

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended March 31, 2009

OR

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

For the transition period from _____ to _____

Commission file number: 001-34089

BANCORP OF NEW JERSEY, INC.

(Exact name of registrant as specified in its charter)

New Jersey

20-8444387

(State or other jurisdiction of
incorporation or organization)

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

1365 Palisade Ave, Fort Lee, New Jersey

07024

(Address of principal executive offices)

(Zip Code)

(201) 944-8600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of May 8, 2008 there were 5,069,261 outstanding shares of the issuer's class of common stock, no par value.

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BANCORP OF NEW JERSEY, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Dollars in thousands, except share data)

| | March 31, 2009 | December 31, 2008 |
|--|------------------|-------------------|
| ASSETS | | |
| Cash and due from banks | \$ 227 | \$ 304 |
| Interest bearing deposits | 32,237 | 40,107 |
| Federal funds sold | 4,131 | 69 |
| Total cash and cash equivalents | 36,595 | 40,480 |
| Restricted investment in bank stock, at cost | 346 | 346 |
| Securities available for sale | 24,269 | 17,731 |
| Securities held to maturity | 4,296 | - |
| Loans receivable | 240,788 | 234,846 |
| Deferred loan fees and unamortized costs, net | 85 | 90 |
| Less: allowance for loan losses | (2,432) | (2,371) |
| Net loans | 238,441 | 232,565 |
| Premises and equipment, net | 10,322 | 10,284 |
| Accrued interest receivable | 1,271 | 847 |
| Other assets | 1,497 | 1,851 |
| TOTAL ASSETS | \$317,037 | \$304,104 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES: | | |
| Deposits: | | |
| Non-interest bearing | \$27,941 | \$ 28,187 |
| Savings and interest-bearing transaction accounts | 59,902 | 60,289 |
| Time deposits under \$100 | 41,318 | 41,855 |
| Time deposits \$100 and over | 138,707 | 123,675 |
| Total deposits | 267,868 | 254,006 |
| Accrued interest payable and other liabilities | 1,092 | 2,234 |
| TOTAL LIABILITIES | 268,960 | 256,240 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Common stock, no par value, authorized 20,000,000 shares; issued and outstanding 5,068,273 shares at March 31, 2009; and 5,065,283 shares at December 31, 2008 | 47,270 | 47,133 |
| Retained earnings | 795 | 678 |
| Accumulated other comprehensive income | 12 | 53 |
| TOTAL STOCKHOLDERS' EQUITY | 48,077 | 47,864 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$317,037 | \$304,104 |

See accompanying notes to unaudited consolidated financial statements

BANCORP OF NEW JERSEY, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

For the Three Months Ended March 31,
2009 2008

| | 2009 | 2008 |
|--|----------|----------|
| (In thousands, except per share data) | | |
| INTEREST INCOME | | |
| Loans, including fees | \$ 3,378 | \$ 3,141 |
| Securities | 179 | 85 |
| Federal funds sold | 42 | 502 |
| TOTAL INTEREST INCOME | 3,599 | 3,728 |
| INTEREST EXPENSE | | |
| Savings and money markets | 124 | 433 |
| Time deposits | 1,605 | 1,781 |
| TOTAL INTEREST EXPENSE | 1,729 | 2,214 |
| NET INTEREST INCOME | 1,870 | 1,514 |
| Provision for loan losses | 61 | 158 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 1,809 | 1,356 |
| NONINTEREST INCOME - principally fees and service charges | 38 | 64 |
| NONINTEREST EXPENSE | | |
| Salaries and employee benefits | 916 | 841 |
| Occupancy and equipment expense | 342 | 274 |
| Data processing | 79 | 79 |
| Other expenses | 300 | 182 |
| TOTAL NONINTEREST EXPENSE | 1,637 | 1,376 |
| Income before provision for income taxes | 210 | 44 |
| Income tax expense | 94 | 32 |
| NET INCOME | \$ 116 | \$ 12 |

PER SHARE OF COMMON STOCK

| | | |
|----------------------------|--------|--------|
| Basic and diluted earnings | \$0.02 | \$0.00 |
|----------------------------|--------|--------|

See accompanying notes to unaudited consolidated financial statements.

BANCORP OF NEW JERSEY, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

| | For the Three Months Ended March 31, | |
|--|---|------------------|
| | 2009 | 2008 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| | (in thousands) | |
| Net income | \$ 116 | \$ 12 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation and amortization | 97 | 86 |
| Provision for loan losses | 61 | 158 |
| Recognition of stock option expense | 104 | 102 |
| Fees earned from mortgage referrals | --- | (4) |
| Changes in operating assets and liabilities: | | |
| Increase in accrued interest receivable | (424) | (313) |
| Decrease(increase) in other assets | 351 | (100) |
| Decrease in other liabilities | (1,142) | (29) |
| NET CASH USED IN OPERATING ACTIVITIES | (837) | (88) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of securities available for sale, net | (14,064) | (13,033) |
| Proceeds from sales or calls of securities available for sale | 7,391 | --- |
| Purchases of securities held to maturity | (4,296) | --- |
| Net increase in loans | (5,876) | (18,347) |
| Purchases of premises and equipment | (99) | (96) |
| NET CASH USED IN INVESTING ACTIVITIES | (16,944) | (31,476) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Net increase in deposits | 13,862 | 14,874 |
| Exercise of stock options | 23 | --- |
| Exercise of warrants | 11 | 185 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 13,896 | 15,059 |
| Net decrease in cash and cash equivalents | (3,885) | (16,505) |
| Cash and cash equivalents, beginning of year | 40,480 | 66,115 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$36,595 | \$ 49,610 |
| Cash paid during the period for: | | |
| Interest | \$ 1,619 | \$ 1,950 |
| Income taxes | \$ 134 | \$ 80 |

See accompanying notes to unaudited consolidated financial statements

BANCORP OF NEW JERSEY, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies

Basis of Financial Statement Presentation

The accompanying unaudited consolidated financial statements include the accounts of Bancorp of New Jersey, Inc., (the “Company”) and its direct wholly-owned subsidiary, Bank of New Jersey (the “Bank”). These financial statements include the effect of the holding company reorganization which took place on July 31, 2007 pursuant to a plan of acquisition that was approved by the boards of directors of the Company and the Bank and adopted by the shareholders of the Bank at a special meeting held on July 19, 2007.

The holding company reorganization is accounted for as a reorganization under common control and the assets, liabilities, and stockholders’ equity of the Bank immediately prior to the holding company reorganization have been carried forward on the Company’s consolidated financials statements at the amounts carried on the Bank’s books at the effective date of the holding company reorganization. The consolidated capitalization, assets, liabilities, results of operations and other financial data of the Company immediately following the reorganization were substantially the same as those of the Bank immediately prior to the holding company reorganization. Accordingly, these unaudited consolidated financial statements of the Company include the Bank’s historical recorded values.

The Company’s class of common stock has no par value. As a result of the holding company reorganization, amounts previously recognized as additional paid in capital on the Bank’s financial statements have been reclassified into the Company’s consolidated financial statements.

These financial statements reflect all adjustments and disclosures which management believes are necessary for a fair presentation of interim results. All significant inter-company accounts and transactions have been eliminated in consolidation. The results of operations for the three month periods presented do not necessarily indicate the results that the Company will achieve for the 2009 fiscal year. You should read these consolidated unaudited interim financial statements in conjunction with the financial statements and accompanying notes that are presented in the Company’s Annual Report on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission.

The financial information in this quarterly report has been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”); these financial statements have not been audited. Certain information and footnote disclosures required under generally accepted accounting principles have been condensed or omitted, as permitted by rules and regulations of the Securities and Exchange Commission.

Certain reclassifications have been made to the prior period financial statements to conform to the March 31, 2009 presentation.

Organization

The Company is a New Jersey corporation and bank holding company registered with the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"). The Bank is a community bank which provides a full range of banking services to individuals and corporate customers in New Jersey. Both the Company and the Bank are subject to competition from other financial institutions. The Bank is regulated by state and federal agencies and is subject to periodic examinations by those regulatory authorities. The Bank conducts a traditional commercial banking business, accepting deposits from the general public, including individuals, businesses, non-profit organizations, and governmental units. The Bank makes commercial loans, consumer loans, and both residential and commercial real estate loans. In addition, the Bank provides other customer services and makes investments in securities, as permitted by law. The Bank has sought to offer an alternative, community-oriented style of banking in an area, that is presently dominated by larger, statewide and national institutions. The Bank continues to focus on establishing and retaining customer relationships by offering a broad range of traditional financial services and products, competitively-priced and delivered in a responsive manner to small businesses, professionals and individuals in the local market. As a community bank, the Bank endeavors to provide superior customer service that is highly personalized, efficient and responsive to local needs. To better serve its customers and expand its market reach, the Bank provides for the delivery of certain of its financial products and services to its local customers and to a broader market through the use of mail, telephone and internet banking. The Bank seeks to deliver these products and services with the care and professionalism expected of a community bank and with a special dedication to personalized customer service.

Note 2. Stockholders' Equity and Related Transactions

During the three month period ended March 31, 2009, the Company issued 990 shares of common stock upon exercises of warrants for an aggregate purchase price of approximately \$11 thousand. During the three month period ended March 31, 2009, the Company issued 2,000 shares of common stock upon exercises of options for an aggregate purchase price of approximately \$23 thousand.

Note 3. Benefit Plans and Stock-Based Compensation

2006 Stock Option Plan

During 2006, the Bank's stockholders approved the 2006 Stock Option Plan. At the time of the holding company reorganization, the 2006 Stock Option Plan was assumed by the Company. The plan allows directors and employees of the Company to purchase up to 239,984 shares of the Company's common stock. At March 31, 2009, incentive stock options to purchase 220,300 shares have been issued to employees of the Bank, of which options to purchase 188,900 shares were outstanding at March 31, 2009.

Under the 2006 Stock Option Plan, there were a total of 82,227 unvested options at March 31, 2009 and approximately \$232,000 remains to be recognized in expense over approximately the next four years. Under the 2006 Stock Option Plan, no options were granted, exercised, or forfeited during the first three months of 2009.

2007 Director Plan

During 2007, the Bank's stockholders approved the 2007 Non-Qualified Stock Option Plan for Directors. At the time of the holding company reorganization, the 2007 Non-Qualified Stock Option

Plan was assumed by the Company. This plan provides for 480,000 options to purchase shares of the Company's common stock to be issued to non-employee directors of the Company. At March 31, 2009, non-qualified options to purchase 460,000 shares of the Company's stock have been issued to non-employee directors of the Company and approximately 413,000 were outstanding at March 31, 2009. During the quarter ended March 31, 2009, approximately 2,000 vested options were exercised for total proceeds of approximately \$23 thousand. No options were granted or forfeited during the first three months of 2009.

Under the 2007 Director Plan, there were a total of approximately 360,000 unvested options at March 31, 2009 and approximately \$674,000 remains to be recognized in expense over approximately four remaining years.

In connection with both the 2006 Stock Option Plan and the 2007 Director Plan, share based compensation totaled \$104,000 and \$102,000 for the three months ended March 31, 2009 and 2008, respectively.

The aggregate intrinsic value of options outstanding as of March 31, 2009 under the 2006 Stock Option Plan and the 2007 Director Plan was \$0, as the per share exercise price of all such options exceeded the per share market value of the underlying common stock.

Note 4. Earnings Per Share.

Basic earnings per share is calculated by dividing the net income for a period by the weighted average number of common shares outstanding during that period.

Diluted earnings per share is calculated by dividing the net income for a period by the weighted average number of outstanding common shares and dilutive common share equivalents during that period. Outstanding “common share equivalents” include options and warrants to purchase the Company’s common stock.

The following schedule shows earnings per share for the three month periods presented:

| (In thousands except per share data) | For the Three Months Ended | |
|---|----------------------------|----------------|
| | March 31, | |
| | 2009 | 2008 |
| Net income applicable to common stock | \$ 116 | \$ 12 |
| Weighted average number of common shares outstanding – basic | 5,066 | 4,981 |
| <u>Basic earnings per share</u> | <u>\$0.02</u> | <u>\$ 0.00</u> |
| | | |
| Net income applicable to common stock | \$ 116 | \$ 12 |
| Weighted average number of common shares and common share equivalents – diluted | 5,066 | 5,224 |
| <u>Diluted earnings per share</u> | <u>\$0.02</u> | <u>\$ 0.00</u> |

Non-qualified options to purchase 414,668 shares of common stock at a weighted average price of \$11.50; 777,498 warrants to purchase shares of common stock at a weighted average price of \$10.91 per share; and 198,300 incentive stock options were not included in the computation of diluted earnings per share for the three months ended March 31, 2009 because they were anti-dilutive.

Stock options for 198,300 shares of common stock were not included in the computation of diluted earnings per common share for the three months ended March 31, 2008 because they were anti-dilutive. Options to purchase 460,000 shares of common stock at a weighted average price of \$11.50 and 836,202 warrants to purchase shares of common stock at a weighted average price of \$10.91 per share were outstanding and were included in the computation of diluted earnings per share for the first quarter of 2008.

Note 5. Comprehensive Income

SFAS 130, "Reporting Comprehensive Income" requires the reporting of comprehensive income, which includes net income as well as certain other items, which result in changes to equity during the period. Total comprehensive income is presented for the three month periods ended March 31, 2009 and 2008, respectively, (in thousands) as follows:

| Comprehensive Income | Three months ended March 31, | |
|---|------------------------------|--------------|
| | <u>2009</u> | <u>2008</u> |
| Net income | \$ 116 | \$ 12 |
| Unrealized holding gain(loss) on securities available for sale, net of taxes of \$21 and \$34 for 2009 and 2008, respectively | (42) | 61 |
| Total comprehensive income | <u>\$ 74</u> | <u>\$ 73</u> |

Note 6. Securities Available for Sale and Investment Securities

A summary of securities available for sale at March 31, 2009 and December 31, 2008 is as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|-------------------|------------------------------|-------------------------------|---------------|
| <u>March 31, 2009</u> | | | | |
| Government Sponsored Enterprise obligations | \$ 24,250 | \$ 83 | \$ (64) | \$ 24,269 |
| | | | | |
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| <u>December 31, 2008</u> | | | | |
| Government Sponsored Enterprise obligations | \$ 17,641 | \$ 90 | – | \$ 17,731 |

Management has evaluated the securities in the table above and has concluded that none of the securities with losses has impairments that are other-than-temporary. In its evaluation, management considered the types of securities, including if the securities were US government issued, and the credit ratings of the securities. The securities that are in an unrealized loss position are in a loss position because of a change in interest rates since the securities were purchased. These securities consist only of US government sponsored enterprise obligations. The Company has the intent and the ability to hold these investments for a time necessary to recover the amortized cost.

The Company held no securities in the held to maturity category at December 31, 2008. A summary of held to maturity securities at March 31, 2009 is as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| <u>March 31, 2009</u> | | | | |
| Obligations of states and political subdivisions | \$ 4,296 | – | (9) | \$ 4,287 |

Management does not believe that the unrealized loss on the security above is other-than-temporarily impaired. The unrealized loss is due to changes in market interest rates. The Company has the intent and the ability to hold this investment for a time necessary to recover the amortized cost.

Securities with an amortized cost of \$3.2 million, and a fair value of \$3.2 million, were pledged to secure public funds on deposit at March 31, 2009. Securities with an amortized cost of \$2.0 million, and a fair value of \$2.0 million, were pledged to secure public funds on deposit at December 31, 2008.

Note 7. Loans.

The components of the loan portfolio at March 31, 2009 and December 31, 2008 are summarized as follows (in thousands):

| | March 31, 2009 | December 31, 2008 |
|--------------|-------------------|----------------------|
| Real estate | \$ 162,781 | \$ 159,058 |
| Commercial | 33,596 | 33,319 |
| Credit lines | 39,966 | 37,962 |
| Consumer | 4,445 | 4,507 |
| | <u>\$ 240,788</u> | <u>\$ 234,846</u> |

The Bank grants commercial, mortgage and installment loans primarily to New Jersey residents and businesses within its local trading area. Each of its borrower's ability to repay or otherwise satisfy its obligations is dependent upon various factors, including the borrower's income and net worth and, if the obligations are secured by collateral, the cash flows generated by the underlying collateral, the value of the underlying collateral, and the priority of the Bank's lien on the underlying collateral. Such factors are dependent upon various economic conditions and individual circumstances beyond the Bank's control; the Bank is therefore subject to risk of loss. The Bank believes its lending policies and procedures reasonably account for the potential exposure to such risks and that provisions for loan losses are made to maintain an allowance for loan losses which management believes is adequate to absorb probable losses inherent in the loan portfolio.

The following tables present the activity in the allowance for loan losses during the periods indicated (in thousands):

| | Three months ended March 31, 2009 | Three months ended March 31, 2008 |
|--------------------------------|--------------------------------------|--------------------------------------|
| Balance at beginning of period | \$ 2,371 | \$ 1,912 |
| Provision charged to expense | <u>61</u> | <u>158</u> |
| Balance at end of period | <u>\$ 2,432</u> | <u>\$ 2,070</u> |

As of March 31, 2009 and December 31, 2008, the Bank had one impaired (non-accrual) residential mortgage loan of approximately \$2.0 million, with a specific reserve of \$20 thousand. If interest had been accrued, such income would have been approximately \$33 thousand for the three month period ended March 31, 2009.

Note 8. Guarantees

The Company does not issue any guarantees that would require liability recognition or disclosure, other than the Bank's standby letters of credit. Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Generally, all letters of credit, when issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as those that are involved in extending loan facilities to customers. The Bank generally holds collateral and/or personal guarantees supporting these commitments. As of March 31, 2009, the Bank had \$576 thousand of commercial and similar letters of credit. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payment required under the corresponding guarantees. Management believes that the current amount of the liability as of March 31, 2009 for guarantees under standby letters of credit issued is not material.

Note 9. Fair Value Measurements

The Company adopted FAS 157, "Fair Value Measurements", on January 1, 2008. Under FAS 157, fair value measurements are not adjusted for transaction costs. FAS 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are described below:

Management uses its best judgment in estimating the fair value of the Company's financial instruments, however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective period end and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at the respective reporting dates.

SFAS 157 establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for

identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 are as follows:

- *Level 1 Inputs* - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- *Level 2 Inputs* - Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.
- *Level 3 Inputs* - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e. supported with little or no market activity).

An asset's or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at March 31, 2009 and December 31, 2008, respectively, are as follows:

| Description | March 31, 2009 | (Level 1) Quoted Prices in Active Markets for Identical Assets | (Level 2) Significant Other Observable Inputs | (Level 3) Significant Unobservable Inputs |
|----------------------------------|-------------------|--|---|--|
| Securities available for sale | \$24,260 | \$ - | \$24,260 | \$ - |

| Description | December 31, 2008 | (Level 1) Quoted Prices in Active Markets for Identical Assets | (Level 2) Significant Other Observable Inputs | (Level 3) Significant Unobservable Inputs |
|----------------------------------|----------------------|--|---|--|
| Securities available for sale | \$17,731 | \$ - | \$17,731 | \$ - |

For financial assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at March 31, 2009 and December 31, 2008, respectively, follows:

| Description | March 31, 2009 | (Level 1) Quoted Prices in Active Markets for Identical Assets | (Level 2) Significant Other Observable Inputs | (Level 3) Significant Unobservable Inputs |
|----------------|-------------------|--|---|--|
| Impaired loans | \$1,977 | \$ - | \$ - | \$1,977 |

| Description | December 31, 2008 | (Level 1) Quoted Prices in Active Markets for Identical Assets | (Level 2) Significant Other Observable Inputs | (Level 3) Significant Unobservable Inputs |
|----------------|----------------------|--|---|--|
| Impaired loans | \$1,977 | \$ - | \$ - | \$1,977 |

Note 10. Recent Accounting Pronouncements

FSP FAS 157-4

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP FAS 157-4). FASB Statement 157, *Fair Value Measurements*, defines fair value as the price that would be received to sell the asset or transfer the liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. FSP FAS 157-4 provides additional guidance on determining when the volume and level of activity for the asset or liability has significantly decreased. The FSP also includes guidance on identifying circumstances when a transaction may not be considered orderly.

FSP FAS 157-4 provides a list of factors that a reporting entity should evaluate to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability in relation to normal market activity for the asset or liability. When the reporting entity concludes there has been a significant decrease in the volume and level of activity for the asset or liability, further analysis of the information from that market is needed and significant adjustments to the related prices may be necessary to estimate fair value in accordance with Statement 157.

This FSP clarifies that when there has been a significant decrease in the volume and level of activity for the asset or liability, some transactions may not be orderly. In those situations, the entity must evaluate the weight of the evidence to determine whether the transaction is orderly. The FSP provides a list of circumstances that may indicate that a transaction is not orderly. A transaction price that is not associated with an orderly transaction is given little, if any, weight when estimating fair value.

This FSP is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. An entity early adopting FSP FAS 157-4 must also early adopt FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*. The Company is currently reviewing the effect this new pronouncement will have on its consolidated financial statements.

FSP FAS 115-2 and FAS 124-2

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* (FSP FAS 115-2 and FAS 124-2). FSP FAS 115-2 and FAS 124-2 clarifies the interaction of the factors that should be considered when determining whether a debt security is other-than-temporarily impaired. For debt securities, management must assess whether (a) it has the intent to sell the security and (b) it is more likely than not that it will be required to sell the security prior to its anticipated recovery. These steps are done before assessing whether the entity will recover the cost basis of the investment. Previously, this assessment required management to assert it has both the intent and the ability to hold a security for a period of time sufficient to allow for an anticipated recovery in fair value to avoid recognizing an other-than-temporary impairment. This change does not affect the need to forecast recovery of the value of the security through either cash flows or market price.

In instances when a determination is made that an other-than-temporary impairment exists but the investor does not intend to sell the debt security and it is not more likely than not that it will be required to sell the debt security prior to its anticipated recovery, FSP FAS 115-2 and FAS 124-2 changes the presentation and amount of the other-than-temporary impairment recognized in the income statement. The other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income.

This FSP is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. An entity early adopting FSP FAS 115-2 and FAS 124-2 must also early adopt FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. The Company is currently reviewing the effect this new pronouncement will have on its consolidated financial statements.

FSP FAS 107-1 and APB 28-1

In April 2009, the FASB issued FSP No. FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP FAS 107-1 and APB 28-1). FSP FAS 107-1 and APB 28-1 amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods.

This FSP is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. An entity early adopting FSP FAS 107-1 and APB 28-1 must also early adopt FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* and FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*. The Company is currently reviewing the effect this new pronouncement will have on its consolidated financial statements.

ITEM 2
Management's Discussion and Analysis of
Financial Condition and Results of Operations

You should read this discussion and analysis in conjunction with the consolidated unaudited interim financial statements contained in Part I, Item 1 of this Quarterly Report on Form 10-Q, and with our audited consolidated financial statements for the year ended December 31, 2008 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" presented in our Annual Report on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission.

Statements Regarding Forward Looking Information

The information disclosed in this document includes various forward-looking statements with respect to credit quality, corporate objectives, and other financial and business matters. The words "anticipates," "projects," "intends," "estimates," "expects," "believes," "plans," "may," "will," "should," "could," and other similar expressions are intended to identify such forward-looking statements. We caution that these forward-looking statements are necessarily speculative and speak only as of the date made, and are subject to numerous assumptions, risks and uncertainties, all of which may change over time. Actual results could differ materially from such forward-looking statements.

In addition to the factors we disclose elsewhere in this document, the following factors, among others, could cause our actual results to differ materially and adversely from such forward-looking statements: recent turmoil in the financial markets; recent financial crisis in the national economy; pricing pressures on loan and deposit products; competition; changes in economic conditions nationally, regionally and in our markets; the extent and timing of actions of the Federal Reserve Board; changes in levels of market interest rates; customer acceptance of our products and services; credit risks of lending activities; changes in the conditions of the capital markets in general and in the capital markets for financial institutions; and the extent and timing of legislative and regulatory actions and reforms; and other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission or in other generally disseminated documents.

The above-listed risk factors are not necessarily exhaustive, particularly as to possible future events, and new risk factors may emerge from time to time. Certain events may occur that could cause our actual results to be materially different than those described in forward-looking statements. Any statements made that are not historical facts should be considered to be forward-looking statements. You should not place undue reliance on any forward-looking statements, which only reflect management's analysis as of the date of this quarterly report. We undertake no obligation to update forward-looking statements or to make any public announcement when we consider forward-looking statements in this quarterly report to no longer be accurate, whether as a result of new information of future events, except as may be required by applicable law or regulation.

Critical Accounting Policies, Judgments and Estimates

The financial statements have been prepared in conformity with U.S. generally accepted accounting principles. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statement of financial condition and revenues and expenses for the period indicated. Actual results could differ significantly from those estimates. Management believes the following critical accounting policies encompass the more significant judgments and estimates used in the preparation of the consolidated financial statements.

Allowance for Loan Losses

Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses. Losses on loans are charged to the allowance for loan losses. Additions to this allowance are made by recoveries of loans previously charged off and by a provision charged to expense. The determination of the allowance for loan losses is based on an analysis of the loan portfolio, economic conditions and other factors warranting recognition. Management believes that the allowance for loan losses is maintained at an adequate level to provide for losses inherent in the loan portfolio. While management uses available information to evaluate the adequacy of the allowance for loan losses, future additions may be necessary based on changes in economic conditions, particularly in New Jersey. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to make additional provisions for loan losses, in order to increase the allowance, based on their judgments about information available to them at the time of their examinations.

Deferred Income Taxes

We recognize deferred tax assets and liabilities for future tax effects of temporary differences between financial and tax reporting. Deferred tax assets are subject to management's judgment based upon available evidence that future realization is more likely than not. If management determines that we may be unable to realize all of part of net deferred tax assets in the future, a direct charge to income tax expense may be required to reduce the value of the net deferred tax asset to the expected realizable amount.

Results of Operations

Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008

Our results of operations depend primarily on net interest income, which is the difference between interest income on interest earning assets and interest expense on interest bearing liabilities. Interest earning assets consist principally of loans and investment securities, while interest bearing liabilities consist primarily of deposits and borrowings. Net income is also affected by the provision for loan losses and the level of non-interest income, as well as by non-interest expenses, including salaries and employee benefits, occupancy and equipment expense, and other expenses, and income taxes.

Net Income

Net income for the first quarter of 2009 reached \$116 thousand compared to net income of \$12 thousand for the first quarter of 2008. This increase was bolstered, primarily, by increased net interest income. During the first quarter of 2009, net interest income increased by 26.7%, or approximately \$400 thousand, to \$1.9 million from \$1.5 million for the first quarter of 2008.

On a per share basis, basic and diluted earnings per share reached \$0.02 for the first quarter of 2009 compared to less than \$0.01 per share for the same period in 2008.

Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends upon the volume of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them. For the three month period, the growth in net interest income has been, primarily, driven by increased interest income from loans, including fees, and a focus on lower cost deposits. During the first quarter of 2009, net interest income reached \$1.9 million from \$1.5 million during the first quarter of 2008. As a result of the increased net interest income, the Company was able to absorb an increase in non-interest expense of approximately \$261 thousand, or 19.0%.

Provision for Loan Losses

The provision for loan losses was \$61 thousand for the three months ended March 31, 2009 as compared to \$158 thousand for the three months ended March 31, 2008. The decreased provision is reflective of continued, but slower, loan growth during 2009.

Non-interest Income

Non-interest income, which was primarily attributable to service fees, was \$38 thousand during the quarter ended March 31, 2009 compared to \$64 thousand for the quarter ended March 31, 2008. As these fees are related, primarily, to deposits accounts, the decrease between periods is mainly the result of customer activity which is more sensitive to fees during these difficult economic times.

Non-interest Expense

Non-interest expense reached \$1.6 million during the first quarter of 2009 compared to \$1.4 million in the first quarter of 2008, an increase of approximately \$261 thousand. This increase reflects increased salaries and employee benefits, occupancy and equipment expense, and other expenses related to opening and operating two additional office locations, as well as the overall growth of the Company.

On February 27, 2009 the Board of Directors of the Federal Deposit Insurance Corporation voted to amend the restoration plan for the Deposit Insurance Fund. The Board also took action to ensure the continued strength of the insurance fund by imposing a special assessment on insured institutions of 20 basis points, implementing changes to the risk-based assessment system, and setting rates beginning the second quarter of 2009. The assessment is to be collected on September 30, 2009. Comments on the interim rule on special assessments were due back on April 1, 2009 after which a final rule would then be issued. As the rule is not final, it has not been "enacted." Further, as the assessment will be based on June 30, 2009 deposits, it is presently not measurable. The special assessment payment is to be made September 30, 2009, however, the full amount will be accrued in the second quarter of 2009, when it is anticipated to be enacted and the June 30 deposits will be measurable.

Income Tax Expense

The income tax provision reached \$94 thousand for the quarter ended March 31, 2009, as compared to \$32 thousand for the quarter ended March 31, 2008. The income tax provisioning reflects our pre-tax income and the effect of permanent differences between financial and tax reporting. These permanent tax differences include but are not limited to the recognition of non-deductible stock option expense.

FINANCIAL CONDITION

Total consolidated assets increased \$12.9 million, or approximately 4.2%, from \$304.1 million at December 31, 2008 to \$317.0 million at March 31, 2009. Total deposits increased from \$254.0 million at December 31, 2008 to \$267.9 million at March 31, 2009, an increase of \$13.9 million, or approximately 5.5%. Loans receivable, or “total loans,” increased from \$234.9 million at December 31, 2008 to \$240.9 million at March 31, 2009, an increase of approximately \$6 million, or 2.6%.

Loans

Our loan portfolio is the primary component of our assets. Total loans increased by 2.6% since year end to reach \$240.9 million at March 31, 2009. At December 31, 2008, our total loans were approximately \$234.9 million. While we have focused on conservative lending practices, the growth in the loan portfolio continues to be supported by recommendations and referrals from members of our board of directors, our shareholders, our executive officers, and selective marketing by our management and staff. We believe that we will continue to have opportunities for loan growth within the Bergen County market of northern New Jersey, due in part, to continued and recent events surrounding larger banking institutions within our market. While we maintain that it is not cost-efficient for large institutions, many of which are headquartered out of state, to provide the level of personal service to small business borrowers that these customers seek and that we endeavor to provide. We also provide a level of service and decision making which we believe can only be provided by community banks. Our safety and capital levels have also led to certain opportunities within our market.

Our loan portfolio consists of commercial loans, real estate loans, and consumer loans. Commercial loans are made for the purpose of providing working capital, financing the purchase of equipment or inventory, as well as for other business purposes. Real estate loans consist of loans secured by commercial or residential real property and loans for the construction of commercial or residential property. Consumer loans are made for the purpose of financing the purchase of consumer goods, home improvements, and other personal needs, which are generally secured by the personal property owned or being purchased by the borrowers.

Our loans are primarily to businesses and individuals located in Bergen County, New Jersey. We have not made loans to borrowers outside of the United States. We continue to focus on conservative lending practices. We have not made any sub-prime loans. Commercial lending activities are focused primarily on lending to small business borrowers. We believe that our strategy of prudent lending, customer service, competitive rate structures, and selective marketing have enabled us to gain market entry to local loans. Further, we believe that bank mergers and lending restrictions at larger financial institutions with which we compete have also contributed to the success of our efforts to attract borrowers.

For more information on the loan portfolio, see Note 7 in Notes to the Financial Statements in this Quarterly Report on Form 10-Q.

Loan Quality

As mentioned above, our principal assets are our loans. Inherent in the lending function is the risk of the borrower's inability to repay a loan, either under its existing terms or at all. Risk elements include non-accrual loans, past due and restructured loans, potential problem loans, loan concentrations, and other real estate owned.

Non-performing assets include loans that are not accruing interest (non-accrual loans) as a result of principal or interest being in default for a period of 90 days or more, accruing loans that are 90 days past due, and other real estate owned. When a loan is classified as non-accrual, interest accruals discontinue and all past due interest, including interest applicable to prior years, is reversed and charged against current income. Until the loan becomes current, any payments received from the borrower are applied to outstanding principal until such time as management determines that the financial condition of the borrower and other factors merit recognition of such payments as interest.

We attempt to minimize overall credit risk through loan diversification and our loan approval procedures. Due diligence begins at the time we begin to discuss the origination of a loan with a borrower. Documentation, including a borrower's credit history, materials establishing the value and liquidity of potential collateral, the purpose of the loan, the source and timing of the repayment of the loan, and other factors are analyzed by our loan officers before a loan is submitted to our loan committee or board of directors for approval. Loans made are also subject to periodic audit and review.

At March 31, 2009 and December 31, 2008, we had one non-accrual loan in the amount of approximately \$2.0 million.

As of March 31, 2009 and December 31, 2008, there were no concentrations of loans (other than those categories of loans disclosed in Note 7 in Notes to the Financial Statements in this Quarterly Report on Form 10-Q) which exceeded 10% of our total loans, and we had no foreign loans. Furthermore, our loan portfolio does not contain any sub-prime loans. Our loans are primarily to businesses and individuals located in Bergen County, New Jersey.

Investment Securities

Securities held as available for sale ("AFS") were approximately \$24.3 million at March 31, 2009 compared to \$17.7 million at December 31, 2008. This increase in the AFS category represented the purchase of securities during the period with funds in excess of federal funds sold. Securities held to maturity, which represented approximately \$4.3 million at March 31, 2009 increased by that amount due to purchase of a local municipal bond during the period. At December 31, 2008, there were no held to maturity securities.

Deposits

Deposits remain our primary source of funds. Total deposits increased from \$254.0 million at December 31, 2008 to \$267.9 million at March 31, 2009, an increase of \$13.9 million, or 5.5%. This increase is directly attributable to an increase in our time deposit accounts, and we believe it reflects the public perception of our safety and soundness. During this interest rate environment, our attractive time deposit products have allowed for increased net interest income.

Liquidity

Our liquidity is a measure of our ability to fund loans, withdrawals or maturities of deposits, and other cash outflows in a cost-effective manner. Our principal sources of funds are deposits, scheduled amortization and prepayments of loan principal, maturities of investment securities, and funds provided by operations. While scheduled loan payments and maturing investments are relatively predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions, and competition. We also have the ability to use overnight lines of credit with our correspondent banks.

Our total deposits equaled \$267.9 million at March 31, 2009 as compared to \$254.0 million at December 31, 2008.

Through the investment portfolio, we will seek to obtain a safe, yet slightly higher yield than would have been available to us as a net seller of overnight federal funds, while maintaining liquidity. Through our investment portfolio, we also attempt to manage our maturity gap, by seeking maturities of investments which coincide with maturities of deposits. The investment portfolio also includes securities available for sale to provide liquidity for anticipated loan demand and other liquidity needs.

As of March 31, 2009, we have a \$12 million overnight line of credit with First Tennessee Bank and a \$10 million overnight line of credit with Atlantic Central Bankers Bank for the purchase of federal funds in the event that temporary liquidity needs arise. There are no amounts outstanding under either facility at March 31, 2009. The bank is also a member of the Federal Home Bank of New York ("FHLBNY"). The FHLBNY relationship could provide additional sources of liquidity, if required.

Capital Resources

A significant measure of the strength of a financial institution is its capital base. Our federal regulators have classified and defined our capital into the following components: Tier 1 Capital, which includes tangible shareholders' equity for common stock and qualifying preferred stock, and Tier 2 Capital, which includes a portion of the allowance for loan losses, certain qualifying long-term debt, and preferred stock which does not qualify as Tier 1 Capital. Minimum capital levels are regulated by risk-based capital adequacy guidelines, which require certain capital as a percent of our assets and certain off-balance sheet items, adjusted for predefined credit risk factors, referred to as "risk-adjusted assets."

We are required to maintain, at a minimum, Tier 1 Capital as a percentage of risk-adjusted assets of 4.0% and combined Tier 1 and Tier 2 Capital, or "Total Capital," as a percentage of risk-adjusted assets of 8.0%.

In addition to the risk-based guidelines, our regulators require that an institution which meets the regulator's highest performance and operation standards maintain a minimum leverage ratio (Tier 1 Capital as a percentage of tangible assets) of 3.0%. For those institutions with higher levels of risk or that are experiencing or anticipating significant growth, the applicable minimum leverage ratio will be evaluated and established through the ongoing regulatory examination process.

The following table summarizes the Bank's risk-based capital and leverage ratios at March 31, 2009, as well as the applicable minimum ratios:

| | March 31, 2009 ----- | Minimum Regulatory Requirements ----- |
|----------------------|----------------------------|--|
| Risk-Based Capital : | | |
| Tier 1 Capital Ratio | 20.46% | 4.0% |
| Total Capital Ratio | 21.50% | 8.0% |
| Leverage Ratio | 15.31% | 4.0% |

In addition to the above, as part of the Bank's application for deposit insurance with the FDIC and as part of the bank charter approval by the New Jersey Department of Banking, the Bank is required to maintain not less than 8% Tier 1 Capital to total assets, as defined, throughout the first three years of operation.

The capital levels detailed above reflect the success of our initial stock offering as well as our results of operations. As we continue to employ our capital and grow our operations, we expect that our capital levels will decrease, but that we will remain a "well-capitalized" institution.

The Company is subject to regulatory capital requirements which are substantially similar to those of the Bank.

ITEM 3. Quantitative and Qualitative Disclosures about Market/Interest Risk

As a smaller reporting company, the Company is not required to provide the information otherwise required by this Item.

ITEM 4. Controls and Procedures

Evaluation of disclosure controls and procedures.

We maintain disclosure controls and procedures that are designed to ensure that information we are required to disclose in our reports filed or submitted pursuant to the Securities Exchange Act of 1934, as amended, the "Exchange Act", is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that information we are required to disclose in our Exchange Act reports is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of March 31, 2009. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2009.

Changes in internal controls over financial reporting.

There was no change in our internal control over financial reporting identified during the quarter ended March 31, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

As a smaller reporting company, the Company is not required to provide the information otherwise required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Securities Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits filed or incorporated by reference as part of this report are listed in the Exhibit Index, which appears at page 29.

SIGNATURES

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

Bancorp of New Jersey, Inc.

Date: May 15, 2009

By: /s/ Albert F. Buzzetti

Albert F. Buzzetti

President and Chief Executive Officer

By: /s/ Michael Lesler

Michael Lesler

Executive Vice President and

Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| 31.1 | Rule 13a-14(a) Certification of the Principal Executive Officer |
| 31.2 | Rule 13a-14(a) Certification of the Principal Financial Officer |
| 32 | Section 1350 Certifications |

**RULE 13a-14(a) CERTIFICATION
OF THE PRINCIPAL EXECUTIVE OFFICER**

I, Albert F. Buzzetti, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bancorp of New Jersey, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2009

/s/ Albert F. Buzzetti
Albert F. Buzzetti
President and Chief Executive Officer

**RULE 13a-14(a) CERTIFICATION
OF THE PRINCIPAL FINANCIAL OFFICER**

I, Michael Lesler, Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Bancorp of New Jersey, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 15, 2009

/s/ Michael Lesler
Executive Vice President and
Chief Financial Officer

SECTION 1350 CERTIFICATIONS

In connection with the Quarterly Report of Bancorp of New Jersey, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Albert F. Buzzetti
Albert F. Buzzetti
President and Chief Executive Officer

/s/ Michael Lesler
Michael Lesler
Executive Vice President
and Chief Financial Officer

May 15, 2009