

April 11, 2013

Michael R. Clampitt  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F street, N.E.  
Washington, DC 20549

**Re: Patriot Federal Bank  
Pre-Qualification Amendment No. 2 to the Offering Statement on Form 1-A  
Commission File No. 024-10345**

Dear Mr. Clampitt:

We would like to have this Amendment become qualified on Monday April 15, 2013, or as soon as practicable thereafter, and therefore respectfully request an order to that effect.

We hereby acknowledge the following:

- That should the Commission or the staff, acting pursuant to delegated authority, declare the filing qualified, it does not foreclose the Commission from taking any action with respect to the filing;
- The action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing qualified, does not relieve the Company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- The Company may not assert staff comments and the declaration of qualification as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please contact the undersigned at your earliest convenience should you have any questions or comments concerning the filing.

**PATRIOT FEDERAL BANK**

By: 

Stanley K. Dickson  
Executive vice president & CFO

cc: Rich Engel, Mackenzie Hughes LLP  
Mike Stanczyk, Mackenzie Hughes LLP



211 Erie Blvd.  
Canajoharie, NY 13317  
(518) 673-4400

311 N. Comrie Ave  
Johnstown, NY 12095  
(518) 762-7700

4781 State Highway 30  
Amsterdam, NY 12010  
(518) 843-5841