

Kearny Financial Corp.
Form 10-Q
November 14, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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

September 30, 2012

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 000-51093

KEARNY FINANCIAL CORP.
(Exact name of registrant as specified in its charter)

UNITED STATES
(State or other jurisdiction of
incorporation or organization)

22-3803741
(I.R.S. Employer
Identification Number)

120 Passaic Ave., Fairfield, New Jersey
(Address of principal executive offices)

07004-3510
(Zip Code)

Registrant's telephone number,
including area code

973-244-4500

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 website, 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

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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 the 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

The number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: November 9, 2012.

\$0.10 par value common stock - 66,820,340 shares outstanding

KEARNY FINANCIAL CORP. AND SUBSIDIARIES

INDEX

	Page Number
PART I - FINANCIAL INFORMATION	
Item 1: Financial Statements	
Consolidated Statements of Financial Condition at September 30, 2012 and June 30, 2012 (Unaudited)	1
Consolidated Statements of Income for the Three Months Ended September 30, 2012 and September 30, 2011 (Unaudited)	2-3
Consolidated Statements of Comprehensive Income for the Three Months Ended September 30, 2012 and September 30, 2011 (Unaudited)	4
Consolidated Statements of Changes in Stockholders' Equity for the Three Months Ended September 30, 2012 and September 30, 2011 (Unaudited)	5-6
Consolidated Statements of Cash Flows for the Three Months Ended September 30, 2012 and September 30, 2011 (Unaudited)	7-8
Notes to Consolidated Financial Statements (Unaudited)	9-57
Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations	58-75
Item 3: Quantitative and Qualitative Disclosure About Market Risk	76-83
Item 4: Controls and Procedures	84
PART II - OTHER INFORMATION	85-87
SIGNATURES	88

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(In Thousands, Except Share and Per Share Data, Unaudited)

	September 30, 2012	June 30, 2012
Assets		
Cash and amounts due from depository institutions	\$62,769	\$38,028
Interest-bearing deposits in other banks	125,302	117,556
Cash and Cash Equivalents	188,071	155,584
Securities available for sale (amortized cost \$14,475 and \$14,613)	12,705	12,602
Securities held to maturity (estimated fair value \$4,439 and \$34,838)	4,368	34,662
Loans receivable, including unamortized yield adjustments of \$(1,274) and \$(1,654)	1,287,831	1,284,236
Less allowance for loan losses	(9,849)	(10,117)
Net Loans Receivable	1,277,982	1,274,119
Mortgage-backed securities available for sale (amortized cost \$1,158,455 and \$1,188,373)	1,207,231	1,230,104
Mortgage-backed securities held to maturity (estimated fair value \$1,095 and \$1,159)	1,027	1,090
Premises and equipment	38,118	38,677
Federal Home Loan Bank of New York (“FHLB”) stock	14,141	14,142
Interest receivable	8,278	8,395
Goodwill	108,591	108,591
Bank owned life insurance	49,501	48,615
Other assets	10,086	10,425
Total Assets	\$2,920,099	\$2,937,006
Liabilities and Stockholders’ Equity		
Liabilities		
Deposits:		
Non-interest-bearing	\$166,028	\$165,118
Interest-bearing	1,979,627	2,006,679
Total Deposits	2,145,655	2,171,797
Borrowings	250,286	249,777
Advance payments by borrowers for taxes	6,027	5,974
Deferred income tax liabilities, net	9,917	7,276
Other liabilities	11,510	10,565
Total Liabilities	2,423,395	2,445,389

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Stockholders' Equity

Preferred stock \$0.10 par value, 25,000,000 shares authorized; none issued and outstanding	-	-
Common stock \$0.10 par value, 75,000,000 shares authorized; 72,737,500 shares issued; 66,870,140 and 66,936,040 shares outstanding, respectively	7,274	7,274
Paid-in capital	215,582	215,539
Retained earnings	321,321	319,661
Unearned Employee Stock Ownership Plan shares; 642,509 shares and 678,878 shares, respectively	(6,425)	(6,789)
Treasury stock, at cost; 5,867,360 shares and 5,801,460 shares, respectively	(68,311)	(67,664)
Accumulated other comprehensive income	27,263	23,596
 Total Stockholders' Equity	 496,704	 491,617
 Total Liabilities and Stockholders' Equity	 \$2,920,099	 \$2,937,006
See notes to consolidated financial statements.		

-1-

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Data, Unaudited)

	Three Months Ended September 30,	
	2012	2011
Interest Income		
Loans	\$15,776	\$16,468
Mortgage-backed securities	7,003	7,982
Securities:		
Taxable	226	492
Tax-exempt	6	44
Other interest-earning assets	195	195
Total Interest Income	23,206	25,181
Interest Expense		
Deposits	4,277	5,592
Borrowings	2,054	2,042
Total Interest Expense	6,331	7,634
Net Interest Income	16,875	17,547
Provision for Loan Losses	339	1,065
Net Interest Income after Provision for Loan Losses	16,536	16,482
Non-Interest Income		
Fees and service charges	629	626
Gain on sale of loans	-	186
Loss on sale and write down of real estate owned	(294)	(36)
Income from bank owned life insurance	383	190
Electronic banking fees and charges	289	235
Miscellaneous	193	75
Total Non-Interest Income	1,200	1,276
Non-Interest Expenses		
Salaries and employee benefits	8,812	8,161
Net occupancy expense of premises	1,598	1,585
Equipment and systems	1,977	1,969
Advertising and marketing	286	301
Federal deposit insurance premium	552	485
Directors' compensation	167	166

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Miscellaneous	1,881	1,772
Total Non-Interest Expenses	\$15,273	\$14,439

-2-

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF INCOME (Continued)
 (In Thousands, Except Per Share Data, Unaudited)

	Three Months Ended September 30,	
	2012	2011
Income Before Income Taxes	\$2,463	\$3,319
Income Taxes	803	1,301
Net Income	\$1,660	\$2,018
Net Income per Common Share (EPS):		
Basic and Diluted	\$0.03	\$0.03
Weighted Average Number of Common Shares Outstanding:		
Basic and Diluted	66,256	66,961
Dividends Declared Per Common Share	\$-	\$0.05

See notes to consolidated financial statements.

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (In Thousands, Unaudited)

	Three Months Ended September 30,	
	2012	2011
Net Income	\$1,660	\$2,018
Other Comprehensive Income:		
Unrealized gain on securities available for sale, net of deferred income tax expense of 2012 \$2,934, 2011 \$2,990	4,353	4,332
Benefit plans, net of deferred income tax (benefit) expense of 2012 \$(473), 2011 \$120	(686) 173
Total Other Comprehensive Income	3,667	4,505
Total Comprehensive Income	\$5,327	\$6,523

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
 Three Months Ended September 30, 2011
 (In Thousands, Except Per Share Data, Unaudited)

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Retained Earnings	Unearned ESOP Shares	Treasury Stock	Accumulated Other Comprehensive Income	Total
Balance - June 30, 2011	67,851	\$ 7,274	\$ 215,258	\$ 317,354	\$ (8,244)	\$ (59,200)	\$ 15,432	\$ 487,874
Net income	-	-	-	2,018	-	-	-	2,018
Other comprehensive income, net of income tax	-	-	-	-	-	-	4,505	4,505
ESOP shares committed to be released (36 shares)	-	-	(38)	-	364	-	-	326
Dividends contributed for payment of ESOP loan	-	-	36	-	-	-	-	36
Stock option expense	-	-	11	-	-	-	-	11
Treasury stock purchases	(290)	-	-	-	-	(2,571)	-	(2,571)
Restricted stock plan shares earned (4 shares)	-	-	42	-	-	-	-	42
Cash dividends declared (\$0.05/ public share)	-	-	-	(786)	-	-	-	(786)
Balance - September 30, 2011	67,561	\$ 7,274	\$ 215,309	\$ 318,586	\$ (7,880)	\$ (61,771)	\$ 19,937	\$ 491,455

See notes to consolidated financial statements.

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Three Months Ended September 30, 2012
(In Thousands, Except Per Share Data, Unaudited)

	Common Stock	Paid-In	Retained	Unearned	Treasury	Accumulated		
	Shares	Amount	Capital	ESOP	Stock	Other	Comprehensive	Total
				Shares		Income		
Balance - June 30, 2012	66,936	\$ 7,274	\$ 215,539	\$ 319,661	\$ (6,789)	\$ (67,664)	\$ 23,596	\$ 491,617
Net income	-	-	-	1,660	-	-	-	1,660
Other comprehensive income net of income tax	-	-	-	-	-	-	3,667	3,667
ESOP shares committed to be released (36 shares)	-	-	(8)	-	364	-	-	356
Dividends contributed for payment of ESOP loan	-	-	(2)	-	-	-	-	(2)
Stock option expense	-	-	11	-	-	-	-	11
Treasury stock purchases	(66)	-	-	-	-	(647)	-	(647)
Restricted stock plan shares earned (4 shares)	-	-	42	-	-	-	-	42
Balance - September 30, 2012	66,870	\$ 7,274	\$ 215,582	\$ 321,321	\$ (6,425)	\$ (68,311)	\$ 27,263	\$ 496,704

See notes to consolidated financial statements.

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands, Unaudited)

	Three Months Ended September 30,	
	2012	2011
Cash Flows from Operating Activities:		
Net income	\$1,660	\$2,018
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	653	642
Net amortization of premiums, discounts and loan fees and costs	2,763	1,691
Deferred income taxes	181	(268)
Amortization of intangible assets	37	41
Amortization of benefit plans' unrecognized net loss	25	10
Provision for loan losses	339	1,065
Loss on write-down and sales of real estate owned	294	36
Realized gain on sale of loans	-	(186)
Proceeds from sale of loans	-	2,187
Realized gain on disposition of premises and equipment	(100)	-
Increase in cash surrender value of bank owned life insurance	(383)	(190)
ESOP, stock option plan and restricted stock plan expenses	409	379
Decrease in interest receivable	117	1,146
Decrease in other assets	820	2,379
Increase (decrease) in interest payable	22	(26)
(Decrease) increase in other liabilities	(216)	456
 Net Cash Provided by Operating Activities	 6,621	 11,380
Cash Flows from Investing Activities:		
Proceeds from calls and maturities of securities available for sale	-	25,544
Proceeds from repayments of securities available for sale	134	288
Purchase of securities held to maturity	(50)	(70)
Proceeds from calls and maturities of securities held to maturity	30,070	30,090
Proceeds from repayments of securities held to maturity	260	205
Purchase of loans	(4,144)	(4,056)
Net (increase) decrease in loans receivable	(1,647)	25,784
Proceeds from sale of real estate owned	996	-
Purchases of mortgage-backed securities available for sale	(72,891)	(78,902)
Principal repayments on mortgage-backed securities available for sale	99,659	61,329
Principal repayments on mortgage-backed securities held to maturity	66	57
Redemption of FHLB stock	1	1
Purchase of bank owned life insurance	(503)	-
Proceeds from cash settlement of premises and equipment	200	-
Additions to premises and equipment	(194)	(448)

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Net Cash Provided By Investing Activities

\$51,957

\$59,822

-7-

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In Thousands, Unaudited)

	Three Months Ended September 30,	
	2012	2011
Cash Flows from Financing Activities:		
Net decrease in deposits	\$(26,041)	\$(489)
Repayment of long-term FHLB advances	(21)	(19)
Increase in other short-term borrowings	567	206
Increase (decrease) in advance payments by borrowers for taxes	53	(14)
Dividends paid to stockholders of Kearny Financial Corp.	-	(801)
Purchase of common stock of Kearny Financial Corp. for treasury	(647)	(2,571)
Dividends contributed for payment of ESOP loan	(2)	36
 Net Cash Used in Financing Activities	 (26,091)	 (3,652)
 Net Increase in Cash and Cash Equivalents	 32,487	 67,550
 Cash and Cash Equivalents – Beginning	 155,584	 222,580
 Cash and Cash Equivalents – Ending	 \$188,071	 \$290,130
Supplemental Disclosures of Cash Flows Information:		
Cash paid during the year for:		
Income taxes, net of refunds	\$328	\$(866)
 Interest	 \$6,309	 \$7,660
Non-cash investing and financing activities:		
Acquisition of real estate owned in settlement of loans	\$1,809	\$-

See notes to consolidated financial statements.

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Kearny Financial Corp. (the “Company”), its wholly-owned subsidiary, Kearny Federal Savings Bank (the “Bank”) and the Bank’s wholly-owned subsidiaries, KFS Financial Services, Inc., KFS Investment Corp. and CJB Investment Corp. The Company conducts its business principally through the Bank. Management prepared the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”), including the elimination of all significant inter-company accounts and transactions during consolidation.

2. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and Regulation S-X and do not include information or footnotes necessary for a complete presentation of financial condition, income, changes in stockholders’ equity and cash flows in conformity with GAAP. However, in the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the consolidated financial statements have been included. The results of operations for the three-month period ended September 30, 2012, are not necessarily indicative of the results that may be expected for the entire fiscal year or any other period.

The data in the consolidated statements of financial condition for June 30, 2012 was derived from the Company’s annual report on Form 10-K. That data, along with the interim financial information presented in the consolidated statements of financial condition, income, comprehensive income, changes in stockholders’ equity and cash flows should be read in conjunction with the 2012 consolidated financial statements, including the notes thereto included in the Company’s annual report on Form 10-K.

3. NET INCOME PER COMMON SHARE (“EPS”)

Basic EPS is based on the weighted average number of common shares actually outstanding including restricted stock awards (see following paragraph) adjusted for Employee Stock Ownership Plan (“ESOP”) shares not yet committed to be released. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as outstanding stock options, were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. Diluted EPS is calculated by adjusting the weighted average number of shares of common stock outstanding to include the effect of contracts or securities exercisable or which could be converted into common stock, if dilutive, using the treasury stock method. Shares issued and reacquired during any period are weighted for the portion of the period they were outstanding.

The Financial Accounting Standards Board (“FASB”) has issued guidance on determining whether instruments granted in share-based payment transactions are participating securities. This guidance clarifies that all outstanding unvested share-based payment awards that contain rights to non-forfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied.

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations:

	Three Months Ended September 30, 2012		
	Income (Numerator) (In Thousands, Except Per Share Data)	Shares (Denominator)	Per Share Amount
Net income	\$ 1,660		
Basic earnings per share, income available to common stockholders	\$ 1,660	66,256	\$ 0.03
Effect of dilutive securities: Stock options	-	-	
	\$ 1,660	66,256	\$ 0.03

	Three Months Ended September 30, 2011		
	Income (Numerator) (In Thousands, Except Per Share Data)	Shares (Denominator)	Per Share Amount
Net income	\$ 2,018		
Basic earnings per share, income available to common stockholders	\$ 2,018	66,961	\$ 0.03
Effect of dilutive securities: Stock options	-	-	
	\$ 2,018	66,961	\$ 0.03

During the three months ended September 30, 2012 and September 30, 2011, the average number of options which were considered anti-dilutive totaled approximately 3,193,000 and 3,233,000, respectively.

4. SUBSEQUENT EVENTS

The Company has evaluated events and transactions occurring subsequent to the statement of financial condition date of September 30, 2012, for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date this document was filed and identified the following noteworthy event:

At the end of October, a severe hurricane swept through New Jersey and caused significant damage in our market area. Due to the weather and power outages, we were forced to close all our offices for several days and some of branches were closed for more than one week. None of our offices were significantly damaged as a result of the storm and all locations resumed normal operations by November 13, 2012. However, we are still in the process of assessing the impact of the hurricane on our borrowers and the properties and other collateral securing their loans. It is foreseeable that business disruptions and storm damage may make it difficult for some borrowers to service their loans in a timely manner. Such factors may result in an increase in the level of nonperforming loans while adversely

impacting earnings

-10-

through potential reductions in interest income and additional provisions to the allowance for loans losses. Additionally, the disruption of business may adversely impact our loan origination volume for the quarter ending December 31, 2012.

5. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2011, the FASB issued Accounting Standards Update 2011-05 which amends FASB ASC Topic 220, Comprehensive Income, to facilitate the continued alignment of U.S. GAAP with International Accounting Standards. The ASU prohibits the presentation of the components of comprehensive income in the statement of stockholder's equity. Reporting entities are allowed to present either: a statement of comprehensive income, which reports both net income and other comprehensive income; or separate, but consecutive, statements of net income and other comprehensive income. Under previous GAAP, all three presentations were acceptable. Regardless of the presentation selected, the Reporting Entity is required to present all reclassifications between other comprehensive and net income on the face of the new statement or statements. The provisions of this ASU are effective for fiscal years, and interim periods within those years, beginning after December 31, 2011 for public entities. As the two remaining options for presentation existed prior to the issuance of this ASU, early adoption is permitted. The implementation of the new pronouncement did not have a material impact on the Company's consolidated financial position or results of operations.

In September 2011, the FASB issued Accounting Standards Update 2011-08, Testing Goodwill for Impairment. The purpose of this ASU is to simplify how entities test goodwill for impairment by adding a new first step to the preexisting goodwill impairment test under ASC Topic 350, Intangibles – Goodwill and Other. This amendment gives the entity the option to first assess a variety of qualitative factors such as economic conditions, cash flows, and competition to determine whether it was more likely than not that the fair value of goodwill has fallen below its carrying value. If the entity determines that it is not likely that the fair value has fallen below its carrying value, then the entity will not have to complete the original two-step test under Topic 350. The amendments in this ASU are effective for impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The implementation of the new pronouncement did not have a material impact on the Company's consolidated financial position or results of operations.

In December 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update 2011-05. In response to stakeholder concerns regarding the operational ramifications of the presentation of these reclassifications for current and previous years, the FASB has deferred the implementation date of this provision to allow time for further consideration. The requirement in ASU 2011-05, Presentation of Comprehensive Income, for the presentation of a combined statement of comprehensive income or separate, but consecutive, statements of net income and other comprehensive income is still effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 for public companies. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

6. STOCK REPURCHASE PLANS

On March 23, 2012, the Company announced that the Board of Directors authorized a stock repurchase plan to acquire up to 802,780 shares, or 5% of the Company's outstanding stock held by persons other than Kearny MHC. Through September 30, 2012 the Company has repurchased a total of 101,700 shares in accordance with this repurchase plan at a total cost of \$981,000 and at an average cost per share of \$9.64.

7. SECURITIES AVAILABLE FOR SALE

The amortized cost, gross unrealized gains and losses and estimated fair values of securities available for sale at September 30, 2012 and June 30, 2012 and stratification by contractual maturity of such securities at September 30, 2012 are presented below:

	Amortized Cost	At September 30, 2012		Carrying Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(In Thousands)				
Securities available for sale:				
Debt securities:				
Trust preferred securities	\$8,873	\$-	\$1,925	\$6,948
U.S. agency securities	5,602	156	1	5,757
Total debt securities	14,475	156	1,926	12,705
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	2,295	30	-	2,325
Total collateralized mortgage obligations	2,295	30	-	2,325
Mortgage pass-through securities:				
Government National Mortgage Association	10,414	912	16	11,310
Federal Home Loan Mortgage Corporation	443,061	15,452	17	458,496
Federal National Mortgage Association	702,685	32,427	12	735,100
Total mortgage pass-through securities	1,156,160	48,791	45	1,204,906
Total mortgage-backed securities	1,158,455	48,821	45	1,207,231
Total securities available for sale	\$1,172,930	\$48,977	\$1,971	\$1,219,936

	At September 30, 2012	
	Amortized Cost	Carrying Value
(In Thousands)		
Debt securities available for sale:		
Due in one year or less	\$ -	\$ -
Due after one year through five years	-	-
Due after five years through ten years	398	399
Due after ten years	14,077	12,306

Total	\$ 14,475	\$ 12,705
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	Amortized Cost	At June 30, 2012		Carrying Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(In Thousands)				
Securities available for sale:				
Debt securities:				
Trust preferred securities	\$8,871	\$-	\$2,158	\$6,713
U.S. agency securities	5,742	148	1	5,889
Total debt securities	14,613	148	2,159	12,602
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	2,493	30	-	2,523
Total collateralized mortgage obligations	2,493	30	-	2,523
Mortgage pass-through securities:				
Government National Mortgage Association	10,804	903	17	11,690
Federal Home Loan Mortgage Corporation	447,173	13,357	21	460,509
Federal National Mortgage Association	727,903	27,512	33	755,382
Total mortgage pass-through securities	1,185,880	41,772	71	1,227,581
Total mortgage-backed securities	1,188,373	41,802	71	1,230,104
Total securities available for sale	\$1,202,986	\$41,950	\$2,230	\$1,242,706

There were no sales of securities from the available for sale portfolio during the three months ended September 30, 2012 and September 30, 2011. At September 30, 2012 and June 30, 2012, securities available for sale with carrying values of approximately \$269.5 million and \$292.8 million, respectively, were utilized as collateral for borrowings through the FHLB of New York. As of those same dates, securities available for sale with carrying values of approximately \$6.5 million and \$7.2 million, respectively, were pledged to secure public funds on deposit.

The Company's available for sale mortgage-backed securities are generally secured by residential mortgage loans with original contractual maturities of ten to thirty years. However, the effective lives of those securities are generally shorter than their contractual maturities due to principal amortization and prepayment of the mortgage loans comprised within those securities. Investors in mortgage pass-through securities generally share in the receipt of principal repayments on a pro-rata basis as paid by the borrowers. By comparison, collateralized mortgage obligations generally represent individual tranches within a larger investment vehicle that is designed to distribute cash flows received on securitized mortgage loans to investors in a manner determined by the overall terms and structure of the investment vehicle and those applying to the individual tranches within that structure.

8. SECURITIES HELD TO MATURITY

The amortized cost, gross unrealized gains and losses and estimated fair values of securities held to maturity at September 30, 2012 and June 30, 2012 and stratification by contractual maturity of such securities at September 30, 2012 are presented below:

	Carrying Value	September 30, 2012 Gross Unrealized Gains / Gross Unrealized Losses (In Thousands)		Fair Value
Securities held to maturity:				
Debt securities:				
U.S. agency securities	\$2,152	\$69	\$-	\$2,221
Obligations of state and political subdivisions	2,216	2	-	2,218
Total debt securities	4,368	71	-	4,439
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal Home Loan Mortgage Corporation	36	5	-	41
Federal National Mortgage Association	470	56	-	526
Non-agency securities	141	1	12	130
Total collateralized mortgage obligations	647	62	12	697
Mortgage pass-through securities:				
Federal Home Loan Mortgage Corporation	113	6	-	119
Federal National Mortgage Association	267	12	-	279
Total mortgage pass-through securities	380	18	-	398
Total mortgage-backed securities	1,027	80	12	1,095
Total securities held to maturity	\$5,395	\$151	\$12	\$5,534

	At September 30, 2012	
	Carrying Value	Fair Value
	(In Thousands)	
Debt securities held to maturity:		
Due in one year or less	\$ 2,216	\$ 2,218
Due after one year through five years	2,152	2,221

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Due after five years through ten years	-	-
Due after ten years	-	-
Total	\$ 4,368	\$ 4,439

-14-

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	Carrying Value	At June 30, 2012		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(In Thousands)				
Securities held to maturity:				
Debt securities:				
U.S. agency securities	\$32,426	\$172	\$-	\$32,598
Obligations of state and political subdivisions	2,236	4	-	2,240
Total debt securities	34,662	176	-	34,838
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal Home Loan Mortgage Corporation	38	5	-	43
Federal National Mortgage Association	511	62	-	573
Non-agency securities	146	-	13	133
Total collateralized mortgage obligations	695	67	13	749
Mortgage pass-through securities:				
Federal Home Loan Mortgage Corporation	120	5	-	125
Federal National Mortgage Association	275	10	-	285
Total mortgage pass-through securities	395	15	-	410
Total mortgage-backed securities	1,090	82	13	1,159
Total securities held to maturity	\$35,752	\$258	\$13	\$35,997

There were no sales of securities from the held to maturity portfolio during the three months ended September 30, 2012 and September 30, 2011. At September 30, 2012 and June 30, 2012, held to maturity securities were not utilized as collateral for borrowings nor pledged to secure public funds on deposit.

The Company's held to maturity mortgage-backed securities are generally secured by residential mortgage loans with original contractual maturities of ten to thirty years. However, the effective lives of those securities are generally shorter than their contractual maturities due to principal amortization and prepayment of the mortgage loans comprised within those securities. Investors in mortgage pass-through securities generally share in the receipt of principal repayments on a pro-rata basis as paid by the borrowers. By comparison, collateralized mortgage obligations generally represent individual tranches within a larger investment vehicle that is designed to distribute cash flows received on securitized mortgage loans to investors in a manner determined by the overall terms and structure of the investment vehicle and those applying to the individual tranches within that structure.

9. IMPAIRMENT OF SECURITIES

The following two tables summarize the fair values and gross unrealized losses within the available for sale and held to maturity portfolios at September 30, 2012 and June 30, 2012. The gross unrealized losses, presented by security type, represent temporary impairments of value within each portfolio as of the dates presented. Temporary impairments within the available for sale portfolio have been recognized through other comprehensive income as reductions in stockholders' equity on a tax-effected basis.

The tables are followed by a discussion that summarizes the Company's rationale for recognizing the reported impairments as "temporary" versus "other-than-temporary". Such rationale is presented by investment type and generally applies consistently to both the available for sale and held to maturity portfolios, except where specifically noted.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(In Thousands)						
Securities Available for Sale:						
At September 30, 2012:						
Trust preferred securities	\$-	\$-	\$5,947	\$1,925	\$5,947	\$1,925
U.S. agency securities	-	-	97	1	97	1
Mortgage pass-through securities	-	-	403	45	403	45
Total	\$-	\$-	\$6,447	\$1,971	\$6,447	\$1,971
At June 30, 2012:						
Trust preferred securities	\$-	\$-	\$5,713	\$2,158	\$5,713	\$2,158
U.S. agency securities	-	-	116	1	116	1
Mortgage pass-through securities	3,173	13	922	58	4,095	71
Total	\$3,173	\$13	\$6,751	\$2,217	\$9,924	\$2,230

The number of available for sale securities with unrealized losses at September 30, 2012 totaled 18 comprising four single-issuer trust preferred securities, one U.S. agency security, and 13 mortgage pass-through securities. The number of available for sale securities with unrealized losses at June 30, 2012 totaled 22 comprising four single-issuer trust preferred securities, one U.S. agency security and 17 mortgage pass-through securities.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(In Thousands)						
Securities Held to Maturity:						
At September 30, 2012:						
Collateralized mortgage obligations	\$-	\$-	\$115	\$12	\$115	\$12
Total	\$-	\$-	\$115	\$12	\$115	\$12
At June 30, 2012:						
Collateralized mortgage obligations	13	1	120	12	133	13
Total	\$13	\$1	\$120	\$12	\$133	\$13

Held to maturity securities with unrealized losses at September 30, 2012 and June 30, 2012 comprised a total of nine and ten collateralized mortgage obligations, respectively.

Mortgage-backed Securities. The carrying value of the Company's mortgage-backed securities totaled \$1.2 billion at September 30, 2012 and comprised 98.6% of total investments and 41.4% of total assets as of that date. This category of securities primarily includes mortgage pass-through securities and collateralized mortgage obligations issued by U.S. government-sponsored entities such as Ginnie Mae, Fannie Mae and Freddie Mac who guarantee the contractual cash flows associated with those securities. Those guarantees were strengthened during the 2008-2009 financial crisis during which time Fannie Mae and Freddie Mac were placed into receivership by the federal government. Through those actions, the U.S. government effectively reinforced the guarantees of their agencies thereby strengthening the creditworthiness of the mortgage-backed securities issued by those agencies.

With credit risk being reduced to negligible levels due primarily to the U.S. government's support of most of these agencies, the unrealized losses on the Company's investment in U.S. agency mortgage-backed securities are due largely to the combined effects of several market-related factors. First, movements in market interest rates significantly impact the average lives of mortgage-backed securities by influencing the rate of principal prepayment attributable to refinancing activity. Changes in the expected average lives of such securities significantly impact their fair values due to the extension or contraction of the cash flows that an investor expects to receive over the life of the security.

Generally, lower market interest rates prompt greater refinancing activity thereby shortening the average lives of mortgage-backed securities and vice-versa. The historically low mortgage rates currently prevalent in the marketplace have created significant refinancing incentive for qualified borrowers. However, prepayment rates are also influenced by fluctuating real estate values and the overall availability of credit in the marketplace which significantly impacts the ability of borrowers to qualify for refinancing. The deteriorating real estate market values and reduced availability of credit that have characterized the residential real estate marketplace in recent years have stifled demand for residential real estate while reducing the ability of certain borrowers to qualify for the refinancing of existing loans. To some extent, these factors have offset the effects of historically low interest rates on mortgage-backed security prepayment rates.

The market price of mortgage-backed securities, being the key measure of the fair value to an investor in such securities, is also influenced by the overall supply and demand for such securities in the marketplace. Absent other factors, an increase in the demand for, or a decrease in the supply of a security increases its price. Conversely, a decrease in the demand for, or an increase in the supply of a security decreases its price. For example, during fiscal 2008 and fiscal 2009, the volatility and uncertainty in the marketplace had reduced the overall level of demand for mortgage-backed securities which generally had an adverse impact on their prices in the open market. This was further exacerbated by many larger institutions shedding mortgage-related assets to shrink their balance sheets for capital adequacy purposes thereby increasing the supply of such securities.

Since fiscal 2010, however, institutional demand for mortgage-backed securities has increased reflecting greater stability and liquidity in the financial markets coupled with the intervention of the Federal Reserve as a buyer/holder of such securities. Moreover, many financial institutions, including the Bank, are experiencing the effect of diminished loan origination volume resulting in increased institutional demand for mortgage-backed securities as investment alternatives to loans with market prices of agency mortgage-backed securities generally reflecting that increased institutional demand.

In sum, the factors influencing the fair value of the Company's U.S. agency mortgage-backed securities, as described above, generally result from movements in market interest rates and changing real estate and financial market conditions which affect the supply and demand for such securities. Inasmuch as such market conditions fluctuate over time, the impairments of value arising from these changing market conditions are both "noncredit-related" and "temporary" in nature.

The Company has the stated ability and intent to "hold to maturity" those securities so designated while having both the ability and intent, as of the periods presented, to hold the temporarily impaired available for sale securities until the fair value of the securities recovers to a level equal to or greater than the Company's amortized cost. Additionally, the Company has concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date. Furthermore, the Company purchased these securities at either par or nominal premiums. Accordingly, the Company expects that the securities will not be settled for a price less than their amortized cost.

In light of the factors noted above, the Company does not consider its U.S. agency mortgage-backed securities with unrealized losses at September 30, 2012 to be "other-than-temporarily" impaired as of that date.

In addition to those mortgage-backed securities issued by U.S. agencies, the Company held \$141,000 of non-agency mortgage-backed securities at September 30, 2012. Unlike agency mortgage-backed securities, non-agency collateralized mortgage obligations are not explicitly guaranteed by a U.S. government sponsored entity. Rather, such securities generally utilize the structure of the larger investment vehicle to reallocate credit risk among the individual tranches comprised within that vehicle. Through this process, investors in different tranches are subject to varying degrees of risk that the cash flows of their tranche will be adversely impacted by borrowers defaulting on the underlying mortgage loans. The creditworthiness of certain tranches may also be further enhanced by additional credit insurance protection embedded within the terms of the total investment vehicle.

The fair values of the non-agency mortgage-backed securities are subject to many of the factors applicable to the agency securities that may result in "temporary" impairments in value. However, due to the lack of agency guaranty, the Company also monitors the general level of credit risk for each of its non-agency mortgage-backed securities based upon the ratings assigned to its specific tranches by one or

more credit rating agencies. The level of such ratings, and changes thereto, is one of several factors considered by the Company in identifying those securities that may be other-than-temporarily impaired.

The classification of impairment as “temporary” is generally reinforced by the Company’s stated intent and ability to “hold to maturity” all of its non-agency mortgage-backed securities which allows for an adequate timeframe during which the fair values of the impaired securities are expected to recover to the level of their amortized cost. However, in the event of a severe deterioration of a security’s credit characteristics – including, but not limited to, a reduction in credit rating from investment grade to below investment grade and/or the recognition of credit-related impairment resulting from actual or expected deterioration of cash flows - the Company may re-evaluate and restate its intent to hold an impaired security until the expected recovery of its amortized cost.

For example, during both fiscal 2012 and 2011, the Company re-evaluated its intent regarding the retention or sale of its impaired, non-agency collateralized mortgage obligations whose credit-ratings had fallen below investment grade. The Company considered the combined effects of the severe deterioration of the securities’ credit ratings since their acquisition as investment grade securities and the actual and anticipated cash flow losses that characterized most of the securities. Based on these factors, the Company modified its intent regarding these impaired securities from “hold to recovery of amortized cost” to “sell” and sold such securities during the periods noted.

At September 30, 2012, the Company's remaining portfolio of ten non-agency CMOs held-to-maturity totaled \$141,000 of which nine were impaired but retained their investment grade rating by one or more rating agencies as of that date. The Company has not decided to sell the impaired securities as of September 30, 2012 and has further concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date.

In light of the factors noted above, the Company does not consider its balance of non-agency mortgage-backed securities with unrealized losses at September 30, 2012 to be “other-than-temporarily” impaired as of that date.

U.S. Agency Securities. The carrying value of the Company’s U.S. agency debt securities totaled \$7.9 million at September 30, 2012 and comprised less than 1.0% of total investments and total assets as of that date. Such securities are comprised of \$2.2 million of U.S. agency debentures and \$5.7 million of securitized pools of loans issued and fully guaranteed by the Small Business Administration (“SBA”), a U.S. government sponsored entity.

With credit risk being reduced to negligible levels due to the issuer’s guarantee, the unrealized losses on the Company’s investment in U.S. agency debt securities are due largely to the combined effects of several market-related factors including movements in market interest rates and general level of liquidity of such securities in the marketplace based on supply and demand.

With regard to interest rates, a majority of the Company’s SBA securities are variable rate investments whose interest coupons are generally based on the Prime index minus a margin. Based upon the historically low level of short term market interest rates, of which the Prime index is one measure, the current yields on these securities are comparatively low. Consequently, the fair value of the variable rate SBA securities, as determined based upon the market price of these securities, reflects the adverse effects of the historically low short term, market interest rates at September 30, 2012.

Like the mortgage-backed securities described earlier, the currently diminished fair value of the Company’s SBA securities also reflects the extended average lives of the underlying loans resulting from

loan prepayment prohibitions that may be embedded in the underlying loans coupled with the generally reduced availability of credit in the marketplace reducing borrower refinancing opportunities. Such influences extend the timeframe over which an investor would anticipate holding the security at a “below market” yield. Similarly, the price of securitized SBA loan pools also reflects fluctuating supply and demand in the marketplace attributable to similar factors as those applying to mortgage-backed securities, as presented above.

Unlike its SBA securities, the Company’s U.S. agency debentures are fixed rate investments whose fair values over time generally reflect movements in comparatively longer term market interest rates. At September 30, 2012, there were no unrealized losses applicable to the Company’s fixed rate, U.S. agency debentures.

In sum, the factors influencing the fair value of the Company’s U.S. agency securities, as described above, generally result from movements in market interest rates and changing market conditions which affect the supply and demand for such securities. Inasmuch as such market conditions fluctuate over time, the “noncredit-related” impairments of value arising from these changing market conditions are “temporary” in nature.

The Company has the stated ability and intent to “hold to maturity” those securities so designated while having both the ability and intent, as of the periods presented, to hold the temporarily impaired available for sale securities until the fair value of the securities recovers to a level equal to or greater than the Company’s amortized cost. Additionally, the Company has concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date. Furthermore, the Company purchased these securities at either par or nominal premiums. Accordingly, the Company expects that the securities will not be settled for a price less than their amortized cost.

In light of the factors noted above, the Company does not consider its balance of U.S. agency securities with unrealized losses at September 30, 2012 to be “other-than-temporarily” impaired as of that date.

Trust Preferred Securities. The outstanding balance of the Company’s trust preferred securities totaled \$6.9 million at September 30, 2012 and comprised less than one percent of total investments and total assets as of that date. The category comprises a total of five “single-issuer” (i.e. non-pooled) trust preferred securities, four of which are impaired as of September 30, 2012, that were originally issued by four separate financial institutions. As a result of bank mergers involving the issuers of these securities, the Company’s five trust preferred securities currently represent the de-facto obligations of three separate financial institutions.

The Company generally evaluates the level of credit risk for each of its trust preferred securities based upon ratings assigned by one or more credit rating agencies where such ratings are available. For those trust preferred securities that are impaired, the Company uses such ratings as a practical expedient to identify those securities whose impairments are potentially “credit-related” versus “noncredit-related”.

Specifically, impairments associated with investment-grade trust preferred securities are generally categorized as “noncredit-related” given the nominal level of credit losses that would be expected based upon such ratings. At September 30, 2012, the Company owned two securities at an amortized cost of \$2.9 million that were consistently rated as investment grade by Moody’s and Standard & Poor’s Financial Services (“S&P”). The securities were originally issued through Chase Capital II and currently represent de-facto obligations of JPMorgan Chase & Co.

The Company has attributed the unrealized losses on these securities to the combined effects of several market-related factors including movements in market interest rates and general level of liquidity of such securities in the marketplace based on overall supply and demand.

With regard to interest rates, the Company's impaired trust preferred securities are variable rate securities whose interest rates generally float with three month Libor plus a margin. Based upon the historically low level of short term market interest rates, the current yield on these securities is comparatively low. Consequently, the fair value of the securities, as determined based upon their market price, reflects the adverse effects of the historically low market interest rates at September 30, 2012.

More significantly, the market prices of the impaired trust preferred securities also currently reflect the effect of reduced demand for such securities given the increasingly credit risk-averse nature of financial institutions in the current marketplace. Additionally, such prices reflect the effects of increased supply arising from financial institutions selling such investments and reducing assets for capital adequacy purposes, as noted earlier.

In sum, the factors influencing the fair value of the Company's investment-grade trust preferred securities, as described above, generally result from movements in market interest rates and changing market conditions which affect the supply and demand for such securities. Inasmuch as such market conditions fluctuate over time, the "noncredit-related" impairments of value arising from these changing market conditions are "temporary" in nature.

The impairments of the Company's trust preferred securities with one or more non-investment grade ratings are further evaluated to determine if such impairments are "credit-related". Factors considered in this evaluation include, but may not be limited to, the financial strength and viability of the issuer and its parent company, the security's historical performance through prior business and economic cycles, rating consistency or variability among rating companies, the security's current and anticipated status regarding payment default or deferral of contractual payments to investors and the impact of these factors on the present value of the security's expected future cash flows in relation to its amortized cost basis.

At September 30, 2012, the Company owned two securities at an amortized cost of \$4.9 million that were rated as below investment grade by both S&P and Moody's. The securities were originally issued through BankBoston Capital Trust IV and MBNA Capital B and currently represent de-facto obligations of Bank of America Corporation.

In evaluating the impairment associated with these securities, the Company noted the overall financial strength and continuing expected viability of the issuing entity's parent, particularly given their systemically critical role in the marketplace. The Company noted the security's absence of historical defaults or payment deferrals throughout prior business cycles including the recent fiscal crisis that triggered the current economic weaknesses prevalent in the marketplace. Given these factors, the Company had no basis upon which to estimate an adverse change in the expected cash flows over the securities' remaining terms to maturity.

While all of its trust preferred securities are classified as available for sale, the Company has both the ability and intent, as of the periods presented, to hold the impaired securities until their fair values recover to a level equal to or greater than the Company's amortized cost. Additionally, the Company has concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date. Moreover, the Company purchased these securities at nominal discounts. Accordingly, the Company expects that the securities will not be settled for a price less than their amortized cost.

In light of the factors noted above, the Company does not consider its investments in trust preferred securities with unrealized losses at September 30, 2012 to be “other-than-temporarily” impaired as of that date.

At September 30, 2012 and June 30, 2012, the Company held no securities on which credit-related OTTI had been recognized in earnings.

10. LOAN QUALITY AND ALLOWANCE FOR LOAN LOSSES

Past Due Loans. A loan’s “past due” status is generally determined based upon its “P&I delinquency” status in conjunction with its “past maturity” status, where applicable. A loan’s “P&I delinquency” status is based upon the number of calendar days between the date of the earliest P&I payment due and the “as of” measurement date. A loan’s “past maturity” status, where applicable, is based upon the number of calendar days between a loan’s contractual maturity date and the “as of” measurement date. Based upon the larger of these criteria, loans are categorized into the following “past due” tiers for financial statement reporting and disclosure purposes: Current (including 1-29 days past due), 30-59 days, 60-89 days and 90 or more days.

Nonaccrual Loans. Loans are generally placed on nonaccrual status when contractual payments become 90 days or more past due, and are otherwise placed on nonaccrual when the Company does not expect to receive all P&I payments owed substantially in accordance with the terms of the loan agreement. Loans that become 90 days past maturity, but remain non-delinquent with regard to ongoing P&I payments may remain on accrual status if: (1) the Company expects to receive all P&I payments owed substantially in accordance with the terms of the loan agreement, past maturity status notwithstanding, and (2) the borrower is working actively and cooperatively with the Company to remedy the past maturity status through an expected refinance, payoff or modification of the loan agreement that is not expected to result in a troubled debt restructuring (“TDR”) classification. All TDRs are placed on nonaccrual status for a period of no less than six months after restructuring, irrespective of past due status. The sum of nonaccrual loans plus accruing loans that are 90 days or more past due are generally defined as “nonperforming loans”.

Payments received in cash on nonaccrual loans, including both the principal and interest portions of those payments, are generally applied to reduce the carrying value of the loan for financial statement purposes. When a loan is returned to accrual status, any accumulated interest payments previously applied to the carrying value of the loan during its nonaccrual period are recognized as interest income as an adjustment to the loan’s yield over its remaining term.

Loans that are not considered to be TDRs are generally returned to accrual status when payments due are brought current and the Company expects to receive all remaining P&I payments owed substantially in accordance with the terms of the loan agreement. Non-TDR loans may also be returned to accrual status when a loan’s payment status falls below 90 days past due and the Company: (1) expects receipt of the remaining past due amounts within a reasonable timeframe, and (2) expects to receive all remaining P&I payments owed substantially in accordance with the terms of the loan agreement.

Acquired Loans. Loans that we acquire in acquisitions subsequent to January 1, 2009 are recorded at fair value with no carryover of the related allowance for credit losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest.

The excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable discount and is recognized into interest income over the remaining life of the loan. The

difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable discount. The nonaccretable discount represents estimated future credit losses expected to be incurred over the life of the loan. Subsequent decreases to the expected cash flows require us to evaluate the need for an allowance for credit losses. Subsequent improvements in expected cash flows result in the reversal of a corresponding amount of the nonaccretable discount which we then reclassify as accretable discount that is recognized into interest income over the remaining life of the loan using the interest method. Our evaluation of the amount of future cash flows that we expect to collect is performed in a similar manner as that used to determine our allowance for credit losses. Charge-offs of the principal amount on acquired loans would be first applied to the nonaccretable discount portion of the fair value adjustment.

Acquired loans that met the criteria for nonaccrual of interest prior to the acquisition may be considered performing upon acquisition, regardless of whether the customer is contractually delinquent, if we can reasonably estimate the timing and amount of the expected cash flows on such loans and if we expect to fully collect the new carrying value of the loans. As such, we may no longer consider the loan to be nonaccrual or nonperforming and may accrue interest on these loans, including the impact of any accretable discount.

At September 30, 2012, the remaining outstanding principal balance and carrying amount of the acquired credit-impaired loans totaled approximately \$10,736,000 and \$6,965,000, respectively. By comparison, at June 30, 2012, the remaining outstanding principal balance and carrying amount of such loans totaled approximately \$12,586,000 and \$8,439,000, respectively.

The carrying amount of acquired credit-impaired loans for which interest is not being recognized due to the uncertainty of the cash flows relating to such loans totaled \$1,806,000 and \$2,967,000 at September 30, 2012 and June 30, 2012, respectively.

The balance of the allowance for loan losses at September 20, 2012 and June 30, 2012 included approximately \$23,000 and \$59,000 of valuation allowances, respectively, for a specifically identified impairment attributable to acquired credit-impaired loans. The valuation allowances were attributable to additional impairment recognized on the applicable loans subsequent to their acquisition.

The following table present the changes in the accretable yield relating to the acquired credit-impaired loans for the three months ended September 30, 2012 and September 30, 2011.

	Three Months Ended September 30, 2012 (in thousands)	Three Months Ended September 30, 2011 (in thousands)
Beginning balance	\$ 1,461	\$ 1,718
Accretion to interest income	(188)	(97)
Disposals	(91)	-
Reclassifications from/(to) nonaccretable difference	-	-
Ending balance	\$ 1,182	\$ 1,621

Classification of Assets. In compliance with the regulatory guidelines, the Company's loan review system includes an evaluation process through which certain loans exhibiting adverse credit quality characteristics are classified "Special Mention", "Substandard", "Doubtful" or "Loss".

An asset is classified as "Substandard" if it is inadequately protected by the paying capacity and net worth of the obligor or the collateral pledged, if any. Substandard assets include those characterized

by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. Assets classified as “Doubtful” have all of the weaknesses inherent in those classified as “Substandard”, with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable, on the basis of currently existing facts, conditions and values. Assets, or portions thereof, classified as “Loss” are considered uncollectible or of so little value that their continuance as assets is not warranted.

Management evaluates loans classified as substandard or doubtful for impairment in accordance with applicable accounting requirements. As discussed in greater detail below, a valuation allowance is established through the provision for loan losses for any impairment identified through such evaluations. To the extent that impairment identified on a loan is classified as “Loss”, that portion of the loan is charged off against the allowance for loan losses. In a limited number of cases, the entire net carrying value of a loan may be determined to be impaired based upon a collateral-dependent impairment analysis. However, the borrower’s adherence to contractual repayment terms precludes the recognition of a “Loss” classification and charge off. In these limited cases, a valuation allowance equal to 100% of the impaired loan’s carrying value may be maintained against the net carrying value of the asset.

In the past, the Company’s impaired loans with impairment were characterized by “split classifications” (ex. Substandard/Loss) with all loan impairment being ascribed a “Loss” classification by default and charge offs being recorded against the allowance for loan loss at the time such losses were realized. For loans primarily secured by real estate, which have historically comprised over 90% of the Company’s loan portfolio, the recognition of impairments as “charge offs” typically coincided with the foreclosure of the property securing the impaired loan at which time the property was brought into real estate owned at its fair value, less estimated selling costs, and any portion of the loan’s carrying value in excess of that amount was charged off against the allowance for loan losses.

During the prior year ended June 30, 2012, the Bank modified its loan classification and charge off practices to more closely align them to those of other institutions regulated by the Office of the Comptroller of the Currency (“OCC”). The OCC succeeded the Office of Thrift Supervision (“OTS”) as the Bank’s primary regulator effective July 21, 2011. The classification of loan impairment as “Loss” is now based upon a confirmed expectation for loss, rather than simply equating impairment with a “Loss” classification by default. For loans primarily secured by real estate, the expectation for loss is generally confirmed when: (a) impairment is identified on a loan individually evaluated in the manner described below; and, (b) the loan is presumed to be collateral-dependent such that the source of loan repayment is expected to arise solely from sale of the collateral securing the applicable loan. Impairment identified on non-collateral-dependent loans may or may not be eligible for a “Loss” classification depending upon the other salient facts and circumstances that affect the manner and likelihood of loan repayment. However, loan impairment that is classified as “Loss” is now charged off against the ALLL concurrent with that classification rather than deferring the charge off of confirmed expected losses until they are “realized”.

Assets which do not currently expose the Company to a sufficient degree of risk to warrant an adverse classification but have some credit deficiencies or other potential weaknesses are designated as “Special Mention” by management. Adversely classified assets, together with those rated as “Special Mention”, are generally referred to as “Classified Assets”. Non-classified assets are internally rated within one of four “Pass” categories or as “Watch” with the latter denoting a potential deficiency or concern that warrants increased oversight or tracking by management until remediated.

Management performs a classification of assets review, including the regulatory classification of assets, generally on a monthly basis. The results of the classification of assets review are validated by the Company’s third party loan review firm during their quarterly, independent review. In the event of a difference in rating or classification between those assigned by the internal and external resources, the

Company will generally utilize the more critical or conservative rating or classification. Final loan ratings and regulatory classifications are presented monthly to the Board of Directors and are reviewed by regulators during the examination process.

Allowance for Loan Losses. The allowance for loan losses is a valuation account that reflects the Company's estimation of the losses in its loan portfolio to the extent they are both probable and reasonable to estimate. The balance of the allowance is generally maintained through provisions for loan losses that are charged to income in the period that estimated losses on loans are identified by the Company's loan review system. The Company charges confirmed losses on loans against the allowance as such losses are identified. Recoveries on loans previously charged-off are added back to the allowance.

The Company's allowance for loan loss calculation methodology utilizes a "two-tier" loss measurement process that is generally performed monthly. Based upon the results of the classification of assets and credit file review processes described earlier, the Company first identifies the loans that must be reviewed individually for impairment. Factors considered in identifying individual loans to be reviewed include, but may not be limited to, loan type, classification status, contractual payment status, performance/accrual status and impaired status.

Traditionally, the loans considered by the Company to be eligible for individual impairment review have generally represented its larger and/or more complex loans including its commercial mortgage loans, comprising multi-family and nonresidential real estate loans, as well as its construction loans and commercial business loans. During fiscal 2011, the Company expanded the scope of loans that it considers eligible for individual impairment review to also include all one-to-four family mortgage loans as well as its home equity loans and home equity lines of credit.

A reviewed loan is deemed to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Once a loan is determined to be impaired, management performs an analysis to determine the amount of impairment associated with that loan.

In measuring the impairment associated with collateral dependent loans, the fair value of the real estate collateralizing the loan is generally used as a measurement proxy for that of the impaired loan itself as a practical expedient. Such values are generally determined based upon a discounted market value obtained through an automated valuation module or prepared by a qualified, independent real estate appraiser.

The Company generally obtains independent appraisals on properties securing mortgage loans when such loans are initially placed on nonperforming or impaired status with such values updated approximately every six to twelve months thereafter throughout the collections, bankruptcy and/or foreclosure processes. Appraised values are typically updated at the point of foreclosure, where applicable, and approximately every six to twelve months thereafter while the repossessed property is held as real estate owned.

As supported by accounting and regulatory guidance, the Company reduces the fair value of the collateral by estimated selling costs, such as real estate brokerage commissions, to measure impairment when such costs are expected to reduce the cash flows available to repay the loan.

The Company establishes valuation allowances in the fiscal period during which the loan impairments are identified. The results of management's individual loan impairment evaluations are validated by the Company's third party loan review firm during their quarterly, independent review. Such

valuation allowances are adjusted in subsequent fiscal periods, where appropriate, to reflect any changes in carrying value or fair value identified during subsequent impairment evaluations which are generally updated monthly by management.

The second tier of the loss measurement process involves estimating the probable and estimable losses which addresses loans not otherwise reviewed individually for impairment as well as those individually reviewed loans that are determined to be non-impaired. Such loans include groups of smaller-balance homogeneous loans that may generally be excluded from individual impairment analysis, and therefore collectively evaluated for impairment, as well as the non-impaired loans within categories that are otherwise eligible for individual impairment review.

Valuation allowances established through the second tier of the loss measurement process utilize historical and environmental loss factors to collectively estimate the level of probable losses within defined segments of the Company's loan portfolio. These segments aggregate homogeneous subsets of loans with similar risk characteristics based upon loan type. For allowance for loan loss calculation and reporting purposes, the Company currently stratifies its loan portfolio into seven primary segments: residential mortgage loans, commercial mortgage loans, construction loans, commercial business loans, home equity loans, home equity lines of credit and other consumer loans. Each primary segment is further stratified to distinguish between loans originated and purchased through third parties from loans acquired through business combinations. Commercial business loans include secured and unsecured loans as well as loans originated through SBA programs. Additional criteria may be used to further group loans with common risk characteristics. For example, such criteria may distinguish between loans secured by different collateral types or separately identify loans supported by government guarantees such as those issued by the SBA.

In regard to historical loss factors, the Company's allowance for loan loss calculation calls for an analysis of historical charge-offs and recoveries for each of the defined segments within the loan portfolio. The Company currently utilizes a two-year moving average of annual net charge-off rates (charge-offs net of recoveries) by loan segment, where available, to calculate its actual, historical loss experience. The outstanding principal balance of the non-impaired portion of each loan segment is multiplied by the applicable historical loss factor to estimate the level of probable losses based upon the Company's historical loss experience.

The timeframe between when loan impairment is first identified by the Company and when such impairment may ultimately be charged off varies by loan type. For example, unsecured consumer and commercial loans are generally classified as "Loss" at 120 days past due resulting in their outstanding balances being charged off at that time.

By contrast, the timing of charges offs regarding the impairment associated with secured loans has historically been far more variable. The Company's secured loans, comprising a large majority of its loan total portfolio, consist primarily of residential and nonresidential mortgage loans and commercial/business loans secured by properties located in New Jersey where the foreclosure process currently takes 24-36 months to complete. Prior to fiscal 2012, charge offs of the impairment identified on loans secured by real estate were generally recognized upon completion of foreclosure at which time: (a) the property was brought into real estate owned at its fair value, less estimated selling costs, (b) any portion of the loan's carrying value in excess of that amount was charged off against the ALLL, and (c) the historical loss factors used in the Company's ALLL calculations were updated to reflect the actual realized loss. Accordingly, the historical loss factors used in the Company's allowance for loan loss calculations during prior periods did not reflect the probable losses on impaired loans until such time that the losses were realized as charge offs.

As a result of the noted changes to the Company's loan classification and charge off practices during fiscal 2012, the charge off of impairments relating to secured loans are now generally recognized upon the confirmation of an expected loss rather than deferring the charge off of loan impairments until such losses are realized.

For the Company's secured loans, the condition of collateral dependency generally serves as the basis upon which a "Loss" classification is ascribed to a loan's impairment thereby confirming an expected loss and triggering charge off of that impairment. While the facts and circumstances that affect the manner and likelihood of repayment vary from loan to loan, the Company generally considers the referral of a loan to foreclosure, coupled with the absence of other viable sources of loan repayment, to be demonstrable evidence of collateral dependency. Depending upon the nature of the collections process applicable to a particular loan, an early determination of collateral dependency could result in a nearly concurrent charge off of a newly identified impairment. By contrast, a presumption of collateral dependency may only be determined after the completion of lengthy loan collection and/or workout efforts, including bankruptcy proceedings, which may extend several months or more after a loan's impairment is first identified.

Regardless, the recognition of charge offs based upon confirmed expected losses rather than realized losses has generally accelerated the timing of their recognition compared to prior years. Toward that end, the adoption of this change to the Company's ALLL methodology during the quarter ended December 31, 2011 resulted in the charge off of approximately \$4.2 million of confirmed expected losses for which valuation allowances had been established for impairments identified during prior periods. Such charge offs comprised a substantial portion of the \$7.5 million of total charge offs recognized during the prior fiscal year ended June 30, 2012. The historical loss factors used in the Company's allowance for loan loss calculations were updated to reflect these charge offs and have continued to reflect the charge off of confirmed expected losses since that time.

As noted, the second tier of the Company's allowance for loan loss calculation also utilizes environmental loss factors to estimate the probable losses within the loan portfolio. Environmental loss factors are based upon specific qualitative criteria representing key sources of risk within the loan portfolio. Such risk criteria includes the level of and trends in nonperforming loans; the effects of changes in credit policy; the experience, ability and depth of the lending function's management and staff; national and local economic trends and conditions; credit risk concentrations and changes in local and regional real estate values. For each category of the loan portfolio, a level of risk, developed from a number of internal and external resources, is assigned to each of the qualitative criteria utilizing a scale ranging from zero (negligible risk) to 15 (high risk). The sum of the risk values, expressed as a whole number, is multiplied by .01% to arrive at an overall environmental loss factor, expressed in basis points, for each loan category.

During prior years, the aggregate outstanding principal balance of the non-impaired loans within each loan category was simply multiplied by the applicable environmental loss factor, as described above, to estimate the level of probable losses based upon the qualitative risk criteria. To more closely align its ALLL calculation methodology to that of other institutions regulated by the OCC, the Company modified its ALLL calculation methodology to explicitly incorporate its existing credit-rating classification system into the calculation of environmental loss factors by loan type. Toward that end, the Company implemented the use of risk-rating classification "weights" into its calculation of environmental loss factors during fiscal 2012.

The Company's existing risk-rating classification system ascribes a numerical rating of "1" through "9" to each loan within the portfolio. The ratings "5" through "9" represent the numerical equivalents of the traditional loan classifications "Watch", "Special Mention", "Substandard", "Doubtful"

and “Loss”, respectively, while lower ratings, “1” through “4”, represent risk-ratings within the least risky “Pass” category. The environmental loss factor applicable to each non-impaired loan within a category, as described above, is “weighted” by a multiplier based upon the loan’s risk-rating classification. Within any single loan category, a “higher” environmental loss factor is now ascribed to those loans with comparatively higher risk-rating classifications resulting in a proportionately greater ALLL requirement attributable to such loans compared to the comparatively lower risk-rated loans within that category.

In evaluating the impact of the level and trends in nonperforming loans on environmental loss factors, the Company first broadly considers the occurrence and overall magnitude of prior losses recognized on such loans over an extended period of time. For this purpose, losses are considered to include both charge offs as well as loan impairments for which valuation allowances have been recognized through provisions to the allowance for loan losses, but have not yet been charged off. To the extent that prior losses have generally been recognized on nonperforming loans within a category, a basis is established to recognize existing losses on loans collectively evaluated for impairment based upon the current levels of nonperforming loans within that category. Conversely, the absence of material prior losses attributable to delinquent or nonperforming loans within a category may significantly diminish, or even preclude, the consideration of the level of nonperforming loans in the calculation of the environmental loss factors attributable to that category of loans.

Once the basis for considering the level of nonperforming loans on environmental loss factors is established, the Company then considers the current dollar amount of nonperforming loans by loan type in relation to the total outstanding balance of loans within the category. A greater portion of nonperforming loans within a category in relation to the total suggests a comparatively greater level of risk and expected loss within that loan category and vice-versa.

In addition to considering the current level of nonperforming loans in relation to the total outstanding balance for each category, the Company also considers the degree to which those levels have changed from period to period. A significant and sustained increase in nonperforming loans over a 12-24 month period suggests a growing level of expected loss within that loan category and vice-versa.

As noted above, the Company considers these factors in a qualitative, rather than quantitative fashion when ascribing the risk value, as described above, to the level and trends of nonperforming loans that is applicable to a particular loan category. As with all environmental loss factors, the risk value assigned ultimately reflects the Company’s best judgment as to the level of expected losses on loans collectively evaluated for impairment.

The sum of the probable and estimable loan losses calculated through the first and second tiers of the loss measurement processes as described above, represents the total targeted balance for the Company’s allowance for loan losses at the end of a fiscal period. As noted earlier, the Company establishes all additional valuation allowances in the fiscal period during which additional individually identified loan impairments and additional estimated losses on loans collectively evaluated for impairment are identified. The Company adjusts its balance of valuation allowances through the provision for loan losses as required to ensure that the balance of the allowance for loan losses reflects all probable and estimable loans losses at the close of the fiscal period. Notwithstanding calculation methodology and the noted distinction between valuation allowances established on loans collectively versus individually evaluated for impairment, the Company’s entire allowance for loan losses is available to cover all charge-offs that arise from the loan portfolio.

Although management believes that the Company’s allowance for loans losses is established in accordance with management’s best estimate, actual losses are dependent upon future events and, as such, further additions to the level of loan loss allowances may be necessary.

The following tables present the balance of the allowance for loan losses at September 30, 2012 and June 30, 2012 based upon the calculation methodology described above. The table identifies the valuation allowances attributable to identified impairments on individually evaluated loans, including those acquired with deteriorated credit quality, as well as those valuation allowances for impairments on loans evaluated collectively. The underlying balance of loans receivable applicable to each category is also presented. The balance of loans receivable reported in the tables below excludes yield adjustments and the allowance for loan loss.

Allowance for Loan Losses and Loans Receivable
at September 30, 2012

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of allowance for loan losses:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$958	\$ 392	\$ -	\$ -	\$113	\$-	\$ -	\$1,463
Loans collectively evaluated for impairment	3,155	2,674	206	228	266	35	12	6,576
Allowance for loan losses on originated and purchased loans	4,113	3,066	206	228	379	35	12	8,039
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	-	-	23	-	-	-	23
Other acquired loans individually evaluated for impairment	-	228	-	843	-	-	-	1,071
Loans collectively evaluated for impairment	2	298	26	307	50	32	1	716
Allowance for loan losses on loans acquired at fair value	2	526	26	1,173	50	32	1	1,810
Total allowance for loan losses	\$4,115	\$ 3,592	\$ 232	\$ 1,401	\$429	\$67	\$ 13	\$9,849

Allowance for Loan Losses and Loans Receivable
at September 30, 2012 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Changes in the allowance for loan losses for the three months ended September 30, 2012:								
At June 30, 2012:								
Allocated	\$ 4,572	\$ 3,443	\$ 277	\$ 1,310	\$ 447	\$ 54	\$ 14	\$ 10,117
Unallocated	-	-	-	-	-	-	-	-
Total allowance for loan losses	4,572	3,443	277	1,310	447	54	14	10,117
Total charge offs	(499)	(13)	-	(116)	(6)	-	(1)	(635)
Total recoveries	9	-	-	17	-	2	-	28
Total allocated provisions	33	162	(45)	190	(12)	11	-	339
Total unallocated provisions	-	-	-	-	-	-	-	-
At September 30, 2012:								
Allocated	4,115	3,592	232	1,401	429	67	13	9,849
Unallocated	-	-	-	-	-	-	-	-
Total allowance for loan losses	\$ 4,115	\$ 3,592	\$ 232	\$ 1,401	\$ 429	\$ 67	\$ 13	\$ 9,849

Allowance for Loan Losses and Loans Receivable
at September 30, 2012 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Changes in the allowance for loan losses for the three months ended September 30, 2011:								
At June 30, 2011:								
Allocated	\$ 6,644	\$ 3,336	\$ 289	\$ 880	\$ 322	\$ 49	\$ 14	\$ 11,534
Unallocated	-	-	-	-	-	-	-	233
Total allowance for loan losses	6,644	3,336	289	880	322	49	14	11,767
Charge offs against general valuation allowances	(135)	-	-	(6)	(41)	-	(2)	(184)
Charge offs against specific valuation allowances	(610)	-	-	-	-	-	-	(610)
Total charge offs	(745)	-	-	(6)	(41)	-	(2)	(794)
Total recoveries	-	-	-	-	2	-	-	2
Allocated provisions	846	(30)	(48)	230	57	6	4	1,065
Unallocated provisions	-	-	-	-	-	-	-	-
Total provisions	846	(30)	(48)	230	57	6	4	1,065
At September 30, 2011:								
Allocated	6,745	3,306	241	1,104	340	55	16	11,807
Unallocated	-	-	-	-	-	-	-	233
Total allowance for loan losses	\$ 6,745	\$ 3,306	\$ 241	\$ 1,104	\$ 340	\$ 55	\$ 16	\$ 12,040

Allowance for Loan Losses and Loans Receivable
at September 30, 2012 (continued)

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of loans receivable:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$ 15,782	\$ 8,345	\$ 507	\$ 1,067	\$ 917	\$ -	\$ -	\$ 26,618
Loans collectively evaluated for impairment	531,020	362,166	10,412	23,949	73,432	10,439	4,482	1,015,900
Total originated and purchased loans	546,802	370,511	10,919	25,016	74,349	10,439	4,482	1,042,518
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	1,309	316	5,340	-	-	-	6,965
Other acquired loans								
individually evaluated for impairment	417	2,295	935	2,415	914	-	-	6,976
Loans collectively evaluated for impairment	1,502	137,841	5,948	50,995	16,958	19,216	186	232,646
Total loans acquired at fair value	1,919	141,445	7,199	58,750	17,872	19,216	186	246,587
Total loans	\$ 548,721	\$ 511,956	\$ 18,118	\$ 83,766	\$ 92,221	\$ 29,655	\$ 4,668	1,289,105
Unamortized yield adjustments								(1,274)
								\$ 1,287,831

Loans receivable

-33-

Allowance for Loan Losses and Loans Receivable
at June 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of allowance for loan losses:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$ 1,240	\$ 424	\$ -	\$ -	\$ 105	\$ -	\$ -	\$ 1,769
Loans collectively evaluated for impairment	3,330	2,594	264	223	278	34	13	6,736
Allowance for loan losses on originated and purchased loans	4,570	3,018	264	223	383	34	13	8,505
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	-	-	59	-	-	-	59
Other acquired loans individually evaluated for impairment	-	243	-	717	22	-	-	982
Loans collectively evaluated for impairment	2	182	13	311	42	20	1	571
Allowance for loan losses on loans acquired at fair value	2	425	13	1,087	64	20	1	1,612
Total allowance for loan losses	\$ 4,572	\$ 3,443	\$ 277	\$ 1,310	\$ 447	\$ 54	\$ 14	\$ 10,117

Allowance for Loan Losses and Loans Receivable
at June 30, 2012 (continued)

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of loans receivable:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$ 16,383	\$ 7,979	\$ 507	\$ 1,068	\$ 880	\$ 25	\$ -	\$ 26,842
Loans collectively evaluated for impairment	544,514	330,871	11,737	23,432	75,827	10,016	3,840	1,000,237
Total originated and purchased loans	560,897	338,850	12,244	24,500	76,707	10,041	3,840	1,027,079
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	1,513	480	6,446	-	-	-	8,439
Other acquired loans								
individually evaluated for impairment	417	3,066	935	1,288	850	168	-	6,724
Loans collectively evaluated for impairment	1,532	141,505	6,633	56,180	18,275	19,321	202	243,648
Total loans acquired at fair value	1,949	146,084	8,048	63,914	19,125	19,489	202	258,811
Total loans	\$ 562,846	\$ 484,934	\$ 20,292	\$ 88,414	\$ 95,832	\$ 29,530	\$ 4,042	1,285,890
Unamortized yield adjustments								(1,654)
								\$ 1,284,236

Loans receivable

-35-

The following tables present key indicators of credit quality regarding the Company's loan portfolio based upon loan classification and contractual payment status at September 30, 2012 and June 30, 2012.

Credit-Rating Classification of Loans Receivable
at September 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Non-classified	\$ 529,706	\$ 358,828	\$ 10,192	\$ 23,649	\$ 73,177	\$ 10,320	\$ 4,480	\$ 1,010,352
Classified:								
Special mention	481	1,655	220	300	255	29	1	2,941
Substandard	16,615	9,710	507	1,067	917	90	1	28,907
Doubtful	-	318	-	-	-	-	-	318
Loss	-	-	-	-	-	-	-	-
Total classified loans	17,096	11,683	727	1,367	1,172	119	2	32,166
Total originated and purchased loans	546,802	370,511	10,919	25,016	74,349	10,439	4,482	1,042,518
Loans acquired at fair value								
Non-classified	1,502	129,490	2,799	45,026	16,812	19,216	183	215,028
Classified:								
Special mention	-	5,753	3,149	5,838	147	-	-	14,887
Substandard	417	6,202	1,251	7,333	913	-	3	16,119
Doubtful	-	-	-	553	-	-	-	553
Loss	-	-	-	-	-	-	-	-
Total classified loans	417	11,955	4,400	13,724	1,060	-	3	31,559
Total loans acquired at fair value	1,919	141,445	7,199	58,750	17,872	19,216	186	246,587
Total loans	\$ 548,721	\$ 511,956	\$ 18,118	\$ 83,766	\$ 92,221	\$ 29,655	\$ 4,668	\$ 1,289,105

Credit-Rating Classification of Loans Receivable
at June 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Non-classified	\$ 542,704	\$ 324,501	\$ 11,588	\$ 23,114	\$ 75,602	\$ 9,897	\$ 3,837	\$ 991,243
Classified:								
Special mention	971	3,925	149	318	225	30	2	5,620
Substandard	17,222	10,099	507	1,068	880	114	1	29,891
Doubtful	-	325	-	-	-	-	-	325
Loss	-	-	-	-	-	-	-	-
Total classified loans	18,193	14,349	656	1,386	1,105	144	3	35,836
Total originated and purchased loans	560,897	338,850	12,244	24,500	76,707	10,041	3,840	1,027,079
Loans acquired at fair value								
Non-classified	1,532	132,810	5,062	48,131	18,275	19,321	196	225,327
Classified:								
Special mention	-	5,791	1,571	7,314	-	-	1	14,677
Substandard	417	7,483	1,415	7,902	850	168	5	18,240
Doubtful	-	-	-	567	-	-	-	567
Loss	-	-	-	-	-	-	-	-
Total classified loans	417	13,274	2,986	15,783	850	168	6	33,484
Total loans acquired at fair value	1,949	146,084	8,048	63,914	19,125	19,489	202	258,811
Total loans	\$ 562,846	\$ 484,934	\$ 20,292	\$ 88,414	\$ 95,832	\$ 29,530	\$ 4,042	\$ 1,285,890

Contractual Payment Status of Loans Receivable
at September 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Current	\$ 529,294	\$ 363,124	\$ 10,412	\$ 23,940	\$ 74,112	\$ 10,439	\$ 4,449	\$ 1,015,770
Past due:								
30-59 days	5,168	415	-	-	33	-	2	5,618
60-89 days	189	943	-	9	95	-	30	1,266
90+ days	12,151	6,029	507	1,067	109	-	1	19,864
Total past due	17,508	7,387	507	1,076	237	-	33	26,748
Total originated and purchased loans	546,802	370,511	10,919	25,016	74,349	10,439	4,482	1,042,518
Loans acquired at fair value								
Current	1,502	135,794	5,948	52,965	16,842	18,873	159	232,083
Past due:								
30-59 days	-	3,572	-	2,220	410	343	25	6,570
60-89 days	-	-	-	112	27	-	2	141
90+ days	417	2,079	1,251	3,453	593	-	-	7,793
Total past due	417	5,651	1,251	5,785	1,030	343	27	14,504
Total loans acquired at fair value	1,919	141,445	7,199	58,750	17,872	19,216	186	246,587
Total loans	\$ 548,721	\$ 511,956	\$ 18,118	\$ 83,766	\$ 92,221	\$ 29,655	\$ 4,668	\$ 1,289,105

Contractual Payment Status of Loans Receivable
at June 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Current	\$ 544,772	\$ 332,541	\$ 11,487	\$ 23,319	\$ 76,366	\$ 10,016	\$ 3,806	\$ 1,002,307
Past due:								
30-59 days	3,254	27	-	113	144	-	11	3,549
60-89 days	476	275	250	-	38	-	22	1,061
90+ days	12,395	6,007	507	1,068	159	25	1	20,162
Total past due	16,125	6,309	757	1,181	341	25	34	24,772
Total originated and purchased loans	560,897	338,850	12,244	24,500	76,707	10,041	3,840	1,027,079
Loans acquired at fair value								
Current	1,532	142,439	6,797	56,887	17,895	19,250	183	244,983
Past due:								
30-59 days	-	-	-	2,708	704	71	13	3,496
60-89 days	-	218	-	1,188	-	-	1	1,407
90+ days	417	3,427	1,251	3,131	526	168	5	8,925
Total past due	417	3,645	1,251	7,027	1,230	239	19	13,828
Total loans acquired at fair value	1,949	146,084	8,048	63,914	19,125	19,489	202	258,811
Total loans	\$ 562,846	\$ 484,934	\$ 20,292	\$ 88,414	\$ 95,832	\$ 29,530	\$ 4,042	\$ 1,285,890

The following tables present information relating to the Company's nonperforming and impaired loans at September 30, 2012 and June 30, 2012. Loans reported as "90+ days past due accruing" in the table immediately below are also reported in the preceding contractual payment status table under the heading "90+ days past due".

Performance Status of Loans Receivable
at September 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Performing	\$ 534,428	\$ 362,166	\$ 10,412	\$ 23,949	\$ 74,104	\$ 10,439	\$ 4,481	\$ 1,019,979
Nonperforming:								
90+ days past due accruing	-	-	-	-	-	-	-	-
Nonaccrual	12,374	8,345	507	1,067	245	-	1	22,539
Total nonperforming	12,374	8,345	507	1,067	245	-	1	22,539
Total originated and purchased loans	546,802	370,511	10,919	25,016	74,349	10,439	4,482	1,042,518
Loans acquired at fair value								
Performing	1,502	139,366	5,948	55,263	17,279	19,216	186	238,760
Nonperforming:								
90+ days past due accruing	-	-	-	454	-	-	-	454
Nonaccrual	417	2,079	1,251	3,033	593	-	-	7,373
Total nonperforming	417	2,079	1,251	3,487	593	-	-	7,827
Total loans acquired at fair value	1,919	141,445	7,199	58,750	17,872	19,216	186	246,587
Total loans	\$ 548,721	\$ 511,956	\$ 18,118	\$ 83,766	\$ 92,221	\$ 29,655	\$ 4,668	\$ 1,289,105

Performance Status of Loans Receivable
at June 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Performing	\$ 546,397	\$ 330,871	\$ 11,737	\$ 23,432	\$ 76,249	\$ 10,016	\$ 3,839	\$ 1,002,541
Nonperforming:								
90+ days past due accruing	-	-	-	-	-	-	-	-
Nonaccrual	14,500	7,979	507	1,068	458	25	1	24,538
Total nonperforming	14,500	7,979	507	1,068	458	25	1	24,538
Total originated and purchased loans	560,897	338,850	12,244	24,500	76,707	10,041	3,840	1,027,079
Loans acquired at fair value								
Performing	1,532	142,657	6,797	60,748	18,599	19,321	197	249,851
Nonperforming:								
90+ days past due accruing	-	398	-	293	-	-	-	691
Nonaccrual	417	3,029	1,251	2,873	526	168	5	8,269
Total nonperforming	417	3,427	1,251	3,166	526	168	5	8,960
Total loans acquired at fair value	1,949	146,084	8,048	63,914	19,125	19,489	202	258,811
Total loans	\$ 562,846	\$ 484,934	\$ 20,292	\$ 88,414	\$ 95,832	\$ 29,530	\$ 4,042	\$ 1,285,890

Impairment Status of Loans Receivable
at September 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Carrying value of impaired loans:								
Originated and purchased loans								
Non-impaired loans	\$ 531,020	\$ 362,166	\$ 10,412	\$ 23,949	\$ 73,432	\$ 10,439	\$ 4,482	\$ 1,015,900
Impaired loans:								
Impaired loans with no allowance for impairment	11,148	6,407	507	1,067	793	-	-	19,922
Impaired loans with allowance for impairment:								
Unpaid principal balance	4,634	1,938	-	-	124	-	-	6,696
Allowance for impairment	(958)	(392)	-	-	(113)	-	-	(1,463)
Balance of impaired loans net of allowance for impairment	3,676	1,546	-	-	11	-	-	5,233
Total impaired loans, excluding allowance	15,782	8,345	507	1,067	917	-	-	26,618
Total originated and purchased loans	546,802	370,511	10,919	25,016	74,349	10,439	4,482	1,042,518
Loans acquired at fair value								
Non-impaired loans	1,502	137,841	5,948	50,995	16,958	19,216	186	232,646
Impaired loans:								
Impaired loans with no allowance for impairment	417	2,375	1,251	6,662	914	-	-	11,619
Impaired loans with allowance for impairment:								
Unpaid principal balance	-	1,229	-	1,093	-	-	-	2,322
	-	(228)	-	(866)	-	-	-	(1,094)

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Allowance for impairment								
Balance of impaired loans net of allowance for impairment	-	1,001	-	227	-	-	-	1,228
Total impaired loans, excluding allowance	417	3,604	1,251	7,755	914	-	-	13,941
Total loans acquired at fair value	1,919	141,445	7,199	58,750	17,872	19,216	186	246,587
Total loans	\$ 548,721	\$ 511,956	\$ 18,118	\$ 83,766	\$ 92,221	\$ 29,655	\$ 4,668	\$ 1,289,105

-42-

Impairment Status of Loans Receivable
at September 30, 2012 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business (in Thousands)	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
Unpaid principal balance of impaired loans:								
Originated and purchased loans	\$ 21,066	\$ 8,516	\$ 525	\$ 1,105	\$ 944	\$ -	\$ -	\$ 32,156
Loans acquired at fair value	417	4,091	1,763	10,645	933	-	-	17,849
Total impaired loans	\$ 21,483	\$ 12,607	\$ 2,288	\$ 11,750	\$ 1,877	\$ -	\$ -	\$ 50,005
For the three months ended September 30, 2012								
Average balance of impaired loans	\$ 16.359	\$ 12.332	\$ 1.840	\$ 9.000	\$ 1.790	\$ 48	\$ -	\$ 41.369
Interest earned on impaired loans	\$ 40	\$ 58	\$ -	\$ 91	\$ 13	\$ 3	\$ -	\$ 205
For the three months ended September 30, 2011								
Average balance of impaired loans	\$ 16,687	\$ 10,783	\$ 1,914	\$ 11,815	\$ 603	\$ 193	\$ -	\$ 41,995
Interest earned on impaired loans	\$ 252	\$ 6	\$ -	\$ 60	\$ -	\$ -	\$ -	\$ 318

Impairment Status of Loans Receivable
at June 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Carrying value of impaired loans:								
Originated and purchased loans								
Non-impaired loans	\$ 544,514	\$ 330,871	\$ 11,737	\$ 23,432	\$ 75,827	\$ 10,016	\$ 3,840	\$ 1,000,237
Impaired loans:								
Impaired loans with no allowance for impairment	10,779	6,007	507	1,068	755	25	-	19,141
Impaired loans with allowance for impairment:								
Unpaid principal balance	5,604	1,972	-	-	125	-	-	7,701
Allowance for impairment	(1,240)	(424)	-	-	(105)	-	-	(1,769)
Balance of impaired loans net of allowance for impairment	4,364	1,548	-	-	20	-	-	5,932
Total impaired loans, excluding allowance	16,383	7,979	507	1,068	880	25	-	26,842
Total originated and purchased loans	560,897	338,850	12,244	24,500	76,707	10,041	3,840	1,027,079
Loans acquired at fair value								
Non-impaired loans	1,532	141,505	6,633	56,180	18,275	19,321	202	243,648
Impaired loans:								
Impaired loans with no allowance for impairment	417	3,115	1,415	6,849	786	168	-	12,750
Impaired loans with allowance for impairment:								
Unpaid principal balance	-	1,464	-	885	64	-	-	2,413
	-	(243)	-	(776)	(22)	-	-	(1,041)

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Allowance for impairment								
Balance of impaired loans net of allowance for impairment	-	1,221	-	109	42	-	-	1,372
Total impaired loans, excluding allowance	417	4,579	1,415	7,734	850	168	-	15,163
Total loans acquired at fair value	1,949	146,084	8,048	63,914	19,125	19,489	202	258,811
Total loans	\$ 562,846	\$ 484,934	\$ 20,292	\$ 88,414	\$ 95,832	\$ 29,530	\$ 4,042	\$ 1,285,890

Impairment Status of Loans Receivable
at June 30, 2012 (continued)

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business (in Thousands)	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
Unpaid principal balance of impaired loans:								
Originated and purchased loans	\$ 21,995	\$ 8,124	\$ 525	\$ 1,105	\$ 903	\$ 25	\$ -	\$ 32,677
Loans acquired at fair value	417	5,090	1,960	10,937	869	168	-	19,441
Total impaired loans	\$ 22,412	\$ 13,214	\$ 2,485	\$ 12,042	\$ 1,772	\$ 193	\$ -	\$ 52,118

All impaired loans are reviewed individually for impairment in accordance with the Company's allowance for loan loss calculation methodology described earlier. The Company has identified a total of \$31.5 million of impaired loans for which no allowance for impairment was recognized at September 30, 2012. As highlighted in the table above, approximately \$11.6 million of these loans were originally acquired through business combinations. Any impairment identified at the time of acquisition relating to these loans was reflected as an adjustment to their fair value at that time.

The remaining \$19.9 million of loans reported as impaired with no allowance for impairment represent those originated or purchased in the secondary market by the Company. These loans reflect, in part, the Company's practice of identifying all "non-homogeneous" loans on nonaccrual status as impaired in acknowledgment of the probable non-receipt of interest accrued in accordance with the loans' contractual terms. Despite the nonaccrual and impaired statuses, however, the individual analyses performed on these loans indicate that no additional impairment charge is necessary. Such loans also include loans for which previously identified impairments have been fully charged off.

The Company's loans reported above as impaired with no allowance for impairment are primarily secured by real estate and, to a lesser degree, other forms of collateral. As noted earlier, the impairment analyses performed on these loans generally utilize the fair value of the securing collateral, less certain estimated selling costs, as a measurement proxy for the fair value of the loan as a practical expedient. Based upon that assumption, at September 30, 2012 the Company would expect to recover the net carrying value of its loans identified as impaired without allowance for impairment through the liquidation of the collateral. However, continued deterioration in real estate values could result in the identification of impairment in the future attributable to these loans resulting in additional provisions to the allowance for loan losses.

Troubled Debt Restructurings ("TDRs"). A modification to the terms of a loan is generally considered a TDR if the Bank grants a concession to the borrower that it would not otherwise consider for economic or legal reasons related to the debtor's financial difficulties. In granting the concession, the Bank's general objective is to make the best of a difficult situation by obtaining more cash or other value from the borrower or otherwise increase the probability of repayment.

A TDR may include, but is not necessarily limited to, the modification of loan terms such as a temporary or permanent reduction of the loan's stated interest rate, extension of the maturity date and/or reduction or deferral of amounts owed under the terms of the loan agreement. In measuring the impairment associated with restructured loans that qualify as TDRs, the Company compares the cash flows under the loan's existing terms with those that are expected to be received in accordance with its modified terms. The difference between the comparative cash flows is discounted at the loan's effective interest rate prior to modification to measure the associated impairment. The impairment is charged off directly against the allowance for loan loss at the time of restructuring resulting in a reduction in carrying value of the modified loan that is accreted into interest income as a yield adjustment over the remaining term of the modified cash flows.

All restructured loans that qualify as TDRs are placed on nonaccrual status for a period of no less than six months after restructuring, irrespective of the borrower's adherence to a TDR's modified repayment terms during which time TDRs continue to be adversely classified and reported as impaired. TDRs may be returned to accrual status if (1) the borrower has paid timely P&I payments in accordance with the terms of the restructured loan agreement for no less than six consecutive months after restructuring, and (2) the Company expects to receive all P&I payments owed substantially in accordance with the terms of the restructured loan agreement at which time the loan may also be returned to a non-adverse classification while retaining its impaired status.

The following table presents information regarding the restructuring of the Company's troubled debts during the three months ended September 30, 2012 and September 30, 2011 and any defaults during those periods of TDRs that were restructured within 12 months of the date of default.

Troubled Debt Restructurings of Loans Receivable
at September 30, 2012

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
(in Thousands)								
Troubled debt restructuring activity for the three months ended September 30, 2012								
Originated and purchased loans								
Number of loans Pre-modification outstanding	-	-	-	-	1	-	-	1
recorded investment	\$ -	\$ -	\$ -	\$ -	\$ 99	\$ -	\$ -	\$ 99
Post-modification outstanding								
recorded investment	-	-	-	-	94	-	-	94
Charge offs against the allowance for loan loss for impairment recognized at modification	-	-	-	-	7	-	-	7
Loans acquired at fair value								
Number of loans Pre-modification outstanding	-	-	-	-	-	-	-	-
recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Post-modification outstanding								
recorded investment	-	-	-	-	-	-	-	-
Charge offs against the allowance for loan loss for impairment recognized at modification	-	-	-	-	-	-	-	-

Troubled debt
restructuring defaults

Originated and
purchased loans

Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Loans acquired at fair
value

Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Troubled Debt Restructurings of Loans Receivable
at September 30, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans (in Thousands)	Home Equity Lines of Credit	Other Consumer	Total
<p>Troubled debt restructuring activity for the three months ended September 30, 2011</p>								
<p>Originated and purchased loans</p>								
<p>Number of loans</p>	5	-	-	-	1	-	-	6
<p>Pre-modification outstanding</p>								
<p>recorded investment</p>	\$ 1,420	\$ -	\$ -	\$ -	\$ 115	\$ -	\$ -	\$ 1,535
<p>Post-modification outstanding</p>								
<p>recorded investment</p>	1,360	-	-	-	105	-	-	1,465
<p>Charge offs against the allowance for loan loss for impairment recognized at modification</p>	134	-	-	-	10	-	-	144
<p>Loans acquired at fair value</p>								
<p>Number of loans</p>	-	-	-	-	1	-	-	1
<p>Pre-modification outstanding</p>								
<p>recorded investment</p>	\$ -	\$ -	\$ -	\$ -	\$ 129	\$ -	\$ -	\$ 129
<p>Post-modification outstanding</p>								
<p>recorded investment</p>	-	-	-	-	103	-	-	103
<p>Charge offs against the allowance for loan loss for impairment recognized at modification</p>	-	-	-	-	25	-	-	25
<p>Troubled debt restructuring defaults</p>								

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Originated and
purchased loans

Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Loans acquired at fair
value

Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

-48-

The manner in which the terms of a loan are modified through a troubled debt restructuring generally include one or more of the following changes to the loan's repayment terms:

- Interest Rate Reduction: Temporary or permanent reduction of the interest rate charged against the outstanding balance of the loan.
- Capitalization of Prior Past Dues: Capitalization of prior amounts due to the outstanding balance of the loan.
- Extension of Maturity or Balloon Date: Extending the term of the loan past its original balloon or maturity date.
 - Deferral of Principal Payments: Temporary deferral of the principal portion of a loan payment.
- Payment Recalculation and Re-amortization: Recalculation of the recurring payment obligation and resulting loan amortization/repayment schedule based on the loan's modified terms.

11. BENEFIT PLANS – COMPONENTS OF NET PERIODIC EXPENSE

The following table sets forth the aggregate net periodic benefit expense for the Bank's Benefit Equalization Plan, Postretirement Welfare Plan and Directors' Consultation and Retirement Plan:

	Three Months Ended September 30,	
	2012	2011
	(In Thousands)	
Service cost	\$ 58	\$ 39
Interest cost	77	85
Amortization of unrecognized past service liability	12	16
Amortization of unrecognized net actuarial loss (gain)	13	(6)
Net periodic benefit expense	\$ 160	\$ 134

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

The guidance on fair value measurement establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy describes three levels of inputs that may be used to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than Level 1 prices, such as quoted for similar assets or liabilities; quoted prices in markets that are not active; or inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

In addition, the guidance requires the Company to disclose the fair value for assets and liabilities on both a recurring and non-recurring basis.

The assets and liabilities measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance
	(In Thousands)			
At September 30, 2012:				
Debt securities available for sale:				
Trust preferred securities	\$ -	\$ 5,948	\$ 1,000	\$ 6,948
U.S. agency securities	-	5,757	-	5,757
Total debt securities	-	11,705	1,000	12,705
Mortgage-backed securities available for sale:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	-	2,325	-	2,325
Mortgage pass-through securities:				
Government National Mortgage Association	-	11,310	-	11,310
Federal Home Loan Mortgage Corporation	-	458,496	-	458,496
Federal National Mortgage Association	-	735,100	-	735,100
Total mortgage-backed securities	-	1,207,231	-	1,207,231
Total securities available for sale	\$ -	\$ 1,218,936	\$ 1,000	\$ 1,219,936

	Fair Value Measurements Using			
	Quoted			
	Prices			
	in			
	Active			
	Markets			
	for	Significant		
	Identical	Other	Significant	
	Assets	Observable	Unobservable	
	(Level	Inputs	Inputs	
	1)	(Level 2)	(Level 3)	Balance
		(In Thousands)		

At June 30, 2012:

Debt securities available for sale: