PowerShares DB Multi-Sector Commodity Trust
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POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

POWERSHARES DB ENERGY FUND

POWERSHARES DB OIL FUND

POWERSHARES DB PRECIOUS METALS FUND

POWERSHARES DB GOLD FUND

POWERSHARES DB SILVER FUND

POWERSHARES DB BASE METALS FUND

POWERSHARES DB AGRICULTURE FUND

SUPPLEMENT DATED JULY 31, 2011 TO

PROSPECTUS DATED JANUARY 3, 2011

This Supplement updates certain information contained in the Prospectus dated January 3, 2011, as supplemented from time-to-time (the Prospectus) of PowerShares DB Multi-Sector Commodity Trust (the Trust), PowerShares DB Energy Fund, PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund, PowerShares DB Silver Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund (collectively, the Funds). All capitalized terms used in this Supplement have the same meaning as in the Prospectus.

Prospective investors in the Funds should review carefully the contents of both this Supplement and the Prospectus.

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All information in the Prospectus is restated pursuant to this Supplement, except as updated hereby.

Neither the Securities and Exchange Commission nor any state securities commission

has approved or disapproved of these securities or determined if this Supplement is

truthful or complete. Any representation to the contrary is a criminal offense.

THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THIS POOL NOR HAS THE COMMISSION PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT.

DB COMMODITY SERVICES LLC

Managing Owner

I. Risk Factor (3) on pages 23-25 of the Prospectus is hereby deleted and replaced, in its entirety, with the following:

(3) Regulatory and Exchange Position Limits and Other Rules May Restrict the Creation of Baskets and the Operation of One or More of the Funds.

CFTC and commodity exchange rules impose speculative position limits on market participants, including certain of the Funds, trading in certain commodities. These position limits prohibit any person from holding a position of more than a specific number of such futures contracts.

In the aggregate, the Indexes for the Funds are composed of 21 Index Commodities, of which 16 Index Commodities are currently subject to speculative position limits imposed by either the CFTC or the rules of the futures exchanges on which the futures contracts for the applicable Index Commodities are traded. The purposes of speculative position limits are to diminish, eliminate or prevent sudden or unreasonable fluctuations or unwarranted changes in the prices of futures contracts. Currently, speculative position limits (i) for corn, oats, wheat, soybean, soybean oil and cotton are determined by the CFTC and (ii) for all other commodities are determined by the futures exchanges. Pursuant to the statutory mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, which was signed into law on July 21, 2010, the CFTC proposed regulations in January 2011, or the Proposed Regulations, that would, in pertinent part, impose new federal position limits on futures and options on a subset of energy, metal, and agricultural commodities, or the Referenced Contracts, and economically equivalent swaps. Futures on Light, Sweet Crude Oil, Heating Oil, RBOB Gasoline, Natural Gas, Gold, Silver, Corn, Soybeans, Wheat, Kansas City Wheat, Sugar, Cocoa, Coffee, Cotton, Live Cattle, Feeder Cattle and Lean Hogs are Referenced Contracts subject to the Proposed Regulations.

Generally, speculative position limits in the physical delivery markets are set at a stricter level during the spot month, the month when the futures contract matures and becomes deliverable, versus the limits set for all other months. If the Managing Owner determines that a Fund s trading may be approaching any of these speculative position limits, such Fund may reduce its trading in that commodity or trade in other commodities or instruments that the Index Sponsor determines comply with the rules and goals of the applicable Index. Below is a chart that sets forth certain relevant information, including current speculative position limits for each Affected Index Commodity that any person may hold, separately or in combination, net long or net short, for the purchase or sale of any commodity futures contract or, on a futures-equivalent basis, options thereon. Speculative position limit levels remain subject to change by the CFTC or the relevant exchanges.

Under current regulations, subject to any relevant exemptions, traders, such as each Fund, may not exceed speculative position limits, either individually, or in the aggregate with other persons with whom they are under common control or ownership. Under the Proposed Regulations, the CFTC would require certain persons to aggregate exchange listed futures and economically equivalent swap positions owned or controlled by such persons.

Affected Index Commodity	**Exchange (Symbol)**[1]	**Exchange Position Limits**[2]
Corn	CBOT (C)	600 Spot Month 13,500 Single Month 22,000 All Months Combined
Cotton #2	ICE-US (CT)	300 Spot Month 3,500 Single Month 5,000 All Months Combined
Sugar #11	ICE-US (SB)	5,000 Spot Month
Soybeans	CBOT (S)	600 Spot Month

		6,500 Single Month 10,000 All Months Combined
Wheat	CBOT (W)	600 Spot Month 5,000 Single Month 6,500 - All Months Combined
Kansas City Wheat	KCB (KW)	600 - Spot Month (Spot month limits go into effect on a contract at the close of trade the day before its first delivery notice day.) 5,000 Single Month 6,500 - All Months Combined
Cocoa	ICE-US (CC)	1,000 Notice Period
Coffee	ICE-US (KC)	500 Notice Period
Live Cattle	CME (LC)	450 Spot Month (as of the close of business on the first business day following the first Friday of the contract month) 300 Spot Month (as of the close of business on the business day immediately preceding the last five business days of the contract month)

Affected Index Commodity	Exchange (Symbol)[1]	Exchange Position Limits[2]
Feeder Cattle	CME (FC)	6,300 Single Month 300 Spot Month (during the last ten days of trading)
Lean Hogs	CME (LH)	1,950- Single Month 950 Spot Month (as of the close of business on the fifth business day of the contract month)
Gold	COMEX (GC)	4,150 Single Month 3,000 Spot Month 6,000 Single Month 6,000 All Months Combined
Silver	COMEX (SI)	1,500 Spot Month 6,000 Single Month 6,000 All Months Combined
Light, Sweet Crude Oil	NYMEX (CL)	3,000 Spot Month 10,000 Single Month 20,000 All Months Combined
Heating Oil	NYMEX (HO)	1,000 Spot Month 5,000 Single Month 7,000 All Months Combined
Natural Gas	NYMEX (NG)	1,000 Spot Month 6,000 Single Month 12,000 All Months Combined

1 **Legend**:

CBOT means the Board of Trade of the City of Chicago Inc., or its successor.

ICE-US means ICE Futures U.S., Inc., or its successor.

KCB means the Board of Trade of Kansas City, Missouri, Inc., or its successor.

CME means the Chicago Mercantile Exchange, Inc., or its successor.

COMEX means the Commodity Exchange Inc., New York, or its successor.

NYMEX means the New York Mercantile Exchange, or its successor.

2 Subject to the Position Limit, Position Accountability and Reportable Level table in the Interpretations & Special Notices section at the end of Chapter 5 of the exchange s rulebook.

Because a Fund may be subject to position limits and, consequently, the corresponding Fund s ability to issue new Baskets, or the Fund s ability to reinvest income in additional futures contracts corresponding to the Affected Index Commodities may be limited to the extent these activities would cause such Fund to exceed its applicable position limits. Limiting the size of a Fund may affect the correlation between the price of the

Shares, as traded on the NYSE Arca, and the net asset value of a Fund. That is, the inability to create additional Baskets could result in Shares trading at a premium or discount to net asset value of a Fund.

Under the Dodd-Frank Act, the CFTC is required, among other things, to establish speculative position limits on exchange listed futures and options on physical commodities (including certain energy, metals and agricultural products) and economically equivalent over-the-counter derivatives. The Dodd-Frank Act will also require the CFTC to establish aggregate position limits for contracts based on the same underlying commodity, including certain contracts traded on non-U.S. exchanges. Depending on the outcome of the Proposed Regulations and any future CFTC or futures exchange rulemaking, as applicable, the rules concerning position limits may be amended in a manner that is detrimental to the Funds. For example, if the amended rules are detrimental to a particular Fund, its ability to issue new Baskets, or reinvest income in additional futures contracts corresponding to the Affected Index Commodities, may be limited to the extent these activities would cause such Fund to exceed the applicable position limits. Limiting the size of a Fund may affect the correlation between the price of the Shares of a Fund, as traded on the NYSE Arca, and the net asset value of such Fund. That is, the inability to create additional Baskets could result in Shares in a Fund trading at a premium or discount to net asset value of such Fund.

II. Risk Factor (27) on pages 29-30 of the Prospectus is hereby deleted and replaced, in its entirety, with the following, and the numbers of the succeeding risk factors are hereby increased by 1:

(27) The Effects Of Market Disruptions and Government Intervention Are Unpredictable And May Have An Adverse Effect On The Value Of Your Shares.

The global financial markets have in the past few years gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an emergency basis, suddenly and substantially eliminating market participants ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies.

A Fund may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to market participants from their banks, dealers and other counterparties is typically reduced in disrupted markets. Such a reduction may result in substantial losses to the affected market participants. Market disruptions may from time to time cause dramatic losses, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

(28) Regulatory Changes or Actions, Including the Implementation of the Dodd-Frank Act, May Alter the Operations and Profitability of the Funds.

The regulation of commodity interest transactions in the United States is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. Considerable regulatory attention has been focused on non-traditional investment pools that are publicly distributed in the United States. The Dodd-Frank Act seeks to regulate markets, market participants and financial instruments that previously have been unregulated and substantially alters the regulation of many other markets, market participants and financial instruments. Because many provisions of the Dodd-Frank Act require rulemaking by the applicable regulators before becoming fully effective and the Dodd-Frank Act mandates multiple agency reports and studies (which could result in additional legislative or regulatory action), it is difficult to predict the impact of the Dodd-Frank Act on each Fund, the Managing Owner, and the markets in which the Funds may invest, the Net Asset Value of each Fund or the market price of the Shares. The Dodd-Frank Act could result in the Fund s investment strategy becoming non-viable or non-economic to implement. Therefore, the Dodd-Frank Act and regulations adopted pursuant to the Dodd-Frank Act could have a material adverse impact on the profit potential of the Fund and in turn the value of your Shares.

III. Pages 36 through 39 of the Prospectus are hereby deleted and replaced, in their entirety, with the following:

PERFORMANCE OF POWERSHARES DB ENERGY FUND *(TICKER: DBE)*, A SERIES OF

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Energy Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $689,327,712

Net Asset Value as of April 30, 2011: $248,086,627

Net Asset Value per Share as of April 30, 2011: $33.53

Worst Monthly Drawdown: (28.36)% October 2008

Worst Peak-to-Valley Drawdown: (66.18)% June 2008 February 2009*

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	5.35	(8.46)	(6.19)	(1.17)	0.08
February	5.65	5.54	(5.93)	10.62	5.80
March	5.38	2.88	5.71	1.35	5.33
April	6.28	5.48	(1.34)	10.21	0.86
May		(14.15)	22.99	14.95	(0.92)
June		(0.73)	3.14	10.15	3.41
July		4.09	2.26	(12.21)	2.26
August		(7.48)	(3.50)	(6.72)	(4.07)
September		7.97	(0.96)	(11.32)	7.78
October		0.02	7.99	(28.36)	12.90
November		2.15	1.68	(14.60)	(2.56)
December		8.95	(0.39)	(13.74)**	4.95***
Compound Rate of Return	24.65% (4 months)	3.42%	24.81%	(40.74)%	40.68%

* The Worst Peak-to-Valley Drawdown from June 2008 February 2009 includes the effect of the $0.44 per Share distribution made to Shareholders of record as of December 17, 2008. Please see Footnote **.

** The December 2008 return of (13.74)% includes the $0.44 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was (11.92)%.

*** The December 2007 return of 4.95% includes the $0.90 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was 7.64%.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

PERFORMANCE OF POWERSHARES DB OIL FUND (*TICKER: DBO*), A SERIES OF POWERSHARES

DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Oil Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $1,124,542,518

Net Asset Value as of April 30, 2011: $700,112,099

Net Asset Value per Share as of April 30, 2011: $34.32

Worst Monthly Drawdown: (29.20)% October 2008

Worst Peak-to-Valley Drawdown: (65.43)% June 2008 February 2009*

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	3.69	(8.65)	(5.87)	(3.00)	(2.08)
February	2.60	7.48	(4.30)	10.99	6.13
March	7.67	4.76	7.88	0.30	4.77
April	6.25	4.46	(1.12)	12.33	(2.20)
May		(16.47)	26.94	12.65	(2.48)
June		(3.20)	1.94	11.73	4.58
July		4.98	3.09	(11.24)	2.65
August		(6.85)	(3.12)	(5.82)	(4.20)
September		8.66	(1.07)	(12.79)	9.59
October		(0.14)	8.27	(29.20)	15.62
November		1.66	2.94	(15.73)	(2.39)
December		9.39	(0.95)	(11.79)**	4.85***
Compound Rate of Return	21.70% (4 months)	2.51%	35.65%	(41.42)%	38.48%

* The Worst Peak-to-Valley Drawdown from June 2008 February 2009 includes the effect of the $0.12 per Share distribution made to Shareholders of record as of December 17, 2008. Please see Footnote **.

** The December 2008 return of (11.79)% includes the $0.12 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was (11.27)%.

*** The December 2007 return of 4.85% includes the $1.28 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was 7.93%.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

See accompanying Footnotes to Performance Information.

PERFORMANCE OF POWERSHARES DB PRECIOUS METALS FUND *(TICKER: DBP)*, A SERIES OF POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Precious Metals Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $691,676,740

Net Asset Value as of April 30, 2011: $592,591,490

Net Asset Value per Share as of April 30, 2011: $61.73

Worst Monthly Drawdown: (18.43)% October 2008

Worst Peak-to-Valley Drawdown: (31.88)% February 2008 October 2008

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	(7.08)	(1.83)	6.02	10.18	4.04
February	8.60	2.92	1.97	7.34	2.77
March	4.38	0.68	(1.84)	(7.24)	(1.87)
April	13.10	5.93	(3.99)	(5.36)	2.10
May		2.01	12.91	2.30	(2.43)
June		2.27	(7.08)	3.99	(3.14)
July		(5.01)	2.61	(0.88)	2.96
August		5.95	1.17	(12.05)	(0.77)
September		6.14	7.00	2.59	16.86
October		5.46	1.73	(18.43)	(5.36)
November		4.66	13.44	11.56	3.95
December		3.91	(7.62)	6.94*	4.04**
Compound Rate of Return	19.12% (4 months)	37.71%	26.57%	(3.88)%	23.72%

* The December 2008 return of 6.94% includes the $0.27 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was 7.91%.

** The December 2007 return of 4.04% includes the $0.60 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was 5.58%.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

PERFORMANCE OF POWERSHARES DB GOLD FUND *(TICKER: DGL)*, A SERIES OF POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Gold Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $457,889,260

Net Asset Value as of April 30, 2011: $284,247,286

Net Asset Value per Share as of April 30, 2011: $54.66

Worst Monthly Drawdown: (18.06)% October 2008

Worst Peak-to-Valley Drawdown: (26.80)% February 2008 October 2008

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	(6.39)	(1.30)	4.85	9.67	3.44
February	5.58	3.15	1.48	5.14	2.44
March	1.98	(0.56)	(2.07)	(5.77)	(1.02)
April	8.05	5.89	(3.64)	(5.92)	2.86
May		2.79	9.53	2.54	(2.93)
June		2.45	(5.40)	4.17	(1.99)
July		(5.28)	2.69	(1.48)	2.61
August		5.56	(0.26)	(9.22)	0.68
September		4.63	5.75	5.49	9.81
October		3.60	3.01	(18.06)	6.01
November		1.98	13.39	13.29	(1.26)
December		2.45	(7.27)	6.66*	3.54**
Compound Rate of Return	8.88% (4 months)	27.83%	22.03%	2.00%	26.20%

* The December 2008 return of 6.66% includes the $0.26 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was 7.52%.

** The December 2007 return of 3.54% includes the $0.81 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was 5.84%.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

See accompanying Footnotes to Performance Information.

PERFORMANCE OF POWERSHARES DB SILVER FUND *(TICKER: DBS)*, A SERIES OF

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Silver Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $451,544,733

Net Asset Value as of April 30, 2011: $546,112,474

Net Asset Value per Share as of April 30, 2011: $85.33

Worst Monthly Drawdown: (23.42)% August 2008

Worst Peak-to-Valley Drawdown: (51.35)% February 2008 October 2008

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	(9.59)	(4.06)	11.40	12.83	6.48
February	19.91	1.91	4.16	16.53	4.13
March	12.35	6.15	(0.89)	(12.95)	(4.91)
April	28.28	6.20	(5.23)	(4.05)	0.49
May		(1.11)	26.80	1.67	(0.26)
June		1.38	(13.00)	3.41	(7.80)
July		(3.92)	2.46	1.68	4.60
August		7.65	6.73	(23.42)	(6.71)
September		12.36	11.63	(10.23)	13.76
October		12.61	(2.45)	(20.75)	3.92
November		14.77	13.71	4.72	(2.92)
December		9.63	(9.03)	8.74*	2.02**
Compound Rate of Return	56.22% (4 months)	81.95%	48.10%	(27.16)%	11.32%

* The December 2008 return of 8.74% includes the $0.22 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was 9.92%.

** The December 2007 return of 2.02% includes the $0.87 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was 5.24%.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

PERFORMANCE OF POWERSHARES DB BASE METALS FUND *(TICKER: DBB)*, A SERIES OF

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Base Metals Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $1,060,880,840

Net Asset Value as of April 30, 2011: $629,090,069

Net Asset Value per Share as of April 30, 2011: $24.38

Worst Monthly Drawdown: (27.29)% October 2008

Worst Peak-to-Valley Drawdown: (60.29)% July 2007 January 2009*

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	0.62	(11.50)	(7.37)	8.82	(5.84)
February	3.18	4.12	3.71	12.16	3.70
March	(3.08)	8.17	12.99	(5.59)	1.88
April	(0.57)	(4.12)	6.48	(0.87)	10.74
May		(10.43)	6.30	(4.54)	(2.40)
June		(5.71)	3.07	3.92	(1.19)
July		11.17	13.82	(4.21)	4.86
August		(0.86)	7.55	(6.74)	(7.61)
September		9.18	(0.43)	(11.14)	2.37
October		3.32	5.97	(27.29)	(2.43)
November		(4.69)	6.81	(6.46)	(5.95)
December		13.14	7.98	(11.29)**	(8.98)***
Compound Rate of Return	0.04% (4 months)	8.20%	88.64%	(45.73)%	(12.00)%

* The Worst Peak-to-Valley Drawdown from July 2007 January 2009 includes the effect of the $0.96 per Share distribution made to Shareholders of record as of December 19, 2007, and the effect of the $0.28 per Share distribution made to Shareholders of record as of December 17, 2008. Please see Footnotes ** and ***.

** The December 2008 return of (11.29)% includes the $0.28 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was (9.21)%.

*** The December 2007 return of (8.98)% includes the $0.96 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was (5.01)%.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

See accompanying Footnotes to Performance Information.

PERFORMANCE OF POWERSHARES DB AGRICULTURE FUND *(TICKER: DBA)*, A SERIES OF POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

Name of Pool: PowerShares DB Agriculture Fund

Type of Pool: Public, Exchange-Listed Commodity Pool

Inception of Trading: January 2007

Aggregate Gross Capital Subscriptions as of April 30, 2011: $7,836,899,960

Net Asset Value as of April 30, 2011: $3,807,117,192

Net Asset Value per Share as of April 30, 2011: $34.18

Worst Monthly Drawdown: (14.74)% September 2008

Worst Peak-to-Valley Drawdown: (43.49)% February 2008 May 2010*

Monthly Rate of Return	2011(%)	2010(%)	2009(%)	2008(%)	2007(%)
January	5.93	(3.81)	(3.62)	12.47	3.44
February	1.69	(0.13)	(5.88)	12.90	3.91
March	(1.86)	(4.56)	3.74	(12.43)	(5.81)
April	(0.12)	2.62	2.58	0.27	(1.94)
May		(5.34)	11.50	(1.56)	5.84
June		1.94	(9.17)	13.41	(0.04)
July		8.30	(0.55)	(10.36)	(0.50)
August		(0.12)	3.69	(3.28)	2.07
September		5.81	(2.03)	(14.74)	10.20
October		8.06	0.43	(14.44)	(0.17)
November		(1.95)	3.07	(4.41)	4.94
December		11.28	(0.38)	5.10**	6.56***
Compound Rate of Return	5.59% (4 months)	22.47%	1.85%	(20.91)%	31.24%

* The Worst Peak-to-Valley Drawdown from February 2008 May 2010 includes the effect of the $0.45 per Share distribution made to Shareholders of record as of December 17, 2008. Please see Footnote **.

** The December 2008 return of 5.10% includes the $0.45 per Share distribution made to Shareholders of record as of December 17, 2008. Prior to the December 30, 2008 distribution, the pool s return for December 2008 was 6.93%.

*** The December 2007 return of 6.56% includes the $0.45 per Share distribution made to Shareholders of record as of December 19, 2007. Prior to the December 28, 2007 distribution, the pool s return for December 2007 was 7.89%.

**** As of October 19, 2009, the Fund commenced tracking the Deutsche Bank Liquid Commodity Index Diversified Agriculture Excess Return . Prior to October 19, 2009, the Fund tracked the Deutsche Bank Liquid Commodity Index Optimum Yield Agriculture Excess Return .

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

See accompanying Footnotes to Performance Information.

Footnotes to Performance Information

1. Aggregate Gross Capital Subscriptions is the aggregate of all amounts ever contributed to the relevant pool, including investors who subsequently redeemed their investments.

2. Net Asset Value is the net asset value of the relevant pool as of April 30, 2011.

3. Net Asset Value per Share is the Net Asset Value of the relevant pool divided by the total number of Shares outstanding with respect to such pool as of April 30, 2011.

4. Worst Monthly Drawdown is the largest single month loss sustained since inception of trading. Drawdown as used in this section of the Prospectus means losses experienced by the relevant pool over the specified period and is calculated on a rate of return basis, i.e., dividing net performance by beginning equity. Drawdown is measured on the basis of monthly returns only, and does not reflect intra-month figures. Month is the month of the Worst Monthly Drawdown.

5. Worst Peak-to-Valley Drawdown is the largest percentage decline in the Net Asset Value per Share over the history of the relevant pool. This need not be a continuous decline, but can be a series of positive and negative returns where the negative returns are larger than the positive returns. Worst Peak-to-Valley Drawdown represents the greatest percentage decline from any month-end Net Asset Value per Share that occurs without such month-end Net Asset Value per Share being equaled or exceeded as of a subsequent month-end. For example, if the Net Asset Value per Share of a particular pool declined by $1 in each of January and February, increased by $1 in March and declined again by $2 in April, a peak-to-valley drawdown analysis conducted as of the end of April would consider that drawdown to be still continuing and to be $3 in amount, whereas if the Net Asset Value per Share had increased by $2 in March, the January-February drawdown would have ended as of the end of February at the $2 level.

6. Compound Rate of Return of the relevant pool is calculated by multiplying on a compound basis each of the monthly rates of return set forth in the respective charts above and not by adding or averaging such monthly rates of return. For periods of less than one year, the results are year-to-date.

7. The below table reflects both the name of the original Index that each Fund (except PowerShares DB Agriculture Fund) has tracked up to and including December 31, 2010, or Original Index, and the name of the Index that each Fund will track after December 31, 2010, or Renamed Index:

Fund	Index	
	Original	Renamed
PowerShares DB Energy Fund	Deutsche Bank Liquid Commodity Index Optimum Yield Energy Excess Return	DBIQ Optimum Yield Energy Index Excess Return
PowerShares DB Oil Fund	Deutsche Bank Liquid Commodity Index Optimum Yield Crude Oil Excess Return	DBIQ Optimum Yield Crude Oil Index Excess Return
PowerShares DB Precious Metals Fund	Deutsche Bank Liquid Commodity Index Optimum Yield Precious Metals Excess Return	DBIQ Optimum Yield Precious Metals Index Excess Return
PowerShares DB Gold Fund	Deutsche Bank Liquid Commodity Index Optimum Yield Gold Excess Return	DBIQ Optimum Yield Gold Index Excess Return
PowerShares DB Silver Fund	Deutsche Bank Liquid Commodity Index Optimum Yield Silver Excess Return	DBIQ Optimum Yield Silver Index Excess Return
PowerShares DB Base Metals Fund	Deutsche Bank Liquid Commodity Index Optimum Yield Industrial Metals Excess Return	DBIQ Optimum Yield Industrial Metals Index Excess Return

Each Fund s Original Index is identical to the Renamed Index, except with respect to the following non-substantive changes: (i) name of Index, (ii) ticker symbol, and (iii) inception date of Renamed Index for CFTC purposes. Except as provided in the immediately preceding sentence, all prior underlying formulae, data (e.g., closing levels, measure of volatility, all other numerical statistics and measures) and all other characteristics (e.g., Base Date, Index Sponsor, rolling, etc.) with respect to each Original Index is identical to its corresponding Renamed Index.

The PowerShares DB Agriculture Fund tracked the Deutsche Bank Liquid Commodity Index Diversified Agriculture Excess Return up to and including December 31, 2010. The PowerShares DB Agriculture Fund commenced tracking the DBIQ Diversified Agriculture Index Excess Return after December 31, 2010. The only difference between the Deutsche Bank Liquid Commodity Index Diversified Agriculture Excess Return and the DBIQ Diversified Agriculture Index Excess Return is a name change.

DBLCI and Deutsche Bank Liquid Commodity Index are trade marks of the Index Sponsor and are the subject of Community Trade Mark Nos. 3055043 and 3054996. Trade Mark applications in the United States are pending with respect to both the Trust and aspects of each Index. The Fund and the Managing Owner have been licensed to use DBLCI , Deutsche Bank Liquid Commodity Index and DBIQ .

IV. Pages 52 through 113 of the Prospectus are hereby deleted and replaced, in their entirety, with the following:

Volatility of the Various Indexes

The following table[1] reflects various measures of volatility[2] of the history of each Index as calculated on an excess return basis:

Volatility Type	DBIQ-OY Energy ER[3]	DBIQ-OY CL ER[4]	DBIQ-OY Precious Metals ER[4]	DBIQ-OY GC ER[4]	DBIQ-OY SI ER[4]	DBIQ-OY Industrial Metals ER[5]	DBIQ Diversified Agriculture ER[6]
Daily volatility over full history	25.20%	27.52%	16.31%	15.13%	26.00%	21.07%	10.59%
Average rolling 3 month daily volatility	23.51%	25.76%	15.20%	13.99%	24.21%	19.66%	9.85%
Monthly return volatility	25.53%	26.64%	16.30%	15.04%	26.57%	21.54%	12.44%
Average annual volatility	24.33%	26.38%	15.13%	14.00%	23.90%	18.77%	10.26%

The following table reflects the daily volatility on an annual basis of each Index:

Year	DBIQ-OY Energy ER[3]	DBIQ-OY CL ER[4]	DBIQ-OY Precious Metals ER[4]	DBIQ-OY GC ER[4]	DBIQ-OY SI ER[4]	DBIQ-OY Industrial Metals ER[5]	DBIQ Diversified Agriculture ER[6]
1988		26.56%	11.17%	11.41%	10.73%		
1989		28.11%	13.57%	13.14%	18.53%		8.35%
1990	44.82%	40.56%	16.71%	17.67%	19.41%		7.92%
1991	31.03%	29.57%	13.63%	12.63%	23.40%		7.85%
1992	14.60%	16.66%	8.90%	8.32%	15.67%		6.93%
1993	15.25%	17.70%	16.81%	14.44%	28.37%		8.24%
1994	18.05%	20.13%	12.08%	9.60%	23.28%		12.80%
1995	13.45%	17.07%	9.89%	6.62%	26.37%		6.78%
1996	23.86%	31.02%	7.74%	6.17%	17.62%		7.80%
1997	18.29%	21.51%	13.51%	12.60%	24.68%	11.99%	11.19%
1998	23.80%	27.97%	14.60%	12.84%	29.22%	14.38%	8.06%
1999	24.43%	27.10%	16.54%	17.35%	21.74%	14.07%	10.74%
2000	28.21%	32.19%	14.01%	15.02%	14.41%	11.78%	8.87%
2001	27.56%	29.77%	13.79%	14.44%	17.22%	12.57%	8.38%
2002	24.63%	25.52%	13.51%	13.44%	17.43%	13.12%	9.51%
2003	26.34%	26.59%	16.17%	16.66%	20.32%	13.86%	8.37%
2004	28.71%	30.80%	19.48%	16.25%	35.48%	20.85%	11.01%
2005	27.49%	26.55%	13.23%	12.38%	21.32%	18.18%	9.40%
2006	22.01%	22.01%	25.97%	22.81%	41.21%	32.26%	9.57%
2007	19.54%	21.17%	14.96%	13.91%	21.28%	20.35%	9.36%
2008	36.57%	41.43%	27.33%	25.53%	43.01%	28.81%	21.09%
2009	31.28%	33.56%	20.44%	18.40%	31.13%	29.14%	15.60%
2010	18.84%	20.63%	15.22%	13.28%	26.40%	23.76%	13.55%
2011[1]	16.61%	19.00%	13.98%	11.20%	25.29%	16.37%	14.49%

[1]As of April 30, 2011. Past Index levels are not necessarily indicative of future Index levels.

[2]Volatility, for these purposes, means the following:

Daily Volatility: The relative rate at which the price of the Index moves up and down, found by calculating the annualized standard deviation of the daily change in price.

Monthly Return Volatility: The relative rate at which the price of the Index moves up and down, found by calculating the annualized standard deviation of the monthly change in price.

Average Annual Volatility: The average of yearly volatilities for a given sample period. The yearly volatility is the relative rate at which the price of the Index moves up and down, found by calculating the annualized standard deviation of the daily change in price for each business day in the given year.

[3]As of June 4, 1990. Past Index levels are not necessarily indicative of future Index levels.

[4]As of December 2, 1988. Past Index levels are not necessarily indicative of future Index levels.

[5]As of September 3, 1997. Past Index levels are not necessarily indicative of future Index levels.

[6]As of January 18, 1989. Past Index levels are not necessarily indicative of future Index levels.

ENERGY SECTOR DATA

RELATING TO

DBIQ OPTIMUM YIELD ENERGY INDEX EXCESS RETURN

(DBIQ-OY ENERGY ER)

11

CLOSING LEVELS TABLES

DBIQ OPTIMUM YIELD ENERGY INDEX EXCESS RETURN

	CLOSING LEVEL		CHANGES	
	High[1]	Low[2]	Annual Index Changes[3]	Index Changes Since Inception[4]
1990[5]	179.19	96.66	45.52%	45.52%
1991	147.42	107.20	-20.99%	14.98%
1992	137.39	110.88	9.57%	25.99%
1993	138.78	100.51	-20.19%	0.56%
1994	122.19	95.20	6.96%	7.56%
1995	119.82	102.02	11.00%	19.39%
1996	197.83	111.99	63.92%	95.71%
1997	204.30	159.71	-18.40%	59.71%
1998	160.51	97.65	-36.95%	0.70%
1999	178.20	92.77	72.80%	74.00%
2000	298.97	167.50	41.06%	145.44%
2001	278.42	192.42	-16.74%	104.36%
2002	298.19	194.55	41.97%	190.12%
2003	391.72	284.31	32.29%	283.81%
2004	715.99	383.42	54.72%	493.84%
2005	1037.13	582.46	55.14%	821.29%
2006	1074.96	812.65	-10.74%	722.36%
2007	1112.80	709.23	34.88%	1009.21%
2008	1772.65	559.38	-40.45%	560.50%
2009	862.18	518.29	25.76%	730.64%
2010	884.28	704.89	4.00%	763.88%
2011[6]	1075.48	850.77	24.49%	975.48%

THE FUND WILL TRADE WITH A VIEW TO TRACKING THE DBIQ OPTIMUM YIELD ENERGY INDEX EXCESS RETURN OVER TIME.

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE, SHOULD BE TAKEN AS AN INDICATION OF THE FUND S FUTURE PERFORMANCE.

DBIQ OPTIMUM YIELD ENERGY INDEX TOTAL RETURN

	CLOSING LEVEL		CHANGES	
	High[1]	Low[2]	Annual Index Changes[3]	Index Changes Since Inception[4]
1990[5]	183.60	97.33	51.88%	51.88%
1991	154.30	112.85	-16.53%	26.77%
1992	155.82	122.35	13.48%	43.86%
1993	160.01	118.31	-17.71%	18.38%
1994	147.06	112.95	11.67%	32.19%
1995	155.68	127.46	17.38%	55.17%
1996	270.11	146.19	72.56%	167.77%
1997	279.83	227.35	-14.08%	130.07%
1998	232.17	147.51	-33.81%	52.29%
1999	282.30	141.11	81.15%	175.87%
2000	496.29	265.84	49.64%	312.83%
2001	476.58	334.41	-13.77%	255.97%

2002	527.96	339.16	44.32%	413.72%
2003	700.53	505.36	33.65%	586.61%
2004	1293.70	686.54	56.88%	977.16%
2005	1917.92	1056.70	60.14%	1625.00%
2006	2070.40	1595.93	-6.33%	1515.87%
2007	2285.06	1397.07	41.00%	2178.45%
2008	3676.21	1165.04	-39.62%	1275.66%
2009	1798.15	1079.73	25.94%	1632.53%
2010	1845.15	1471.50	4.14%	1704.26%
2011[6]	2247.00	1776.94	24.54%	2147.00%

THE FUND WILL NOT TRADE WITH A VIEW TO TRACKING THE DBIQ OPTIMUM YIELD ENERGY INDEX TOTAL RETURN OVER TIME.

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE, SHOULD BE TAKEN AS AN INDICATION OF THE FUND S FUTURE PERFORMANCE.

See accompanying Notes and Legends.

INDEX COMMODITIES WEIGHTS TABLES

DBIQ OPTIMUM YIELD ENERGY INDEX EXCESS RETURN

	CL[7]		HO[7]		LCO[7]		XB[7]		NG[7]	
	High[1]	Low[2]	High	Low	High	Low	High	Low	High	Low
1990[5]	21.8%	21.9%	21.4%	22.6%	27.2%	22.2%	23.4%	22.4%	6.2%	10.9%
1991	21.8%	22.5%	22.8%	22.7%	23.8%	20.0%	21.5%	21.8%	10.1%	13.1%
1992	21.3%	22.3%	23.1%	23.1%	21.6%	21.5%	21.7%	22.2%	12.3%	10.8%
1993	21.6%	22.1%	21.5%	22.8%	21.1%	22.7%	21.4%	22.0%	14.4%	10.4%
1994	20.6%	21.7%	22.4%	22.5%	24.7%	21.9%	23.0%	21.8%	9.3%	12.1%
1995	22.9%	24.3%	21.2%	22.1%	23.1%	23.0%	23.1%	21.9%	9.7%	8.8%
1996	22.6%	22.6%	21.6%	21.1%	22.0%	22.5%	21.8%	22.9%	12.0%	10.9%
1997	23.2%	22.5%	21.6%	22.6%	22.2%	21.6%	21.4%	23.1%	11.4%	10.1%
1998	22.4%	22.7%	22.9%	23.4%	21.3%	21.1%	23.5%	22.5%	9.9%	10.4%
1999	22.7%	23.1%	21.9%	22.0%	23.0%	22.2%	23.3%	22.3%	9.1%	10.4%
2000	21.8%	22.9%	22.5%	22.2%	21.2%	22.8%	23.2%	23.2%	11.4%	8.9%
2001	23.5%	22.9%	22.0%	22.2%	21.4%	21.8%	22.5%	22.7%	10.5%	10.4%
2002	21.4%	23.2%	22.4%	22.5%	24.2%	22.6%	21.8%	23.2%	10.3%	8.5%
2003	22.7%	21.2%	22.6%	21.5%	22.3%	23.2%	22.3%	21.8%	10.2%	12.3%
2004	23.9%	22.6%	23.0%	22.2%	23.2%	21.8%	21.0%	22.9%	8.8%	10.5%
2005	20.6%	22.3%	23.5%	22.7%	21.8%	22.3%	24.9%	23.0%	9.1%	9.7%
2006	23.3%	22.8%	22.7%	22.7%	23.2%	22.9%	25.3%	22.8%	5.5%	8.7%
2007	22.6%	22.1%	22.8%	23.0%	22.5%	22.1%	23.0%	22.6%	9.1%	10.2%
2008	22.2%	21.8%	24.2%	21.3%	22.3%	22.8%	21.3%	21.7%	10.1%	12.4%
2009	24.5%	22.7%	19.4%	20.7%	23.9%	22.8%	27.5%	24.3%	4.7%	9.6%
2010	22.8%	22.3%	23.0%	23.0%	23.4%	23.0%	23.5%	23.1%	7.3%	8.6%
2011[6]	21.9%	22.3%	23.3%	22.4%	23.3%	22.9%	23.3%	22.5%	8.3%	10.0%

THE FUND WILL TRADE WITH A VIEW TO TRACKING THE

DBIQ OPTIMUM YIELD ENERGY INDEX EXCESS RETURN OVER TIME.

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE,

SHOULD BE TAKEN AS AN INDICATION OF THE FUND S FUTURE PERFORMANCE.

DBIQ OPTIMUM YIELD ENERGY INDEX TOTAL RETURN

	CL[7]		HO[7]		LCO[7]		XB[7]		NG[7]	
	High[1]	Low[2]	High	Low	High	Low	High	Low	High	Low
1990[5]	21.8%	21.9%	21.4%	22.6%	27.2%	22.2%	23.4%	22.4%	6.2%	10.9%
1991	21.8%	22.5%	22.8%	22.7%	23.8%	20.0%	21.5%	21.8%	10.1%	13.1%
1992	21.3%	22.3%	23.2%	23.1%	21.6%	21.5%	21.5%	22.2%	12.5%	10.8%
1993	21.6%	22.1%	21.5%	22.8%	21.1%	22.7%	21.4%	22.0%	14.4%	10.4%
1994	20.6%	21.7%	22.4%	22.5%	24.7%	21.9%	23.0%	21.8%	9.3%	12.1%
1995	22.9%	22.9%	21.2%	22.4%	23.1%	23.1%	23.1%	23.3%	9.7%	8.4%
1996	22.6%	22.6%	21.6%	21.1%	22.0%	22.5%	21.8%	22.9%	12.0%	10.9%
1997	23.2%	22.0%	21.6%	22.8%	22.2%	21.1%	21.4%	23.7%	11.4%	10.3%
1998	22.4%	22.7%	22.9%	23.4%	21.3%	21.1%	23.5%	22.5%	9.9%	10.4%
1999	22.9%	23.1%	22.3%	22.0%	22.8%	22.2%	23.3%	22.3%	8.6%	10.4%
2000	21.8%	22.9%	22.5%	22.2%	21.2%	22.8%	23.2%	23.2%	11.4%	8.9%

2001	23.5%	22.9%	22.0%	22.2%	21.4%	21.8%	22.5%	22.7%	10.5%	10.4%
2002	21.4%	23.2%	22.4%	22.5%	24.2%	22.6%	21.8%	23.2%	10.3%	8.5%
2003	22.7%	21.2%	22.6%	21.5%	22.3%	23.2%	22.3%	21.8%	10.2%	12.3%
2004	23.9%	22.6%	23.0%	22.2%	23.2%	21.8%	21.0%	22.9%	8.8%	10.5%
2005	20.6%	22.3%	23.5%	22.7%	21.8%	22.3%	24.9%	23.0%	9.1%	9.7%
2006	23.3%	22.8%	22.7%	22.7%	23.2%	22.9%	25.3%	22.8%	5.5%	8.7%
2007	22.6%	22.1%	22.8%	23.0%	22.5%	22.1%	23.0%	22.6%	9.1%	10.2%
2008	22.2%	21.8%	24.2%	21.3%	22.4%	22.8%	21.3%	21.7%	10.0%	12.4%
2009	24.5%	22.7%	19.4%	20.7%	23.9%	22.8%	27.5%	24.3%	4.7%	9.6%
2010[6]	22.8%	22.3%	23.0%	23.0%	23.4%	23.0%	23.5%	23.1%	7.3%	8.6%
2011[6]	21.9%	22.3%	23.3%	22.4%	23.3%	22.9%	23.3%	22.5%	8.3%	10.0%

THE FUND WILL NOT TRADE WITH A VIEW TO TRACKING THE DBIQ OPTIMUM YIELD ENERGY INDEX TOTAL RETURN OVER TIME.

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND

NEGATIVE, SHOULD BE TAKEN AS AN INDICATION OF THE FUND S FUTURE PERFORMANCE.

See accompanying Notes and Legends.

All statistics based on data from June 4, 1990 to April 30, 2011.

VARIOUS STATISTICAL MEASURES	DBIQ Optimum Yield Energy ER[8]	DBIQ Optimum Yield Energy TR[9]	Goldman Sachs US Energy Total Return[10]
Annualized Changes to Index Level[11]	12.0%	16.0%	7.3%
Average rolling 3 month daily volatility[12]	23.5%	23.5%	28.8%
Sharpe Ratio[13]	0.37	0.54	0.14
% of months with positive change[14]	57%	58%	55%
Average monthly positive change[15]	6.0%	6.2%	7.5%
Average monthly negative change[16]	-5.1%	-4.9%	-6.7%

ANNUALIZED INDEX LEVELS[17]	DBIQ Optimum Yield Energy ER[8]	DBIQ Optimum Yield Energy TR[9]	Goldman Sachs US Energy Total Return[10]
1 year	23.3%	23.5%	15.3%
3 year	-7.3%	-6.9%	-18.7%
5 year	1.4%	3.3%	-7.6%
7 year	12.7%	15.2%	-0.2%
10 year	14.7%	17.0%	3.0%
15 year	14.5%	18.0%	6.3%

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE, SHOULD BE TAKEN AS AN INDICATION OF THE FUND S FUTURE PERFORMANCE.

WHILE THE FUND S OBJECTIVE IS NOT TO GENERATE PROFIT THROUGH ACTIVE PORTFOLIO MANAGEMENT, BUT IS TO TRACK THE INDEX, BECAUSE THE INDEX WAS ESTABLISHED IN OCTOBER 2010, CERTAIN INFORMATION RELATING TO INDEX CLOSING LEVELS MAY BE CONSIDERED TO BE HYPOTHETICAL. HYPOTHETICAL INFORMATION MAY HAVE CERTAIN INHERENT LIMITATIONS, SOME OF WHICH ARE DESCRIBED BELOW.

NO REPRESENTATION IS BEING MADE THAT THE INDEX WILL OR IS LIKELY TO ACHIEVE ANNUAL OR CUMULATIVE CLOSING LEVELS CONSISTENT WITH OR SIMILAR TO THOSE SET FORTH HEREIN. SIMILARLY, NO REPRESENTATION IS BEING MADE THAT THE FUND WILL GENERATE PROFITS OR LOSSES SIMILAR TO THE FUND S PAST PERFORMANCE, WHEN AVAILABLE, OR THE HISTORICAL ANNUAL OR CUMULATIVE CHANGES IN THE INDEX CLOSING LEVELS. IN FACT, THERE ARE FREQUENTLY SHARP DIFFERENCES BETWEEN HYPOTHETICAL RESULTS AND THE ACTUAL RESULTS SUBSEQUENTLY ACHIEVED BY INVESTMENT METHODOLOGIES, WHETHER ACTIVE OR PASSIVE.

ONE OF THE LIMITATIONS OF HYPOTHETICAL INFORMATION IS THAT IT IS GENERALLY PREPARED WITH THE BENEFIT OF HINDSIGHT. TO THE EXTENT THAT INFORMATION PRESENTED HEREIN RELATES TO THE PERIOD JUNE 1990 THROUGH SEPTEMBER 2010, THE INDEX CLOSING LEVELS REFLECT THE APPLICATION OF THE INDEX S METHODOLOGY, AND SELECTION OF INDEX COMMODITIES, IN HINDSIGHT.

NO HYPOTHETICAL RECORD CAN COMPLETELY ACCOUNT FOR THE IMPACT OF FINANCIAL RISK IN ACTUAL TRADING. FOR EXAMPLE, THERE ARE NUMEROUS FACTORS, INCLUDING THOSE DESCRIBED UNDER THE RISKS YOU FACE HEREIN, RELATED TO THE COMMODITIES MARKETS IN GENERAL OR TO THE IMPLEMENTATION OF THE FUND S EFFORTS TO TRACK ITS INDEX OVER TIME WHICH CANNOT BE, AND HAVE NOT BEEN, ACCOUNTED FOR IN THE PREPARATION OF SUCH INDEX INFORMATION SET FORTH ON THE FOLLOWING PAGES, ALL OF WHICH CAN ADVERSELY AFFECT ACTUAL PERFORMANCE RESULTS FOR THE FUND. FURTHERMORE, THE INDEX INFORMATION DOES NOT INVOLVE FINANCIAL

RISK OR ACCOUNT FOR THE IMPACT OF FEES AND COSTS ASSOCIATED WITH THE FUND.

THE MANAGING OWNER COMMENCED OPERATIONS IN JANUARY 2006. AS MANAGING OWNER, THE MANAGING OWNER AND ITS TRADING PRINCIPALS HAVE BEEN MANAGING THE DAY-TO-DAY OPERATIONS FOR THE FUNDS AND RELATED PRODUCTS AND MANAGING FUTURES TRADING ACCOUNTS. BECAUSE THERE ARE LIMITED ACTUAL TRADING RESULTS TO COMPARE TO THE INDEX CLOSING LEVELS SET FORTH HEREIN, PROSPECTIVE INVESTORS SHOULD BE PARTICULARLY WARY OF PLACING UNDUE RELIANCE ON THE ANNUAL OR CUMULATIVE INDEX RESULTS.

See accompanying Notes and Legends.

COMPARISON OF DBIQ-OY ENERGY ER, DBIQ-OY ENERGY TR AND GOLDMAN SACHS US ENERGY TOTAL RETURN

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE, SHOULD BE TAKEN AS AN INDICATION OF THE FUND S FUTURE PERFORMANCE.

Each of DBIQ-OY Energy ER, DBIQ-OY Energy TR and Goldman Sachs US Energy Total Return are indices and do not reflect actual trading.

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WHILE THE FUND S OBJECTIVE IS NOT TO GENERATE PROFIT THROUGH ACTIVE PORTFOLIO MANAGEMENT, BUT IS TO TRACK THE INDEX, BECAUSE THE INDEX WAS ESTABLISHED IN OCTOBER 2010, CERTAIN INFORMATION RELATING TO INDEX CLOSING LEVELS MAY BE CONSIDERED TO BE HYPOTHETICAL. HYPOTHETICAL INFORMATION MAY HAVE CERTAIN INHERENT LIMITATIONS, SOME OF WHICH ARE DESCRIBED BELOW.

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See accompanying Notes and Legends.

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See accompanying Notes and Legends.

NOTES AND LEGENDS:

1. High reflects the highest closing level of the Index during the applicable year.

2. Low reflects the lowest closing level of the Index during the applicable year.

3. Annual Index Changes reflect the change to the Index level on an annual basis as of December 31 of each applicable year.

4. Index Changes Since Inception reflects the change of the Index level since inception on a compounded annual basis as of December 31 of each applicable year.

5. Closing levels as of inception on June 4, 1990.

6. Closing levels as of April 30, 2011.

7. The DBIQ Optimum Yield Energy Index Excess Return and DBIQ Optimum Yield Energy Index Total Return reflect the change in market value of the following underlying index commodities: CL (Light, Sweet Crude Oil), HO (Heating Oil), LCO (Brent Crude Oil), XB (RBOB Gasoline) and NG (Natural Gas) on an optimum yield basis.

8. DBIQ Optimum Yield Energy ER is DBIQ Optimum Yield Energy Index Excess Return .

9. DBIQ Optimum Yield Energy TR is DBIQ Optimum Yield Energy Index Total Return .

10. Goldman Sachs US Energy Total Return is Goldman Sachs US Energy Total Return.

11. Annualized Changes to Index Level reflect the change to the applicable index level on an annual basis as of December 31 of each applicable year.

12. Average rolling 3 month daily volatility. The daily volatility reflects the relative rate at which the price of the applicable index moves up and down, which is found by calculating the annualized standard deviation of the daily change in price. In turn, an average of this value is calculated on a 3 month rolling basis.

13. Sharpe Ratio compares the annualized rate of return minus the annualized risk-free rate of return to the annualized variability often referred to as the standard deviation of the monthly rates of return. A Sharpe Ratio of 1:1 or higher indicates that, according to the measures used in calculating the ratio, the rate of return achieved by a particular strategy has equaled or exceeded the risks assumed by such strategy. The risk-free rate of return that was used in these calculations was assumed to be 3.29%.

14. % of months with positive change during the period from inception to April 30, 2011.

15. Average monthly positive change during the period from inception to April 30, 2011.

16. Average monthly negative change during the period from inception to April 30, 2011.

17. Annualized Index Levels reflect the change to the level of the applicable index on an annual basis as of December 31 of each applicable time period (e.g., 1 year, 3, 5 or 7, 10 or 15 years, as applicable).

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ALTHOUGH THE INDEX SPONSOR WILL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE INDEX FROM SOURCE(S) WHICH THE INDEX SPONSOR CONSIDERS RELIABLE, THE INDEX SPONSOR WILL NOT INDEPENDENTLY VERIFY SUCH INFORMATION AND DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN. THE INDEX SPONSOR SHALL NOT BE LIABLE (WHETHER IN NEGLIGENCE OR OTHERWISE) TO ANY PERSON FOR ANY ERROR IN THE INDEX AND THE INDEX SPONSOR IS UNDER NO OBLIGATION TO ADVISE ANY PERSON OF ANY ERROR THEREIN.

UNLESS OTHERWISE SPECIFIED, NO TRANSACTION RELATING TO THE INDEX IS SPONSORED, ENDORSED, SOLD OR PROMOTED BY THE INDEX SPONSOR AND THE INDEX SPONSOR MAKES NO EXPRESS OR IMPLIED REPRESENTATIONS OR WARRANTIES AS TO (A) THE ADVISABILITY OF PURCHASING OR ASSUMING ANY RISK IN CONNECTION WITH ANY SUCH TRANSACTION (B) THE LEVELS AT WHICH THE INDEX STANDS AT ANY PARTICULAR TIME ON ANY PARTICULAR DATE (C) THE RESULTS TO BE OBTAINED BY THE ISSUER OF ANY SECURITY OR ANY COUNTERPARTY OR ANY SUCH ISSUER S SECURITY HOLDERS OR CUSTOMERS OR ANY SUCH COUNTERPARTY S CUSTOMERS OR COUNTERPARTIES OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN IN CONNECTION WITH ANY LICENSED RIGHTS OR FOR ANY OTHER USE OR (D) ANY OTHER MATTER. THE INDEX SPONSOR MAKES NO EXPRESS OR IMPLIED REPRESENTATIONS OR WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE WITH RESPECT TO THE INDEX OR ANY DATA INCLUDED THEREIN.

WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE INDEX SPONSOR HAVE ANY LIABILITY (WHETHER IN NEGLIGENCE OR OTHERWISE) TO ANY PERSON FOR ANY DIRECT, INDIRECT, SPECIAL, PUNITIVE, CONSEQUENTIAL OR ANY OTHER DAMAGES (INCLUDING LOST PROFITS) EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

CRUDE OIL SECTOR DATA

RELATING TO

DBIQ OPTIMUM YIELD CRUDE OIL INDEX EXCESS RETURN

(DBIQ-OY CL ER)

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CLOSING LEVELS TABLES

DBIQ OPTIMUM YIELD CRUDE OIL INDEX EXCESS RETURN

	CLOSING LEVEL		CHANGES	
	High[1]	Low[2]	Annual Index Changes[3]	Index Changes Since Inception[4]
1988[5]	112.02	97.53	12.02%	12.02%
1989	192.01	110.98	71.41%	92.01%
1990	294.82	160.13	24.79%	139.61%
1991	238.71	175.06	-15.63%	102.15%
1992	224.82	189.93	0.68%	103.52%
1993	217.01	152.46	-24.79%	53.08%
1994	173.31	142.13	5.59%	61.64%
1995	202.32	157.90	25.16%	102.32%
1996	414.35	185.87	104.80%	314.35%
1997	425.66	303.27	-26.65%	203.93%
1998	302.95	171.33	-40.94%	79.51%
1999	346.30	165.23	85.26%	232.56%
2000	551.67	325.69	31.04%	335.79%
2001	532.29	390.80	-3.95%	318.57%
2002	608.00	399.11	41.61%	492.76%
2003	847.48	574.29	39.55%	727.21%
2004	1632.10	824.87	63.83%	1255.23%
2005	2171.79	1319.88	42.95%	1837.28%
2006	2389.01	1856.67	-2.48%	1789.17%
2007	2523.38	1571.31	33.12%	2414.88%
2008	3955.92	1188.78	-41.61%	1368.33%
2009	2057.94	1147.41	36.08%	1898.07%
2010	2169.64	1673.17	3.20%	1962.00%
2011[6]	2508.55	2003.69	21.66%	2408.55%

THE FUND WILL TRADE WITH A VIEW TO TRACKING THE

DBIQ OPTIMUM YIELD CRUDE OIL INDEX EXCESS RETURN OVER TIME.

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE,

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DBIQ OPTIMUM YIELD CRUDE OIL INDEX TOTAL RETURN

	CLOSING LEVEL		CHANGES	
	High[1]	Low[2]	Annual Index Changes[3]	Index Changes Since Inception[4]
1988[5]	112.73	97.60	12.73%	12.73%
1989	209.87	111.81	86.17%	109.87%
1990	341.64	182.36	34.76%	182.82%
1991	295.24	208.42	-10.88%	152.05%

1992	288.22	237.02	4.27%	162.81%
1993	281.69	202.92	-22.45%	103.80%
1994	235.88	190.71	10.24%	124.67%
1995	297.36	219.85	32.36%	197.36%
1996	641.10	274.37	115.60%	541.10%
1997	659.34	493.93	-22.77%	395.14%
1998	495.55	292.68	-37.99%	207.03%
1999	620.64	284.23	94.21%	496.27%
2000	1035.63	584.55	39.02%	728.92%
2001	1030.69	768.08	-0.53%	724.54%
2002	1217.32	786.82	43.96%	1087.00%
2003	1713.97	1154.40	40.99%	1573.50%
2004	3334.95	1670.29	66.12%	2679.95%
2005	4541.88	2707.94	47.56%	4002.06%
2006	5203.49	3969.14	2.34%	4097.88%
2007	5859.72	3499.36	39.16%	5741.98%
2008	9281.23	2799.96	-40.80%	3358.41%
2009	4853.73	2703.20	36.28%	4612.97%
2010	5119.70	3948.54	3.34%	4770.26%
2011[6]	5927.08	4733.01	21.70%	5827.08%

THE FUND WILL NOT TRADE WITH A VIEW TO TRACKING THE

DBIQ OPTIMUM YIELD CRUDE OIL INDEX TOTAL RETURN OVER TIME.

NEITHER THE PAST PERFORMANCE OF THE FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE AND NEGATIVE,

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See accompanying Notes and Legends.

INDEX COMMODITIES WEIGHTS TABLES

DBIQ OPTIMUM YIELD CRUDE OIL INDEX EXCESS RETURN

	CL[7]	
	High[1]	**Low[2]**
1988[5]	100%	100%
1989	100%	100%
1990	100%	100%
1991	100%	100%
1992	100%	100%
1993	100%	100%
1994	100%	100%
1995	100%	100%
1996	100%	100%
1997	100%	100%
1998	100%	100%
1999	100%	100%
2000	100%	100%
2001	100%	100%
2002	100%	100%
2003	100%	100%
2004	100%	100%
2005	100%	100%
2006	100%	100%
2007	100%	100%
2008	100%	100%
2009	100%	100%
2010	100%	100%
2011[6]	100%	100%

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DBIQ OPTIMUM YIELD CRUDE OIL INDEX TOTAL RETURN

	CL[7]	
	High[1]	**Low[2]**
1988[5]	100%	100%
1989	100%	100%
1990	100%	100%
1991	100%	100%
1992	100%	100%
1993	100%	100%
1994	100%	100%
1995	100%	100%
1996	100%	100%
1997	100%	100%
1998	100%	100%

1999	100%	100%
2000	100%	100%
2001	100%	100%
2002	100%	100%
2003	100%	100%
2004	100%	100%
2005	100%	100%
2006	100%	100%
2007	100%	100%
2008	100%	100%
2009	100%	100%
2010	100%	100%
2011[6]	100%	100%

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See accompanying Notes and Legends.

All statistics based on data from December 2, 1988 to April 30, 2011.

VARIOUS STATISTICAL MEASURES	DBIQ Optimum Yield Crude Oil ER[8]	DBIQ Optimum Yield Crude Oil TR[9]	Goldman Sachs Crude Oil Total Return Index[10]
Annualized Changes to Index Level[11]	15.5%	20.0%	12.9%
Average rolling 3 month daily volatility[12]	25.7%	25.7%	31.4%
Sharpe Ratio[13]	0.46	0.64	0.30
% of months with positive change[14]	58%	58%	57%
Average monthly positive change[15]	6.5%	6.8%	8.0%
Average monthly negative change[16]	-5.3%	-5.1%	-7.2%

ANNUALIZED INDEX LEVELS[17]	DBIQ Optimum Yield Crude Oil ER[8]	DBIQ Optimum Yield Crude Oil TR[9]	Goldman Sachs Crude Oil Total Return Index[10]
1 year	16.7%	16.8%	10.1%
3 year	-6.1%	-5.8%	-22.9%
5 year	2.4%	4.4%	-9.3%
7 year	13.8%	16.3%	-0.5%
10 year	17.3%	19.7%	4.9%
15 year	16.2%	19.8%	8.5%

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Commercial real estate

$50.1 $45.6 $ $84.3 $76.9 $

Commercial and industrial

30.6 29.6 20.0 16.5

Equipment financing

22.7 19.5 31.1 24.3

Retail:

Residential mortgage

19.9 19.4 15.4 15.0

Home equity

1.2 1.2 0.6 0.6

Other consumer

Total

$124.5 $115.3 $ $151.4 $133.3 $

With a related allowance for loan losses:

Commercial Banking:

Commercial real estate

Commercial real estate	$82.1	$52.9	$9.5	$71.0	$50.9	$10.4
Commercial and industrial	36.5	35.1	4.0	52.6	43.5	5.7
Equipment financing	34.1	26.8	4.3	39.6	34.1	6.9

Retail:

Residential mortgage

Home equity

Other consumer

Total

$152.7	$114.8	$17.8	$163.2	$128.5	$23.0

Total impaired loans:

Commercial Banking:

Commercial real estate

$132.2	$98.5	$9.5	$155.3	$127.8	$10.4

Commercial and industrial

	67.1	64.7	4.0	72.6	60.0	5.7
Equipment financing	56.8	46.3	4.3	70.7	58.4	6.9
Total	256.1	209.5	17.8	298.6	246.2	23.0

Retail:

Residential mortgage

19.9 19.4 15.4 15.0

Home equity

1.2 1.2 0.6 0.6

Other consumer

Total	21.1	20.6	16.0	15.6

Total	$277.2	$230.1	$17.8	$314.6	$261.8	$23.0

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The following tables summarize, by class of loan, the average recorded investment and interest income recognized on impaired loans for the periods indicated. The average recorded investment amounts are based on month-end balances.

	Three Months Ended			
	June 30, 2012		June 30, 2011	
(in millions)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Commercial Banking:				
Commercial real estate	$ 97.3	$ 0.4	$ 81.8	$ 0.7
Commercial and industrial	63.5	0.6	32.2	0.6
Equipment financing	44.7	0.4	59.1	0.4
Total	205.5	1.4	173.1	1.7
Retail:				
Residential mortgage	17.0	0.2	10.6	0.1
Home equity	0.9		0.7	
Other consumer				
Total	17.9	0.2	11.3	0.1
Total	$ 223.4	$ 1.6	$ 184.4	$ 1.8

	Six Months Ended			
	June 30, 2012		June 30, 2011	
(in millions)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Commercial Banking:				
Commercial real estate	$ 106.5	$ 0.8	$ 87.8	$ 1.6
Commercial and industrial	62.2	1.2	26.1	1.3
Equipment financing	49.5	1.2	57.0	0.6
Total	218.2	3.2	170.9	3.5
Retail:				
Residential mortgage	16.1	0.3	9.6	0.2
Home equity	0.8		0.5	
Other consumer				
Total	16.9	0.3	10.1	0.2
Total	$ 235.1	$ 3.5	$ 181.0	$ 3.7

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The following is a summary, by class of loan, of aging information for originated loans:

As of June 30, 2012 (in millions)	Current	30-89 Days	Past Due 90 Days or More	Total Past Due	Total Originated
Commercial Banking:					
Commercial real estate	$ 5,468.7	$ 13.0	$ 76.0	$ 89.0	$ 5,557.7
Commercial and industrial	4,560.9	25.7	61.7	87.4	4,648.3
Equipment financing	1,848.5	52.1	10.3	62.4	1,910.9
Total	11,878.1	90.8	148.0	238.8	12,116.9
Retail:					
Residential mortgage	3,287.3	64.3	61.2	125.5	3,412.8
Home equity	1,908.6	13.0	13.5	26.5	1,935.1
Other consumer	121.7	2.6	0.2	2.8	124.5
Total	5,317.6	79.9	74.9	154.8	5,472.4
Total originated loans	$ 17,195.7	$ 170.7	$ 222.9	$ 393.6	$ 17,589.3

Included in the Current and 30-89 Days categories above are early non-performing commercial real estate loans, commercial and industrial loans, and equipment financing loans totaling $15.5 million, $14.3 million and $27.0 million, respectively, and $2.7 million of retail loans in foreclosure and bankruptcy. These loans are less than 90 days past due but have been placed on non-accrual status as a result of having been identified as presenting uncertainty with respect to the collectibility of interest and principal.

As of December 31, 2011 (in millions)	Current	30-89 Days	Past Due 90 Days or More	Total Past Due	Total Originated
Commercial Banking:					
Commercial real estate	$ 5,365.1	$ 27.2	$ 93.2	$ 120.4	$ 5,485.5
Commercial and industrial	4,272.1	27.7	52.1	79.8	4,351.9
Equipment financing	1,646.1	56.2	16.6	72.8	1,718.9
Total	11,283.3	111.1	161.9	273.0	11,556.3
Retail:					
Residential mortgage	3,014.5	69.6	68.2	137.8	3,152.3
Home equity	1,899.7	19.4	15.5	34.9	1,934.6
Other consumer	151.6	3.6	0.3	3.9	155.5
Total	5,065.8	92.6	84.0	176.6	5,242.4
Total originated loans	$ 16,349.1	$ 203.7	$ 245.9	$ 449.6	$ 16,798.7

Included in the Current and 30-89 Days categories above are early non-performing commercial real estate loans, commercial and industrial loans, and equipment financing loans totaling $15.0 million, $17.5 million and $26.3 million, respectively, and $1.2 million of retail loans in foreclosure and bankruptcy. These loans are less than 90 days past due but have been placed on non-accrual status as a result of having been identified as presenting uncertainty with respect to the collectibility of interest and principal.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The following is a summary, by class of loan, of credit quality indicators:

As of June 30, 2012 (in millions)	Commercial Real Estate	Commercial and Industrial	Equipment Financing	Total
Commercial Banking:				
Originated loans				
Pass	$ 5,185.2	$ 4,227.1	$ 1,662.6	$ 11,074.9
Special mention	118.9	113.7	98.4	331.0
Substandard	249.9	303.4	149.9	703.2
Doubtful	3.7	4.1		7.8
Total originated loans	5,557.7	4,648.3	1,910.9	12,116.9
Acquired loans				
Pass	889.7	618.9	75.3	1,583.9
Special mention	90.8	96.6	24.1	211.5
Substandard	451.0	119.3	110.8	681.1
Doubtful	10.5	3.4		13.9
Total acquired loans	1,442.0	838.2	210.2	2,490.4
Total	$ 6,999.7	$ 5,486.5	$ 2,121.1	$ 14,607.3

As of June 30, 2012 (in millions)	Residential Mortgage	Home Equity	Other Consumer	Total
Retail:				
Originated loans				
Low risk	$ 2,629.7	$ 1,242.0	$ 94.7	$ 3,966.4
Moderate risk	758.9	611.5	8.7	1,379.1
High risk	24.2	81.6	21.1	126.9
Total originated loans	3,412.8	1,935.1	124.5	5,472.4
Acquired loans				
Low risk	273.2	72.2	0.5	345.9
Moderate risk	142.5	31.6	0.6	174.7
High risk	3.4		2.2	5.6
Total acquired loans	419.1	103.8	3.3	526.2
Total	$ 3,831.9	$ 2,038.9	$ 127.8	$ 5,998.6

People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

As of December 31, 2011 (in millions)	Commercial Real Estate	Commercial and Industrial	Equipment Financing	Total
Commercial Banking:				
Originated loans				
Pass	$ 5,052.8	$ 3,942.2	$ 1,466.1	$ 10,461.1
Special mention	90.8	115.9	102.7	309.4
Substandard	341.8	289.7	150.1	781.6
Doubtful	0.1	4.1		4.2
Total originated loans	5,485.5	4,351.9	1,718.9	11,556.3
Acquired loans				
Pass	1,053.6	762.2	81.9	1,897.7
Special mention	162.1	103.5	69.6	335.2
Substandard	467.4	131.5	157.1	756.0
Doubtful	3.6	3.5	1.9	9.0
Total acquired loans	1,686.7	1,000.7	310.5	2,997.9
Total	$ 7,172.2	$ 5,352.6	$ 2,029.4	$ 14,554.2

As of December 31, 2011 (in millions)	Residential Mortgage	Home Equity	Other Consumer	Total
Retail:				
Originated loans				
Low risk	$ 2,502.2	$ 1,199.6	$ 126.9	$ 3,828.7
Moderate risk	625.7	624.4	8.0	1,258.1
High risk	24.4	110.6	20.6	155.6
Total originated loans	3,152.3	1,934.6	155.5	5,242.4
Acquired loans				
Low risk	138.8	32.1	0.9	171.8
Moderate risk	335.7	91.0	0.6	427.3
High risk	1.6		2.7	4.3
Total acquired loans	476.1	123.1	4.2	603.4
Total	$ 3,628.4	$ 2,057.7	$ 159.7	$ 5,845.8

Commercial Banking Credit Quality Indicators

The Company utilizes an internal loan risk rating system as a means of monitoring portfolio credit quality and identifying both problem and potential problem loans. Under the Company s risk rating system, loans not meeting the criteria for problem and potential problem loans as specified below are considered to be Pass -rated loans. Problem and potential problem loans are classified as either Special Mention, Substandard or Doubtful. Loans that do not currently expose the Company to sufficient enough risk of loss to warrant classification as either Substandard or Doubtful, but possess weaknesses that deserve management s close attention, are classified as Special Mention. Substandard loans represent those credits characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loans classified as Doubtful possess all the weaknesses inherent in those classified Substandard with the added characteristic that collection or liquidation in full, on the basis of existing facts, conditions and values, is highly questionable and/or improbable.

Risk ratings on commercial banking loans are subject to ongoing monitoring by lending and credit personnel with such ratings updated annually or more frequently, if warranted. The Company s internal Loan Review function is responsible for independently evaluating the appropriateness of those credit risk ratings in connection with its cyclical reviews, the approach to which is risk-based and determined by reference to underlying portfolio credit quality and the results of prior reviews. Differences in risk ratings noted in conjunction with such periodic portfolio loan reviews, if any, are reported to management each month.

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People s United Financial, Inc.

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Retail Credit Quality Indicators

Pools of smaller-balance, homogeneous loans with similar risk and loss characteristics are also assessed for probable losses. These loan pools include residential mortgage, home equity and other consumer loans that are not assigned individual loan risk ratings. Rather, the assessment of these portfolios is based upon a consideration of recent historical loss experience, delinquency trends and portfolio-specific risk characteristics, the combination of which determines whether a loan is classified as High risk, Moderate risk or Low risk.

The risk characteristics considered include: (i) collateral values/loan-to-value ratios (above and below 70%); (ii) borrower credit scores under the FICO scoring system (above and below a score of 680); and (iii) other relevant portfolio risk elements such as income verification at the time of underwriting (stated income vs. non-stated income) and the property s intended use (owner occupied, non-owner occupied, second home, etc.). In classifying a loan as either High, Moderate or Low risk, the combination of each of the aforementioned risk characteristics is considered for that loan, resulting, effectively, in a matrix approach to its risk rating.

For example, to the extent loan-to-value ratios exceed 70% (reflecting a weaker collateral position for the Company) or borrower FICO scores are less than 680 (reflecting weaker financial standing and/or credit history of the customer), the loans are considered to have an increased level of inherent loss. As a result, a loan with a combination of these characteristics would generally be classified as High risk. Conversely, as loan-to-value ratios decline (reflecting a stronger collateral position for the Company) or borrower FICO scores exceed 680 (reflecting stronger financial standing and/or credit history of the customer), the loans are considered to have a decreased level of inherent loss. A loan with a combination of these characteristics would generally be classified as Low risk. This analysis also considers (i) the extent of underwriting that occurred at the time of origination (direct income verification provides further support for credit decisions) and (ii) the property s intended use (owner-occupied properties are less likely to default compared to investment-type non-owner occupied properties, second homes, etc.). Loans not otherwise deemed to be High or Low risk are classified as Moderate risk.

Loan-to-value ratios and FICO scores are determined at origination and updated periodically throughout the life of the loan. Loan-to-value ratios are updated for loans 90 days past due and FICO scores are updated for the entire portfolio quarterly. The portfolio stratification (High, Moderate and Low risk) and identification of the corresponding credit quality indicators also occurs quarterly.

Commercial banking and retail loans, other than acquired loans, are also evaluated to determine whether they are impaired loans, which are included in the preceding tabular disclosures of credit quality indicators. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impaired loans also include certain loans whose terms have been modified in such a way that they are considered TDRs.

Acquired Loans Credit Quality Indicators

Upon acquiring a loan portfolio, the Company s internal Loan Review function undertakes the process of assigning risk ratings to all Commercial Banking loans in accordance with the Company s established policy, which may differ in certain respects from the risk rating policy of the predecessor company. The length of time necessary to complete this process varies based on the size of the acquired portfolio, the quality of the documentation maintained in the underlying loan files and the extent to which the predecessor company followed a risk rating approach comparable to People s United Financial s. As a result, while acquired loans are risk rated, there are occasions when such ratings may be deemed preliminary until the Company s re-rating process has been completed.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Acquired loans are initially recorded at fair value, determined based upon an estimate of the amount and timing of both principal and interest cash flows expected to be collected and discounted using a market interest rate. The difference between contractually required principal and interest payments at the acquisition date and the undiscounted cash flows expected to be collected at the acquisition date is referred to as the nonaccretable difference , which includes an estimate of future credit losses expected to be incurred over the life of the portfolio. A decrease in the expected cash flows in subsequent periods requires the establishment of an allowance for loan losses at that time. At June 30, 2012, the allowance for loan losses on acquired loans was $4.8 million ($7.4 million at December 31, 2011).

Acquired Loans

Acquired loans that have evidence of deterioration in credit quality since origination and for which it is probable, at acquisition, that all contractually required payments will not be collected are initially recorded at fair value without recording an allowance for loan losses. Fair value of the loans is determined using market participant assumptions in estimating the amount and timing of both principal and interest cash flows expected to be collected, as adjusted for an estimate of future credit losses and prepayments, and then applying a market-based discount rate to those cash flows. Acquired loans are generally accounted for on a pool basis, with pools formed based on the loans common risk characteristics, such as loan collateral type and accrual status. Each pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows.

Under the accounting model for acquired loans, the excess of cash flows expected to be collected over the carrying amount of the loans, referred to as the accretable yield , is accreted into interest income over the life of the loans in each pool using the effective yield method. Accordingly, acquired loans are not subject to classification as non-accrual in the same manner as originated loans. Rather, acquired loans are considered to be accruing loans because their interest income relates to the accretable yield recognized at the pool level and not to contractual interest payments at the loan level. The difference between contractually required principal and interest payments and the cash flows expected to be collected, referred to as the nonaccretable difference , includes estimates of both the impact of prepayments and future credit losses expected to be incurred over the life of the loans in each pool. As such, charge-offs on acquired loans are first applied to the nonaccretable difference and then to any allowance for loan losses recognized subsequent to acquisition.

Subsequent to acquisition, actual cash collections are monitored relative to management s expectations and revised cash flow forecasts are prepared, as warranted. These revised forecasts involve updates, as necessary, of the key assumptions and estimates used in the initial estimate of fair value. Generally speaking, expected cash flows are affected by:

Changes in the expected principal and interest payments over the estimated life Updates to changes in expected cash flows are driven by the credit outlook and actions taken with borrowers. Changes in expected future cash flows resulting from loan modifications are included in the assessment of expected cash flows;

Changes in prepayment assumptions Prepayments affect the estimated life of the loans which may change the amount of interest income, and possibly principal, expected to be collected; and

Changes in interest rate indices for variable rate loans Expected future cash flows are based, as applicable, on the variable rates in effect at the time of the assessment of expected cash flows.

A decrease in expected cash flows in subsequent periods may indicate that the loan pool is impaired which would require the establishment of an allowance for loan losses by a charge to the provision for loan losses. An increase in expected cash flows in subsequent periods serves, first, to reduce any previously established allowance for loan losses by the increase in the present value of cash flows expected to be collected, and results in a recalculation of the amount of accretable yield for the loan pool. The adjustment of accretable yield due to an increase in expected cash flows is accounted for as a change in estimate. The additional cash flows expected to be collected are reclassified from the nonaccretable difference to the accretable yield, and the amount of periodic accretion is adjusted accordingly over the remaining life of the loans in the pool.

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Notes to Consolidated Financial Statements (Unaudited)

An acquired loan may be resolved either through receipt of payment (in full or in part) from the borrower, the sale of the loan to a third party or foreclosure of the collateral. In the event of a sale of the loan, a gain or loss on sale is recognized and reported within non-interest income based on the difference between the sales proceeds and the carrying amount of the loan. In other cases, individual loans are removed from the pool based on comparing the amount received from its resolution (fair value of the underlying collateral less costs to sell in the case of a foreclosure) with its outstanding balance. Any difference between these amounts is absorbed by the nonaccretable difference established for the entire pool. For loans resolved by payment in full, there is no adjustment of the nonaccretable difference since there is no difference between the amount received at resolution and the outstanding balance of the loan. In these cases, the remaining accretable yield balance is unaffected and any material change in remaining effective yield caused by the removal of the loan from the pool is addressed in connection with the subsequent cash flow re-assessment for the pool. Acquired loans subject to modification are not removed from the pool even if those loans would otherwise be deemed TDRs as the pool, and not the individual loan, represents the unit of account.

At the respective acquisition dates in 2011 and 2010, on an aggregate basis, the acquired loan portfolio had contractually required principal and interest payments receivable of $7.57 billion; expected cash flows of $7.02 billion; and a fair value (initial carrying amount) of $5.36 billion. The difference between the contractually required principal and interest payments receivable and the expected cash flows ($550.9 million) represented the initial nonaccretable difference. The difference between the expected cash flows and fair value ($1.66 billion) represented the initial accretable yield. Both the contractually required principal and interest payments receivable and the expected cash flows reflect anticipated prepayments, determined based on historical portfolio experience. At June 30, 2012, the outstanding balance and the carrying amount of the acquired loan portfolio were $3.11 billion and $3.02 billion, respectively ($3.74 billion and $3.60 billion, respectively, at December 31, 2011). At June 30, 2012, the aggregate remaining nonaccretable difference (representing both principal and interest) applicable to acquired loans totaled $191.0 million.

The following table summarizes activity in the accretable yield for the acquired loan portfolio:

For the three months ended June 30 (in millions)	2012	2011
Balance at beginning of period	$ 1,273.8	$ 946.6
Accretion	(55.7)	(57.1)
Reclassification from nonaccretable difference for loans with improved cash flows (1)	8.9	9.8
Other changes in expected cash flows (2)	(77.3)	2.7
Balance at end of period	$ 1,149.7	$ 902.0

For the six months ended June 30 (in millions)	2012	2011
Balance at beginning of period	$ 1,310.4	$ 954.8
Accretion	(116.0)	(117.9)
Reclassification from nonaccretable difference for loans with improved cash flows (1)	22.4	55.3
Other changes in expected cash flows (2)	(67.1)	9.8
Balance at end of period	$ 1,149.7	$ 902.0

(1) Results in increased interest income as a prospective yield adjustment over the remaining life of the corresponding pool of loans.
(2) Represents changes in cash flows expected to be collected due to changes in prepayment assumptions and/or changes in interest rates on variable rate loans, as well as loan sales and loan modifications.

Other Real Estate Owned and Repossessed Assets (included in Other Assets)

Other real estate owned (REO) was comprised of commercial and residential properties totaling $14.1 million and $5.6 million, respectively, at June 30, 2012, and $15.9 million and $10.9 million, respectively, at December 31, 2011. Repossessed assets totaled $7.2 million and $16.1 million at June 30, 2012 and December 31, 2011, respectively.

People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

NOTE 5. STOCKHOLDERS EQUITY

Treasury Stock

Treasury stock includes (i) common stock repurchased in the open market by People s United Financial in connection with its stock repurchase programs authorized by its Board of Directors and (ii) common stock purchased for awards under the People s United Financial, Inc. 2007 Recognition and Retention Plan (the RRP).

In April 2008, People s United Financial s Board of Directors authorized the repurchase of up to 5% of People s United Financial s then-outstanding common stock, or 17.3 million shares. In January 2011, People s United Financial s Board of Directors authorized an additional repurchase of common stock for up to 5% of the Company s then-outstanding common stock, or 17.5 million shares. Under both authorizations, such shares may be repurchased either directly or through agents, in the open market at prices and terms satisfactory to management. In February 2011, People s United Financial completed the repurchase of the maximum number of shares of common stock authorized in April 2008 and began repurchasing shares of common stock under the authorization announced in January 2011. During the six months ended June 30, 2011, 4.6 million shares of People s United Financial common stock were repurchased under these stock repurchase programs at a total cost of $60.7 million. The Company completed the repurchase of the maximum number of shares of common stock under both of these authorizations by September 30, 2011.

In October 2011, People s United Financial s Board of Directors authorized an additional repurchase of common stock. Under the new repurchase authorization, up to 5% of the Company s common stock outstanding, or 18.0 million shares, may be repurchased, either directly or through agents, in the open market at prices and terms satisfactory to management. During the six months ended June 30, 2012, 9.0 million shares of People s United Financial common stock were repurchased under this program at a total cost of $110.1 million.

In conjunction with establishing the RRP in October 2007, a trustee purchased 7.0 million shares of People s United Financial common stock in the open market with funds provided by People s United Financial. At June 30, 2012, 3.0 million shares were available to be awarded in the form of restricted stock under the provisions of the RRP.

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Comprehensive Income

Comprehensive income represents the sum of net income and items of other comprehensive income or loss, including: (i) net actuarial gains and losses, prior service credits and costs, and transition assets and obligations related to People s United Financial s pension and other postretirement benefit plans; (ii) net unrealized gains or losses on securities available for sale; and (iii) net gains or losses on derivatives accounted for as cash flow hedges. People s United Financial s total comprehensive income for the three and six months ended June 30, 2012 and 2011 is reported in the Consolidated Statements of Comprehensive Income.

The following is a summary of the components of accumulated other comprehensive loss, which are included in People s United Financial s stockholders equity on an after-tax basis:

(in millions)	Pension and Other Postretirement Benefits	Net Unrealized Gains (Losses) on Securities Available for Sale	Net Unrealized Gains (Losses) on Derivatives Accounted for as Cash Flow Hedges	Total Accumulated Other Comprehensive Loss
Balance at December 31, 2011	$ (138.8)	$ 43.2	$ (0.2)	$ (95.8)
Current period other comprehensive income (loss)	2.2	4.7	(1.3)	5.6
Balance at June 30, 2012	$ (136.6)	$ 47.9	$ (1.5)	$ (90.2)

(in millions)	Pension and Other Postretirement Benefits	Net Unrealized Gains (Losses) on Securities Available for Sale	Net Unrealized Gains (Losses) on Derivatives Accounted for as Cash Flow Hedges	Total Accumulated Other Comprehensive Loss
Balance at December 31, 2010	$ (101.0)	$ 1.5	$ 0.5	$ (99.0)
Current period other comprehensive income (loss)	3.7	25.6	(0.5)	28.8
Balance at June 30, 2011	$ (97.3)	$ 27.1	$	$ (70.2)

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

NOTE 6. EARNINGS PER COMMON SHARE

The following is an analysis of People s United Financial s basic and diluted earnings per share (EPS), reflecting the application of the two-class method, as described below:

(in millions, except per share data)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net income	$ 64.8	$ 51.2	$ 123.4	$ 102.9
Dividends and undistributed earnings allocated to participating securities	(0.3)	(0.4)	(0.7)	(0.7)
Income attributable to common shareholders	$ 64.5	$ 50.8	$ 122.7	$ 102.2
Average common shares outstanding for basic EPS	340.6	343.8	342.7	344.8
Effect of dilutive equity-based awards	0.1	0.1	0.1	0.1
Average common and common-equivalent shares for diluted EPS	340.7	343.9	342.8	344.9
Basic EPS	$ 0.19	$ 0.15	$ 0.36	$ 0.30
Diluted EPS	$ 0.19	$ 0.15	$ 0.36	$ 0.30

Unvested share-based payment awards, which include the right to receive non-forfeitable dividends or dividend equivalents, are considered to participate with common stock in undistributed earnings for purposes of computing EPS. Accordingly, companies that issue share-based payment awards considered to be participating securities, including People s United Financial, are required to calculate basic and diluted EPS amounts under the two-class method. Restricted stock awards granted by People s United Financial are considered participating securities pursuant to this guidance. Calculations of EPS under the two-class method (i) exclude any dividends paid or owed on participating securities and any undistributed earnings considered to be attributable to participating securities from the numerator and (ii) exclude the dilutive impact of the participating securities from the denominator.

All unallocated ESOP common shares and all common shares accounted for as treasury shares have been excluded from the calculation of basic and diluted EPS. Anti-dilutive equity-based awards totaling 11.7 million for both the three and six months ended June 30, 2012 and 11.0 million for both the three and six months ended June 30, 2011 have been excluded from the calculation of diluted EPS.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

NOTE 7. GOODWILL AND OTHER ACQUISITION-RELATED INTANGIBLE ASSETS

Changes in the carrying amount of goodwill are summarized as follows for the six months ended June 30, 2012 and 2011:

(in millions)	Operating Segment Commercial Banking	Retail and Business Banking	Wealth Management	Total
Balance at December 31, 2011	$ 1,220.9	$ 680.7	$ 49.8	$ 1,951.4
Acquisition of branches		0.5		0.5
Adjustments	1.6	0.4		2.0
Balance at June 30, 2012	$ 1,222.5	$ 681.6	$ 49.8	$ 1,953.9

(in millions)	Operating Segment Commercial Banking	Retail and Business Banking	Wealth Management	Total
Balance at December 31, 2010	$ 1,037.1	$ 636.5	$ 49.8	$ 1,723.4
Adjustments	(2.7)	(0.7)		(3.4)
Balance at June 30, 2011	$ 1,034.4	$ 635.8	$ 49.8	$ 1,720.0

People s United Financial s other acquisition-related intangible assets totaled $212.5 million and $222.8 million at

June 30, 2012 and December 31, 2011, respectively. At June 30, 2012, the carrying amounts of other acquisition-related intangible assets were as follows: trade name intangible ($108.4 million); core deposit intangible ($72.3 million); trust relationship intangible ($29.9 million); and insurance relationship intangible ($1.9 million).

Amortization expense of other acquisition-related intangible assets, which is included in other non-interest expense in the Consolidated Statements of Income, totaled $6.8 million and $6.0 million for the three months ended June 30, 2012 and 2011, respectively, and $13.4 million and $11.9 million for the six months ended June 30, 2012 and 2011, respectively. Scheduled amortization expense attributable to other acquisition-related intangible assets for the full-year of 2012 and each of the next five years is as follows: $26.8 million in 2012; $26.2 million in 2013; $24.8 million in 2014; $23.8 million in 2015; $22.7 million in 2016; and $21.6 million in 2017. There were no impairment losses relating to goodwill or other acquisition-related intangible assets recorded during the six months ended June 30, 2012 or 2011.

NOTE 8. EMPLOYEE BENEFIT PLANS

People s United Financial Employee Pension and Other Postretirement Benefit Plans

People s United Financial maintains a qualified noncontributory defined benefit pension plan (the Plan) that covers substantially all full-time and part-time employees who meet certain age and length of service requirements and who were employed by People s United Bank prior to August 14, 2006. Benefits are based upon the employee s years of credited service and either the average compensation for the last five years or the average compensation for the five consecutive years of the last ten years that produce the highest average.

In July 2011, People s United Bank amended the Plan to freeze , effective December 31, 2011, the accrual of pension benefits for Plan participants. As such, Plan participants will not earn any additional benefits after that date. Instead, effective January 1, 2012, People s United Bank will make a contribution on behalf of these participants to a qualified defined contribution plan in an annual amount equal to 3% of the employee s eligible compensation.

New employees of People s United Bank starting on or after August 14, 2006 are not eligible to participate in the Plan. Instead, People s United Financial makes contributions on behalf of these employees to a qualified defined contribution plan in an annual amount equal to 3% of the employee s eligible compensation. Employee participation in this plan is restricted to employees who are at least 18 years of age and worked at least 1,000 hours in a year. Both full-time and part-time employees are eligible to participate as long as they meet these requirements.

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People s United Financial, Inc.

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People s United Financial s funding policy is to contribute the amounts required by applicable regulations, although additional amounts may be contributed from time to time.

People s United Financial also maintains (i) unfunded, nonqualified supplemental plans to provide retirement benefits to certain senior officers and (ii) an unfunded plan that provides retirees with optional medical, dental and life insurance benefits (other postretirement benefits). People s United Financial accrues the cost of these postretirement benefits over the employees years of service to the date of their eligibility for such benefits.

Components of the net periodic benefit (income) expense and other amounts recognized in other comprehensive income or loss for the plans described above are as follows:

For the three months ended June 30 (in millions)	Pension Benefits 2012	Pension Benefits 2011	Other Postretirement Benefits 2012	Other Postretirement Benefits 2011
Net periodic benefit (income) expense:				
Service cost	$	$ 2.5	$ 0.1	$ 0.1
Interest cost	4.4	4.7	0.1	0.1
Expected return on plan assets	(6.5)	(6.7)		
Amortization of unrecognized net transition obligation				0.1
Recognized net actuarial loss	1.1	2.6		
Recognized prior service credit		(0.1)		
Settlements	0.2			
Net periodic benefit (income) expense	$ (0.8)	$ 3.0	$ 0.2	$ 0.3

For the six months ended June 30 (in millions)	Pension Benefits 2012	Pension Benefits 2011	Other Postretirement Benefits 2012	Other Postretirement Benefits 2011
Net periodic benefit (income) expense:				
Service cost	$	$ 4.9	$ 0.1	$ 0.1
Interest cost	8.8	9.3	0.3	0.3
Expected return on plan assets	(13.1)	(13.3)		
Amortization of unrecognized net transition obligation			0.1	0.2
Recognized net actuarial loss	2.2	5.2		
Recognized prior service credit		(0.1)	(0.1)	(0.1)
Settlements	0.4			
Net periodic benefit (income) expense	(1.7)	6.0	0.4	0.5
Other changes in plan assets and benefit obligations recognized in other comprehensive income or loss:				
Net actuarial loss	(2.2)	(5.2)		
Transition obligation			(0.1)	(0.2)
Prior service credit		0.1	0.1	0.1

Total pre-tax changes recognized in other comprehensive income or loss	(2.2)	(5.1)		(0.1)
Total recognized in net periodic benefit (income) expense and other comprehensive income or loss	$ (3.9)	$ 0.9	$ 0.4	$ 0.4

People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Chittenden Pension Plan

In addition to the plans described above, People s United Financial continues to maintain a fully-funded qualified defined benefit pension plan that covers former Chittenden Corporation (Chittenden) employees who meet certain eligibility requirements. Effective December 31, 2005, benefits accrued under this defined benefit plan were frozen based on participants then current service and pay levels. During April 2010, participants in the Chittenden pension plan who were in payment status as of April 1, 2010 or whose accrued benefit as of that date was scheduled to be paid in the form of an annuity commencing May 1, 2010 (based upon elections made by April 15, 2010) were transferred into the People s United Financial pension plan. Net periodic benefit expense (income) for the Chittenden pension plan totaled $0.6 million and $(0.2) million for the six months ended June 30, 2012 and 2011, respectively.

Employee Stock Ownership Plan

In April 2007, People s United Financial established an Employee Stock Ownership Plan (the ESOP). At that time, People s United Financial loaned the ESOP $216.8 million to purchase 10.5 million shares of People s United Financial common stock in the open market. In order for the ESOP to repay the loan, People s United Financial expects to make annual cash contributions to the ESOP of approximately $18.8 million until 2036. Such cash contributions may be reduced by the cash dividends paid on unallocated ESOP shares, which totaled $2.8 million for the six months ended June 30, 2012. At June 30, 2012, the loan balance totaled $201.0 million.

Shares of People s United Financial common stock are held by the ESOP and allocated to eligible participants annually based upon a percentage of each participant s eligible compensation. Since the ESOP was established, a total of 1,916,491 shares of People s United Financial common stock have been allocated or committed to be released to participants accounts. At June 30, 2012, 8,537,084 shares of People s United Financial common stock, with a fair value of $99.1 million at that date, have not been allocated or committed to be released.

Compensation expense related to the ESOP is recognized at an amount equal to the number of common shares committed to be released by the ESOP for allocation to participants accounts multiplied by the average fair value of People s United Financial s common stock during the reporting period. The difference between the fair value of the shares of People s United Financial s common stock committed to be released and the cost of those common shares is recorded as a credit to additional paid-in capital (if fair value exceeds cost) or, to the extent that no such credits remain in additional paid-in capital, as a charge to retained earnings (if fair value is less than cost). Expense recognized for the ESOP totaled $2.1 million and $2.3 million for the six months ended June 30, 2012 and 2011, respectively.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

NOTE 9. LEGAL PROCEEDINGS

In the normal course of business, People s United Financial is subject to various legal proceedings. Management has discussed with legal counsel the nature of the pending actions described below, as well as other legal proceedings. Based on the information currently available, advice of counsel, available insurance coverage and the recorded liability for probable legal settlements and costs, People s United Financial believes that the eventual outcome of these matters will not (individually or in the aggregate) have a material adverse effect on its financial condition, results of operations or liquidity.

Litigation Relating to the Smithtown Bancorp, Inc. Transaction

On February 25, 2010 and March 29, 2010, Smithtown and several of its officers and directors were named in two lawsuits commenced in United States District Court, Eastern District of New York (*Waterford Township Police & Fire Retirement v. Smithtown Bancorp, Inc., et al.* and *Yourgal v. Smithtown Bancorp, Inc. et al.*, respectively) on behalf of a putative class of all persons and entities who purchased Smithtown s common stock between March 13, 2008 and February 1, 2010, alleging claims under Section 10(b) and Section 20(a) of the Securities Exchange Act of 1934. The plaintiffs allege, among other things, that Smithtown s loan loss reserve, fair value of its assets, recognition of impaired assets and its internal and disclosure controls were materially false, misleading or incomplete. As a result of the merger of Smithtown with and into People s United Financial on November 30, 2010, People s United Financial has become the successor party to Smithtown in this matter.

On April 26, 2010, the named plaintiff in the *Waterford* action moved to consolidate its action with the *Yourgal* action, to have itself appointed lead plaintiff in the consolidated action and to obtain approval of its selection of lead counsel. The Court approved the consolidation of the two suits, with Waterford Township named the lead plaintiff. On December 23, 2011, People s United Financial filed a Motion to Dismiss the complaint.

Other

People s United Bank has been named as a defendant in a lawsuit (*Marta Farb, on behalf of herself and all others similarly situated v. People s United Bank*) arising from its assessment and collection of overdraft fees on its checking account customers. The complaint was filed in the Superior Court of Connecticut, Judicial District of Waterbury, on April 22, 2011 and alleges that People s United Bank engaged in certain unfair practices in the posting of electronic debit card transactions from highest to lowest dollar amount. The complaint also alleges that such practices were inadequately disclosed to customers and were unfairly used by People s United Bank for the purpose of generating revenue by maximizing the number of overdrafts a customer is assessed. The complaint seeks certification of a class of checking account holders residing in Connecticut and who have incurred at least one overdraft fee, injunctive relief, compensatory, punitive and treble damages, disgorgement and restitution of overdraft fees paid, and attorneys fees. On June 16, 2011, People s United Bank filed a motion to dismiss the complaint, and on December 7, 2011, that motion was denied by the court. Expedited discovery in this case began in July 2012.

People s United Bank has been named as a defendant in a lawsuit (*Tracy Fracasse and K. Lee Brown, individually and on behalf of others similarly situated v. People s United Bank)* based on allegations that People s United Bank failed to pay overtime compensation required by (i) the federal Fair Labor Standards Act and (ii) the Connecticut Minimum Wage Act (Rule 23). The plaintiffs allege that they were employed as underwriters and were misclassified as exempt employees. The plaintiffs further allege that they worked in excess of 40 hours per week and were erroneously denied overtime compensation as required by federal and state wage and hour laws. The complaint was filed in the U.S. District Court of Connecticut on May 3, 2012. Since the complaint is brought under both federal and state law, the complaint seeks certification of two different but overlapping classes. The plaintiffs seek damages in the amount of their respective unpaid overtime and minimum wage compensation, liquidated damages and interest and attorneys fees. On June 29, 2012, People s United Bank filed its Answer and Affirmative Defenses.

NOTE 10. SEGMENT INFORMATION

See   Segment Results   included in Item 2 for segment information for the six months ended June 30, 2012 and 2011.

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NOTE 11. FAIR VALUE MEASUREMENTS

Accounting standards related to fair value measurements define fair value, provide a framework for measuring fair value, and establish related disclosure requirements. Broadly, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Accordingly, an exit price approach is required in determining fair value. In support of this principle, a fair value hierarchy has been established that prioritizes the inputs used to measure fair value, requiring entities to maximize the use of market or observable inputs (as more reliable measures) and minimize the use of unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs generally require significant management judgment. The three levels within the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted market prices for identical assets or liabilities in active markets that the entity has the ability to access at the measurement date (such as active exchange-traded equity securities and certain U.S. and government agency debt securities).

Level 2 - Observable inputs other than quoted prices included in Level 1, such as:

- quoted prices for similar assets or liabilities in active markets (such as U.S. agency and GSE issued mortgage-backed securities and CMOs);
- quoted prices for identical or similar assets or liabilities in less active markets (such as certain U.S. and government agency debt securities, and corporate and municipal debt securities that trade infrequently); and
- other inputs that (i) are observable for substantially the full term of the asset or liability (e.g. interest rates, yield curves, prepayment speeds, default rates, etc.) or (ii) can be corroborated by observable market data (such as interest rate and currency derivatives and certain other securities).

Level 3 - Valuation techniques that require unobservable inputs that are supported by little or no market activity and are significant to the fair value measurement of the asset or liability (such as pricing models, discounted cash flow methodologies and similar techniques that typically reflect management s own estimates of the assumptions a market participant would use in pricing the asset or liability).

People s United Financial maintains policies and procedures to value assets and liabilities using the most relevant data available. Described below are the valuation methodologies used by People s United Financial and the resulting fair values for those financial instruments measured at fair value on both a recurring and a non-recurring basis, as well as for those financial assets and financial liabilities not measured at fair value but for which fair value is disclosed.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Recurring Fair Value Measurements

Trading Account Securities and Securities Available For Sale

When available, People s United Financial uses quoted market prices for identical securities received from an independent, nationally-recognized, third-party pricing service (as discussed further below) to determine the fair value of investment securities such as U.S. Treasury and agency securities that are included in Level 1. When quoted market prices for identical securities are unavailable, People s United Financial uses prices provided by the independent pricing service based on recent trading activity and other observable information including, but not limited to, market interest rate curves, referenced credit spreads and estimated prepayment rates where applicable. These investments include certain U.S. and government agency debt securities, corporate and municipal debt securities, and GSE residential mortgage-backed securities and CMOs, all of which are included in Level 2.

Substantially all of the Company s available-for-sale securities represent GSE residential mortgage-backed securities and CMOs. The fair values of these securities are based on prices obtained from the independent pricing service. The pricing service uses various techniques to determine pricing for the Company s mortgage-backed securities, including option pricing and discounted cash flow analysis. The inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, reference data, monthly payment information and collateral performance. At both June 30, 2012 and December 31, 2011, the entire available-for-sale residential mortgage-backed securities portfolio was comprised of 15-year GSE securities. An active market exists for securities that are similar to the Company s GSE residential mortgage-backed securities and CMOs, making observable inputs readily available.

Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of 15-year securities. As a further point of validation, the Company generates its own month-end fair value estimate for all mortgage-backed securities, agency-issued CMOs (also backed by 15-year mortgage-backed securities), and state and municipal securities. While the Company has not adjusted the prices obtained from the independent pricing service, any notable differences between those prices and the Company s estimates are subject to further analysis. This additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for the particular security. Based on management s review of the prices provided by the pricing service, the fair values incorporate observable market inputs used by market participants at the measurement date and, as such, are classified as Level 2 securities.

Other Financial Assets

People s United Financial maintains unfunded, nonqualified supplemental plans to provide retirement benefits to certain senior officers. People s United Financial has funded two trusts to provide benefit payments to the extent such benefits are not paid directly by People s United Financial, the assets of which are included in other assets in the Consolidated Statements of Condition. When available, People s United Financial determines the fair value of the trust assets using quoted market prices for identical securities received from a third-party nationally recognized pricing service.

Derivatives

People s United Financial values its derivatives using internal models that are based on market or observable inputs including interest rate curves and forward/spot prices for selected currencies. Derivative assets and liabilities included in Level 2 represent interest rate swaps, foreign exchange contracts, risk participation agreements, interest rate-lock commitments on residential mortgage loans and forward commitments to sell residential mortgage loans.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The following tables summarize People s United Financial s financial instruments measured at fair value on a recurring basis:

As of June 30, 2012 (in millions)	Fair Value Measurements Using Level 1	Level 2	Level 3	Total
Financial assets:				
Trading account securities:				
U.S. Treasury	$ 12.0	$	$	$ 12.0
Securities available for sale:				
U.S. Treasury and agency	31.0			31.0
GSE residential mortgage-backed securities and CMOs		3,164.0		3,164.0
State and municipal		303.1		303.1
Corporate		59.1		59.1
Other		2.6		2.6
Equity securities		0.2		0.2
Other financial assets:				
Fixed income securities		40.4		40.4
Equity mutual funds		0.4		0.4
Interest rate swaps		76.8		76.8
Forward commitments to sell residential mortgage loans		4.4		4.4
Total	$ 43.0	$ 3,651.0	$	$ 3,694.0
Financial liabilities:				
Interest rate swaps	$	$ 73.8	$	$ 73.8
Foreign exchange contracts		0.2		0.2
Interest rate-lock commitments on residential mortgage loans		5.2		5.2
Total	$	$ 79.2	$	$ 79.2

As of June 30, 2012, the fair value of the risk participation agreement was less than $50,000.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

As of December 31, 2011 (in millions)	Fair Value Measurements Using Level 1	Level 2	Level 3	Total
Financial assets:				
Trading account securities:				
U.S. Treasury	$ 71.7	$	$	$ 71.7
Equity securities		0.1		0.1
Securities available for sale:				
U.S. Treasury and agency	31.0	50.0		81.0
GSE residential mortgage-backed securities and CMOs		2,447.8		2,447.8
State and municipal		137.7		137.7
Corporate		56.5		56.5
Other		2.3		2.3
Equity securities		0.2		0.2
Other financial assets:				
Fixed income securities		39.6		39.6
Equity mutual funds		0.4		0.4
Interest rate swaps		61.3		61.3
Foreign exchange contracts		0.3		0.3
Forward commitments to sell residential mortgage loans		1.0		1.0
Total	$ 102.7	$ 2,797.2	$	$ 2,899.9
Financial liabilities:				
Interest rate swaps	$	$ 57.5	$	$ 57.5
Interest rate-lock commitments on residential mortgage loans		1.4		1.4
Total	$	$ 58.9	$	$ 58.9

As of December 31, 2011, the fair value of the risk participation agreement was less than $50,000.

There were no transfers into or out of the Level 1 or Level 2 categories during the six months ended June 30, 2012 and 2011.

Non-Recurring Fair Value Measurements

Loans Held for Sale

Residential mortgage loans held for sale are recorded at the lower of cost or fair value and are therefore measured at fair value on a non-recurring basis. When available, People s United Financial uses observable secondary market data, including pricing on recent closed market transactions for loans with similar characteristics. Accordingly, such loans are classified as Level 2 measurements. When observable data is unavailable, valuation methodologies using current market interest rate data adjusted for inherent credit risk are used, and such loans are included in Level 3.

Impaired Loans

Loan impairment is deemed to exist when full repayment of principal and interest according to the contractual terms of the loan is no longer probable. Impaired loans are reported based on one of three measures: the present value of expected future cash flows discounted at the loan s original effective interest rate; the loan s observable market price; or the fair value of the collateral (less estimated cost to sell) if the loan is collateral dependent. Accordingly, certain impaired loans may be subject to measurement at fair value on a non-recurring basis. People s United Financial has estimated the fair values of these assets using Level 3 inputs, such as the fair value of collateral based on independent third-party appraisals for collateral-dependent loans. Such appraisals are based on the market and/or income approach to value and are subject to a discount (to reflect estimated cost to sell) that generally approximates 10%.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

REO and Repossessed Assets

REO and repossessed assets are recorded at the lower of cost or fair value, less estimated selling costs, and are therefore measured at fair value on a non-recurring basis. People s United Financial has estimated the fair values of these assets using Level 3 inputs, such as independent third-party appraisals and price opinions. Such appraisals are based on the market and/or income approach to value and are subject to a discount (to reflect estimated cost to sell) that generally approximates 10%. Assets that are acquired through loan default are recorded as held for sale initially at the lower of the recorded investment in the loan or fair value (less estimated selling costs) upon the date of foreclosure/repossession. Subsequent to foreclosure/repossession, valuations are updated periodically and the carrying amounts of these assets may be reduced further.

The following tables summarize People s United Financial s assets measured at fair value on a non-recurring basis:

	Fair Value Measurements Using			
As of June 30, 2012 (in millions)	Level 1	Level 2	Level 3	Total
Loans held for sale (1)	$	$ 57.1	$	$ 57.1
Impaired loans (2)			114.8	114.8
REO and repossessed assets (3)			26.9	26.9
Total	$	$ 57.1	$ 141.7	$ 198.8

	Fair Value Measurements Using			
As of December 31, 2011 (in millions)	Level 1	Level 2	Level 3	Total
Loans held for sale (1)	$	$ 101.9	$	$ 101.9
Impaired loans (2)			128.5	128.5
REO and repossessed assets (3)			42.9	42.9
Total	$	$ 101.9	$ 171.4	$ 273.3

(1) Consists of residential mortgage loans; no fair value adjustments were recorded for the six months ended June 30, 2012 and 2011.

(2) Represents the recorded investment in originated impaired loans with a related allowance for loan losses measured based on the fair value of the underlying collateral less cost to sell. The total consists of $52.9 million, $35.1 million and $26.8 million of commercial real estate loans, commercial and industrial loans, and equipment financing loans, respectively, at June 30, 2012. The provision for loan losses on collateral-dependent impaired loans totaled $4.4 million and $9.8 million for the six months ended June 30, 2012 and 2011, respectively.

(3) Represents: (i) $7.2 million of repossessed assets; (ii) $14.1 million of commercial REO; and (iii) $5.6 million of residential REO at June 30, 2012. Charge-offs to the allowance for loan losses related to loans that were transferred to REO and repossessed assets totaled $1.7 million and $1.8 million for the six months ended June 30, 2012 and 2011, respectively. Write downs and net loss on sale of foreclosed/repossessed assets charged to non-interest expense totaled $1.0 million and $2.4 million for the same periods.

Financial Assets and Financial Liabilities Not Measured At Fair Value

As discussed previously, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date (an exit price approach to fair value).

Acceptable valuation techniques (when quoted market prices are not available) that might be used to estimate the fair value of financial instruments include discounted cash flow analyses and comparison to similar instruments. Such estimates are highly subjective and require judgments regarding significant matters such as the amount and timing of future cash flows and the selection of discount rates that appropriately reflect market and credit risks. Changes in these judgments often have a material impact on the fair value estimates. In addition, since these estimates are made as of a specific point in time, they are susceptible to material near-term changes. Fair values estimated in this manner do not reflect any premium or discount that could result from the sale of a large volume of a particular financial instrument, nor do they reflect possible tax ramifications or estimated transaction costs.

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The following is a description of the principal valuation methods used by People s United Financial for those financial instruments that are not measured at fair value either on a recurring or non-recurring basis:

Cash and Short-Term Investments

Cash and due from banks are classified as Level 1. Short-term investments have fair values that approximate the respective carrying amounts because the instruments are payable on demand or have short-term maturities, and present relatively low credit risk and interest rate risk. As such, these fair values are classified as Level 2.

Securities Held to Maturity

When available, the fair values of investment securities held to maturity are measured based on quoted market prices for identical securities in active markets and, accordingly, are classified as Level 1 assets. When quoted market prices for identical securities are not available, fair values are estimated based on quoted prices for similar assets in active markets or through the use of pricing models containing observable inputs (i.e. market interest rates, financial information and credit ratings of the issuer, etc.). These fair values are included in Level 2. In cases where there may be limited information available and/or little or no market activity for the underlying security, fair value is estimated using pricing models containing unobservable inputs and classified as Level 3.

FHLB Stock

FHLB stock is a non-marketable equity security and is, therefore, reported at cost (classified as Level 2), which equals par value (the amount at which shares have been redeemed in the past). No significant observable market data is available for this security.

Loans

For valuation purposes, the loan portfolio is segregated into its significant categories, which are commercial real estate, commercial and industrial, equipment financing, residential mortgage, home equity and other consumer. These categories are further segregated, where appropriate, into components based on significant financial characteristics such as type of interest rate (fixed or adjustable) and payment status (performing or non-performing). Fair values are estimated for each component using a valuation method selected by management.

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The fair values of performing loans were estimated by discounting the anticipated cash flows from the respective portfolios, assuming future prepayments and using market interest rates for new loans with comparable credit risk. As a result, the valuation method for performing loans, which is consistent with certain guidance provided in accounting standards, does not fully incorporate the exit price approach to fair value. The fair values of non-performing loans were based on recent collateral appraisals or management s analysis of estimated cash flows discounted at rates commensurate with the credit risk involved. The estimated fair values of residential mortgage loans are classified as Level 2 as a result of the observable market inputs (i.e. market interest rates, prepayment assumptions, etc.) available for this loan type. The fair values of all other loan types are classified as Level 3 as the inputs contained within the respective discounted cash flow models are largely unobservable and, instead, reflect management s own estimates of the assumptions a market participant would use in pricing such loans.

The fair value of home equity lines of credit was based on the outstanding loan balances, and therefore does not reflect the value associated with earnings from future loans to existing customers. Management believes that the fair value of these customer relationships has a substantial intangible value separate from the loan balances currently outstanding.

Deposit Liabilities

The fair values of time deposits represent contractual cash flows discounted at current rates determined by reference to observable inputs including a LIBOR/swap curve over the remaining period to maturity. As such, these fair values are classified as Level 2. The fair values of other deposit liabilities (those with no stated maturity, such as checking and savings accounts) are equal to the carrying amounts payable on demand. Deposit fair values do not include the intangible value of core deposit relationships that comprise a significant portion of People s United Financial s deposit base. Management believes that People s United Financial s core deposit relationships provide a relatively stable, low-cost funding source that has a substantial intangible value separate from the deposit balances.

Borrowings and Subordinated Notes and Debentures

The fair values of retail repurchase agreements and federal funds purchased are equal to the carrying amounts due to the short maturities (generally overnight). The fair values of FHLB advances and other borrowings represent contractual repayments discounted using interest rates currently available on borrowings with similar characteristics and remaining maturities and are classified as Level 2. The fair values of subordinated notes and debentures were based on dealer quotes and are classified as Level 2.

Off-Balance-Sheet Financial Instruments

The estimated fair values of People s United Financial s off-balance-sheet financial instruments, which are insignificant, approximate the respective carrying amounts. These include commitments to extend credit and unadvanced lines of credit for which fair values were estimated based on an analysis of the interest rates and fees currently charged to enter into similar transactions, considering the remaining terms of the commitments and the creditworthiness of the potential borrowers.

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The following tables summarize the carrying amounts, estimated fair values and placement in the fair value hierarchy (as of June 30, 2012) of People s United Financial s financial instruments that are not measured at fair value either on a recurring or non-recurring basis:

As of June 30, 2012 (in millions)	Carrying Amount	Level 1	Estimated Fair Value Measurements Using Level 2	Level 3	Total
Financial assets:					
Cash and due from banks	$ 415.1	$ 415.1	$	$	$ 415.1
Short-term investments	72.8		72.8		72.8
Securities held to maturity	56.4		59.9	1.4	61.3
FHLB stock	73.7		73.7		73.7
Total loans, net (1)	20,310.8		3,914.1	16,952.8	20,866.9
Financial liabilities:					
Time deposits	5,040.7		5,106.5		5,106.5
Other deposits	16,417.1		16,417.1		16,417.1
Retail repurchase agreements	452.7		452.7		452.7
FHLB advances	330.3		345.8		345.8
Federal funds purchased and other borrowings	176.6		176.5		176.5
Subordinated notes and debentures	160.1		152.9		152.9

(1) Excludes impaired loans totaling $114.8 million that have been measured at fair value on a non-recurring basis.

As of December 31, 2011 (in millions)	Carrying Amount	Estimated Fair Value
Financial assets:		
Cash and due from banks	$ 370.2	$ 370.2
Short-term investments	410.7	410.7
Securities held to maturity	56.4	62.5
FHLB stock	77.7	77.7
Total loans, net (1)	20,088.6	20,577.8
Financial liabilities:		
Time deposits	5,339.2	5,401.8
Other deposits	15,476.6	15,476.6
Retail repurchase agreements	497.2	497.2
FHLB advances	332.4	344.4
Federal funds purchased and other borrowings	27.1	26.5
Subordinated notes and debentures	159.6	164.0

(1) Excludes impaired loans totaling $128.5 million that have been measured at fair value on a non-recurring basis.

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NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

People s United Financial uses derivative financial instruments as components of its market risk management (principally to manage interest rate risk). Certain other derivatives are entered into in connection with transactions with commercial customers. Derivatives are not used for speculative purposes.

All derivatives are recognized as either assets or liabilities and are measured at fair value. Until a derivative is settled, favorable changes in fair values result in unrealized gains that are recognized as assets, while unfavorable changes result in unrealized losses that are recognized as liabilities.

People s United Financial generally applies hedge accounting to its derivatives used for market risk management purposes. Hedge accounting is permitted only if specific criteria are met, including a requirement that a highly effective relationship exist between the derivative instrument and the hedged item, both at inception of the hedge and on an ongoing basis. The hedge accounting method depends upon whether the derivative instrument is classified as a fair value hedge (i.e. hedging an exposure related to a recognized asset or liability, or a firm commitment) or a cash flow hedge (i.e. hedging an exposure related to the variability of future cash flows associated with a recognized asset or liability, or a forecasted transaction). Changes in the fair value of effective fair value hedges are recognized in current earnings (with the change in fair value of the hedged asset or liability also recorded in earnings). Changes in the fair value of effective cash flow hedges are recognized in other comprehensive income or loss until earnings are affected by the variability in cash flows of the designated hedged item. Ineffective portions of hedge results are recognized in current earnings. Changes in the fair value of derivatives for which hedge accounting is not applied are recognized in current earnings.

People s United Financial formally documents at inception all relationships between the derivative instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transactions. This process includes linking all derivatives that are designated as hedges to specific assets and liabilities, or to specific firm commitments or forecasted transactions. People s United Financial also formally assesses, both at inception of the hedge and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in the fair values or cash flows of the hedged items. If it is determined that a derivative is not highly effective or has ceased to be a highly effective hedge, People s United Financial would discontinue hedge accounting prospectively. Gains or losses resulting from the termination of a derivative accounted for as a cash flow hedge remain in accumulated other comprehensive income or loss and are amortized to earnings over the remaining period of the former hedging relationship, provided the hedged item continues to be outstanding.

People s United Financial uses the dollar offset method, regression analysis and scenario analysis to assess hedge effectiveness at inception and on an ongoing basis. Such methods are chosen based on the nature of the hedge strategy and are used consistently throughout the life of the hedging relationship.

Interest rate-lock commitments extended to borrowers relate to the origination of residential mortgage loans. To mitigate the interest rate risk inherent in these commitments, People s United Financial enters into mandatory delivery and best efforts contracts to sell adjustable-rate and fixed-rate residential mortgage loans (servicing released). Forward commitments to sell and interest rate-lock commitments on residential mortgage loans are considered derivatives and their respective estimated fair values are adjusted based on changes in interest rates.

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By using derivatives, People s United Financial is exposed to credit risk to the extent that counterparties to the derivative contracts do not perform as required. Should a counterparty fail to perform under the terms of a derivative contract, the Company s counterparty credit risk is equal to the amount reported as a derivative asset in the Consolidated Statements of Condition. Amounts reported as derivative assets represent derivative contracts in a gain position, net of derivatives in a loss position with the same counterparty (to the extent subject to master netting arrangements) and posted collateral. People s United Financial seeks to minimize counterparty credit risk through credit approvals, limits, monitoring procedures, execution of master netting arrangements and obtaining collateral, where appropriate. Counterparties to People s United Financial s derivatives include major financial institutions with investment grade credit ratings from the major rating agencies. As such, management believes the risk of incurring credit losses on derivative contracts with those counterparties is remote and losses, if any, would be immaterial.

Certain of People s United Financial s derivative contracts contain provisions establishing collateral requirements (subject to minimum collateral posting thresholds) based on the Company s external credit rating. If the Company s senior unsecured debt rating were to fall below the level generally recognized as investment grade, the counterparties to such derivative contracts could require additional collateral on those derivative transactions in a net liability position (after considering the effect of master netting arrangements and posted collateral). The aggregate fair value of derivative instruments with such credit-related contingent features that were in a net liability position at June 30, 2012 was $6.3 million, for which People s United Financial had posted $5.4 million collateral in the normal course of business. If the Company s senior unsecured debt rating had fallen below investment grade as of that date, $0.9 million in additional collateral would have been required.

The following sections further discuss each class of derivative financial instrument used by People s United Financial, including management s principal objectives and risk management strategies.

Interest Rate Swaps

People s United Financial may, from time to time, enter into pay fixed/receive floating interest rate swaps that are used to manage interest rate risk associated with certain interest-earning assets and interest-bearing liabilities.

Interest rate swaps associated with interest-earning assets, which matured in March 2012, were used to match more closely the repricing of certain commercial real estate loans and the funding associated with these loans. Specifically, People s United Financial agreed with other parties to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated by reference to an agreed notional amount. As a result, the interest rate swaps effectively converted the fixed rate assets to a variable interest rate and consequently reduced People s United Financial s exposure to increases in interest rates. These interest rate swaps were accounted for as fair value hedges.

People s United Financial has entered into an interest rate swap to hedge the LIBOR-based floating rate payments on the Company s $125 million subordinated notes (such payments began in February 2012). The subordinated notes had a fixed interest rate of 5.80% until February 2012, at which time the interest rate converted to the three-month LIBOR plus 68.5 basis points. People s United Financial has agreed with the swap counterparty to exchange, at specified intervals, the difference between fixed-rate (1.99%) and floating-rate interest amounts calculated based on a notional amount of $125 million. The floating rate interest amounts received under the interest rate swap are calculated using the same floating rate paid on the subordinated notes. The interest rate swap effectively converts the variable rate subordinated notes to a fixed interest rate and consequently reduces People s United Financial s exposure to increases in interest rates. This interest rate swap is accounted for as a cash flow hedge.

Interest Rate Floors

An interest rate floor is a type of option contract that is exercised when the underlying interest rate falls below a specified strike rate. Previously, People s United Financial purchased interest rate floors for the purpose of partially managing its exposure to decreases in the one-month LIBOR-index rate used to reprice certain long-term commercial loans. The interest rate floors were accounted for as cash flow hedges.

People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Foreign Exchange Contracts

Foreign exchange contracts are commitments to buy or sell foreign currency on a future date at a contractual price. People s United Financial uses these instruments on a limited basis to eliminate its exposure to fluctuations in currency exchange rates on certain of its commercial loans that are denominated in foreign currencies. Gains and losses on foreign exchange contracts substantially offset the translation gains and losses on the related loans. Effective in the first quarter of 2010, People s United Financial no longer designates foreign exchange contracts as hedging instruments.

Risk Participation Agreement

People s United Financial has entered into a risk participation agreement under which the Company assumes credit risk associated with a borrower s performance under certain interest rate derivative contracts. People s United Financial is not a party to the derivative contracts and entered into the risk participation agreement only because it is also a party to the related loan participation agreement with the borrower. The Company manages its credit risk under the risk participation agreement by monitoring the creditworthiness of the borrower, based on its normal credit review process. The notional amount of such risk participation agreement reflects People s United Financial s pro-rata share of the derivative instrument, consistent with its share of the related loan participation.

Customer Derivatives

People s United Financial has entered into interest rate swaps with certain of its commercial customers. In order to minimize its risk, these customer derivatives (pay floating/receive fixed) have been offset with essentially matching interest rate swaps with People s United Financial s counterparties (pay fixed/receive floating). Hedge accounting has not been applied for these derivatives. Accordingly, changes in the fair value of all such interest rate swaps are recognized in current earnings.

Forward Commitments to Sell Residential Mortgage Loans and Related Interest Rate-Lock Commitments

People s United Financial enters into forward commitments to sell adjustable-rate and fixed-rate residential mortgage loans (all to be sold servicing released) in order to reduce the market risk associated with originating loans for sale in the secondary market. In order to fulfill a forward commitment, People s United Financial delivers originated loans at prices or yields specified by the contract. The risks associated with such contracts arise from the possible inability of counterparties to meet the contract terms or People s United Financial s inability to originate the necessary loans. Gains and losses realized on the forward contracts are reported in the Consolidated Statements of Income as a component of the net gains on sales of residential mortgage loans. In the normal course of business, People s United Financial will commit to an interest rate on a mortgage loan application at a time after the application is approved by People s United Financial. The risks associated with these interest rate-lock commitments arise if market interest rates change prior to the closing of these loans. Both forward sales commitments and interest rate-lock commitments made to borrowers on held-for-sale loans are accounted for as derivatives, with changes in fair value recognized in current earnings.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The table below provides a summary of the notional amounts and fair values of derivatives outstanding:

				Fair Values (1)			
		Notional Amounts		Assets		Liabilities	
(in millions)	Type of Hedge	June 30, 2012	Dec. 31, 2011	June 30, 2012	Dec. 31, 2011	June 30, 2012	Dec. 31, 2011
Derivatives Not Designated as Hedging Instruments:							
Interest rate swaps:							
Commercial customers	N/A	$ 959.9	$ 878.2	$ 76.8	$ 61.3	$	$
Other counterparties	N/A	959.9	878.2			71.4	57.1
Foreign exchange contracts	N/A	6.7	8.1		0.3	0.2	
Risk participation agreement	N/A	10.0	10.0				
Forward commitments to sell residential mortgage loans	N/A	196.6	118.4	4.4	1.0		
Interest rate-lock commitments on residential mortgage loans	N/A	233.3	148.1			5.2	1.4
Total				81.2	62.6	76.8	58.5
Derivatives Designated as Hedging Instruments:							
Interest rate swaps:							
Loans	Fair value		4.1				
Subordinated notes	Cash flow	125.0	125.0			2.4	0.4
Total						2.4	0.4
Total derivatives				$ 81.2	$ 62.6	$ 79.2	$ 58.9

(1) Assets are recorded in other assets and liabilities are recorded in other liabilities.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The following table summarizes the impact of People s United Financial s derivatives on pre-tax income and accumulated other comprehensive loss (AOCL):

Six months ended June 30 (in millions)	Type of Hedge	Amount of Pre-Tax Gain (Loss) Recognized in Earnings (1)		Amount of Pre-Tax Gain (Loss) Recognized in AOCL	
		2012	2011	2012	2011
Derivatives Not Designated as Hedging Instruments:					
Interest rate swaps:					
Commercial customers	N/A	$ 24.5	$ 13.2	$	$
Other counterparties	N/A	(23.4)	(12.7)		
Foreign exchange contracts	N/A	(0.4)	(0.1)		
Risk participation agreement (2)	N/A				
Forward commitments to sell residential mortgage loans	N/A	3.4	0.1		
Interest rate-lock commitments on residential mortgage loans	N/A	(3.8)	(0.2)		
Total		0.3	0.3		
Derivatives Designated as Hedging Instruments:					
Interest rate swaps	Cash flow			(2.0)	
Interest rate floors (3)	Cash flow		0.7		
Interest rate swaps	Fair value		(0.1)		
Total			0.6	(2.0)	
Total derivatives		$ 0.3	$ 0.9	$ (2.0)	$

(1) Amounts recognized in earnings are recorded in interest income or interest expense for derivatives designated as hedging instruments and in other non-interest income for derivatives not designated as hedging instruments.
(2) Pre-tax gain (loss) recognized in earnings less than $50,000.
(3) Reflects income relating to interest rate floors terminated during 2008 and 2009. See Interest Rate Floors.

NOTE 13. NEW ACCOUNTING STANDARDS

Goodwill and Other Intangible Assets

In September 2011, the Financial Accounting Standards Board (the FASB) amended its standards to provide an option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of such events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the entity is not required to perform the two-step impairment test. This amendment became effective for People s United Financial on January 1, 2012 and did not have a significant impact on the Company s Consolidated Financial Statements.

In July 2012, the FASB amended its standards again to allow companies to perform a qualitative assessment in determining whether further impairment testing of indefinite-lived intangible assets is necessary, similar to the previous amendment which permits such an approach to the goodwill impairment test. This amendment is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 (January 1, 2013 for People s United Financial) with early adoption permitted provided the entity has not yet performed its 2012 annual impairment test.

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People s United Financial, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Reconsideration of Effective Control for Repurchase Agreements

In April 2011, the FASB amended its standards with respect to repurchase agreements. The amendment changes (i) the effective control assessment by removing the criterion that required the transferor to have the ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance guidance related to that criterion. Instead, the transferor should assess effective control based on its rights and obligations with respect to the transferred financial assets and not based on whether it has the practical ability to perform in accordance with those rights or obligations. As a result, it is anticipated that most repurchase agreements will not qualify for derecognition of the financial assets from the transferor s financial statements. This amendment became effective for People s United Financial on January 1, 2012 and did not have a significant impact on the Company s Consolidated Financial Statements.

Fair Value Measurements

In May 2011, the FASB issued amendments to its standards on fair value with the objective of establishing (i) a consistent definition of fair value and (ii) common requirements for the measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments, which are generally consistent with existing fair value measurement principles contained in U.S. GAAP, serve to expand the related disclosure requirements for fair value measurements and provide necessary clarifications in order to align with IFRS.

Specifically, the amendments include provisions relating to: (i) application of the highest and best use and valuation premise concepts; (ii) application of premiums and discounts, including blockage factors, in a fair value measurement; (iii) measuring the fair value of an instrument classified in a reporting entity s shareholders equity; and (iv) additional disclosures about fair value measurements, including quantitative information (e.g. sensitivity analysis) about the unobservable inputs used for Level 3 items and the fair value hierarchy of items that are not measured at fair value in the statement of condition but whose fair value is required to be disclosed. These amendments, which are to be applied prospectively, became effective for People s United Financial on January 1, 2012 and did not have a significant impact on the Company s fair value measurements. The applicable required disclosures have been provided in Note 11.

Comprehensive Income

In June 2011, the FASB amended its standards relating to the presentation of comprehensive income to require that all nonowner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate consecutive statements. These amendments will make the financial statement presentation of other comprehensive income more prominent by eliminating the alternative to present comprehensive income within the statement of stockholders equity. In December 2011, the FASB deferred indefinitely the portion of the new guidance requiring that items reclassified out of accumulated other comprehensive income (loss) be presented on the face of the financial statements together with the related components of net income and other comprehensive income.

The effective date of the deferral is consistent with the effective date of the June 2011 amendments. For public entities, these amendments, which are to be applied retrospectively, became effective January 1, 2012. The Company has presented separate Consolidated Statements of Comprehensive Income immediately following its Consolidated Statements of Income.

Balance Sheet Offsetting Disclosures

In December 2011, the FASB issued amendments to its standards to provide for certain additional disclosures about financial instruments and derivatives instruments that are subject to netting arrangements. Specifically, entities will be required to provide information about both net and gross amounts in the notes to the financial statements for relevant assets and liabilities that are offset. For People s United Financial, these new disclosures are required for interim and annual periods beginning on or after

January 1, 2013 and are not expected to have a significant impact on the Company s Consolidated Financial Statements.

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

Forward-Looking Statements

Periodic and other filings made by People s United Financial, Inc. (People s United Financial or the Company) with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 (the Exchange Act) may from time to time contain information and statements that are forward-looking in nature. Such filings include the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and may include other forms such as proxy statements. Other written or oral statements made by People s United Financial or its representatives from time to time may also contain forward-looking statements.

In general, forward-looking statements usually use words such as expect, anticipate, believe, should, and similar expressions, and include all statements about People s United Financial s operating results or financial position for future periods. Forward-looking statements represent management s beliefs, based upon information available at the time the statements are made, with regard to the matters addressed; they are not guarantees of future performance.

All forward-looking statements are subject to risks and uncertainties that could cause People s United Financial s actual results or financial condition to differ materially from those expressed in or implied by such statements. Factors of particular importance to People s United Financial include, but are not limited to: (1) changes in general, international, national or regional economic conditions; (2) changes in interest rates; (3) changes in loan default and charge-off rates; (4) changes in deposit levels; (5) changes in levels of income and expense in non-interest income and expense related activities; (6) residential mortgage and secondary market activity; (7) changes in accounting and regulatory guidance applicable to banks; (8) price levels and conditions in the public securities markets generally; (9) competition and its effect on pricing, spending, third-party relationships and revenues; (10) the successful integration of acquired companies; and (11) changes in regulation resulting from or relating to financial reform legislation.

All forward-looking statements can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. People s United Financial does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Recent Market Developments

In response to the unprecedented challenges affecting the banking system, the federal government began implementing several programs in late 2008 designed to address a variety of issues facing the financial sector. The most noteworthy of these initiatives was the Emergency Economic Stabilization Act of 2008 (the EESA). The EESA led to the Troubled Asset Relief Program (the TARP) and the TARP Capital Purchase Program, neither of which had a direct impact on People s United Financial as the Company did not participate in these programs. People s United Financial did, however, experience a number of changes with respect to deposit insurance coverage and related assessments.

FDIC Insurance Coverage / Assessments

The Federal Deposit Insurance Corporation (the FDIC) insures deposits at FDIC insured financial institutions up to certain limits, charging premiums to maintain the Deposit Insurance Fund (the DIF) at specified levels. Such premiums may vary based on the risk profile of the insured institution and, until 2009, ranged from 0.05% of deposits for an institution in the highest sub-category of the highest category to 0.43% of deposits for an institution in the lowest category.

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Adverse economic conditions over the past several years has resulted in an increased number of bank failures and, consequently, greater use of DIF resources. In November 2009, the FDIC adopted a final rule that amended the assessment regulations to require insured financial institutions to prepay their estimated deposit insurance premiums for 2010, 2011 and 2012 on December 30, 2009. Under this rule, the prepayment was based on an assumed 5% annual growth rate in each institution s insured deposits (the assessment base) and an assumed increase of three basis points in each institution s premium assessment rate beginning in 2011. On December 30, 2009, People s United Bank prepaid its estimated deposit insurance premiums totaling $69 million in accordance with FDIC regulations. The prepaid deposit insurance assessment at June 30, 2012 was $14 million, which includes balances acquired in connection with recent business combinations.

The EESA increased the FDIC deposit insurance limit from $100,000 to $250,000 per depositor through December 31, 2009, and subsequent amendments extended the increased coverage through December 31, 2013.

In February 2011, the FDIC approved a final rule that: (i) changed the assessment base from adjusted domestic deposits to a bank s average consolidated total assets minus average tangible equity (defined as Tier 1 capital); (ii) adopted a new large-bank pricing assessment scheme; and (iii) set a target size for the DIF at 2% of insured deposits. The rule, which was effective beginning with the quarterly assessment period ended June 30, 2011, also (i) implemented a lower assessment rate schedule when the DIF reaches 1.15 percent and, in lieu of dividends, provides for a lower rate schedule when the reserve ratio reaches 2 percent and 2.5 percent and (ii) created a scorecard-based assessment system for financial institutions with more than $10 billion in assets, including People s United Bank.

The actual amount of future assessments will be dependent on several factors, including: (i) People s United Bank s average total assets and average tangible equity; (ii) People s United Bank s risk profile; and (iii) whether additional special assessments are imposed in future periods and the manner in which such assessments are determined.

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

As previously disclosed in the risk factors included in People s United Financial s Annual Report on Form 10-K for the year ended December 31, 2011, our business is subject to risk as a result of changes in Federal and State regulation. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the DFA), which was signed into law on July 21, 2010, implements significant changes in the financial regulatory landscape and will impact all financial institutions and their holding companies, including People s United Bank and People s United Financial.

Among the DFA s significant regulatory changes, it creates a new federal consumer protection agency, the Consumer Financial Protection Bureau (the CFPB), which is empowered to promulgate new consumer protection regulations and revise existing regulations in many areas of consumer protection. The CFPB has exclusive authority to issue regulations, orders and guidance to administer and implement the objectives of federal consumer protection laws. The CFPB will also have exclusive supervision over our consumer compliance examinations. Moreover, the DFA permits states to adopt stricter consumer protection laws and authorizes state attorneys general to enforce consumer protection rules issued by the CFPB. The DFA restricts the authority of the federal banking regulators to preempt state consumer protection laws applicable to the Bank and limits the preemption of state laws as they affect subsidiaries and agents of federally-chartered banks.

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The DFA provides that the amount of interchange fee that an issuer of debit cards may charge or receive must be reasonable and proportional to the cost of the transaction. The DFA directs the Board of Governors of the Federal Reserve System (the FRB) to issue regulations to implement this requirement, and further provides that in determining whether a charge is reasonable and proportional the issuer may generally consider only costs that are specific to the individual transaction. Separately, the FRB is authorized to issue regulations that would allow an issuer to adjust interchange fees to reflect the costs associated with fraud mitigation related to debit card transactions, provided that the issuer must comply with fraud-related standards to be established by the FRB. The DFA further provides that a debit card issuer may not restrict the number of payment card networks on which a debit card transaction may be processed to a single network or limit the ability of a merchant to direct the routing of debit card payments for processing. The interchange fee provisions became effective in the fourth quarter of 2011 (see Non-Interest Income). It is anticipated that establishment of the CFPB and these other changes will significantly increase the Company s regulatory compliance burden and costs and may restrict the financial products and services People s United Financial offers to its customers.

All federal prohibitions on the ability of financial institutions to pay interest on demand deposit accounts were repealed as part of the DFA. As a result, beginning on July 21, 2011, financial institutions could begin offering interest on demand deposits. As of June 30, 2012, People s United Bank s non-interest-bearing deposits totaled $4.8 billion, or 22% of total deposits. The Company s interest expense may increase and its net interest margin may decrease if we begin to offer higher rates of interest than we currently offer on demand deposits.

The DFA also imposes stringent capital requirements on bank holding companies by, among other things, imposing leverage ratios on holding companies and prohibiting new trust preferred issuances from counting as Tier 1 capital. The DFA also increases regulation of derivatives and hedging transactions, which could limit the ability of People s United Financial to enter into, or increase the costs associated with, interest rate and other hedging transactions.

The actions noted above, together with additional actions announced by the U.S. Treasury and other regulatory agencies, continue to develop. It is not clear at this time what impact such actions will have on the capital markets and the financial services industry. The extreme levels of market volatility and limited credit availability currently being experienced could continue to adversely affect the U.S. banking industry and the broader U.S. and global economies for the foreseeable future, which will have an effect on all financial institutions, including People s United Financial.

The DFA transferred all supervisory functions, including ongoing supervision, examination and regulation, for savings and loan holding companies and their non-depository subsidiaries to the FRB, effective July 21, 2011, and on the same day, the Office of the Comptroller of the Currency (the OCC) assumed responsibility for the supervision, examination and regulation of all federally-chartered savings banks. In October 2011, People s United Bank filed an application with the OCC to convert to a national bank charter. In connection with this conversion, People s United Financial intends to submit an application to the Federal Reserve Bank of New York to convert to a bank holding company.

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Selected Consolidated Financial Data

(dollars in millions, except per share data)	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Earnings Data:					
Net interest income (fully taxable equivalent)	$ 238.7	$ 237.6	$ 222.5	$ 476.3	$ 444.0
Provision for loan losses	10.6	11.5	14.0	22.1	28.6
Non-interest income	75.7	72.4	76.6	148.1	151.2
Non-interest expense (1)	205.7	208.6	207.0	414.3	409.8
Income before income tax expense	95.4	87.4	76.8	182.8	154.3
Net income	64.8	58.6	51.2	123.4	102.9
Operating earnings (2)	67.2	60.6	57.3	127.8	111.1
Selected Statistical Data:					
Net interest margin (3)	3.97%	4.01%	4.13%	3.99%	4.15%
Operating net interest margin (2), (3)	3.89	4.01	4.09	3.95	3.95
Return on average assets (3)	0.93	0.85	0.82	0.89	0.83
Operating return on average assets (2), (3)	0.97	0.88	0.92	0.93	0.90
Return on average tangible assets (3)	1.01	0.93	0.89	0.97	0.90
Return on average stockholders equity (3)	5.0	4.5	4.0	4.7	4.0
Return on average tangible stockholders equity (3)	8.6	7.7	6.3	8.1	6.4
Operating return on average tangible stockholders equity (2), (3)	8.9	8.0	7.1	8.4	6.9
Efficiency ratio (2)	61.5	63.2	64.9	62.3	65.1
Common Share Data:					
Basic and diluted earnings per share	$ 0.19	$ 0.17	$ 0.15	$ 0.36	$ 0.30
Operating earnings per share (2)	0.20	0.18	0.17	0.38	0.32
Dividends paid per share	0.1600	0.1575	0.1575	0.3175	0.3125
Dividend payout ratio	85.0%	93.8%	106.4%	89.2%	105.6%
Operating dividend payout ratio (2)	82.0	90.6	95.1	86.1	97.8
Book value per share (end of period)	$ 15.12	$ 15.03	$ 15.01	$ 15.12	$ 15.01
Tangible book value per share (end of period) (2)	8.76	8.74	9.38	8.76	9.38
Stock price:					
High	13.50	13.79	13.81	13.79	14.49
Low	11.25	12.20	12.55	11.25	12.17
Close (end of period)	11.61	13.23	13.44	11.61	13.44

(1) Includes a total of $3.6 million, $3.0 million and $9.2 million of merger-related expenses and one-time charges for the three months ended June 30, 2012, March 31, 2012 and June 30, 2011, respectively, and $6.6 million and $12.3 million for the six months ended June 30, 2012 and June 30, 2011, respectively.

(2) See Non-GAAP Financial Measures and Reconciliation to GAAP.

(3) Annualized.

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(dollars in millions)	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011
	As of and for the Three Months Ended				
Financial Condition Data:					
Total assets	$ 28,144	$ 27,808	$ 27,568	$ 27,213	$ 25,323
Loans	20,606	20,490	20,400	20,148	17,687
Securities	3,702	2,895	2,931	2,540	3,226
Short-term investments (1)	73	767	411	779	822
Allowance for loan losses	180	183	183	177	176
Goodwill and other acquisition-related intangibles	2,166	2,169	2,174	2,151	1,947
Deposits	21,458	21,268	20,816	20,487	18,278
Borrowings	960	811	857	881	1,331
Subordinated notes and debentures	160	160	160	159	159
Stockholders equity	5,147	5,181	5,225	5,291	5,194
Non-performing assets (2)	295	316	337	305	315
Net loan charge-offs	13.5	11.2	14.8	13.4	15.5
Average Balances:					
Loans	$ 20,488	$ 20,407	$ 20,217	$ 19,856	$ 17,654
Securities	2,964	2,751	2,411	2,976	3,264
Short-term investments (1)	562	536	854	756	629
Loans held for sale	26	39	60	26	17
Total earning assets	24,040	23,733	23,542	23,614	21,564
Total assets	27,753	27,463	27,285	27,355	24,853
Deposits	21,190	20,843	20,597	20,259	18,225
Total funding liabilities	22,184	21,862	21,653	21,499	19,353
Stockholders equity	5,188	5,217	5,302	5,515	5,177
Ratios:					
Net loan charge-offs to average loans (annualized)	0.26%	0.22%	0.29%	0.27%	0.35%
Non-performing assets to originated loans, real estate owned and repossessed assets (2)	1.67	1.85	2.00	1.88	2.05
Originated allowance for loan losses to:					
Originated loans (2)	1.00	1.03	1.04	1.09	1.15
Originated non-performing loans (2)	65.6	61.5	59.7	68.5	68.0
Average stockholders equity to average total assets	18.7	19.0	19.4	20.2	20.8
Stockholders equity to total assets	18.3	18.6	19.0	19.4	20.5
Tangible stockholders equity to tangible assets (3)	11.5	11.7	12.0	12.5	13.9
Total risk-based capital (4)	15.6	16.0	16.2	16.7	19.1

(1) Includes securities purchased under agreements to resell.
(2) Excludes acquired loans. See Asset Quality.
(3) See Non-GAAP Financial Measures and Reconciliation to GAAP.
(4) Consolidated. See Regulatory Capital Requirements.

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Non-GAAP Financial Measures and Reconciliation to GAAP

In addition to evaluating People s United Financial s results of operations in accordance with U.S. generally accepted accounting principles (GAAP), management routinely supplements their evaluation with an analysis of certain non-GAAP financial measures, such as the efficiency and tangible equity ratios, tangible book value per share and operating earnings metrics. Management believes these non-GAAP financial measures provide information useful to investors in understanding People s United Financial s underlying operating performance and trends, and facilitates comparisons with the performance of other banks and thrifts. Further, the efficiency ratio and operating earnings metrics are used by management in its assessment of financial performance, including non-interest expense control, while the tangible equity ratio and tangible book value per share are used to analyze the relative strength of People s United Financial s capital position.

The efficiency ratio, which represents an approximate measure of the cost required by People s United Financial to generate a dollar of revenue, is the ratio of (i) total non-interest expense (excluding goodwill impairment charges, amortization of other acquisition-related intangibles, losses on real estate assets and non-recurring expenses) (the numerator) to (ii) net interest income on a fully taxable equivalent (FTE) basis plus total non-interest income (including the FTE adjustment on bank-owned life insurance (BOLI) income, and excluding gains and losses on sales of assets other than residential mortgage loans, and non-recurring income) (the denominator). People s United Financial generally considers an item of income or expense to be non-recurring if it is not similar to an item of income or expense of a type incurred within the last two years and is not similar to an item of income or expense of a type reasonably expected to be incurred within the following two years.

Operating earnings exclude from net income those items that management considers to be of such a non-recurring or infrequent nature that, by excluding such items (net of income taxes), People s United Financial s results can be measured and assessed on a more consistent basis from period to period. Items excluded from operating earnings, which include, but are not limited to, merger-related expenses, charges related to executive-level management separation costs, severance-related costs and write downs of banking house assets, are generally also excluded when calculating the efficiency ratio. Operating earnings per share is calculated by dividing operating earnings by the weighted average number of dilutive common shares outstanding for the respective period. Operating return on average assets is calculated by dividing operating earnings (annualized) by average assets. Operating return on average tangible stockholders equity is calculated by dividing operating earnings (annualized) by average tangible stockholders equity. The operating dividend payout ratio is calculated by dividing dividends paid by operating earnings for the respective period.

Operating net interest margin excludes from the net interest margin those items that management considers to be of such a discrete nature that, by excluding such items, People s United Financial s net interest margin can be measured and assessed on a more consistent basis from period to period. Items excluded from operating net interest margin include cost recovery income on acquired loans and changes in the accretable yield on acquired loans stemming from periodic cash flow reassessments. Operating net interest margin is calculated by dividing operating net interest income (annualized) by average earning assets.

The tangible equity ratio is the ratio of (i) tangible stockholders equity (total stockholders equity less goodwill and other acquisition-related intangibles) (the numerator) to (ii) tangible assets (total assets less goodwill and other acquisition-related intangibles) (the denominator). Tangible book value per share is calculated by dividing tangible stockholders equity by common shares (total common shares issued, less common shares classified as treasury shares and unallocated Employee Stock Ownership Plan (ESOP) common shares).

In light of diversity in presentation among financial institutions, the methodologies used by People s United Financial for determining the non-GAAP financial measures discussed above may differ from those used by other financial institutions.

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The following table summarizes People s United Financial s efficiency ratio derived from amounts reported in the Consolidated Statements of Income:

	Three Months Ended			Six Months Ended	
(dollars in millions)	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Total non-interest expense	$ 205.7	$ 208.6	$ 207.0	$ 414.3	$ 409.8
Adjustments:					
Amortization of other acquisition-related intangibles	(6.8)	(6.6)	(6.0)	(13.4)	(11.9)
Severance-related costs	(1.1)	(2.4)		(3.5)	
Merger-related expenses			(6.4)		(9.5)
Executive-level separation costs			(2.8)		(2.8)
Other (1)	(4.6)	(3.0)	(1.9)	(7.6)	(4.0)
Total	$ 193.2	$ 196.6	$ 189.9	$ 389.8	$ 381.6
Net interest income (FTE basis)	$ 238.7	$ 237.6	$ 222.5	$ 476.3	$ 444.0
Total non-interest income	75.7	72.4	76.6	148.1	151.2
Total revenues	314.4	310.0	299.1	624.4	595.2
Adjustments:					
BOLI FTE adjustment	0.6	0.9	0.8	1.5	1.4
Net gains on sales of acquired loans	(0.7)		(7.2)	(0.7)	(12.7)
Net security gains			(0.1)		(0.2)
Other (2)					2.2
Total	$ 314.3	$ 310.9	$ 292.6	$ 625.2	$ 585.9
Efficiency ratio	61.5%	63.2%	64.9%	62.3%	65.1%

(1) Items classified as other and deducted from non-interest expense include, as applicable, certain franchise taxes, real estate owned expenses, contract termination costs and non-recurring expenses.

(2) Items classified as other and added to (deducted from) total revenues include, as applicable, asset write-offs, gains associated with the sale of branch locations and mortgage servicing rights, and interest on an income tax refund.

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The following table summarizes People s United Financial s operating earnings, operating earnings per share and operating return on average assets:

(dollars in millions, except per share data)	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net income, as reported	$ 64.8	$ 58.6	$ 51.2	$ 123.4	$ 102.9
Adjustments to arrive at operating earnings:					
Severance-related costs	1.1	2.4		3.5	
Other non-operating expenses	2.5	0.6		3.1	
Merger-related expenses			6.4		9.5
Executive-level separation costs			2.8		2.8
Total pre-tax adjustments	3.6	3.0	9.2	6.6	12.3
Tax effect	(1.2)	(1.0)	(3.1)	(2.2)	(4.1)
Total adjustments, net of tax	2.4	2.0	6.1	4.4	8.2
Operating earnings	$ 67.2	$ 60.6	$ 57.3	$ 127.8	$ 111.1
Earnings per share, as reported	$ 0.19	$ 0.17	$ 0.15	$ 0.36	$ 0.30
Adjustment to arrive at operating earnings per share:					
Severance-related costs		0.01		0.01	
Other non-operating expenses	0.01			0.01	
Merger-related expenses			0.02		0.02
Executive-level separation costs					
Total adjustments per share	0.01	0.01	0.02	0.02	0.02
Operating earnings per share	$ 0.20	$ 0.18	$ 0.17	$ 0.38	$ 0.32
Average total assets	$ 27,753	$ 27,463	$ 24,853	$ 27,608	$ 24,738
Operating return on average assets (annualized)	0.97%	0.88%	0.92%	0.93%	0.90%

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The following table summarizes People s United Financial s operating net interest margin:

(dollars in millions, except per share data)	Three Months Ended June 30, 2012	March 31, 2012	June 30, 2011	Six Months Ended June 30, 2012	June 30, 2011
Net interest income (FTE basis)	$ 238.7	$ 237.6	$ 222.5	$ 476.3	$ 444.0
Adjustments to arrive at operating net interest income:					
Cost recovery income	(4.7)			(4.7)	
Changes in accretable yield			(2.2)		(11.2)
Total adjustments	(4.7)		(2.2)	(4.7)	(11.2)
Operating net interest income	$ 234.0	$ 237.6	$ 220.3	$ 471.6	$ 432.8
Net interest margin, as reported (annualized)	3.97%	4.01%	4.13%	3.99%	4.15%
Adjustments to arrive at operating net interest margin (annualized):					
Cost recovery income	(0.08)			(0.04)	
Changes in accretable yield			(0.04)		(0.20)
Total adjustments	(0.08)		(0.04)	(0.04)	(0.20)
Operating net interest margin (annualized)	3.89%	4.01%	4.09%	3.95%	3.95%
Total earning assets	$ 24,040	$ 23,733	$ 21,564	$ 23,886	$ 21,420

The following tables summarize People s United Financial s operating return on average tangible stockholders equity and operating dividend payout ratio:

(dollars in millions)	Three Months Ended June 30, 2012	March 31, 2012	June 30, 2011	Six Months Ended June 30, 2012	June 30, 2011
Operating earnings	$ 67.2	$ 60.6	$ 57.3	$ 127.8	$ 111.1
Average stockholders equity	$ 5,188	$ 5,217	$ 5,177	$ 5,203	$ 5,181
Less: average goodwill and average other acquisition-related intangibles	2,166	2,171	1,950	2,169	1,953
Average tangible stockholders equity	$ 3,022	$ 3,046	$ 3,227	$ 3,034	$ 3,228
Operating return on average tangible stockholders equity (annualized)	8.9%	8.0%	7.1%	8.4%	6.9%

(dollars in millions)	Three Months Ended June 30, 2012	March 31, 2012	June 30, 2011	Six Months Ended June 30, 2012	June 30, 2011
Dividends paid	$ 55.1	$ 54.9	$ 54.5	$ 110.0	$ 108.7

Operating earnings	$ 67.2	$ 60.6	$ 57.3	$ 127.8	$ 111.1
Operating dividend payout ratio	82.0%	90.6%	95.1%	86.1%	97.8%

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The following tables summarize People s United Financial s tangible equity ratio and tangible book value per share derived from amounts reported in the Consolidated Statements of Condition:

(in millions, except per share data)	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011
Total stockholder equity	$ 5,147	$ 5,181	$ 5,225	$ 5,291	$ 5,194
Less: goodwill and other acquisition-related intangibles	2,166	2,169	2,174	2,151	1,947
Tangible stockholders equity	$ 2,981	$ 3,012	$ 3,051	$ 3,140	$ 3,247
Total assets	$ 28,154	$ 27,808	$ 27,568	$ 27,213	$ 25,323
Less: goodwill and other acquisition-related intangibles	2,166	2,169	2,174	2,151	1,947
Tangible assets	$ 25,988	$ 25,639	$ 25,394	$ 25,062	$ 23,376
Tangible equity ratio	11.5%	11.7%	12.0%	12.5%	13.9%

(in millions, except per share data)	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011
Tangible stockholders equity	$ 2,981	$ 3,012	$ 3,051	$ 3,140	$ 3,247
Common shares issued	395.87	395.84	395.42	395.46	377.02
Less: Common shares classified as treasury shares	47.00	42.49	38.03	38.07	22.01
Unallocated ESOP common shares	8.54	8.62	8.71	8.80	8.89
Common shares	340.33	344.73	348.68	348.59	346.12
Tangible book value per share	$ 8.76	$ 8.74	$ 8.75	$ 9.01	$ 9.38

Acquisition of Branches Completed in 2012

On June 22, 2012, People s United Bank acquired 57 branches from RBS Citizens, N.A. and assumed approximately

$324 million in deposits associated with these branches. Fifty-three of the branches are situated in Stop & Shop supermarkets and four are traditional branches. All of the branches are located in the state of New York, with 30 on Long Island, eight in Westchester County and six in the boroughs of New York City. People s United Bank paid a 1% premium on the assumed deposits of approximately $3.24 million. See Note 2 to the Consolidated Financial Statements for a further discussion.

In the second quarter of 2012, People s United Bank sold one of its branches located in Massachusetts. Included in the sale was approximately $11.6 million in deposits and $0.7 million of other assets.

Acquisition Completed in 2011

After the close of business on June 30, 2011, People s United Financial acquired Danvers Bancorp, Inc. (Danvers) based in Danvers, Massachusetts. The transaction was effective July 1, 2011. Total consideration paid in the Danvers acquisition of approximately $462 million consisted of approximately $214 million in cash and 18.5 million shares of People s United Financial common stock with a fair value of approximately $248 million. Cash consideration was paid at the rate of $23.00 per share of Danvers common stock and stock consideration was paid at the rate of 1.624 shares of People s United Financial common stock per share of Danvers common stock. See Note 2 to the Consolidated Financial Statements for a further discussion.

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Financial Overview

As previously discussed, People s United Financial completed its acquisition of Danvers on June 30, 2011, effective

July 1, 2011. Accordingly, People s United Financial s results of operations include the results of Danvers beginning with the effective date, and prior period results have not been restated to include Danvers.

People s United Financial reported net income of $64.8 million, or $0.19 per diluted share, for the three months ended

June 30, 2012, compared to $51.2 million, or $0.15 per diluted share, for the year-ago period. Operating earnings were $67.2 million, or 0.20 per share, and $57.3 million, or $0.17 per share, for the respective periods. Compared to the year-ago period, second quarter 2012 earnings reflect continued organic loan and deposit growth, an increase in net interest income, lower provision for loan loss expense, improvements in certain fee-related businesses and tighter expense control.

For the six months ended June 30, 2012, net income totaled $123.4 million, or $0.36 per diluted share, compared to

$102.9 million, or $0.30 per diluted share, for the year-ago period. Operating earnings were $127.8 million, or $0.38 per share and $111.1 million, or $0.32 per share, for the respective periods.

People s United Financial s operating return on average assets was 0.97% for the three months ended June 30, 2012 compared to 0.92% for the year-ago period. Operating return on average tangible stockholders equity was 8.9% for the three months ended June 30, 2012 compared to 7.1% for the year-ago period.

FTE net interest income increased $16.2 million from the year-ago quarter, primarily reflecting the benefit from the Danvers acquisition, cost recovery income on acquired loans (representing cash receipts in excess of carrying amount), as well as a reduction in the cost of deposits. The operating net interest margin decreased 20 basis points from the second quarter of 2011 to 3.89%, primarily reflecting the overall reduction in interest rates.

Compared to the first quarter of 2012, FTE net interest income increased $1.1 million while the operating net interest margin declined by 12 basis points, primarily reflecting lower yields on loans.

Average earning assets increased $2.5 billion compared to the second quarter of 2011, reflecting a $2.8 billion increase in average loans partially offset by a $300 million decrease in average securities. Average funding liabilities increased $2.8 billion in the second quarter of 2012 compared to the year-ago quarter, primarily reflecting a $3.0 billion increase in average total deposits partially offset by a $127 million decrease in average total borrowings.

Compared to the year-ago quarter, total non-interest income decreased $0.9 million and total non-interest expense decreased $1.3 million (see Non-Interest Income and Non-Interest Expense). The efficiency ratio was 61.5% for the second quarter of 2012 compared to 64.9% for the year-ago period.

The provision for loan losses in the second quarter of 2012 totaled $10.6 million compared to $14.0 million in the year-ago quarter. The provision for loan losses in the second quarter of 2012 reflected (i) net loan charge-offs of $13.5 million, of which

$7.5 million carried previously-established specific reserves, and (ii) a $4.6 million increase in the allowance for loan losses due to growth in both the commercial and residential mortgage loan portfolios (see Asset Quality). The provision for loan losses in the second quarter of 2011 reflected net loan charge-offs of $15.5 million and a $1.5 million decrease in the allowance for loan losses. Net loan charge-offs as a percentage of average total loans on an annualized basis were 0.26% in the second quarter of 2012 compared to 0.35% in the year-ago quarter.

The allowance for loan losses on originated loans was $175.5 million at both June 30, 2012 and December 31, 2011. The allowance for loan losses on acquired loans was $4.8 million at June 30, 2012, a $2.6 million decrease from December 31, 2011. Non-performing assets totaled $294.5 million at June 30, 2012, a $42.2 million decrease from December 31, 2011. At June 30, 2012, the originated allowance for loan losses as a percentage of originated loans was 1.00% and as a percentage of originated non-performing loans was 65.6% (see Asset Quality).

People s United Financial s total stockholders equity was $5.1 billion at June 30, 2012 compared to $5.2 billion at December 31, 2011 and as a percentage of total assets, stockholders equity was 18.3% and 19.0%, respectively. Tangible stockholders equity as a percentage of tangible assets was 11.5% at June 30, 2012 compared to 12.0% at December 31, 2011.

People s United Bank s and People s United Financial s (consolidated) total risk-based capital ratios were 14.0% and 15.6%, respectively, at June 30, 2012 compared to 14.0% and 16.2%, respectively, at December 31, 2011 (see Regulatory Capital Requirements).

Segment Results

Public companies are required to report (i) certain financial and descriptive information about reportable operating segments, as defined, and (ii) certain enterprise-wide financial information about products and services, geographic areas and major customers. Operating segment information is reported using a management approach that is based on the way management organizes the segments for purposes of making operating decisions and assessing performance.

People s United Financial s operations are divided into three primary operating segments that represent its core businesses: Commercial Banking; Retail and Business Banking; and Wealth Management. In addition, the Treasury area manages People s United Financial s securities portfolio, short-term investments and securities purchased under agreements to resell, wholesale borrowings and the funding center.

The Company s operating segments have been aggregated into two reportable segments: Commercial Banking; and Retail and Business Banking. These reportable segments have been identified and organized based on the nature of the underlying products and services applicable to each segment, the type of customers to whom those products and services are offered and the distribution channel through which those products and services are made available. With respect to Wealth Management, this presentation results in the Company s insurance business and certain trust activities being allocated to the Commercial Banking segment, while the Company s brokerage business and certain other trust activities are allocated to the Retail and Business Banking segment. Segment results for 2011, which previously included Wealth Management as a separate reportable segment, have been revised to reflect the aforementioned two reportable segment approach.

People s United Financial uses an internal profitability reporting system to generate information by operating segment, which is based on a series of management estimates and allocations regarding funds transfer pricing (FTP), the provision for loan losses, non-interest expense and income taxes. These estimates and allocations, some of which can be subjective in nature, are continually being reviewed and refined. Any changes in estimates and allocations that may affect the reported results of any segment will not affect the consolidated financial position or results of operations of People s United Financial as a whole.

FTP is used in the calculation of each operating segment s net interest income, and measures the value of funds used in and provided by an operating segment. The difference between the interest income on earning assets and the interest expense on funding liabilities, and the corresponding FTP charge for interest income or credit for interest expense, results in net spread income (see Treasury).

Beginning in the third quarter of 2011, the Company modified its FTP methodology relating to certain deposit products, which resulted in the allocation of a larger credit to net interest income within Commercial Banking and Retail and Business Banking, with the offset allocated to Treasury. Prior period segment results continue to reflect the previous FTP methodology.

A five-year rolling average net charge-off rate is used as the basis for the provision for loan losses for the respective operating segment in order to present a level of portfolio credit cost that is representative of the Company s historical experience, without presenting the potential volatility from year-to-year changes in credit conditions. While this method of allocation allows management to more effectively assess the longer-term profitability of a segment, it may result in a measure of segment provision for loan losses that does not reflect actual incurred losses for the periods presented.

People s United Financial allocates a majority of non-interest expenses to each operating segment using a full-absorption costing process (i.e. all expenses are fully-allocated to the segments). Direct and indirect costs are analyzed and pooled by process and assigned to the appropriate operating segment and corporate overhead costs are allocated to the operating segments. Income tax expense is allocated to each operating segment using a constant rate, based on an estimate of the consolidated effective income tax rate for the year. Total average assets and total average liabilities are presented for each reportable segment due to management s reliance, in part, on such average balances for purposes of assessing segment performance.

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The average assets of each reportable segment include allocated goodwill and intangible assets, both of which are reviewed for impairment at least annually. Goodwill is tested for impairment at the reporting unit level (i.e. the operating segment or one level below, as applicable) and involves a two-step test. The first step (Step 1) is used to identify potential impairment, and involves comparing each reporting unit s estimated fair value to its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill is not deemed to be impaired. Should the carrying amount of the reporting unit exceed its estimated fair value, an indicator of potential impairment is deemed to exist and a second step is performed to measure the amount of such impairment, if any. None of the Company s identified reporting units are at risk of failing the Step 1 goodwill impairment test at this time.

In September 2011, the Financial Accounting Standards Board amended its standards to provide an option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of such events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the entity is not required to perform the two-step impairment test.

Segment Performance Summary

Three months ended June 30, 2012 (in millions)	Commercial Banking	Retail and Business Banking	Total Reportable Segments	Treasury	Other	Total Consolidated
Net interest income (loss)	$ 116.7	$ 128.2	$ 244.9	$ (17.7)	$ 8.8	$ 236.0
Provision for loan losses	10.5	3.5	14.0		(3.4)	10.6
Total non-interest income	29.0	44.5	73.5	2.4	(0.2)	75.7
Total non-interest expense	59.2	135.5	194.7	(0.3)	11.3	205.7
Income (loss) before income tax expense (benefit)	76.0	33.7	109.7	(15.0)	0.7	95.4
Income tax expense (benefit)	24.4	10.8	35.2	(4.8)	0.2	30.6
Net income (loss)	$ 51.6	$ 22.9	$ 74.5	$ (10.2)	$ 0.5	$ 64.8
Total average assets	$ 14,875.3	$ 8,258.9	$ 23,134.2	$ 4,004.4	$ 614.5	$ 27,753.1
Total average liabilities	2,955.1	18,633.5	21,588.6	599.2	377.3	22,565.1

Six months ended June 30, 2012 (in millions)	Commercial Banking	Retail and Business Banking	Total Reportable Segments	Treasury	Other	Total Consolidated
Net interest income (loss)	$ 233.6	$ 260.1	$ 493.7	$ (35.6)	$ 13.0	$ 471.1
Provision for loan losses	21.0	7.0	28.0		(5.9)	22.1
Total non-interest income	54.7	88.5	143.2	5.0	(0.1)	148.1
Total non-interest expense	117.7	271.9	389.6	0.3	24.4	414.3
Income (loss) before income tax expense (benefit)	149.6	69.7	219.3	(30.9)	(5.6)	182.8
Income tax expense (benefit)	48.7	22.6	71.3	(10.1)	(1.8)	59.4
Net income (loss)	$ 100.9	$ 47.1	$ 148.0	$ (20.8)	$ (3.8)	$ 123.4
Total average assets	$ 14,867.2	$ 8,258.4	$ 23,125.6	$ 3,868.6	$ 613.6	$ 27,607.8
Total average liabilities	2,891.2	18,582.7	21,473.9	596.3	335.1	22,405.3

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Commercial Banking consists principally of commercial real estate lending, commercial and industrial lending, and commercial deposit gathering activities. This segment also includes the equipment financing operations of People s Capital and Leasing Corp. and People s United Equipment Finance Corp., as well as cash management, correspondent banking and municipal banking. In addition, Commercial Banking consists of institutional trust services, corporate trust, insurance services provided through People s United Insurance Agency, Inc. and private banking.

	Three Months Ended		Six Months Ended	
(in millions)	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Net interest income	$ 116.7	$ 102.3	$ 233.6	$ 204.9
Provision for loan losses	10.5	9.1	21.0	17.9
Total non-interest income	29.0	29.8	54.7	60.6
Total non-interest expense	59.2	58.2	117.7	116.5
Income before income tax expense	76.0	64.8	149.6	131.1
Income tax expense	24.4	21.6	48.7	43.7
Net income	$ 51.6	$ 43.2	$ 100.9	$ 87.4
Total average assets	$ 14,875.3	$ 12,917.7	$ 14,867.2	$ 12,870.5
Total average liabilities	2,955.1	2,335.1	2,891.2	2,394.9

Commercial Banking net income increased $8.4 million in the second quarter of 2012 compared to the second quarter of 2011. The improvement in net income reflects the benefits from the Danvers acquisition, effective July 1, 2011, as well as continued organic loan growth. The $14.4 million increase in net interest income reflects an increase in average earning assets, improved spreads on commercial loans due to loan mix and the change in FTP methodology discussed previously, partially offset by narrowing spreads on certain commercial deposits.

Included in non-interest income in the second quarter of 2012 and 2011 are net gains on sales of acquired loans totaling $0.7 million and $7.2 million, respectively. Excluding the gains on sales of acquired loans, non-interest income in the second quarter of 2012 increased $5.7 million from the year-ago quarter, reflecting increases in commercial banking fees and operating lease income resulting from a higher level of equipment leased to customers. Non-interest expense reflects a higher level of allocated expenses in the second quarter of 2012 partially offset by a decrease in direct expenses.

Average assets increased $2.0 billion and average liabilities increased $620 million in the second quarter of 2012 compared to the second quarter of 2011, reflecting loans acquired and deposits assumed in the Danvers acquisition and organic loan and deposit growth.

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Retail and Business Banking includes, as its principal business lines, business lending, consumer and business deposit gathering activities, consumer lending (including residential mortgage and home equity lending), and merchant services. In addition, Retail and Business Banking consists of brokerage, financial advisory services, investment management services and life insurance provided by People s Securities, Inc. and non-institutional trust services.

	Three Months Ended		Six Months Ended	
(in millions)	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Net interest income	$ 128.2	$ 107.5	$ 260.1	$ 212.8
Provision for loan losses	3.5	2.6	7.0	5.1
Total non-interest income	44.5	47.2	88.5	91.7
Total non-interest expense	135.5	135.2	271.9	266.6
Income before income tax expense	33.7	16.9	69.7	32.8
Income tax expense	10.8	5.6	22.6	10.9
Net income	$ 22.9	$ 11.3	$ 47.1	$ 21.9
Total average assets	$ 8,258.9	$ 7,077.3	$ 8,258.4	$ 6,960.1
Total average liabilities	18,633.5	16,428.2	18,582.7	16,202.7

Retail and Business Banking net income increased $11.6 million in the second quarter of 2012 compared to the second quarter of 2011. The $20.7 million increase in net interest income primarily reflects the benefits from the Danvers acquisition, organic deposit growth and the change in FTP methodology discussed previously, partially offset by narrower spreads on certain deposit products resulting from the continued negative impact of a reduced interest rate environment.

The decrease in non-interest income primarily reflects lower retail bank service charges (reflecting the impact of certain provisions of the DFA relating to interchange fees that became effective October 1, 2011), partially offset by an increase in gains on sales of residential mortgages. The slight increase in non-interest expense reflects an increase in allocated expenses partially offset by a decrease in direct expenses.

Average assets increased $1.2 billion and average liabilities increased $2.2 billion in the second quarter of 2012 compared to the second quarter of 2011, reflecting loans acquired and deposits assumed in the Danvers acquisition and organic loan and deposit growth.

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Treasury encompasses the securities portfolio, short-term investments and securities purchased under agreements to resell, wholesale borrowings, and the funding center, which includes the impact of derivative financial instruments used for risk management purposes.

The income or loss for the funding center represents the interest rate risk component of People s United Financial s net interest income as calculated by its FTP model in deriving each segment s net interest income. Under this process, a money desk (the funding center) buys funds from liability-generating business lines (such as consumer deposits) and sells funds to asset-generating business lines (such as commercial lending). The price at which funds are bought and sold on any given day is set by People s United Financial s Treasury group and is based on the wholesale cost to People s United Financial of assets and liabilities with similar maturities. Liability-generating businesses sell newly-originated liabilities to the money desk and recognize a funding credit, while asset-generating businesses buy funding for newly-originated assets from the money desk and recognize a funding charge. Once funding for an asset is purchased from or a liability is sold to the money desk, the price that is set by the Treasury group will remain with that asset or liability until it matures or reprices, which effectively transfers responsibility for managing interest rate risk to the Treasury group.

	Three Months Ended		Six Months Ended	
(in millions)	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Net interest income (loss)	$ (17.7)	$ 4.5	$ (35.6)	$ 10.0
Provision for loan losses				
Total non-interest income	2.4	1.0	5.0	1.8
Total non-interest expense	(0.3)		0.3	1.6
Income (loss) before income tax expense	(15.0)	5.5	(30.9)	10.2
Income tax expense (benefit)	(4.8)	1.9	(10.1)	3.5
Net income (loss)	$ (10.2)	$ 3.6	$ (20.8)	$ 6.7
Total average assets	$ 4,004.4	$ 4,067.0	$ 3,868.6	$ 4,062.0
Total average liabilities	599.2	717.2	596.3	672.2

Treasury s net loss in the second quarter of 2012 reflects an increase in net interest loss due to the change in FTP methodology discussed previously. Non-interest income in the second quarter of 2012 compared to the year-ago period reflects an increase in net revenues relating to derivative transactions entered into with commercial customers. The decrease in average assets in the second quarter of 2012 primarily reflects deceases in average securities and average short-term investments.

Other includes the residual financial impact from the allocation of revenues and expenses (including the provision for loan losses) and certain revenues and expenses not attributable to a particular segment; reversal of the FTE adjustment since net interest income for each segment is presented on an FTE basis; and the FTP impact from excess capital. This category also includes certain non-recurring items, including merger-related expenses and one-time charges totaling $3.6 million and $6.6 million for the three and six months ended June 30, 2012, respectively, and $9.2 million and $12.3 million for the three and six months ended June 30, 2011, respectively (included in total non-interest-expense). Included in Other are assets such as cash, premises and equipment, and other assets, including pension assets.

	Three Months Ended		Six Months Ended	
(in millions)	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Net interest income	$ 8.8	$ 6.9	$ 13.0	$ 13.8
Provision for loan losses	(3.4)	2.3	(5.9)	5.6
Total non-interest income	(0.2)	(1.4)	(0.1)	(2.9)
Total non-interest expense	11.3	13.6	24.4	25.1
Income before income tax expense	0.7	(10.4)	(5.6)	(19.8)
Income tax expense	0.2	(3.5)	(1.8)	(6.7)

Net income	$ 0.5	$ (6.9)	$ (3.8)	$ (13.1)
Total average assets	$ 614.5	$ 790.8	$ 613.5	$ 845.7
Total average liabilities	377.3	195.0	335.1	287.2

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Net Interest Income

Net interest income and net interest margin are affected by many factors, including changes in average balances; interest rate fluctuations and the slope of the yield curve; sales of loans and securities; residential mortgage loan and mortgage-backed security prepayment rates; product pricing; competitive forces; the relative mix, repricing characteristics and maturity of earning assets and interest-bearing liabilities; non-interest-bearing sources of funds; hedging activities; and asset quality.

Since December 2008, the Federal Reserve Board has not changed its targeted range for the federal funds rate of 0 to 0.25 percent. The operating net interest margin was 3.89% in the second quarter of 2012 compared to 4.01% in the first quarter of 2012 and 4.09% in the second quarter of 2011. The decline in the operating net interest margin from the first quarter of 2012 reflects lower loan yields due to repricing within the originated loan portfolio and deposit growth exceeding loan growth, which was partially offset by lower funding costs. The net interest margin continues to be impacted by the historically low interest rate environment where loan repricings are outpacing the Company s ability to lower deposit costs as well as the continued investment of a portion of the Company s excess capital in relatively low-yielding short-term investments.

Second Quarter 2012 Compared to Second Quarter 2011

FTE net interest income increased $16.2 million compared to the second quarter of 2011, reflecting an $11.4 million increase in total interest and dividend income and a $4.8 million decrease in total interest expense, and the net interest margin decreased 16 basis points to 3.97%. Included in the second quarter of 2012 is $4.7 million of cost recovery income on acquired loans (representing cash receipts in excess of carrying amount). Included in the year-ago period is $2.2 million of interest related to changes in the accretable yield on acquired loans stemming from periodic cash flow reassessments. Excluding these items, FTE operating net interest income increased $13.7 million and the operating net interest margin declined 20 basis points to 3.89% in the second quarter of 2012.

Average earning assets totaled $24.0 billion in the second quarter of 2012, a $2.5 billion increase from the second quarter of 2011, reflecting a $2.8 billion increase in average loans, partially offset by decreases of $300 million in average securities and $67 million in average short-term investments. Average loans, average securities, and average short-term investments comprised 85%, 12% and 3%, respectively, of average earning assets in the second quarter of 2012 compared to 82%, 15% and 3%, respectively, in the 2011 period. In the current quarter, the yield earned on the total loan portfolio was 4.80% and the yield earned on securities and short-term investments was 2.21%, compared to 5.21% and 2.48%, respectively, in the year-ago quarter. Excluding adjustable-rate residential mortgage loans, which are mostly of the hybrid variety, approximately 47% of the loan portfolio had floating interest rates at June 30, 2012 compared to approximately 48% at December 31, 2011.

The total average commercial banking loan portfolio increased $1.8 billion compared to the year-ago quarter, reflecting loans acquired in the Danvers acquisition as well as organic growth. Average residential mortgage loans increased $0.9 billion compared to the year-ago quarter, reflecting organic growth as well as loans acquired in the Danvers acquisition. Average consumer loans increased $39 million compared to the year-ago quarter, reflecting a $96 million increase in average home equity loans partially offset by a decline of $58 million in average indirect auto loans.

Average funding liabilities totaled $22.2 billion in the second quarter of 2012, a $2.8 billion increase from the year-ago period, reflecting a $3.0 billion increase in average total deposits partially offset by a $127 million decrease in average total borrowings. The increase in average total deposits reflects deposits assumed in the Danvers acquisition and organic deposit growth. Average savings and money market deposits, average non-interest-bearing deposits and average time deposits increased $2.2 billion, $747 million and $60 million, respectively. Average deposits comprised 96% and 94% of average funding liabilities in the second quarter of 2012 and the year-ago period, respectively.

The 17 basis point decrease to 0.48% from 0.65% in the rate paid on average funding liabilities primarily reflects the decrease in market interest rates and the shift in deposit mix as well as continued repricing of higher-yielding deposits assumed in acquisitions. The rate paid on average deposits decreased 13 basis points from the second quarter of 2011, reflecting decreases of 6 basis points in time deposits and 18 basis points in savings and money market deposits. Average savings and money market deposits and average time deposits comprised 54% and 24%, respectively, of average total deposits in the second quarter of 2012 compared to 51% and 28%, respectively, in the comparable 2011 period.

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Second Quarter 2012 Compared to First Quarter 2012

FTE net interest income increased $1.1 million compared to the first quarter of 2012, reflecting a $0.9 million increase in total interest and dividend income and a $0.2 million decrease in total interest expense, and the net interest margin decreased 4 basis points to 3.97%. Included in the second quarter of 2012 is $4.7 million of cost recovery income on acquired loans . Excluding this item, FTE operating net interest income decreased $3.6 million and the operating net interest margin declined 12 basis points to 3.89% in the second quarter of 2012 from 4.01% in the first quarter of 2012.

The decline in the operating net interest margin compared to the first quarter of 2012 primarily reflects the effects of lower loan yields and higher levels of securities (which reduced the net interest margin by eight and five basis points, respectively) and the run-off of fair value amortization on acquired deposits in the second quarter (which adversely affected the net interest margin by four basis points), partially offset by lower funding costs (a five basis point benefit in the net interest margin).

Average earning assets increased $307 million, reflecting increases of $214 million in average securities, $81 million in average loans and $26 million in average short-term investments. The increase in average securities reflects, in part, purchases early in the second quarter in anticipation of the receipt of the proceeds from the branch acquisition (including approximately $324 million in deposits) late in the quarter. Average funding liabilities increased $322 million, reflecting a $346 million increase in average deposits partially offset by a $25 million decrease in average borrowings.

The following tables present average balance sheets, interest income, interest expense and the corresponding average yields earned and rates paid for the three months ended June 30, 2012, March 31, 2012 and June 30, 2011, and the six months ended June 30, 2012 and 2011. The average balances are principally daily averages and, for loans, include both performing and non-performing balances. Interest income on loans includes the effect of deferred loan fees and costs accounted for as yield adjustments, but does not include interest on loans for which People s United Financial has ceased to accrue interest. Premium amortization and discount accretion (including amounts attributable to purchase accounting adjustments) are also included in the respective interest income and interest expense amounts. The impact of People s United Financial s use of derivative instruments in managing interest rate risk is also reflected in the table, classified according to the instrument hedged and the related risk management objective.

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Average Balance Sheet, Interest and Yield/Rate Analysis (1)

Three months ended	June 30, 2012			March 31, 2012			June 30, 2011		
(dollars in millions)	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Assets:									
Short-term investments	$ 561.6	$ 0.4	0.25%	$ 535.9	$ 0.3	0.24%	$ 628.8	$ 0.4	0.26%
Securities (2)	2,964.4	19.1	2.58	2,750.7	18.7	2.72	3,264.4	23.7	2.91
Loans held for sale	25.9	0.4	6.63	39.1	0.5	4.96	16.6	0.3	6.63
Loans:									
Commercial (3)	7,493.5	93.4	4.99	7,373.6	96.5	5.24	6,099.7	86.8	5.69
Commercial real estate (4)	7,011.9	96.4	5.50	7,118.7	91.7	5.15	6,558.1	92.6	5.65
Residential mortgage	3,806.6	35.8	3.76	3,713.1	36.2	3.89	2,859.3	29.7	4.16
Consumer	2,176.0	20.0	3.68	2,201.5	20.7	3.77	2,136.8	20.6	3.87
Total loans	20,488.0	245.6	4.80	20,406.9	245.1	4.81	17,653.9	229.7	5.21
Total earning assets	24,039.9	$ 265.5	4.42%	23,732.6	$ 264.6	4.46%	21,563.7	$ 254.1	4.71%
Other assets	3,713.2			3,729.9			3,289.1		
Total assets	$ 27,753.1			$ 27,462.5			$ 24,852.8		
Liabilities and stockholders equity:									
Deposits:									
Non-interest-bearing	$ 4,596.5	$	%	$ 4,406.8	$	%	$ 3,849.6	$	%
Savings, interest-bearing checking and money market	11,511.4	10.1	0.35	11,186.5	11.0	0.39	9,353.7	12.4	0.53
Time	5,081.8	13.5	1.06	5,250.0	12.1	0.92	5,021.9	14.0	1.12
Total deposits	21,189.7	23.6	0.45	20,843.3	23.1	0.44	18,225.2	26.4	0.58
Borrowings:									
Retail repurchase agreements	465.9	0.3	0.27	494.6	0.4	0.30	432.3	0.5	0.44
FHLB advances	330.8	1.2	1.48	331.9	1.2	1.48	478.7	1.8	1.56
Federal funds purchased and other borrowings	37.3	0.1	0.76	32.2	0.1	0.84	50.0	0.1	0.58
Total borrowings	834.0	1.6	0.77	858.7	1.7	0.78	961.0	2.4	1.00
Subordinated notes and debentures	160.0	1.6	4.05	159.7	2.2	5.47	166.4	2.8	6.78
Total funding liabilities	22,183.7	$ 26.8	0.48%	21,861.7	$ 27.0	0.49%	19,352.6	$ 31.6	0.65%
Other liabilities	381.4			383.8			322.9		
Total liabilities	22,565.1			22,245.5			19,675.5		
Stockholders equity	5,188.0			5,217.0			5,177.3		
Total liabilities and stockholders equity	$ 27,753.1			$ 27,462.5			$ 24,852.8		

Net interest income/spread (5)	$ 238.7	3.94%	$ 237.6	3.97%	$ 222.5	4.06%
Net interest margin		3.97%		4.01%		4.13%
Operating net interest margin (6)		3.89%		4.01%		4.09%

(1) Average yields earned and rates paid are annualized.
(2) Average balances and yields for securities available for sale are based on amortized cost.
(3) Includes commercial and industrial loans and equipment financing loans.
(4) Interest income for the three months ended June 30, 2012 includes $4.7 million of cost recovery income; yield of 5.23% without cost recovery income.
(5) The fully taxable equivalent adjustment was $2.7 million, $2.5 million and $1.3 million for the three months ended June 30, 2012, March 31, 2012 and June 30, 2011, respectively.
(6) See Non-GAAP Financial Measures and Reconciliation to GAAP.

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Average Balance Sheet, Interest and Yield/Rate Analysis (1)

Six months ended (dollars in millions)	June 30, 2012 Average Balance	June 30, 2012 Interest	June 30, 2012 Yield/ Rate	June 30, 2011 Average Balance	June 30, 2011 Interest	June 30, 2011 Yield/ Rate
Assets:						
Short-term investments	$ 548.3	$ 0.7	0.25%	$ 680.3	$ 1.0	0.29%
Securities purchased under agreements to resell				55.0	0.1	0.17
Securities (2)	2,857.5	37.8	2.65	3,177.0	44.9	2.83
Loans held for sale	32.5	0.9	5.63	34.4	1.0	6.00
Loans:						
Commercial (3)	7,433.5	189.9	5.11	5,740.0	166.5	5.80
Commercial real estate (4)	7,065.3	188.1	5.32	6,804.8	194.1	5.71
Residential mortgage	3,759.9	72.0	3.83	2,784.0	59.0	4.24
Consumer	2,188.7	40.7	3.72	2,144.0	41.5	3.87
Total loans	20,447.4	490.7	4.80	17,472.8	461.1	5.28
Total earning assets	23,885.7	$ 530.1	4.44%	21,419.5	$ 508.1	4.74%
Other assets	3,722.1			3,318.8		
Total assets	$ 27,607.8			$ 24,738.3		
Liabilities and stockholders equity:						
Deposits:						
Non-interest-bearing	$ 4,501.6	$	%	$ 3,823.7	$	%
Savings, interest-bearing checking and money market	11,349.0	21.1	0.37	9,185.4	24.5	0.53
Time	5,165.9	25.6	0.99	5,076.4	28.5	1.12
Total deposits	21,016.5	46.7	0.45	18,085.5	53.0	0.59
Borrowings:						
Retail repurchase agreements	480.3	0.7	0.28	448.5	1.0	0.43
FHLB advances	331.4	2.4	1.48	489.1	3.7	1.53
Federal funds purchased and other borrowings	34.8	0.2	0.80	41.3	0.2	0.67
Total borrowings	846.5	3.3	0.77	978.9	4.9	0.99
Subordinated notes and debentures	159.9	3.8	4.76	173.0	6.2	7.21
Total funding liabilities	22,022.9	$ 53.8	0.49%	19,237.4	$ 64.1	0.67%
Other liabilities	382.4			319.6		
Total liabilities	22,405.3			19,557.0		
Stockholders equity	5,202.5			5,181.3		
Total liabilities and stockholders equity	$ 27,607.8			$ 24,738.3		
Net interest income/spread (5)		$ 476.3	3.95%		$ 444.0	4.07%

Net interest margin	3.99%	4.15%
Operating net interest margin (6)	3.95%	4.04%

(1) Average yields earned and rates paid are annualized.
(2) Average balances and yields for securities available for sale are based on amortized cost.
(3) Includes commercial and industrial loans and equipment financing loans.
(4) Interest income for the six months ended June 30, 2012 includes $4.7 million of cost recovery income; yield of 5.19% without cost recovery income.
(5) The fully taxable equivalent adjustment was $5.2 million and $2.5 million for the six months ended June 30, 2012 and June 30, 2011, respectively.
(6) See Non-GAAP Financial Measures and Reconciliation to GAAP.

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Volume and Rate Analysis

The following table shows the extent to which changes in interest rates and changes in the volume of average earning assets and average interest-bearing liabilities have affected People s United Financial s net interest income. For each category of earning assets and interest-bearing liabilities, information is provided relating to: changes in volume (changes in average balances multiplied by the prior year s average interest rates); changes in rates (changes in average interest rates multiplied by the prior year s average balances); and the total change. Changes attributable to both volume and rate have been allocated proportionately.

	Three Months Ended June 30, 2012 Compared To					
	June 30, 2011 Increase (Decrease)			March 31, 2012 Increase (Decrease)		
(in millions)	Volume	Rate	Total	Volume	Rate	Total
Interest and dividend income:						
Short-term investments	$	$ (0.1)	$ (0.1)	$	$	$
Securities	(2.1)	(2.5)	(4.6)	1.4	(1.0)	0.4
Loans held for sale	0.2		0.2	(0.2)	0.1	(0.1)
Loans:						
Commercial	18.2	(11.6)	6.6	1.6	(4.7)	(3.1)
Commercial real estate	6.3	(2.4)	3.9	(1.4)	6.1	4.7
Residential mortgage	9.1	(3.0)	6.1	0.9	(1.2)	(0.3)
Consumer	0.4	(1.1)	(0.7)	(0.2)	(0.5)	(0.7)
Total loans	34.0	(18.1)	15.9	0.9	(0.3)	0.6
Total change in interest and dividend income	32.1	(20.7)	11.4	2.1	(1.2)	0.9
Interest expense:						
Deposits:						
Savings, interest-bearing checking and money market	2.5	(4.8)	(2.3)	0.3	(1.2)	(0.9)
Time	0.2	(0.7)	(0.5)	(0.4)	1.8	1.4
Total deposits	2.7	(5.5)	(2.8)	(0.1)	0.6	0.5
Borrowings:						
Retail repurchase agreements		(0.2)	(0.2)		(0.1)	(0.1)
FHLB advances	(0.6)		(0.6)			
Federal funds purchased and other borrowings						
Total borrowings	(0.6)	(0.2)	(0.8)		(0.1)	(0.1)
Subordinated notes and debentures	(0.1)	(1.1)	(1.2)		(0.6)	(0.6)
Total change in interest expense	2.0	(6.8)	(4.8)	(0.1)	(0.1)	(0.2)
Change in net interest income	$ 30.1	$ (13.9)	$ 16.2	$ 2.2	$ (1.1)	$ 1.1

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Volume and Rate Analysis

	Six Months Ended June 30, 2012 Compared To June 30, 2011 Increase (Decrease)		
(in millions)	Volume	Rate	Total
Interest and dividend income:			
Short-term investments	$ (0.2)	$ (0.1)	$ (0.3)
Securities purchased under agreements to resell		(0.1)	(0.1)
Securities	(4.3)	(2.8)	(7.1)
Loans held for sale	(0.1)		(0.1)
Loans:			
Commercial	7.3	(13.4)	(6.1)
Commercial real estate	45.0	(21.4)	23.6
Residential mortgage	19.1	(6.2)	12.9
Consumer	0.9	(1.7)	(0.8)
Total loans	72.3	(42.7)	29.6
Total change in interest and dividend income	67.7	(45.7)	22.0
Interest expense:			
Deposits:			
Savings, interest-bearing checking and money market	5.0	(8.4)	(3.4)
Time	0.5	(3.4)	(2.9)
Total deposits	5.5	(11.8)	(6.3)
Borrowings:			
Retail repurchase agreements	0.1	(0.4)	(0.3)
FHLB advances	(1.2)	(0.1)	(1.3)
Federal funds purchased and other borrowings			
Total borrowings	(1.1)	(0.5)	(1.6)
Subordinated notes and debentures	(0.4)	(2.0)	(2.4)
Total change in interest expense	4.0	(14.3)	(10.3)
Change in net interest income	$ 63.7	$ (31.4)	$ 32.3

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Non-Interest Income

	Three Months Ended			Six Months Ended	
(in millions)	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Bank service charges	$ 32.5	$ 30.3	$ 32.9	$ 62.8	$ 63.9
Investment management fees	8.7	8.6	8.3	17.3	16.5
Insurance revenue	7.2	8.4	6.6	15.6	14.5
Brokerage commissions	3.4	3.1	3.3	6.5	6.5
Net gains on sales of residential mortgage loans	2.8	3.6	1.1	6.4	4.2
Net gains on sales of acquired loans	0.7		7.2	0.7	12.7
Net security gains			0.1		0.2
Other non-interest income:					
Operating lease income	7.7	6.7	6.2	14.4	12.3
Commercial banking fees	6.7	4.8	4.4	11.5	9.5
Merchant services income, net	1.3	1.1	1.1	2.4	2.1
Bank-owned life insurance	1.2	1.8	1.4	3.0	2.6
Other	3.5	4.0	4.0	7.5	6.2
Total other non-interest income	20.4	18.4	17.1	38.8	32.7
Total non-interest income	$ 75.7	$ 72.4	$ 76.6	$ 148.1	$ 151.2

Total non-interest income decreased $0.9 million compared to the second quarter of 2011 and increased $3.3 million compared to the first quarter of 2012. Included in the second quarter of 2012 and 2011 are net gains on sales of acquired loans of $0.7 million and $7.2 million, respectively (see below). The increase in non-interest income compared to the first quarter of 2012 reflects continued progress in fee-based business partially offset by weakness in insurance revenue and lower gains on sales of residential mortgage loans.

The improvement in bank service charges from the first quarter of 2012 primarily reflects increases in cash management fees and seasonally higher interchange and other fees. Bank service charges continue to be impacted as a result of certain provisions of the DFA (see Recent Market Developments). The decrease in insurance revenue reflects the seasonal nature of insurance renewals.

The decrease in net gains on sales of residential mortgage loans from the first quarter of 2012 reflects the lower level of residential mortgage loan sales (a 13% decrease in volume in the second quarter of 2012 from the first quarter) due to the higher level of refinancing activity in the first quarter of 2012. Net gains on sales of residential mortgage loans in 2012 continue to reflect improved pricing on residential mortgage loans sold.

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Net gains on sales of acquired loans in the second quarter of 2012 and 2011 reflect sales of acquired loans with contractual balances of approximately $2 million and $56 million, respectively (carrying amounts of approximately $2 million and $41 million, respectively).

BOLI income totaled $1.2 million ($1.8 million on a taxable-equivalent basis) in the second quarter of 2012, compared to $1.4 million ($2.2 million on a taxable-equivalent basis) in the year-ago quarter and $1.8 million ($2.7 million on a taxable-equivalent basis) in the first quarter of 2012. BOLI income in the first quarter of 2012 included death benefits received totaling $0.3 million.

The increase in operating lease income reflects higher levels of equipment leased to PCLC customers while the increase in commercial banking fees primarily reflects higher prepayment fees.

Assets under administration and those under full discretionary management, neither of which are reported as assets of People s United Financial, totaled $12.7 billion and $4.4 billion, respectively, at June 30, 2012 compared to $12.5 billion and $4.3 billion, respectively, at December 31, 2011.

In June 2005, a group of U.S. merchants filed a class action lawsuit against VISA and MasterCard claiming that the way VISA and MasterCard set interchange rates was a violation of anti-trust laws. In July 2012, the parties announced a settlement to the lawsuit in which VISA and MasterCard proposed to pay $7.25 billion to the merchants ($6.05 billion in cash and $1.2 billion from an eight month reduction in credit card interchange). The settlement, which is contingent on approval by a judge and acceptance by the merchants in the lawsuit, is not expected to have a significant impact on the Company s financial results.

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Non-Interest Expense

	Three Months Ended			Six Months Ended	
(dollars in millions)	June 30, 2012	March 31, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Compensation and benefits	$ 104.5	$ 110.3	$ 102.5	$ 214.8	$ 207.9
Occupancy and equipment	34.1	33.4	30.9	67.5	64.0
Professional and outside service fees	17.5	15.3	17.4	32.8	33.3
Other non-interest expense:					
Regulatory	7.6	7.8	7.3	15.4	14.8
Amortization of other acquisition-related intangibles	6.8	6.6	6.0	13.4	11.9
Amortization of leased equipment	6.4	5.6	5.1	12.0	10.2
Stationery, printing, postage and telephone	5.4	5.7	5.2	11.1	10.4
Advertising and promotion	5.1	4.4	4.5	9.5	7.8
Other	18.3	19.5	21.7	37.8	40.0
Total other non-interest expense	49.6	49.6	49.8	99.2	95.1
Total	205.7	208.6	200.6	414.3	400.3
Merger-related expenses			6.4		9.5
Total non-interest expense	$ 205.7	$ 208.6	$ 207.0	$ 414.3	$ 409.8
Efficiency ratio	61.5%	63.2%	64.9%	62.3%	65.1%

Excluding the effect of merger-related expenses, total non-interest expense in the second quarter of 2012 increased $5.1 million compared to the second quarter of 2011 and decreased $2.9 million compared to the first quarter of 2012. Merger-related expenses consist of: (i) fees for investment advisory, legal, accounting and valuation services; (ii) debt prepayment costs; (iii) compensatory charges; and (iv) regulatory filings. Total non-interest expense in the third quarter of 2012 will reflect the impact of a full quarter of expenses relating to the purchase of 57 branches late in the second quarter (approximately a $7.1 million increase from the second quarter).

The lower efficiency ratio in the second quarter of 2012 compared to the second quarter of 2011 reflects a 7% increase in operating revenues partially offset by a 2% increase in operating expenses. As compared to the first quarter of 2012, the decrease in the efficiency ratio reflects a 1% increase in operating revenues and a 2% decrease in operating expenses (see Non-GAAP Financial Measures and Reconciliation to GAAP).

Compensation and benefits increased $2.0 million compared to the year-ago quarter and decreased $5.8 million compared to the first quarter of 2012. The year-over-year increase reflects additional compensation and benefit costs resulting from the Danvers acquisition (effective July 1, 2011), normal merit increases and higher benefit-related costs. The decrease from the first quarter of 2012 primarily reflects lower payroll tax expense as a result of more employees having reached the maximum payroll tax limit and lower benefit-related costs.

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In July 2011, People s United Bank amended its defined benefit pension plan (the Plan) to freeze , effective December 31, 2011, the accrual of pension benefits for Plan participants. As such, Plan participants will not earn any additional benefits after that date. Instead, effective January 1, 2012, People s United Bank began making a contribution on behalf of these participants to a qualified defined contribution plan in an annual amount equal to 3% of the employee s eligible compensation. Also in July 2011, other cost-saving initiatives were announced, including the elimination of selected positions primarily within corporate functions, non-core lending businesses and the former Bank of Smithtown. The annual cost savings expected to be realized as a result of these initiatives is approximately $20 million beginning in 2012.

The increase in occupancy and equipment compared to the second quarter of 2011 primarily reflects the incremental costs associated with the continued geographic expansion of the Company s franchise. The increase in amortization expense of leased equipment relates to the higher level of equipment leased to PCLC customers.

Scheduled amortization expense attributable to other acquisition-related intangible assets for the full-year of 2012 and each of the next five years is as follows: $26.8 million in 2012; $26.2 million in 2013; $24.8 million in 2014; $23.8 million in 2015; $22.7 million in 2016; and $21.6 million in 2017.

Income Taxes

People s United Financial s effective income tax rate was 32.5% for the six months ended June 30, 2012, which approximates the expected income tax rate for the remainder of 2012, compared to 32.7% for the full-year of 2011. The difference between People s United Financial s effective income tax rate for the six months ended June 30, 2012 and the U.S. federal statutory rate of 35% is primarily attributable to: (i) federal income tax credits associated with the Company s investment in affordable housing limited partnerships; (ii) tax exempt interest earned on certain investments; (iii) tax exempt income from bank-owned life insurance; and (iv) state income taxes.

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FINANCIAL CONDITION

General

Total assets at June 30, 2012 were $28.2 billion, a $586 million increase from December 31, 2011, reflecting increases of $771 million in total securities and $206 million in total loans, partially offset by decreases of $338 million in short-term investments, $47 million in other assets and $45 million in loans held for sale.

At June 30, 2012, liabilities totaled $23.0 billion, a $665 million increase from December 31, 2011, reflecting increases of $642 million in total deposits and $103 million in total borrowings, partially offset by an $81 million decrease in other liabilities. On June 22, 2012, People s United Bank acquired 57 branches and assumed approximately $324 million in deposits associated with these branches. See Note 2 to the Consolidated Financial Statements for a further discussion.

The increase in total loans from December 31, 2011 to June 30, 2012 reflects increases of $204 million in residential mortgage loans, $134 million in commercial and industrial loans, and $92 million in equipment financing loans, partially offset by decreases of $173 million in commercial real estate loans and $51 million in consumer loans. Originated loans increased $791 million from December 31, 2011 (commercial banking loans increased $561 million and retail loans increased $230 million) and acquired loans decreased $585 million.

Non-performing assets (excluding acquired non-performing loans) totaled $294.5 million at June 30, 2012, a $42.2 million decrease from year-end 2011, primarily reflecting decreases in non-performing commercial real estate loans of $16.2 million, repossessed assets of $8.9 million, real estate owned (REO) of $7.1 million, non-performing equipment financing loans of $5.6 million and non-performing residential mortgage loans of $5.2 million. The allowance for loan losses was $180.3 million at June 30, 2012 compared to $182.9 million at December 31, 2011. At June 30, 2012, the originated allowance for loan losses as a percent of originated loans was 1.00% and as a percent of originated non-performing loans was 65.6%, compared to 1.04% and 59.7%, respectively, at December 31, 2011.

People s United Financial s total stockholders equity was $5.1 billion at June 30, 2012, a $78 million decrease from December 31, 2011. This decrease primarily reflects dividends paid of $110.0 million and open market repurchases of 9.0 million shares of common stock at a total cost of $110.1 million, partially offset by net income of $123.4 million. As a percentage of total assets, stockholders equity was 18.3% at June 30, 2012 compared to 19.0% at December 31, 2011. Tangible stockholders equity as a percentage of tangible assets was 11.5% at June 30, 2012 compared to 12.0% at December 31, 2011.

People s United Financial s (consolidated) tier 1 and total risk-based capital ratios were 14.1% and 15.6%, respectively, at June 30, 2012, compared to 14.8% and 16.2%, respectively, at December 31, 2011. People s United Bank s leverage (core) capital ratio, and tier 1 and total risk-based capital ratios were 11.0%, 13.1% and 14.0%, respectively, at June 30, 2012, compared to 11.1%, 13.1% and 14.0%, respectively, at December 31, 2011 (see Regulatory Capital Requirements).

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Loans

People s United Financial s lending activities consist of originating loans secured by commercial and residential properties, and extending secured and unsecured loans to commercial and consumer customers. The following tables summarize People s United Financial s loan portfolios.

Commercial Real Estate

(in millions)	June 30, 2012	December 31, 2011
Property Type:		
Office buildings	$ 2,158.2	$ 2,130.1
Retail	1,747.5	1,730.2
Residential (multi-family)	1,616.1	1,796.7
Industrial/manufacturing	524.3	499.8
Hospitality and entertainment	377.1	404.9
Mixed/Special use	212.1	237.9
Land	126.7	139.3
Self storage	120.2	129.2
Health care	58.6	40.0
Other properties	58.9	64.1
Total commercial real estate	$ 6,999.7	$ 7,172.2

Commercial and Industrial

(in millions)	June 30, 2012	December 31, 2011
Industry:		
Finance, insurance and real estate	$ 1,471.2	$ 1,300.0
Service	1,005.3	1,087.6
Manufacturing	822.8	765.2
Wholesale distribution	540.8	522.6
Retail sales	529.1	527.4
Health services	416.9	448.1
Construction	197.2	209.3
Transportation/utility	136.3	112.8
Arts/entertainment/recreation	134.6	147.1
Public administration	89.7	86.0
Agriculture	22.3	24.4
Other	120.3	122.1
Total commercial and industrial	$ 5,486.5	$ 5,352.6

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Equipment Financing

(in millions)	June 30, 2012	December 31, 2011
Industry:		
Transportation/utility	$ 679.9	$ 614.7
Construction	399.0	412.2
Printing	289.5	331.7
General manufacturing	149.7	134.0
Waste	149.6	136.6
Retail sales	128.3	114.3
Packaging	99.6	92.1
Wholesale distribution	58.1	49.3
Health services	52.8	41.6
Service	52.5	47.9
Food services	29.5	32.3
Other	32.6	22.7
Total equipment financing	$ 2,121.1	$ 2,029.4

Residential Mortgage

(in millions)	June 30, 2012	December 31, 2011
Adjustable-rate	$ 3,208.8	$ 2,947.7
Fixed-rate	623.1	680.7
Total residential mortgage	$ 3,831.9	$ 3,628.4

Consumer

(in millions)	June 30, 2012	December 31, 2011
Home equity lines of credit	$ 1,851.8	$ 1,862.3
Home equity loans	187.1	195.4
Indirect auto	83.1	117.0
Other	44.7	42.7
Total consumer	$ 2,166.7	$ 2,217.4

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Asset Quality

Recent Trends

The past several years have been marked by significant volatility in the financial and capital markets initially brought about by the fallout associated with the subprime mortgage market. This disruption led to significant credit and liquidity concerns, which resulted in government intervention within the banking sector and a substantial decline in activity within the secondary mortgage market. All of these issues have been further exacerbated by an accelerated softening of the real estate market, a worsening recessionary economic environment and, in turn, weakness within the commercial sector.

While People s United Financial continues to adhere to prudent underwriting standards, the loan portfolio is geographically diverse and, therefore, is not immune to potential negative consequences arising as a result of general economic weakness and, in particular, a prolonged downturn in the housing market on a national scale. Decreases in real estate values could adversely affect the value of property used as collateral for loans. In addition, adverse changes in the economy could have a negative effect on the ability of borrowers to make scheduled loan payments, which would likely have an adverse impact on earnings. Further, an increase in loan delinquencies may serve to decrease net interest income and adversely impact loan loss experience, resulting in an increased provision and allowance for loan losses.

People s United Financial actively manages asset quality through its underwriting practices and collection operations. Underwriting practices tend to focus on optimizing the return of a given risk classification while collection operations focus on minimizing losses once an account becomes delinquent. People s United Financial attempts to minimize losses associated with commercial banking loans by requiring borrowers to pledge adequate collateral and/or provide for third-party guarantees. Loss mitigation within the residential mortgage loan portfolio is highly dependent on the value of the underlying real estate.

During the recent credit cycle, People s United Financial has experienced an increase in the number of loan modification requests. Certain originated loans whose terms have been modified are considered troubled debt restructurings (TDRs). Acquired loans that are modified are not considered for TDR classification provided they are evaluated for impairment on a pool basis. Originated loans are considered TDRs if the borrower is experiencing financial difficulty and is afforded a concession by People s United Financial, such as, but not limited to: (i) payment deferral; (ii) a reduction of the stated interest rate for the remaining contractual life of the loan; (iii) an extension of the loan s original contractual term at a stated interest rate lower than the current market rate for a new loan with similar risk; (iv) capitalization of interest; or (v) forgiveness of principal or interest.

Generally, TDRs are placed on non-accrual status (and reported as non-performing loans) until the loan qualifies for return to accrual status. Loans qualify for return to accrual status once they have demonstrated performance with the restructured terms of the loan agreement for a minimum of six months. Loans may continue to be reported as TDRs after they are returned to accrual status.

During the six months ended June 30, 2012, we performed 30 loan modifications that were not classified as TDRs. In each case, we concluded that the modification did not result in the granting of a concession based on one or more of the following considerations: (i) the receipt of additional collateral (the nature and amount of which was deemed to serve as adequate compensation for other terms of the restructuring) and/or guarantees; (ii) the borrower having access to funds at a market rate for debt with similar risk characteristics as the restructured debt; and (iii) the restructuring resulting in a delay in payment that is insignificant in relation to the other terms of the obligation. See Note 4 to the Consolidated Financial Statements for additional disclosures relating to TDRs.

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Portfolio Risk Elements Residential Mortgage Lending

People s United Financial does not engage in subprime mortgage lending, which has been the riskiest sector of the residential housing market. People s United Financial has virtually no exposure to subprime loans, or to similarly high-risk Alt-A loans and structured investment vehicles.

At June 30, 2012, the loan portfolio included $660 million of interest-only residential mortgage loans, of which $17 million are stated income loans. People s United Financial began originating interest-only residential mortgage loans in March 2003. The underwriting guidelines and requirements for such loans are generally more restrictive than those applied to other types of residential mortgage loans. In general, People s United Financial s underwriting guidelines for residential mortgage loans require the following: (i) properties must be single-family and owner-occupied primary residences; (ii) lower loan-to-value ratios (less than 60% on average); (iii) higher credit scores (greater than 700 on average); and (iv) sufficient post closing reserves. People s United Financial has not originated interest-only residential mortgage loans that permit negative amortization or optional payment amounts. Amortization of an interest-only residential mortgage loan begins after the initial interest rate changes (e.g. after 5 years for a 5/1 adjustable-rate mortgage).

Stated income loans, which People s United Financial has not offered since mid-2007, represent a form of reduced documentation loan that requires a potential borrower to complete a standard mortgage application with full verification of the borrower s asset information as contained in the loan application, but no verification of the provided income information. As with interest-only loans, underwriting guidelines for stated income loans require properties to be single-family and owner-occupied primary residences with lower loan-to-value ratios and higher credit scores. In addition, stated income loans require the receipt of an appraisal for the real estate used as collateral and a credit report on the prospective borrower.

Updated property values are obtained from an independent third-party for residential mortgage loans 90 days past due. At June 30, 2012, non-performing residential mortgage loans totaling $4.4 million had current loan-to-value ratios of more than 100%.

The Company continues to review its foreclosure policies and procedures and has found no systemic concerns or instances of robo-signing (signing foreclosure affidavits without an appropriate review) with respect to its loan servicing activities. We believe that our established procedures for reviewing foreclosure affidavits and validating information contained in related loan documentation are sound and consistently applied, and that our foreclosure affidavits are accurate. As a result, People s United Bank has not found it necessary to interrupt or suspend foreclosure proceedings. We have also considered the effect of representations and warranties that we made to third-party investors in connection with whole loan sales, and believe our representations and warranties were true and correct and do not expose People s United Bank to any material loss.

During the first six months of 2012, the Company repurchased from government sponsored enterprises (GSEs) and other parties a total of six residential mortgage loans that we had previously sold to the GSEs and other parties. The balances of the loans at the time of the respective repurchases totaled $0.9 million and related fees and expenses incurred totaled less than $50,000. During that same time period, the Company issued seven investor refunds under contractual obligations as a result of early payoffs, and sales and settlement differences on seven loans that totaled less than $25,000. Based on the limited number of repurchase requests the Company has historically received, the immaterial cost associated with such repurchase requests and management s view that this past experience is consistent with our current and near-term estimate of such exposure, the Company has established a reserve for such repurchase requests, which totaled $0.4 million as of June 30, 2012.

The aforementioned foreclosure issues and the potential for additional legal and regulatory action could impact future foreclosure activities, including lengthening the time required for residential mortgage lenders, including People s United Bank, to initiate and complete the foreclosure process. In recent years, foreclosure timelines have increased as a result of, among other reasons: (i) delays associated with the significant increase in the number of foreclosure cases as a result of the economic crisis; (ii) additional consumer protection initiatives related to the foreclosure process; and (iii) voluntary and/or mandatory programs intended to permit or require lenders to consider loan modifications or other alternatives to foreclosure. Further increases in the foreclosure timeline may have an adverse effect on collateral values and our ability to minimize losses.

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Portfolio Risk Elements Home Equity Lending

The majority of our home equity lines of credit (HELOCs) have an initial draw period of 9 1/2 years followed by a 20-year repayment phase. During the initial draw period, interest-only payments are required, after which the disbursed balance is fully amortized over a 20-year repayment term. HELOCs carry variable rates indexed to the Prime Rate with a lifetime interest rate ceiling and floor, and are secured by first or second liens on the borrower s primary residence. The rate used to qualify borrowers is the Prime Rate plus 5.00%, even though the initial rate may be substantially lower. The maximum loan-to-value ratio is 80% on a single-family property, 70% on a two-family property and 65% on a condominium. Lower loan-to-value ratios are required on larger line amounts. The minimum FICO credit score is 680. The borrower has the ability to convert the entire balance or a portion of the balance to a fixed-rate term loan during the draw period. There is a limit of three term loans that must be fully amortized over a term not to exceed the original HELOC maturity date.

A smaller portion of our HELOC portfolio has an initial draw period of 10 years with a variable-rate interest-only payment, after which there is a 5-year amortization period. An additional small portion of our HELOC portfolio has a 5-year draw period which, at our discretion, may be renewed for an additional 5-year interest-only draw period.

The following table sets forth, as of June 30, 2012, the amount of HELOCs scheduled to have the draw period end during the years shown:

December 31, (in millions)	Credit Lines
2012	$ 66.2
2013	252.6
2014	338.8
2015	367.2
2016	372.8
2017	487.8
Later years	1,781.6
Total	$ 3,667.0

Essentially all of our HELOCs (97%) are presently in their draw period. Our default and delinquency statistics indicate a higher level of occurrence for converted amortizing payment loans when compared to HELOCs that are still in the draw period.

Delinquency statistics for the HELOC portfolio at June 30, 2012 are as follows:

	Portfolio	Delinquencies	
(dollars in millions)	Balance	Amount	Percent
HELOC status:			
Still in draw period	$ 1,805.4	$ 21.6	1.20%
Amortizing payment	46.4	2.4	5.19

For the six months ended June 30, 2012, approximately 35% of our borrowers with balances outstanding under HELOCs paid only the minimum amount due.

The majority of our home equity loan (HEL) portfolio fully amortizes over terms ranging from 5 to 20 years. HELs are limited to first or second liens on a borrower s primary residence. The maximum loan-to-value ratio is 80% on a single-family property, 70% on a two-family property and 65% on a condominium. Lower loan-to-value ratios are required on larger line amounts.

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We are not able, at this time, to develop statistics for the entire HEL portfolio with respect to first liens serviced by third parties that have priority over our junior liens, as lien position data has not historically been captured on our loan servicing systems. As of June 30, 2012, full and complete first lien position data was not readily available for approximately 80% of the HEL portfolio. Effective January 2011, we began tracking lien position data for all new originations and our collections department continues to add lien position data once a loan reaches 75 days past due in connection with our updated assessment of combined loan-to-value (CLTV) exposure, which takes place for loans 90 days past due. In addition, when we are notified that the holder of a superior lien has commenced a foreclosure action, our home equity account is identified in the collections system for ongoing monitoring of the legal action. As of June 30, 2012, the portion of the HEL portfolio greater than 90 days past due with a CLTV greater than 80% was $6.9 million.

When the first lien is held by a third party, we can, in some cases, obtain an indication that a first lien is in default through information reported to credit bureaus. However, because more than one mortgage may be reported in a borrower s credit report and there may not be a corresponding property address associated with reported mortgages, we are often unable to associate a specific first lien with our junior lien. As of June 30, 2012, there were 65 loans totaling $5.4 million for which we have received notification that the holder of a superior lien has commenced foreclosure action. For 29 of the loans (totaling $1.4 million), our second lien position was performing at the time such foreclosure action was commenced. The total estimated loss related to those 29 loans was $0.8 million as of June 30, 2012. It is important to note that the percentage of new home equity originations for which we hold the first lien has increased steadily from approximately 40% in 2009 to approximately 55% as of June 30, 2012.

We believe there are several factors that serve to mitigate the potential risk associated with the limitations on available first lien data. Most importantly, our underwriting guidelines for home equity loans, which have been, and continue to be, consistently applied, generally require the following: (i) properties located within our geographic footprint; (ii) lower loan-to-value ratios; and (iii) higher credit scores. Notwithstanding the maximum loan-to-value ratios and minimum FICO scores discussed previously, actual loan-to-value ratios at origination were less than 60% on average and current FICO scores of our borrowers are greater than 750 on average. In addition, as of June 30, 2012, approximately 74% of the portfolio balance relates to originations that occurred since 2005, which is generally recognized as the peak of the recent housing bubble. We believe these factors are a primary reason for the portfolio s relatively low level of non-performing loans and net loan charge-offs, both in terms of absolute dollars and as a percentage of average loans.

Each month, all home equity and second mortgage loans greater than 180 days past due (regardless of our lien position) are analyzed in order to determine the amount by which the balance outstanding (including any amount subject to a first lien) exceeds the underlying collateral value. To the extent a shortfall exists, a charge-off is recognized. This charge-off activity is reflected in our established allowance for loan losses for home equity and second mortgage loans as part of the component attributable to historical portfolio loss experience, which considers losses incurred over the most recent 12-month period. While the limitations on available first lien data could impact the accuracy of our loan loss estimates, we believe that our methodology results in an allowance for loan losses that appropriately estimates the inherent probable losses within the portfolio, including those loans originated prior to January 2011 for which certain lien position data is not available.

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Portfolio Risk Elements   Commercial Real Estate Lending

In general, construction loans originated by People s United Financial are used to finance improvements to commercial, industrial or residential property. Repayment is typically derived from the sale of the property as a whole, the sale of smaller individual units, or by a take-out from a permanent mortgage. The term of the construction period generally does not exceed two years. Loan commitments are based on established construction budgets which represent an estimate of total costs to complete the proposed project, including both hard (direct) costs (building materials, labor, etc.) and soft (indirect) costs (legal and architectural fees, etc.). In addition, project costs may include an appropriate level of interest reserve to carry the project through to completion. If established, such interest reserves are determined based on: (i) a percentage of the committed loan amount; (ii) the loan term; and (iii) the applicable interest rate. Regardless of whether a loan contains an interest reserve, the total project cost statement serves as the basis for underwriting and determining which items will be funded by the loan and which items will be funded through borrower equity.

Construction loans are funded, at the request of the borrower, not more than once per month, based on the extent of work completed, and are monitored, throughout the life of the project, by an independent professional construction engineer and the Company s commercial real estate lending department. Interest is advanced to the borrower upon request, based upon the progress of the project toward completion. The amount of interest advanced is added to the total outstanding principal under the loan commitment. Should the project not progress as scheduled, the adequacy of the interest reserve necessary to carry the project through to completion is subject to close monitoring by management. Should the interest reserve be deemed to be inadequate, the borrower is required to fund the deficiency. Similarly, once a loan is fully funded, the borrower is required to fund all interest payments.

People s United Financial s construction loan portfolio totaled $654 million (approximately 3% of total loans) at June 30, 2012. The total committed amount at that date, including both the outstanding balance and the unadvanced portion of such loans, totaled $874 million. In some cases, a portion of the total committed amount includes an accompanying interest reserve. At June 30, 2012, construction loans totaling $217 million had remaining available interest reserves totaling $16 million. At that date, the Company had no construction loans with interest reserves that were on non-accrual status and included in non-performing loans.

The recent economic downturn has resulted in an increase in the number of extension requests for commercial real estate and construction loans, some of which have related repayment guarantees. Modifications of originated commercial real estate loans involving maturity extensions are evaluated according to the Company s normal underwriting standards and are classified as TDRs if the borrower is experiencing financial difficulty and is afforded a concession by People s United Financial similar to those discussed previously. People s United Financial had approximately $18 million of restructured construction loans as of June 30, 2012.

An extension may be granted to allow for the completion of the project, marketing or sales of completed units, or to provide for permanent financing, and is based on a re-underwriting of the loan and management s assessment of the borrower s ability to perform according to the agreed-upon terms. Typically, at the time of an extension, borrowers are performing in accordance with contractual loan terms. Extension terms generally do not exceed 12 to 18 months and typically require that the borrower provide additional economic support in the form of partial repayment, additional collateral or guarantees. In cases where the fair value of the collateral or the financial resources of the borrower are deemed insufficient to repay the loan, reliance may be placed on the support of a guarantee, if applicable. However, such guarantees are never considered the sole source of repayment.

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People s United Financial evaluates the financial condition of guarantors based on the most current financial information available. Most often, such information takes the form of (i) personal financial statements of net worth, cash flow statements and tax returns (for individual guarantors) and (ii) financial and operating statements, tax returns and financial projections (for legal entity guarantors). The Company s evaluation is primarily focused on various key financial metrics, including net worth, leverage ratios and liquidity. It is the Company s policy to update such information annually, or more frequently as warranted, over the life of the loan.

While People s United Financial does not specifically track the frequency with which it has pursued guarantor performance under a guarantee, the Company s underwriting process, both at origination and upon extension, as applicable, includes an assessment of the guarantor s reputation, creditworthiness and willingness to perform. Historically, when the Company has found it necessary to seek performance under a guarantee, it has been able to effectively mitigate its losses.

In considering the impairment status of such loans, an evaluation is made of the collateral and future cash flow of the borrower as well as the anticipated support of any repayment guarantor. In the event that the guarantor is unwilling or unable to perform, a legal remedy is pursued. When performance under the loan terms is deemed to be uncertain, including performance of the guarantor, all or a portion of the loan may be charged-off, typically based on the fair value of the collateral securing the loan.

Allowance and Provision for Loan Losses

The allowance for loan losses is established through provisions for loan losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for loan losses when all or a portion of a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance for loan losses when realized.

People s United Financial maintains the allowance for loan losses at a level that is deemed to be appropriate to absorb probable losses inherent in the respective loan portfolios, based on a quarterly evaluation of a variety of factors. These factors include, but are not limited to: (i) People s United Financial s historical loan loss experience and recent trends in that experience; (ii) risk ratings assigned by lending personnel to commercial real estate loans, commercial and industrial loans, and equipment financing loans, and the results of ongoing reviews of those ratings by People s United Financial s independent loan review function; (iii) an evaluation of delinquent and non-performing loans and related collateral values; (iv) the probability of loss in view of geographic and industry concentrations and other portfolio risk characteristics; (v) the present financial condition of borrowers; and (vi) current economic conditions.

The Company s allowance for loan losses consists of three elements: (i) an allowance for larger-balance, non-homogeneous loans that are evaluated on an individual (loan-by-loan) basis; (ii) an allowance for smaller-balance homogeneous loans that are evaluated on a collective basis; and (iii) a specific allowance for individual loans deemed to be impaired, including originated loans classified as TDRs.

Larger-balance, Non-homogeneous Loans. The Company establishes a loan loss allowance for its larger-balance, non-homogeneous loans using a methodology that incorporates (i) the probability of default for a given loan risk rating and (ii) historical default data over a multi-year period. In accordance with the Company s loan risk rating system, each loan, with the exception of those included in large groups of smaller-balance homogeneous loans, is assigned a risk rating (using a nine-grade scale) by the originating loan officer, credit management, internal loan review or loan committee. Loans rated one represent those loans least likely to default while loans rated nine represent a loss. The probability of loans defaulting for each risk rating, referred to as default factors, are estimated based on the frequency with which loans migrate from one risk rating to another and to default status over time. Estimated loan default factors are multiplied by loan balances within each risk-rating category and again multiplied by an historical loss-given-default estimate for each loan type to determine an appropriate level of allowance by loan type. The historical loss-given-default estimates are updated annually (or more frequently, if necessary) based on actual charge-off experience. This approach is applied to the commercial, commercial real estate and equipment financing components of the loan portfolio.

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In developing the allowance for loan losses for larger-balance, non-homogeneous loans, the Company also gives consideration to certain qualitative factors, including the macroeconomic environment and any potential imprecision inherent in its loan loss model which may result from having limited historical loan loss data which, in turn, may result in inaccurate probability of default and loss-given-default factors. In consideration of these factors, the Company may adjust the allowance for loan losses upward or downward based on current economic conditions and portfolio trends. In determining the extent of any such adjustment, the Company considers both economic and portfolio-specific data that correlates with loan losses. The Company annually reviews this data to determine that such a correlation continues to exist. Additionally, at interim dates between annual reviews, the Company evaluates the factors in order to conclude that they continue to be adequate based on current economic conditions.

Smaller-balance, Homogeneous Loans. Pools of smaller-balance, homogeneous loans with similar risk and loss characteristics are also assessed for probable losses. These loan pools include residential mortgage, home equity and other consumer loans that are not assigned individual loan risk ratings. Rather, the assessment of these portfolios is based upon a consideration of recent historical loss experience, delinquency trends and portfolio-specific risk characteristics, the combination of which determines whether a loan is classified as High risk, Moderate risk or Low risk.

The allowance for loan losses for these smaller-balance, homogeneous portfolios is developed using a build-up approach that includes components attributable to: (i) historical portfolio loss experience; (ii) portfolio-specific risk elements; and (iii) other qualitative factors.

The risk characteristics considered include (i) collateral values/loan-to-value ratios (above and below 70%); (ii) borrower credit scores under the FICO scoring system (above and below a score of 680); and (iii) other relevant portfolio risk elements such as income verification at the time of underwriting (stated income vs. non-stated income) and the property s intended use (owner-occupied, non-owner occupied, second home, etc.). In classifying a loan as either High , Moderate or Low risk, the combination of each of the aforementioned risk characteristics is considered for that loan, resulting, effectively, in a matrix approach to its risk classification.

In establishing the allowance for loan losses for residential mortgage loans, the Company principally considers historical portfolio loss experience of the most recent 1- and 3-year periods, as management believes this provides a reasonable basis for estimating the inherent probable losses within the residential mortgage portfolio. In establishing the allowance for loan losses for home equity loans, the Company principally considers historical portfolio loss experience of the most recent 12-month period.

With respect to portfolio stratification based on the aforementioned portfolio-specific risk characteristics, each risk category is currently assigned an applicable reserve factor. For residential mortgage loans, the Moderate (or baseline) reserve factor represents the portfolio s net charge-off rate for the preceding fiscal year. For home equity loans, the Moderate (or baseline) reserve factor represents an average of the portfolio s monthly net charge-off rates for the preceding three months. This component of the allowance employs a shorter look-back period as it is intended to identify emerging portfolio trends in credit quality as determined by reference to a loan s initial underwriting as well as subsequent changes in property values and borrower credit scores. Accordingly, the shorter look-back period is deemed to provide a better basis on which to analyze such trends.

Within each respective portfolio, the loan population deemed to be High risk is subject to a reserve factor equal to two times that of the applicable baseline factor, while the loan population deemed to be Low risk is subject to a reserve factor equal to one-third of the applicable baseline factor. These adjustments around the baseline factor are intended to reflect the higher or lower probability of loss inherent in the corresponding portfolio stratification. The reserve factor multiples for the High and Low risk categories were determined by reference to actual historical portfolio loss experience and are generally reflective of the range of losses incurred over each portfolio s respective look-back period. As such, management believes that these multiples, which are reassessed annually (or more frequently, if necessary), provide a reasonable basis for estimating the inherent probable losses within each risk classification category.

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In addition to the portfolio-specific quantitative measures described above, the Company considers a variety of qualitative factors in establishing its allowance for loan losses that, generally, are based on management s assessment of economic, market and industry conditions. Such qualitative factors include, but are not limited to: (i) present and forecasted economic conditions, including unemployment rates, new jobs creation and consumer confidence levels; (ii) changes in industry trends, including the impact of new regulations, the origination market, the U.S. homeownership rate and potential homebuyer levels; and (iii) trends in property values, including housing market indicators, foreclosure activity, housing inventory and distressed sale levels, and median sales prices/average market time.

In completing the build-up approach to the allowance for loan losses for smaller-balance, homogeneous loans, the amount reflecting the Company s consideration of these various qualitative factors is added to the amounts attributable to historical portfolio loss experience and portfolio-specific risk elements. In this manner, historical charge-off data (whether periods or amounts) is not adjusted and the allowance for loan losses always includes a component attributable to qualitative factors, the degree of which may change from period to period as such qualitative factors indicate improving or worsening trends. There were no significant changes in the qualitative factor component of the related allowance for loan losses during the six months ended June 30, 2012.

Individually Impaired Loans. The allowance for loan losses also includes specific allowances for individually impaired loans. Generally, the Company s impaired loans consist of (i) classified commercial loans in excess of $750,000 that have been placed on non-accrual status and (ii) originated loans classified as TDRs. Individually impaired loans are measured based upon observable market prices; the present value of expected future cash flows discounted at the loan s original effective interest rate; or, in the case of collateral dependent loans, fair value of the collateral (based on appraisals and other market information) less cost to sell. If the recorded investment in a loan exceeds the amount measured as described in the preceding sentence, a specific allowance for loan losses would be established as a component of the overall allowance for loan losses or, in the case of a collateral dependent loan, a charge-off would be recorded for the difference between the loan s recorded investment and management s estimate of the fair value of the collateral (less cost to sell). It would be rare for the Company to identify a loan that meets the criteria stated above and requires a specific allowance or a charge-off and not deem it impaired solely as a result of the existence of a guarantee.

People s United Financial performs an analysis of its impaired loans, including collateral dependent impaired loans, on a quarterly basis. Individually impaired collateral dependent loans are measured based upon the appraised value of the underlying collateral and other market information. Generally, the Company s policy is to obtain updated appraisals for commercial collateral dependent loans when the loan is downgraded to a risk rating of substandard or doubtful , and the most recent appraisal is more than 12 months old or a determination has been made that the property has experienced a significant decline in value. Appraisals are prepared by independent, licensed third-party appraisers and are subject to review by the Company s internal commercial appraisal department or external appraisers contracted by the commercial appraisal department. The conclusions of the external appraisal review are reviewed by the Company s Chief Commercial Appraiser prior to acceptance. The Company s policy with respect to impaired residential mortgage loans is to receive updated appraisals upon the loan being classified as non-performing (typically upon becoming 90 days past due).

In determining the allowance for loan losses, People s United Financial gives appropriate consideration to the age of appraisals through its regular evaluation of other relevant qualitative and quantitative information. Specifically, between scheduled appraisals, property values are monitored within the commercial portfolio by reference to current originations of collateral dependent loans and the related appraisals obtained during underwriting as well as by reference to recent trends in commercial property sales as published by leading industry sources. Property values are monitored within the residential mortgage portfolio by reference to available market indicators, including real estate price indices within the Company s primary lending areas.

In most situations where a guarantee exists, the guarantee arrangement is not a specific factor in the assessment of the related allowance for loan losses. However, the assessment of a guarantor s credit strength is reflected in the Company s internal loan risk ratings which, in turn, are an important factor in its allowance for loan loss methodology for loans within the commercial and commercial real estate portfolios.

People s United Financial did not change its methodologies with respect to determining the allowance for loan losses during the first six months of 2012. While People s United Financial seeks to use the best available information to make these determinations, future adjustments to the allowance for loan losses may be necessary based on changes in economic conditions, results of regulatory examinations, further information obtained regarding known problem loans, the identification of additional problem loans and other factors.

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Acquired Loans

Acquired loans that have evidence of deterioration in credit quality since origination and for which it is probable, at acquisition, that all contractually required payments will not be collected are initially recorded at fair value without recording an allowance for loan losses. Fair value of the loans is determined using market participant assumptions in estimating the amount and timing of both principal and interest cash flows expected to be collected, as adjusted for an estimate of future credit losses and prepayments, and then applying a market-based discount rate to those cash flows. Acquired loans are generally accounted for on a pool basis, with pools formed based on the loans common risk characteristics, such as loan collateral type and accrual status. Each pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows.

Under the accounting model for acquired loans, the excess of cash flows expected to be collected over the carrying amount of the loans, referred to as the accretable yield , is accreted into interest income over the life of the loans in each pool using the effective yield method. Accordingly, acquired loans are not subject to classification as non-accrual in the same manner as originated loans. Rather, acquired loans are considered to be accruing loans because their interest income relates to the accretable yield recognized at the pool level and not to contractual interest payments at the loan level. The difference between contractually required principal and interest payments and the cash flows expected to be collected, referred to as the nonaccretable difference , includes estimates of both the impact of prepayments and future credit losses expected to be incurred over the life of the loans in each pool. As such, charge-offs on acquired loans are first applied to the nonaccretable difference and then to any allowance for loan losses recognized subsequent to acquisition. A decrease in expected cash flows in subsequent periods may indicate that the loan pool is impaired which would require the establishment of an allowance for loan losses by a charge to the provision for loan losses. At June 30, 2012, the allowance for loan losses on acquired loans was $4.8 million.

Selected asset quality metrics presented below distinguish between the originated portfolio and the acquired portfolio. All loans acquired in connection with acquisitions beginning in 2010 comprise the acquired loan portfolio; all other loans of the Company comprise the originated portfolio, including originations subsequent to the respective acquisition dates.

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Provision and Allowance for Loan Losses

(dollars in millions)	Three Months Ended June 30, 2012	March 31, 2012	June 30, 2011	Six Months Ended June 30, 2012	June 30, 2011
Allowance for loan losses on originated loans:					
Balance at beginning of period	$ 175.5	$ 175.5	$ 177.5	$ 175.5	$ 172.5
Charge-offs	(12.3)	(12.9)	(17.4)	(25.2)	(27.8)
Recoveries	1.5	1.7	1.9	3.2	2.7
Net loan charge-offs	(10.8)	(11.2)	(15.5)	(22.0)	(25.1)
Provision for loan losses	10.8	11.2	14.0	22.0	28.6
Balance at end of period	$ 175.5	$ 175.5	$ 176.0	$ 175.5	$ 176.0
Allowance for loan losses on acquired loans:					
Balance at beginning of period	$ 7.7	$ 7.4	$	$ 7.4	$
Charge-offs	(2.7)			(2.7)	
Provision for loan losses	(0.2)	0.3		0.1	
Balance at end of period	$ 4.8	$ 7.7	$	$ 4.8	$
Originated allowance for loan losses as a percentage of:					
Originated loans	1.00%	1.03%	1.15%	1.00%	1.15%
Originated non-performing loans	65.6	61.5	68.0	65.6	68.0
Commercial banking originated allowance for loan losses as a percentage of originated commercial banking loans	1.28	1.34	1.55	1.28	1.55
Retail originated allowance for loan losses as a percentage of originated retail loans	0.37	0.34	0.25	0.37	0.25

The provision for loan losses in the second quarter of 2012 totaled $10.6 million, reflecting $13.5 million in net loan charge-offs (including $7.5 million against previously-established specific reserves) and a $4.6 million increase in the allowance for loan losses due to loan growth in both the commercial and residential mortgage loan portfolios. The provision for loan losses totaled $14.0 million in the second quarter of 2011, reflecting $15.5 million in net loan charge-offs and a $1.5 million decrease in the allowance for loan losses. Management believes that the level of the allowance for loan losses at June 30, 2012 is appropriate to cover probable losses.

Loan Charge-Offs

The Company s charge-off policies, which comply with standards established by banking regulators, are consistently applied from period to period. Charge-offs are recorded on a monthly basis. Partially charged-off loans continue to be evaluated on a monthly basis and additional charge-offs or loan loss provisions may be recorded on the remaining loan balance based on the same criteria.

For unsecured consumer loans, charge-offs are generally recorded when the loan is deemed to be uncollectible or 120 days past due, whichever occurs first. For consumer loans secured by real estate, including residential mortgage loans, charge-offs are generally recorded when the loan is deemed to be uncollectible or 180 days past due, whichever occurs first, unless it can be clearly demonstrated that repayment will occur regardless of the delinquency status. Factors that demonstrate an ability to repay may include: (i) a loan that is secured by adequate collateral and is in the process of collection; (ii) a loan supported by a valid guarantee or insurance; or (iii) a loan supported by a valid claim against a solvent estate.

For commercial banking loans, a charge-off is recorded when the Company determines that it will not collect all amounts contractually due based on the fair value of the collateral less cost to sell, or the present value of expected future cash flows.

The decision whether to charge-off all or a portion of a loan rather than to record a specific or general loss allowance is based on an assessment of all available information which aids in determining the loan s net realizable value. Typically this involves consideration of both (i) the fair value of any collateral securing the loan, including whether the estimate of fair value has been derived from an appraisal or other market information, and (ii) other factors affecting the likelihood of repayment, including the existence of guarantees and insurance. If the amount by which the Company s recorded investment in the loan exceeds its net realizable value is deemed to be a confirmed loss, a charge-off is recorded. Otherwise, a specific or general reserve is established, as applicable.

Net Loan Charge-Offs

(in millions)	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Commercial Banking:					
Commercial real estate	$ 6.1	$ 5.0	$ 9.3	$ 11.1	$ 12.6
Commercial and industrial	3.1	1.6	1.7	4.7	4.0
Equipment financing	1.2	0.6	2.3	1.8	3.5
Total	10.4	7.2	13.3	17.6	20.1
Retail:					
Residential mortgage	1.4	2.0	1.1	3.4	2.7
Home equity	1.4	1.7	0.8	3.1	1.6
Other consumer	0.3	0.3	0.3	0.6	0.7
Total	3.1	4.0	2.2	7.1	5.0
Total	$ 13.5	$ 11.2	$ 15.5	$ 24.7	$ 25.1

Net Loan Charge-Offs as a Percentage of Average Total Loans (Annualized)

	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Commercial Banking:					
Commercial real estate	0.35%	0.28%	0.57%	0.32%	0.37%
Commercial and industrial	0.23	0.12	0.16	0.17	0.21
Equipment financing	0.22	0.12	0.46	0.17	0.34
Retail:					
Residential mortgage	0.14	0.22	0.23	0.18	0.20
Home equity	0.28	0.33	0.16	0.31	0.17
Other consumer	0.67	0.70	0.83	0.69	0.68
Total portfolio	0.26%	0.22%	0.35%	0.24%	0.29%

The comparatively low level of net loan charge-offs in recent periods, in terms of absolute dollars and as a percentage of average loans, may not be sustainable in the future.

Non-Performing Assets

A loan is generally considered non-performing when it is placed on non-accrual status. A loan is generally placed on non-accrual status when it becomes 90 days past due as to interest or principal payments. Past due status is based on the contractual payment terms of the loan. A loan may be placed on non-accrual status before it reaches 90 days past due if such loan has been identified as presenting uncertainty with respect to the collectibility of interest and principal. A loan past due 90 days or more may remain on accruing status if such loan is both well secured and in the process of collection. There were no loans past due 90 days or more and still accruing interest at June 30, 2012 or December 31, 2011.

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All previously accrued but unpaid interest on non-accrual loans is reversed from interest income in the period in which the accrual of interest is discontinued. Interest payments received on non-accrual loans (including impaired loans) are generally applied as a reduction of principal if future collections are doubtful, although such interest payments may be recognized as income. A loan remains on non-accrual status until the factors that indicated doubtful collectibility no longer exist or until a loan is determined to be uncollectible and is charged off against the allowance for loan losses.

Non-Performing Assets

(dollars in millions)	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011
Originated non-performing loans:					
Commercial Banking:					
Commercial real estate	$ 90.5	$ 97.3	$ 106.7	$ 91.0	$ 90.2
Commercial and industrial	62.2	63.0	59.2	49.2	54.1
Equipment financing	37.3	39.6	42.9	37.9	36.0
Total	190.0	199.9	208.8	178.1	180.3
Retail:					
Residential mortgage	63.7	70.0	68.9	65.5	65.8
Home equity	13.7	15.3	15.8	14.2	12.3
Other consumer	0.2	0.2	0.3	0.5	0.4
Total	77.6	85.5	85.0	80.2	78.5
Total originated non-performing loans (1)	267.6	285.4	293.8	258.3	258.8
REO	19.7	21.9	26.8	27.7	33.5
Repossessed assets	7.2	9.1	16.1	19.2	23.1
Total non-performing assets	$ 294.5	$ 316.4	$ 336.7	$ 305.2	$ 315.4
Originated non-performing loans as a percentage of originated loans	1.52%	1.67%	1.75%	1.60%	1.69%
Non-performing assets as a percentage of:					
Originated loans, REO and repossessed assets	1.67	1.85	2.00	1.88	2.05
Tangible stockholders equity and originated allowance for loan losses	9.33	9.93	10.44	9.20	9.21

(1) Reported net of government guarantees totaling $14.8 million at June 30, 2012, $15.6 million at March 31, 2012, $12.1 million at Dec. 31, 2011, $11.3 million at Sept. 30, 2011 and $10.7 million at June 30, 2011. These government guarantees relate, almost entirely, to guarantees provided by the Small Business Administration as well as selected other Federal agencies and represent the carrying value of the loans that are covered by such guarantees, the extent of which (i.e. full or partial) varies by loan. At June 30, 2012, the principal loan classes to which these government guarantees relate are commercial and industrial loans (approximately 90%) and commercial real estate loans (approximately 10%).

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The preceding table excludes acquired loans that are (i) accounted for as purchased credit impaired loans or (ii) covered by an FDIC loss-share agreement totaling $225 million and $11 million, respectively, at June 30, 2012 and $235 million and $14 million, respectively, at December 31, 2011. Such loans meet People s United Financial s definition of a non-performing loan but are excluded because the risk of credit loss was considered in the Company s estimate of acquisition-date fair value and/or credit losses are covered by an FDIC loss-share agreement. The discounts arising from recording these loans at fair value were due, in part, to credit quality. The acquired loans are generally accounted for on a pool basis and the accretable yield on the pools is being recognized as interest income over the life of the loans based on expected cash flows at the pool level.

Total non-performing assets decreased $42.2 million from December 31, 2011 and equaled 1.67% of originated loans, REO and repossessed assets at June 30, 2012. The decrease in total non-performing assets from December 31, 2011 reflects decreases in non-performing commercial real estate loans of $16.2 million, repossessed assets of $8.9 million, REO of $7.1 million, non-performing equipment financing loans of $5.6 million, non-performing residential mortgage loans of $5.2 million and non-performing consumer loans of $2.2 million, partially offset by increases in non-performing commercial and industrial loans of $3.0 million.

All loans and REO acquired in the Butler Bank acquisition are subject to an FDIC loss-share agreement. The loss-share agreement provides for coverage by the FDIC, up to certain limits, on all such covered assets . The FDIC is obligated to reimburse the Company for 80% of any future losses on covered assets up to $34.0 million. The Company will reimburse the FDIC for 80% of recoveries with respect to losses for which the FDIC paid the Company 80% reimbursement under the loss-sharing coverage.

In addition to the originated non-performing loans discussed above, People s United Financial has also identified approximately $539 million in originated potential problem loans at June 30, 2012. Originated potential problem loans represent loans that are currently performing, but for which known information about possible credit deterioration on the part of the related borrowers causes management to have concerns as to the ability of such borrowers to comply with contractual loan repayment terms and which may result in the disclosure of such loans as non-performing at some time in the future. The originated potential problem loans are generally loans that, although performing, have been classified as substandard in accordance with People s United Financial s loan rating system, which is consistent with guidelines established by banking regulators.

At June 30, 2012, originated potential problem loans consisted of $262 million of commercial and industrial loans, $165 million of commercial real estate loans and $112 million of equipment financing loans. Such loans are closely monitored by management and have remained in performing status for a variety of reasons including, but not limited to, delinquency status, borrower payment history and fair value of the underlying collateral. Management cannot predict the extent to which economic conditions may worsen or whether other factors may adversely impact the ability of these borrowers to make payments. Accordingly, there can be no assurance that originated potential problem loans will not become 90 days or more past due, be placed on non-accrual status, be restructured, or require additional provisions for loan losses.

The levels of non-performing assets and potential problem loans are expected to fluctuate in response to changing economic and market conditions, and the relative sizes of the respective loan portfolios, along with management s degree of success in resolving problem assets. Management takes a proactive approach with respect to the identification and resolution of problem loans. However, given the current state of the U.S. economy and, more specifically, the real estate market, the level of non-performing assets may increase in 2012.

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Liquidity

Liquidity is defined as the ability to generate sufficient cash flows to meet all present and future funding requirements at reasonable costs. Liquidity management addresses People s United Financial s and People s United Bank s ability to fund new loans and investments as opportunities arise, to meet customer deposit withdrawals, and to repay borrowings and subordinated notes as they mature. People s United Financial s, as well as People s United Bank s, liquidity positions are monitored daily by management. The Asset and Liability Management Committee (ALCO) of People s United Bank has been authorized by the Board of Directors of People s United Financial to set guidelines to ensure maintenance of prudent levels of liquidity for People s United Financial as well as for People s United Bank. ALCO reports to the Treasury and Finance Committee of the Board of Directors of People s United Financial.

Asset liquidity is provided by: cash; short-term investments and securities purchased under agreements to resell; proceeds from security sales, maturities and principal repayments; and proceeds from scheduled principal collections, prepayments and sales of loans. In addition, certain securities may be used to collateralize borrowings under repurchase agreements. The Consolidated Statements of Cash Flows present data on cash provided by and used in People s United Financial s operating, investing and financing activities. At June 30, 2012, People s United Financial (parent company) liquid assets included $3 million in debt securities available for sale. People s United Bank s liquid assets included $488 million in cash and cash equivalents, $3.6 billion in debt securities available for sale and $12 million in trading account securities. Securities available for sale with a fair value of $1.34 billion at June 30, 2012 were pledged as collateral for public deposits and for other purposes.

Liability liquidity is measured by People s United Financial s and People s United Bank s ability to obtain deposits and borrowings at cost-effective rates that are diversified with respect to markets and maturities. Deposits, which are considered the most stable source of liability liquidity, totaled $21.5 billion at June 30, 2012 and represented 77% of total funding (the sum of total deposits, total borrowings, subordinated notes and debentures, and stockholders equity). Borrowings are used to diversify People s United Financial s funding mix and to support asset growth. Borrowings and subordinated notes and debentures totaled $960 million and $160 million, respectively, at June 30, 2012, representing 3.5% and 0.6%, respectively, of total funding at that date.

People s United Bank s current sources of borrowings include: federal funds purchased, advances from the FHLB of Boston and the Federal Reserve Bank of New York, and repurchase agreements. At June 30, 2012, People s United Bank s total borrowing limit from the FHLB of Boston and Federal Reserve Bank of New York for advances, and repurchase agreements, was $5.0 billion, based on the level of qualifying collateral available for these borrowings. In addition, People s United Bank had unsecured borrowing capacity of $0.8 billion at that date.

At June 30, 2012, People s United Bank had outstanding commitments to originate loans totaling $1.1 billion and approved, but unused, lines of credit extended to customers totaling $4.4 billion (including $1.9 billion of home equity lines of credit).

The sources of liquidity discussed above are deemed by management to be sufficient to fund outstanding loan commitments and to meet People s United Financial s and People s United Bank s other obligations.

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Stockholders Equity and Dividends

People s United Financial s total stockholders equity was $5.15 billion at June 30, 2012, a $78 million decrease from December 31, 2011. This decrease primarily reflects dividends paid of $110.0 million and open market repurchases of 9.0 million shares of common stock at a total cost of $110.1 million, partially offset by net income of $123.4 million.

Stockholders equity equaled 18.3% of total assets at June 30, 2012 compared to 19.0% at December 31, 2011. Tangible stockholders equity equaled 11.5% of tangible assets at June 30, 2012 compared to 12.0% at December 31, 2011.

In October 2011, People s United Financial s Board of Directors authorized the repurchase of common stock. Under the repurchase authorization, up to 5% of the Company s common stock outstanding, or 18.0 million shares, may be repurchased, either directly or through agents, in the open market at prices and terms satisfactory to management. During the six months ended June 30, 2012, 9.0 million shares of People s United Financial common stock were repurchased under this program at a total cost of $110.1 million. Through July 31, 2012, an additional 0.9 million shares were repurchased at a total cost of $9.7 million.

In July 2012, People s United Financial s Board of Directors declared a quarterly dividend on its common stock of $0.16 per share. The dividend is payable on August 15, 2012 to shareholders of record on August 1, 2012.

In June 2012, People s United Bank paid a cash dividend of $55 million to People s United Financial.

Regulatory Capital Requirements

People s United Bank s tangible capital ratio was 11.0% at June 30, 2012, compared to the minimum ratio of 1.5% generally required by its regulator, the OCC.

People s United Bank is also subject to the OCC s risk-based capital regulations, which require minimum ratios of leverage capital and total risk-based capital of 4.0% and 8.0%, respectively. People s United Bank satisfied these requirements at June 30, 2012 with ratios of 11.0% and 14.0%, respectively, compared to 11.1% and 14.0%, respectively, at December 31, 2011. People s United Bank s regulatory capital ratios exceeded the OCC s numeric criteria for classification as a well capitalized institution at June 30, 2012.

The following summary compares People s United Bank s regulatory capital amounts and ratios as of June 30, 2012 to the OCC s requirements. At June 30, 2012, People s United Bank s adjusted total assets, as defined, were $26.0 billion and its total risk-weighted assets, as defined, were $21.9 billion. At June 30, 2012, People s United Bank exceeded each of its regulatory capital requirements.

			OCC Requirements			
			Classification as		Minimum	
As of June 30, 2012	People s United Bank		Well-Capitalized		Capital Adequacy	
(dollars in millions)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tangible capital	$ 2,859.0(1)	11.0%	n/a	n/a	$ 390.7	1.5%
Leverage (core) capital	2,859.0(1)	11.0	$ 1,302.2	5.0%	1,041.8	4.0
Risk-based capital:						
Tier 1	2,859.0(1)	13.1	1,311.1	6.0	874.0	4.0
Total	3,060.2(2)	14.0	2,185.1	10.0	1,748.1	8.0

(1) Tier 1 capital represents People s United Bank s total equity, excluding: (i) after-tax net unrealized gains (losses) on certain securities classified as available for sale; (ii) after-tax net gains on derivatives qualifying as cash flow hedges; (iii) certain assets not recognized in Tier 1 capital (principally goodwill and other acquisition-related intangibles); and (iv) the amount recorded in

accumulated other comprehensive income (loss) relating to pension and other postretirement benefits.

(2) Represents Tier 1 capital plus subordinated notes and debentures, up to certain limits, and the allowance for loan losses up to 1.25% of total risk-weighted assets.

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The following table summarizes People s United Financial s capital ratios on a consolidated basis:

	June 30, 2012	December 31, 2011
Tangible equity to tangible assets	11.5%	12.0%
Leverage (Tier 1 capital to adjusted total assets)	11.9	12.5
Tier 1 common equity to total risk-weighted assets (1)	13.6	14.3
Tier 1 risk-based capital to total risk-weighted assets	14.1	14.8
Total risk-based capital to total risk-weighted assets	15.6	16.2

(1) Tier 1 common equity represents total stockholders equity, excluding goodwill and other acquisition-related intangibles.

In December 2010, the Basel Committee on Banking Supervision released its final framework for capital requirements, which are referred to as Basel III. When implemented by the U.S. banking agencies and fully phased-in, Basel III will require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. The implementation of the Basel III final framework is scheduled to commence January 1, 2013.

The Basel III final capital framework, among other things: (i) introduces as a new capital measure Common Equity Tier 1 (CET1); (ii) specifies that Tier 1 capital consists of CET1 and Additional Tier 1 Capital instruments meeting specified requirements; (iii) defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expands the scope of the adjustments as compared to existing regulations.

When fully phased in on January 1, 2019, Basel III requires financial institutions to maintain: (i) as a newly adopted international standard, a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% capital conservation buffer (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7.0%); (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation); (iii) a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation); and (iv) as a newly adopted international standard, a minimum leverage ratio of 3.0%, calculated as the ratio of Tier 1 capital balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter).

In June 2012, the U.S. banking agencies issued proposed rules to address implementation of the Basel III framework for U.S. financial institutions. The proposed rules, which set forth changes in the calculation of risk-weighted assets and introduce limitations on what is permissible for inclusion as Tier 1 capital, would become effective according to a phase-in approach over several years beginning in 2013. In August 2012, the comment period for the proposed rules, which was originally scheduled to end in early September 2012, was extended to late October 2012.

The regulations ultimately applicable to U.S. financial institutions may be substantially different from the Basel III final framework as published in December 2010 and the proposed rules issued in June 2012. However, given the Company s strong capital levels, no material impact is anticipated when the new rules are finally implemented. Management will continue to monitor these and future proposed regulations.

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Market Risk Management

Market risk is the risk of loss to earnings, capital and the fair values of certain assets and liabilities resulting from changes in interest rates, equity prices and foreign currency exchange rates.

Interest Rate Risk

For People s United Financial, the only relevant market risk at this time is interest rate risk (IRR), which is the potential exposure to earnings or capital that may result from changes in interest rates. People s United Financial manages its IRR to achieve a balance between risk, earnings volatility and capital preservation. ALCO has primary responsibility for managing People s United Financial s IRR. To evaluate People s United Financial s IRR profile, ALCO monitors economic conditions, interest rate trends, liquidity levels and capital ratios. Management also reviews assumptions periodically for projected customer and competitor behavior, in addition to the expected repricing characteristics and cash flow projections for assets, liabilities and off-balance-sheet financial instruments. Actual conditions may vary significantly from People s United Financial s assumptions.

Management evaluates the impact of IRR on Income at Risk using an earnings simulation model to project earnings under multiple interest rate environments over a one-year time horizon resulting in a quantification of IRR.

The earnings projections are based on a dynamic balance sheet and estimates of pricing levels for People s United Financial s products under multiple scenarios intended to reflect instantaneous yield curve shocks. People s United Financial estimates its base case Income at Risk using current interest rates. Internal policy regarding IRR simulations currently specifies that for instantaneous parallel shifts of the yield curve, estimated Income at Risk for the subsequent one-year period should not decline by more than: 7% for a 100 basis point shift; 10% for a 200 basis point shift; and 15% for a 300 basis point shift.

The following table shows the estimated percentage change in People s United Financial s Income at Risk over a one-year simulation period beginning June 30, 2012. Given the interest rate environment at that date, simulations for declines in interest rates below 25 basis points were not deemed to be meaningful.

Rate Change (basis points)	Percent Change in Income at Risk
+300	19.9%
+200	13.1
+100	6.0
-25	(1.3)

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While Income at Risk simulation identifies earnings exposure over a relatively short time horizon, Economic Value of Equity at Risk takes a long-term economic perspective when quantifying IRR, thereby identifying possible margin behavior over a longer time horizon. Base case Economic Value of Equity at Risk is calculated by estimating the net present value of all future cash flows from existing assets and liabilities using current interest rates. The base case scenario assumes that future interest rates remain unchanged.

Internal policy currently limits the exposure of a decrease in Economic Value of Equity at Risk resulting from instantaneous parallel shifts of the yield curve in the following manner: 5% for 100 basis points shift; 10% for 200 basis points shift; and 15% for 300 basis points shift.

The following table shows the estimated percentage change in People s United Financial s Economic Value of Equity at Risk, assuming various shifts in interest rates. Given the interest rate environment at June 30, 2012, simulations for declines in interest rates below 25 basis points were not deemed to be meaningful.

Rate Change (basis points)	Percent Change in Economic Value of Equity at Risk
+300	(1.0)%
+200	0.2
+100	0.5
-25	(1.1)

People s United Financial s interest rate risk position at June 30, 2012, as set forth in the Income at Risk and Economic Value of Equity at Risk tables above, reflects an asset sensitive Income at Risk position and a neutral Economic Value of Equity at Risk position at that date. Based on the Company s current interest rate position, an immediate 100 basis points increase in interest rates translates to an approximate $55 million increase in net interest income on an annualized basis. Given the uncertainty of the magnitude, timing and direction of future interest rate movements and the shape of the yield curve, actual results may vary from those predicted by People s United Financial s models.

People s United Financial uses derivative financial instruments, including interest rate swaps, primarily for market risk management purposes (principally interest rate risk). Certain other derivatives are entered into in connection with transactions with commercial customers. Derivatives are not used for speculative purposes.

At June 30, 2012, People s United Financial used interest rate swaps on a limited basis to manage IRR associated with the Company s $125 million subordinated notes. People s United Financial has entered into an interest rate swap to hedge the LIBOR-based floating interest rate payments on these subordinated notes (such payments began in February 2012). The subordinated notes had a fixed interest rate of 5.80% until February 2012, at which time the interest rate converted to the three month LIBOR plus 68.5 basis points. People s United Financial has agreed with the swap counterparty to exchange, at specified intervals, the difference between fixed-rate (1.99%) and floating-rate interest amounts calculated based on a notional amount of $125 million. The floating rate interest amounts received under the interest rate swap are calculated using the same floating rate paid on the subordinated notes. The interest rate swap effectively converts the variable rate subordinated notes to a fixed interest rate and consequently reduces People s United Financial s exposure to increases in interest rates. This interest rate swap is accounted for as a cash flow hedge.

People s United Financial has written guidelines that have been approved by its Board of Directors and ALCO governing the use of derivative financial instruments, including approved counterparties and credit limits. Credit risk associated with these instruments is controlled and monitored through policies and procedures governing collateral management and credit approval.

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By using derivatives, People s United Financial is exposed to credit risk to the extent that counterparties to the derivative contracts do not perform as required. Should a counterparty fail to perform under the terms of a derivative contract, the Company s counterparty credit risk is equal to the amount reported as a derivative asset in the Consolidated Statements of Condition, less any posted collateral. Amounts reported as derivative assets represent derivative contracts in a gain position, net of derivatives in a loss position with the same counterparty (to the extent subject to master netting arrangements). People s United Financial seeks to minimize counterparty credit risk through credit approvals, limits, monitoring procedures, execution of master netting arrangements and obtaining collateral, where appropriate. Counterparties to People s United Financial s derivatives include major financial institutions with investment grade credit ratings from the major rating agencies. As such, management believes the risk of incurring credit losses on derivative contracts with those counterparties is remote and losses, if any, would be immaterial.

Certain of People s United Financial s derivative contracts contain provisions establishing collateral requirements (subject to minimum collateral posting thresholds) based on the Company s external credit rating. If the Company s senior unsecured debt rating were to fall below the level generally recognized as investment grade, the counterparties to such derivative contracts could require additional collateral on those derivative transactions in a net liability position (after considering the effect of master netting arrangements and posted collateral). The aggregate fair value of derivative instruments with such credit-related contingent features that were in a net liability position at June 30, 2012 was $6.3 million, for which People s United Financial had posted $5.4 million of collateral in the normal course of business. If the Company s senior unsecured debt rating had fallen below investment grade as of that date, $0.9 million in additional collateral would have been required.

Foreign Currency Risk

Foreign exchange contracts are commitments to buy or sell foreign currency on a future date at a contractual price. People s United Financial uses these instruments on a limited basis to eliminate its exposure to fluctuations in currency exchange rates on certain of its commercial loans that are denominated in foreign currencies. Gains and losses on foreign exchange contracts substantially offset the translation gains and losses on the related loans. Effective in the first quarter of 2010, People s United Financial no longer designates foreign exchange contracts as hedging instruments.

Derivative Financial Instruments

The following table summarizes certain information concerning derivative financial instruments utilized by People s United Financial in its management of IRR and foreign currency risk:

As of June 30, 2012 (dollars in millions)	Interest Rate Swaps	Foreign Exchange Contracts
Notional principal amounts	$ 125.0	$ 6.7
Weighted average interest rates:		
Pay fixed	1.99%	N/A
(Receive floating)	(Libor + 0.685%)	N/A
Weighted average remaining term to maturity (in months)	56	2
Fair value:		
Recognized as a liability	$ 2.4	$ 0.2

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People s United Financial has entered into interest rate swaps with certain of its commercial customers. In order to minimize its risk, these customer derivatives (pay floating/receive fixed) have been offset with essentially matching interest rate swaps with People s United Financial s counterparties (pay fixed/receive floating). Hedge accounting has not been applied for these derivatives. Accordingly, changes in the fair value of all such interest rate swaps are recognized in current earnings.

The following table summarizes certain information concerning these interest rate swaps:

	Interest Rate Swaps	
As of June 30, 2012 (dollars in millions)	Commercial Customers	Other Counterparties
Notional principal amounts	$ 959.9	$ 959.9
Weighted average interest rates:		
Pay floating (receive fixed)	0.24% (2.47%)	
Pay fixed (receive floating)		2.56% (0.29%)
Weighted average remaining term to maturity (in months)	86	86
Fair value:		
Recognized as an asset	$ 76.8	$
Recognized as a liability		71.4

See Note 12 to the Consolidated Financial Statements for further information relating to derivatives.

Item 3 Quantitative and Qualitative Disclosures About Market Risk

The information required by this item appears on pages 94 through 97 of this report.

Item 4 Controls and Procedures

People s United Financial s management, including the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of People s United Financial s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that People s United Financial s disclosure controls and procedures are effective, as of June 30, 2012, to ensure that information relating to People s United Financial, which is required to be disclosed in the reports People s United Financial files with the Securities and Exchange Commission under the Exchange Act, is (i) recorded, processed, summarized and reported as and when required, and (ii) accumulated and communicated to management, including the principal executive officer and the principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

During the quarter ended June 30, 2012, there has not been any change in People s United Financial s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, People s United Financial s internal control over financial reporting.

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Part II Other Information

Item 1 Legal Proceedings

In the normal course of business, People s United Financial is subject to various legal proceedings. Management has discussed with legal counsel the nature of these legal proceedings. In the opinion of management, People s United Financial s financial condition, results of operations or liquidity will not be affected materially as a result of the eventual outcome of these legal proceedings. See Note 9 to the Consolidated Financial Statements for a further discussion of legal proceedings.

Item 1A Risk Factors

There have been no material changes in risk factors since December 31, 2011.

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

(c) The following table provides information with respect to purchases made by People s United Financial of its common stock during the three months ended June 30, 2012.

Issuer Purchases of Equity Securities

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
April 1 30, 2012:				
Tendered by employees (1)	1,463	$ 12.59		
Publicly announced program (2)	713,200	$ 12.35	713,200	12,786,800
May 1 31, 2012:				
Tendered by employees (1)	2,223	$ 11.78		
Publicly announced program (2)	2,855,783	$ 11.98	2,855,783	9,931,017
June 1 30, 2012:				
Tendered by employees (1)	1,350	$ 11.59		
Publicly announced program (2)	931,017	$ 11.47	931,017	9,000,000
Total:				
Tendered by employees (1)	5,036	$ 11.97		
Publicly announced program (2)	4,500,000	$ 11.93	4,500,000	9,000,000

(1) All shares listed were tendered by employees of People s United Financial in satisfaction of their related minimum tax withholding obligations upon the vesting of restricted stock awards granted in prior periods. The average price paid per share is equal to the average of the high and low trading price of People s United Financial s common stock on The NASDAQ Stock Market on the vesting date or, if no trades took place on that date, the most recent day for which trading data was available. There is no limit on the number of shares that may be tendered by employees of People s United Financial in the future to satisfy their related minimum tax withholding obligations. Shares acquired in satisfaction of minimum tax withholding obligations are not eligible for reissuance in connection with any subsequent grants made pursuant to equity compensation plans maintained by People s United Financial. All shares acquired in this manner are retired by People s United Financial, resuming the status of authorized but unissued shares of People s United Financial s common stock.

(2) In October 2011, People s United Financial s Board of Directors authorized the repurchase of up to 5% of the Company s outstanding common stock, or 18.0 million shares. Such shares may be repurchased, either directly or through agents, in the open market at prices and terms satisfactory to management.

Through June 30, 2012, 9.0 million shares of People s United Financial s common stock had been repurchased under this program at a total cost of $110.1 million. Shares acquired in this manner have not been retired by People s United Financial and, as a result, remain available for issuance in the future.

Item 3 Defaults Upon Senior Securities

None.

Item 4 Mine Safety Disclosures

None.

Item 5 Other Information

None.

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Item 6 Exhibits

The following Exhibits are filed herewith:

Exhibit No.	Description
3.2	Fifth Amended and Restated Bylaws of People s United Financial, Inc.
31.1	Rule 13a-14(a)/15d-14(a) Certifications
31.2	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certifications
101.1	The following financial information from People s United Financial, Inc. s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012 formatted in XBRL: (i) Consolidated Statements of Condition as of June 30, 2012 and December 31, 2011; (ii) Consolidated Statements of Income for the three and six months ended June 30, 2012 and 2011; (iii) Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2012 and 2011; (iv) Consolidated Statements of Changes in Stockholders Equity for the six months ended June 30, 2012 and 2011; (v) Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011; and (vi) Notes to Consolidated Financial Statements.

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SIGNATURES

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

	PEOPLE S UNITED FINANCIAL, INC.
Date: August 9, 2012	By: /s/ John P. Barnes John P. Barnes President and Chief Executive Officer (Principal Executive Officer)
Date: August 9, 2012	By: /s/ Kirk W. Walters Kirk W. Walters Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Date: August 9, 2012	By: /s/ Jeffrey Hoyt Jeffrey Hoyt Senior Vice President and Controller (Principal Accounting Officer)

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INDEX TO EXHIBITS

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