:		
Loans, net	1.75%	1.09%
Total assets	1.39%	0.88%
Percentage of non-performing assets, net to:		
Total assets	1.39%	0.91%
Allowance for loan losses to total loans, net	0.76%	0.70%

All non-accrual loan amounts listed above, except $1,000 at March 31, 2009, are also considered impaired pursuant to SFAS No. 114 at March 31, 2009 and December 31, 2008, respectively.

BANK-OWNED LIFE INSURANCE

At March 31, 2009 and December 31, 2008, the Bank reported $13.3 million and $13.2 million, respectively, in the cash value of life insurance. The policies, which insure the lives of certain Bank officers, accrete at a variable rate of interest with minimum stated guaranteed rates.

DEPOSITS

Deposits increased by $36.4 million to $561.8 million at March 31, 2009 from $525.3 million at December 31, 2008. Core deposits, which include regular, money market, NOW and demand deposits, increased $31.7 million over the December 31, 2008 balance, primarily as a result of growth in the Money Market deposit category. Certificate accounts were $312.9 million, or 56% of total deposits, at March 31, 2009, as compared to $308.2 million, or 59% of total deposits, at December 31, 2008.

During late 2008, national and international financial markets became increasingly volatile. The NYSE reported large declines in the trading prices of equity securities and several financial services companies were in severe distress. Combined, these events rattled consumers and small business owners, a number of whom ultimately transferred their funds from affected markets into premium money market and certificate of deposit accounts at the Bank. The Bank offers FDIC insurance, which generally provides protection for up to $100,000 in separately insured deposit accounts, and DIF insurance for all deposits in excess of this amount. In October, the FDIC began offering insurance protection for up to $250,000 in separately insured deposit accounts. Volatility continues in the stock market and the Bank continues to experience an influx of deposits, although not to the same extent since this regulation was enacted.

In addition, the Bank's newest branch, in the Assinippi section of Norwell/Hanover, Massachusetts, commenced operation in June 2008. Thus far, deposit growth has exceeded management's expectations.

Deposit growth over the first three months of 2009 was used primarily to fund growth in the loan portfolio, pay down FHLBB borrowings and fund loan production.

Deposit Balances by Type

(Dollars in thousands)	March 31, 2009	% of Total	December 31, 2008	% of Total
Non-certificate accounts:				
Regular	$ 44,435	7.9%	$ 42,576	8.1%
Money market deposits	135,916	24.2	108,729	20.7
NOW	26,768	4.8	24,504	4.6
Demand	41,767	7.4	41,360	7.9
Total non-certificate accounts	248,886	44.3	217,169	41.3
Term certificates less than $100,000	163,832	29.2	159,144	30.3
Term certificates $100,000 or more	149,036	26.5	149,021	28.4
Total certificate accounts	312,868	55.7	308,165	58.7
Total deposits	$561,754	100.0%	$525,334	100.0%

BORROWINGS

Federal Home Loan Bank of Boston (FHLBB) advances were $209.8 million at March 31, 2009 as compared to $215.0 million at December 31, 2008. These advances are predominately fixed rate in nature with 30% scheduled to mature in the next twelve months. During the first three months of 2009, there were $34.0 million in new borrowings used to refinance maturing borrowings along with reducing short-term borrowings.

LIQUIDITY AND CAPITAL RESOURCES

The Bank continually assesses its liquidity position by forecasting incoming and outgoing cash flows. In some cases, contractual maturity dates are used to anticipate cash flows. However, when an asset or liability is subject to early repayment or redemption at the discretion of the issuer or customer, cash flows can be difficult to predict. Generally, these prepayment rights are exercised when it is most financially favorable to the issuer or customer.

The majority of the Bank's investment portfolio is fixed with respect to rate and maturity date. The remaining securities can be called at the discretion of the issuer. Mortgage-backed securities, which comprise 10% of the portfolio, are subject to repayment at the discretion of the underlying borrower.

Residential loans are susceptible to principal repayment at the discretion of the borrower. Commercial mortgages, while subject to significant penalties for early repayment in most cases, can also prepay at the borrower's discretion.

Core deposit balances can generally be withdrawn from the Bank at any time. Certificates of deposit, with predefined maturity dates and subject to early redemption penalties, can also be withdrawn. The Bank estimates the volatility of its deposits in light of the general economic climate and recent actual experience.

Approximately 73% of the Bank's borrowings are fixed in terms of rate and maturity. Approximately 27% or $57.5 million can be called for earlier repayment at the discretion of the issuer. It is considered unlikely that these borrowings will be called by the issuer in the near term.

The Bank also monitors its off-balance sheet items. See "Commitments" appearing within the "Notes to Unaudited Consolidated Financial Statements" section of this document which begins on Page 7. At March 31, 2009, the Bank had $97.6 million in commitments to extend credit as compared to $59.4 million at December 31, 2008.

The Bank takes each of the above issues into consideration when measuring its liquidity position. Specific measurements include the Bank's cash flow position at both the 30 day and 90 day horizon and the level of volatile assets on earning assets. At March 31, 2009, each measurement was within pre-defined Bank guidelines. The loan to deposit ratio slightly exceeded the Bank's tolerance at March 31, 2009. The Bank continually strives to raise deposits and reduce this ratio to within pre-established guidelines.

To supplement its liquidity position, should the need arise, the Bank maintains its membership in the Federal Home Loan Bank of Boston where it is eligible to obtain both short and long-term credit advances. At March 31, 2009, the Bank could borrow up to $308.2 million to meet its borrowing needs, based on the Bank's available qualified collateral which consists primarily of 1-4 family residential mortgages, five or more family residential mortgages, the majority of the Bank's investment in securities issued by government-sponsored enterprises and certain commercial mortgages. The Bank can pledge other mortgages and assets as collateral to secure as much as $116.0 million in additional borrowings. At March 31, 2009, the Bank had $209.8 million in advances outstanding.

At March 2009, the Bank had capital of $60.9 million, or 7.2% of total assets, as compared to $59.8 million, or 7.4%, at December 31, 2008. During the three months ended March 31, 2009, stockholders' equity increased by $1.0 million due primarily to net income for the period of $1.6 million, partially offset by the declaration of dividends of $ 0.21 per share, which reduced capital by $446,000. Stock option exercises during the first three months of 2009 contributed $50,000 to capital.

Total capital is adjusted by the unrealized gains or losses in the Bank's available-for-sale securities portfolio and, as such, it is subject to fluctuations resulting from changes in the market values of its securities. At March 31, 2009, the Bank's entire securities portfolio was classified as available for sale, and changes in the value of the portfolio had the effect of decreasing capital over the three-month period by $127,000.

Massachusetts chartered savings banks that are insured by the FDIC are subject to minimum capital maintenance requirements. Regulatory guidelines define the minimum amount of qualifying capital an institution must maintain as a percentage of risk-weighted assets and average total assets.

The following table details the Bank's actual capital ratios and minimum regulatory ratios.

(Dollars in thousands) Actual Regulatory Capital Ratios

	March 31, 2009	December 31, 2008	Minimum Capital Requirement Ratios	Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions Ratios
Tier 1 Capital as a Percentage of Risk-Weighted Assets	11.40%	11.24%	4.0%	6.0%
Total Capital as a Percentage of Risk-Weighted Assets	12.38%	12.10%	8.0%	10.0%
Tier 1 Capital to Average Assets	7.39%	7.39%	4.0%	5.0%
Total Risk-Weighted Assets	$528,117	$525,321		

At March 31, 2009 and December 31, 2008, the Bank exceeded all of the minimum regulatory capital ratio requirements.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ASSET/LIABILITY MANAGEMENT

The earnings of most banking institutions are exposed to interest rate risk because their balance sheets, both assets and liabilities, are predominantly interest bearing. It is the Bank's objective to minimize, to the degree prudently possible, its exposure to interest rate risk, bearing in mind that the Bank, by its very nature, will always be in the business of taking on interest rate risk. Interest rate risk is monitored on a quarterly basis by the Asset Liability Committee of the Bank. The primary tool used by the Bank in managing interest rate risk is income simulation modeling. Income simulation modeling measures changes in net interest income by projecting the future composition of the Bank's balance sheet and applying different interest rate scenarios. Management incorporates numerous assumptions into the simulation model, such as prepayment speeds, interest rate environments, balance sheet growth and deposit elasticity. To a significantly lesser degree, the Bank also utilizes GAP analysis which involves comparing the difference between interest-rate sensitive assets and liabilities that mature or reprice during a given period of time. The analyses indicate that the Bank's interest rate risk exposure continues to be well managed and within pre-defined limits.

During the first three months of 2009, interest rate declines proved to be beneficial to the Bank’s earnings despite the fact that both the investment portfolio, consisting largely of shorter term investments, and adjustable loans that reset in 2008 was negatively impacted by lower yields. Yields on other earning assets also saw modest declines, however. The cost of deposits and borrowings declined dramatically over the first three months of the year as market rates fell. Some maturing borrowings were refinanced at longer terms and at lower rates than the maturing advance.

In early 2009, the U. S. Treasury has taken action to attempt to lower longer-term rates as a means to stimulate economic activity. This includes having U. S. government agencies purchase longer-term investment products to artificially lower rates through increased demand. Although this has not had a significant impact on the Bank’s portfolio through March 31, 2009, management has reviewed current loan production and decided, in April 2009, to sell a portion of current production as a means of reducing future interest rate risk. In late April 2009, $10.9 million in 30-year, fixed rate loans were packaged and sold in the secondary market.

ITEM 4 – CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the Bank's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness, as of March 31, 2009, of the Bank's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended. The term "disclosure controls and procedures" is defined to mean controls and other procedures that are designed to ensure that information required to be disclosed by the Bank in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and is made known to the Bank's CEO and CFO by others within the Bank, particularly during the period in which this report was being prepared, as appropriate to allow timely decisions regarding required disclosure.

The CEO and CFO recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and such officers necessarily apply their judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on their evaluation of the Bank's disclosure controls and procedures as of March 31, 2009, the CEO and CFO concluded that, as of such date, the Bank's disclosure controls and procedures were effective at the reasonable assurance level.

(b) Changes in Internal Control

There were no significant changes in the Bank's internal control over financial reporting, as defined in Rules 13a-15(e) and 15d-15(e), during the fiscal quarter ended March 31, 2009, that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

Not applicable

ITEM 1A – RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Bank's most recently filed Form 10K.

ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

Not applicable

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 - OTHER INFORMATION

Not applicable

ITEM 6 – EXHIBITS

Exhibit No.	
31.3	Certifications – Chief Executive Officer
31.4	Certifications – Chief Financial Officer
32.3	Certification Pursuant to 18 U.S.C. §1350 – Chief Executive Officer
32.4	Certification Pursuant to 18 U.S.C. §1350 – Chief Financial Officer

SIGNATURES

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

HINGHAM INSTITUTION FOR SAVINGS

Date: May 13, 2009 ____

Robert H. Gaughen, Jr.
President & Chief Executive Officer

Date: May 13, 2009 ____

Robert A. Bogart
Vice President & Treasurer

CERTIFICATIONS EXHIBIT 31.1

I, Robert H. Gaughen, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Hingham Institution for Savings;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures [as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)] and internal control over financial reporting [as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)] for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2009 ________________________________

Robert H. Gaughen, Jr.
Chief Executive Officer

CERTIFICATIONS EXHIBIT 31.2

I, Robert A. Bogart, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Hingham Institution for Savings;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures [as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)] and internal control over financial reporting [as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)] for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the audit committee of the registrant's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2009 ________________________________

Robert A. Bogart
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Hingham Institution for Savings (the “Bank”) for the quarter ended March 31, 2009, as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), the undersigned Robert H. Gaughen, Jr., Chief Executive Officer of the Bank, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly present, in all material respects, the financial condition and results of operations of the Bank.

____

Robert H. Gaughen, Jr.
Chief Executive Officer

Date: May 13, 2009

EXHIBIT 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Hingham Institution for Savings (the “Bank”) for the quarter ended March 31, 2009, as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), the undersigned Robert A. Bogart, Chief Financial Officer of the Bank, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly present, in all material respects, the financial condition and results of operations of the Bank.

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Robert A. Bogart, Chief Financial Officer
Vice President and Treasurer

Date: May 13, 2009