

FORWARD-LOOKING STATEMENTS

This current report contains forward-looking statements, which can be identified by the use of words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect” and words of similar meaning.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to strategic objectives, anticipated financial results, future business prospects and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
- adverse changes in the securities markets; and
- changes in our organization, compensation and benefit plans.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

ITEM 8.01. Other Events

On September 29, 2008, Federal Trust Corporation (the “Company”) announced that previously reported negotiations with an investor group based in New York and Florida, have been terminated. Accordingly, Federal Trust is no longer subject to the exclusivity provisions of the letter of intent that had been entered into with the investor group, and may negotiate with other parties with respect to the acquisition of Federal Trust or an investment in Federal Trust

A press release announcing the termination of negotiations with respect to the private recapitalization transaction is attached hereto as Exhibit 99.

ITEM 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	Press Release Dated September 29, 2008

SIGNATURE

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 hereunto duly authorized.

Date: September 30, 2008

Federal
Trust
Corporation
(Registrant)

By: s
Dennis T.
Ward
Dennis
T. Ward
President
and
Chief
Executive
Officer

EXHIBIT INDEX

Exhibit No.

Description

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Press Release Dated September 29, 2008
