

Territorial Bancorp Inc.  
Form 10-Q  
November 08, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

x **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 transition period from            to**

**Commission File Number 1-34403**

**TERRITORIAL BANCORP INC.**

**(Exact Name of Registrant as Specified in Charter)**

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**Maryland**  
(State or Other Jurisdiction)

**26-4674701**  
(I.R.S. Employer

of Incorporation)

Identification No.)

**1132 Bishop Street, Suite 2200, Honolulu, Hawaii**  
(Address of Principal Executive Offices)

**96813**  
(Zip Code)

**(808) 946-1400**

Registrant's telephone number, including area code

**Not Applicable**

(Former name or former address, if changed since last report)

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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

Indicate the number of shares outstanding of each of the Issuer's classes of common stock as of the latest practicable date.

10,901,705 shares of Common Stock, par value \$0.01 per share, were issued and outstanding as of October 31, 2012.

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**TERRITORIAL BANCORP INC.**

Form 10-Q Quarterly Report

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**Table of Contents****PART I****ITEM 1. FINANCIAL STATEMENTS****TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Balance Sheets (Unaudited)****(Dollars in thousands, except share data)**

	September 30, 2012	December 31, 2011
<b>ASSETS</b>		
Cash and cash equivalents	\$ 155,265	\$ 131,937
Investment securities held to maturity, at amortized cost (fair value of \$633,513 and \$687,319 at September 30, 2012 and December 31, 2011, respectively)	595,607	653,871
Federal Home Loan Bank stock, at cost	12,238	12,348
Loans held for sale	4,032	3,231
Loans receivable, net	746,874	688,095
Accrued interest receivable	4,676	4,780
Premises and equipment, net	5,082	5,450
Real estate owned	176	408
Bank-owned life insurance	30,940	30,234
Deferred income taxes receivable	3,035	2,648
Prepaid expenses and other assets	4,755	4,569
<b>Total assets</b>	<b>\$ 1,562,680</b>	<b>\$ 1,537,571</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>Liabilities:</b>		
Deposits	\$ 1,226,527	\$ 1,166,116
Advances from the Federal Home Loan Bank	20,000	20,000
Securities sold under agreements to repurchase	70,000	108,300
Investment purchases pending settlement	1,136	0
Accounts payable and accrued expenses	23,158	22,816
Current income taxes payable	147	3,114
Advance payments by borrowers for taxes and insurance	2,295	3,264
<b>Total liabilities</b>	<b>1,343,263</b>	<b>1,323,610</b>
<b>Stockholders Equity:</b>		
Preferred stock, \$.01 par value; authorized 50,000,000 shares, no shares issued or outstanding	0	0
Common stock, \$.01 par value; authorized 100,000,000 shares; issued and outstanding 10,901,705 and 11,022,309 shares at September 30, 2012 and December 31, 2011, respectively	109	110
Additional paid-in capital	94,920	97,640
Unearned ESOP shares	(7,952)	(8,319)
Retained earnings	135,915	128,300
Accumulated other comprehensive loss	(3,575)	(3,770)

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Total stockholders' equity	219,417	213,961
Total liabilities and stockholders' equity	\$ 1,562,680	\$ 1,537,571

See accompanying notes to consolidated financial statements.

**Table of Contents****TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Statements of Income (Unaudited)****(Dollars in thousands, except per share data)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
<b>Interest and dividend income:</b>				
Investment securities	\$ 5,551	\$ 6,907	\$ 18,360	\$ 20,167
Loans	9,187	8,798	27,326	26,444
Other investments	88	85	259	258
<b>Total interest and dividend income</b>	<b>14,826</b>	<b>15,790</b>	<b>45,945</b>	<b>46,869</b>
<b>Interest expense:</b>				
Deposits	1,492	1,700	4,644	5,109
Advances from the Federal Home Loan Bank	105	105	313	295
Securities sold under agreements to repurchase	629	1,067	2,364	3,153
<b>Total interest expense</b>	<b>2,226</b>	<b>2,872</b>	<b>7,321</b>	<b>8,557</b>
<b>Net interest income</b>	<b>12,600</b>	<b>12,918</b>	<b>38,624</b>	<b>38,312</b>
Provision (reversal of allowance) for loan losses	167	(39)	172	83
<b>Net interest income after provision for loan losses</b>	<b>12,433</b>	<b>12,957</b>	<b>38,452</b>	<b>38,229</b>
<b>Noninterest income:</b>				
Service fees on loan and deposit accounts	444	534	1,474	1,690
Income on bank-owned life insurance	239	245	706	725
Gain on sale of investment securities	429	74	729	140
Gain on sale of loans	669	138	1,516	374
Other	141	177	346	588
<b>Total noninterest income</b>	<b>1,922</b>	<b>1,168</b>	<b>4,771</b>	<b>3,517</b>
<b>Noninterest expense:</b>				
Salaries and employee benefits	5,202	6,017	15,416	16,630
Occupancy	1,316	1,267	3,930	3,714
Equipment	800	792	2,423	2,366
Federal deposit insurance premiums	192	191	574	678
Loss on extinguishment of debt	123	0	321	0
Other general and administrative expenses	964	954	3,069	2,887
<b>Total noninterest expense</b>	<b>8,597</b>	<b>9,221</b>	<b>25,733</b>	<b>26,275</b>
<b>Income before income taxes</b>	<b>5,758</b>	<b>4,904</b>	<b>17,490</b>	<b>15,471</b>
Income taxes	2,111	1,918	6,457	6,100

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Net income	\$ 3,647	\$ 2,986	\$ 11,033	\$ 9,371
Basic earnings per share	\$ 0.36	\$ 0.28	\$ 1.09	\$ 0.85
Diluted earnings per share	\$ 0.36	\$ 0.28	\$ 1.08	\$ 0.84
Cash dividends declared per common share	\$ 0.11	\$ 0.09	\$ 0.32	\$ 0.25
Basic weighted-average shares outstanding	10,052,630	10,659,532	10,126,371	10,969,320
Diluted weighted-average shares outstanding	10,199,400	10,835,649	10,205,408	11,117,444

See accompanying notes to consolidated financial statements.

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**TERRITORIAL BANCORP INC. AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Income (Unaudited)**

**(Dollars in thousands)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Net income	\$ 3,647	\$ 2,986	\$ 11,033	\$ 9,371
Change in unrealized loss on securities	8	2	18	189
Reduction of noncredit related losses on securities not expected to be sold	177	0	177	0
Other comprehensive income	185	2	195	189
Comprehensive income	\$ 3,832	\$ 2,988	\$ 11,228	\$ 9,560

See accompanying notes to consolidated financial statements.

**Table of Contents****TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Statements of Stockholders' Equity****and Comprehensive Income (Unaudited)**

(Dollars in thousands)

	Common Stock	Additional Paid-in Capital	Unearned ESOP Shares	Retained Earnings	Accumulated Other Comprehensive (Loss)/Income	Total Stockholders Equity
Balances at December 31, 2010	\$ 122	\$ 119,153	\$ (8,808)	\$ 119,397	\$ (2,505)	\$ 227,359
Net income	0	0	0	9,371	0	9,371
Other comprehensive income	0	0	0	0	189	189
Cash dividends declared	0	0	0	(2,746)	0	(2,746)
Share-based compensation	1	2,790	0	0	0	2,791
Allocation of 36,699 ESOP shares	0	362	367	0	0	729
Repurchase of 1,202,471 shares of company common stock	(12)	(23,463)	0	0	0	(23,475)
Balances at September 30, 2011	\$ 111	\$ 98,842	\$ (8,441)	\$ 126,022	\$ (2,316)	\$ 214,218
Balances at December 31, 2011	\$ 110	\$ 97,640	\$ (8,319)	\$ 128,300	\$ (3,770)	\$ 213,961
Net income	0	0	0	11,033	0	11,033
Other comprehensive income	0	0	0	0	195	195
Cash dividends declared	0	0	0	(3,418)	0	(3,418)
Share-based compensation	1	2,016	0	0	0	2,017
Allocation of 36,699 ESOP shares	0	438	367	0	0	805
Repurchase of 275,186 shares of company common stock	(2)	(5,890)	0	0	0	(5,892)
Exercise of 41,275 options on common stock	0	716	0	0	0	716
Balances at September 30, 2012	\$ 109	\$ 94,920	\$ (7,952)	\$ 135,915	\$ (3,575)	\$ 219,417

See accompanying notes to consolidated financial statements.

**Table of Contents****TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows (Unaudited)**

(Dollars in thousands)

	Nine Months Ended September 30,	
	2012	2011
<b>Cash flows from operating activities:</b>		
Net income	\$ 11,033	\$ 9,371
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	172	83
Depreciation and amortization	852	835
Deferred income tax benefit	(516)	(1,126)
Amortization of fees, discounts, and premiums	53	(44)
Origination of loans held for sale	(75,184)	(34,600)
Proceeds from sales of loans held for sale	75,899	35,221
Gain on sale of loans, net	(1,516)	(374)
Net gain on sale of real estate owned	(43)	0
Purchases of investment securities held for trading	0	(36,171)
Proceeds from sale of investment securities held for trading	0	36,311
Gain on sale of investment securities held for trading	0	(140)
Gain on sale of investment securities held to maturity	(729)	0
Net gain on sale of premises and equipment	0	(5)
ESOP expense	805	729
Share-based compensation expense	2,016	2,791
Excess tax benefits from share-based compensation	(54)	0
(Increase) decrease in accrued interest receivable	104	(346)
Net increase in bank-owned life insurance	(706)	(725)
Net (increase) decrease in prepaid expenses and other assets	(186)	1,543
Net increase (decrease) in accounts payable and accrued expenses	342	(703)
Net decrease in income taxes payable	(2,967)	(161)
<b>Net cash provided by operating activities</b>	<b>9,375</b>	<b>12,489</b>
<b>Cash flows from investing activities:</b>		
Purchases of investment securities held to maturity	(111,467)	(211,257)
Principal repayments on investment securities held to maturity	160,668	97,289
Principal repayments on investment securities available for sale	0	525
Proceeds from sale of investment securities held to maturity	9,983	0
Loan originations, net of principal repayments on loans receivable	(57,911)	(20,403)
Proceeds from redemption of Federal Home Loan Bank stock	110	0
Proceeds from sale of real estate owned	451	0
Proceeds from disposals of premises and equipment	0	5
Purchases of premises and equipment	(484)	(973)
<b>Net cash (used in) provided by investing activities</b>	<b>1,350</b>	<b>(134,814)</b>

(Continued)



**Table of Contents****TERRITORIAL BANCORP INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows (Unaudited)**

(Dollars in thousands)

	<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Cash flows from financing activities:</b>		
Net increase in deposits	\$ 60,411	\$ 62,847
Proceeds from advances from the Federal Home Loan Bank	100	10,000
Repayments of advances from the Federal Home Loan Bank	(100)	0
Proceeds from securities sold under agreements to repurchase	0	47,000
Repayments of securities sold under agreements to repurchase	(38,300)	(32,000)
Purchases of Fed Funds	10	10
Sales of Fed Funds	(10)	(10)
Net decrease in advance payments by borrowers for taxes and insurance	(969)	(1,288)
Excess tax benefits from share-based compensation	54	0
Proceeds from issuance of common stock	717	0
Repurchases of company stock	(5,892)	(23,475)
Cash dividends paid	(3,418)	(2,746)
Net cash provided by financing activities	12,603	60,338
Net increase (decrease) in cash and cash equivalents	23,328	(61,987)
Cash and cash equivalents at beginning of the period	131,937	194,435
Cash and cash equivalents at end of the period	\$ 155,265	\$ 132,448
Supplemental disclosure of cash flow information:		
Cash paid for:		
Interest on deposits and borrowings	\$ 7,478	\$ 8,531
Income taxes	9,940	7,388
Supplemental disclosure of noncash investing activities:		
Loans transferred to real estate owned	\$ 176	\$ 162
Investments purchased, not settled	1,136	0
See accompanying notes to consolidated financial statements.		

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**TERRITORIAL BANCORP INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**(Unaudited)**

**(1) Basis of Presentation**

The accompanying unaudited consolidated financial statements of Territorial Bancorp Inc. have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These interim condensed consolidated financial statements and notes should be read in conjunction with Territorial Bancorp Inc.'s consolidated financial statements and notes thereto filed as part of the Annual Report on Form 10-K for the year ended December 31, 2011. In the opinion of management, all adjustments necessary for a fair presentation have been made and include all normal recurring adjustments. Interim results of operations are not necessarily indicative of results to be expected for the year.

**(2) Organization**

On November 4, 2008, the Board of Directors of Territorial Mutual Holding Company approved a plan of conversion and reorganization under which the Company would convert from a mutual holding company to a stock holding company. The conversion to a stock holding company was approved by the depositors and borrowers of Territorial Savings Bank and the Office of Thrift Supervision (OTS) and included the filing of a registration statement with the U.S. Securities and Exchange Commission. Upon the completion of the conversion and reorganization on July 10, 2009, Territorial Mutual Holding Company and Territorial Savings Group, Inc. ceased to exist as separate legal entities and Territorial Bancorp Inc. became the holding company for Territorial Savings Bank. A total of 12,233,125 shares were issued in the conversion at \$10 per share, raising \$122.3 million of gross proceeds. \$3.7 million of conversion expenses have been offset against the gross proceeds. Territorial Bancorp Inc.'s common stock began trading on the NASDAQ Global Select Market under the symbol TBNK on July 13, 2009.

Upon completion of the conversion and reorganization, a special liquidation account was established in an amount equal to the total equity of Territorial Mutual Holding Company as of December 31, 2008. The liquidation account is to provide eligible account holders and supplemental eligible account holders who maintain their deposit accounts with Territorial Savings Bank after the conversion with a liquidation interest in the unlikely event of the complete liquidation of Territorial Savings Bank after the conversion. The liquidation account will be reduced annually to the extent that eligible account holders and supplemental eligible account holders have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's or supplemental eligible account holder's interest in the liquidation account. In the event of a complete liquidation of Territorial Savings Bank, and only in such event, each account holder will be entitled to receive a distribution from the liquidation account in an amount proportionate to the adjusted qualifying account balances then held.

**(3) Recently Adopted Accounting Pronouncements**

In April 2011, the Financial Accounting Standards Board (FASB) amended the Transfers and Servicing topic of the FASB Accounting Standards Codification (ASC). The amendment modified the criteria used to determine whether a repurchase agreement is accounted for as a sale or as a secured borrowing. The amendment was effective for interim or annual periods beginning on or after December 15, 2011. Early adoption was not permitted. The Company adopted this amendment on January 1, 2012, and the adoption did not have any effect on its consolidated financial statements.

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In May 2011, the FASB amended the Fair Value Measurement topic of the FASB ASC. The amendment results in common fair value measurement and disclosure requirements in U.S. generally accepted accounting principles and International Financial Reporting Standards. The amendment both clarifies the intent about existing fair value measurements as well as changed the principle or requirement for measuring fair value or disclosing fair value information. The amendment was effective for interim or annual periods beginning after December 15, 2011. Early application was not permitted. The Company adopted this amendment on January 1, 2012, and the adoption did not have a material effect on its consolidated financial statements.

In June 2011, the FASB amended the Comprehensive Income topic of the FASB ASC. The amendment eliminated the option of presenting components of other comprehensive income as part of the statement of changes in stockholders' equity. Nonowner changes in stockholders' equity must be presented either in a continuous statement of comprehensive income or in two separate but consecutive statements. The amendment was effective for interim or annual periods beginning after December 15, 2011, with early adoption permitted. In December 2011, the FASB deferred the effective date of the part of this amendment requiring reclassifications out of accumulated other comprehensive income to be shown on the face of the financial statements. Pending a final decision on this issue by the FASB, previous disclosure requirements will remain in effect. The Company adopted this amendment on January 1, 2012, and other than the location of disclosures related to other comprehensive income, the adoption did not have a material effect on its consolidated financial statements.

In December 2011, the FASB amended the Balance Sheet topic of the FASB ASC. The amendment requires disclosures about the gross and net information related to instruments and transactions eligible for offset in the statement of financial position. The disclosures are meant to assist users of financial statements to more easily compare information that is presented based on the differing offsetting requirements of U.S. generally accepted accounting principles and International Financial Reporting Standards. The amendment is effective for interim and annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of this amendment to have a material effect on its consolidated financial statements.

**(4) Cash and Cash Equivalents**

The table below presents the balances of cash and cash equivalents:

(Dollars in thousands)	September 30, 2012	December 31, 2011
Cash and due from banks	\$ 12,634	\$ 8,692
Interest-earning deposits in other banks	142,631	123,245
<b>Cash and cash equivalents</b>	<b>\$ 155,265</b>	<b>\$ 131,937</b>

**Table of Contents****(5) Investment Securities**

The carrying and fair values of investment securities are as follows:

(Dollars in thousands)	Carrying value	Gross unrealized Gains	Losses	Estimated fair value
<b>September 30, 2012:</b>				
Held to maturity:				
U.S. government-sponsored mortgage-backed securities	\$ 595,281	\$ 38,189	\$ (283)	\$ 633,187
Trust preferred securities	326	0	0	326
<b>Total</b>	<b>\$ 595,607</b>	<b>\$ 38,189</b>	<b>\$ (283)</b>	<b>\$ 633,513</b>
<b>December 31, 2011:</b>				
Held to maturity:				
U.S. government-sponsored mortgage-backed securities	\$ 653,839	\$ 33,490	\$ (269)	\$ 687,060
Trust preferred securities	32	227	0	259
<b>Total</b>	<b>\$ 653,871</b>	<b>\$ 33,717</b>	<b>\$ (269)</b>	<b>\$ 687,319</b>

The carrying value and estimated fair value of investment securities at September 30, 2012 are shown below. Incorporated in the maturity schedule are mortgage-backed and trust preferred securities, which are allocated using the contractual maturity as a basis. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Carrying value	Estimated fair value
Held to maturity:		
Due after 5 years through 10 years	\$ 4,193	\$ 4,279
Due after 10 years	591,414	629,234
<b>Total</b>	<b>\$ 595,607</b>	<b>\$ 633,513</b>

Realized gains and losses and the proceeds from sales of securities available for sale, held to maturity and trading are shown in the table below. All sales of securities were U.S. government-sponsored mortgage-backed securities.

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Proceeds from sales	\$ 5,424	\$ 16,445	\$ 9,983	\$ 36,311
Gross gains	429	74	729	140
Gross losses	0	0	0	0

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During the three months ended September 30, 2012, all sales were related to \$5.0 million of held-to-maturity debt securities. During the nine months ended September 30, 2012, all sales were related to \$9.3 million of held-to-maturity debt securities. The sale of these securities, for which the Company had already collected a substantial portion of the outstanding principal (at least 85%), is in accordance with the Investment topic of the FASB ASC and will not affect the historical cost basis used to account for the remaining securities in the held-to-maturity portfolio. There were no sales of held-to-maturity securities during the three months or nine months ended September 30, 2011.

Investment securities with carrying values of \$238.0 million and \$281.0 million at September 30, 2012 and December 31, 2011, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase and transaction clearing accounts.

Provided below is a summary of investment securities which were in an unrealized loss position at September 30, 2012 and December 31, 2011. The Company does not intend to sell these securities until such time as the value recovers or the securities mature and it is not more likely than not that the Company will be required to sell the securities prior to recovery of value or the securities mature.

Description of securities (Dollars in thousands)	Less than 12 months		12 months or longer		Number of securities	Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses		Fair value	Unrealized losses
<b>September 30, 2012:</b>							
Mortgage-backed securities	\$ 10,793	\$ 282	\$ 60	\$ 1	13	\$ 10,853	\$ 283
<b>December 31, 2011:</b>							
Mortgage-backed securities	\$ 17,697	\$ 268	\$ 122	\$ 1	7	\$ 17,819	\$ 269

**Trust Preferred Securities.** At September 30, 2012, the Company owns two trust preferred securities, PreTSL XXIII and XXIV. PreTSL XXIV has a carrying value and amortized cost basis of \$0. PreTSL XXIII has a carrying value of \$326,000 and an amortized cost basis of \$1.1 million. For PreTSL XXIII, the difference between the carrying value of \$326,000 and the remaining amortized cost basis of \$1.1 million is included as a component of accumulated other comprehensive loss, net of taxes, and is related to noncredit factors such as the trust preferred securities market being inactive. The trust preferred securities represent investments in a pool of debt obligations issued primarily by holding companies for Federal Deposit Insurance Corporation-insured financial institutions. These securities are classified in the Bank's held-to-maturity investment portfolio.

The trust preferred securities market is considered to be inactive as there were only six transactions in the last 21 months in similar tranches to the securities owned by the Company. The Company used a discounted cash flow model to determine whether these securities are other-than-temporarily impaired. The assumptions used in preparing the discounted cash flow model include the following: estimated discount rates, estimated deferral and default rates on collateral, and estimated cash flows.

Based on the Company's review, the Company's investment in trust preferred securities did not incur additional impairment during the quarter ending September 30, 2012 as the present value of cash flows exceeded the amortized cost basis of \$1.1 million.

At September 30, 2012, PreTSL XXIII and XXIV are rated C by Fitch.

It is reasonably possible that the fair values of the trust preferred securities could decline in the near term if the overall economy and the financial condition of some of the issuers continue to deteriorate

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and the liquidity of these securities remains low. As a result, there is a risk that the Company's amortized cost basis of \$1.1 million on its trust preferred securities could be other-than-temporarily impaired in the near term. The impairment could be material to the Company's consolidated statements of income.

The table below provides a cumulative roll forward of credit losses recognized in earnings for debt securities held and not intended to be sold:

(Dollars in thousands)	2012	2011
Balance at January 1	\$ 5,885	\$ 5,885
Credit losses on debt securities for which other-than-temporary impairment was not previously recognized	0	0
Balance at September 30	\$ 5,885	\$ 5,885

The table below shows the components of comprehensive loss, net of taxes, resulting from other-than-temporarily impaired securities:

(Dollars in thousands)	September 30, 2012	September 30, 2011
Noncredit losses on other-than-temporarily impaired securities	\$ 502	\$ 679

**(6) Loans Receivable and Allowance for Loan Losses**

The components of loans receivable are as follows:

(Dollars in thousands)	September 30, 2012	December 31, 2011
<b>Real estate loans:</b>		
First mortgages:		
One- to four-family residential	\$ 715,026	\$ 654,412
Multi-family residential	6,800	6,956
Construction, commercial, and other	11,882	11,140
Home equity loans and lines of credit	15,120	17,253
<b>Total real estate loans</b>	<b>748,828</b>	<b>689,761</b>
<b>Other loans:</b>		
Loans on deposit accounts	482	756
Consumer and other loans	4,288	4,732
<b>Total other loans</b>	<b>4,770</b>	<b>5,488</b>
<b>Less:</b>		
Net unearned fees and discounts	(5,229)	(5,613)
Allowance for loan losses	(1,495)	(1,541)

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	(6,724)	(7,154)
Loans receivable, net	\$ 746,874	\$ 688,095

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The activity in the allowance for loan losses on loans receivable is as follows:

(Dollars in thousands)	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Balance, beginning of period	\$ 1,457	\$ 1,592	\$ 1,541	\$ 1,488
Provision (reversal of allowance) for loan losses	167	(39)	172	83
	1,624	1,553	1,713	1,571
Charge-offs	(137)	(7)	(273)	(62)
Recoveries	8	6	55	43
Net charge-offs	(129)	(1)	(218)	(19)
Balance, end of period	\$ 1,495	\$ 1,552	\$ 1,495	\$ 1,552

The table below presents the activity in the allowance for loan losses by portfolio segment:

(Dollars in thousands)	<b>Residential Mortgage</b>	<b>Construction, Commercial and Other Mortgage Loans</b>	<b>Home Equity Loans and Lines of Credit</b>	<b>Consumer and Other</b>	<b>Unallocated</b>	<b>Totals</b>
<b>Three months ended September 30, 2012:</b>						
Balance, beginning of period	\$ 552	\$ 641	\$ 35	\$ 107	\$ 122	\$ 1,457
Provision for loan losses	157	0	2	8	0	167
	709	641	37	115	122	1,624
Charge-offs	(125)	0	(2)	(10)	0	(137)
Recoveries	6	0	0	2	0	8
Net charge-offs	(119)	0	(2)	(8)	0	(129)
Balance, end of period	\$ 590	\$ 641	\$ 35	\$ 107	\$ 122	\$ 1,495
<b>Nine months ended September 30, 2012:</b>						
Balance, beginning of period	\$ 631	\$ 285	\$ 258	\$ 291	\$ 76	\$ 1,541
Provision (reversal of allowance) for loan losses	151	364	(222)	(167)	46	172
	782	649	36	124	122	1,713
Charge-offs	(233)	(8)	(3)	(29)	0	(273)
Recoveries	41	0	2	12	0	55
Net charge-offs	(192)	(8)	(1)	(17)	0	(218)

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Balance, end of period	\$	590	\$	641	\$	35	\$	107	\$	122	\$	1,495
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Beginning with the quarter ended March 31, 2012, the Company enhanced its methodology for reviewing its loan portfolio when calculating the general portion of the allowance for loan losses. The modification consisted of additional segmentation of the residential mortgage loan portfolio by items such as year of origination, loan-to-value ratios, owner or nonowner occupancy status and the purpose of

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the loan (purchase, cash-out refinance, no cash-out refinance or construction). As under our prior methodology, the allowance for loan loss for each segment of the loan portfolio is determined by calculating the historical loss of each segment for a two- to three-year look-back period and adding a qualitative adjustment for the following factors:

Changes in lending policies and procedures;

Changes in economic trends;

Changes in types of loans in the loan portfolio;

Changes in experience and ability of personnel in the loan origination and loan servicing departments;

Changes in the number and amount of delinquent loans and classified assets;

Changes in our internal loan review system;

Changes in the value of underlying collateral for collateral dependent loans;

Changes in any concentrations of credit; and

External factors such as competition, legal and regulatory requirements on the level of estimated credit losses in the existing loan portfolio.

The Company also revised the qualitative factors which were used to determine the allowance for loan losses on construction, commercial and other mortgage loans, home equity loans and lines of credit and consumer and other loans. As a result of these modifications, the Company increased the portion of the allowance for loan losses attributable to construction, commercial and other mortgage loans and decreased the portion of the allowance for loan losses attributable to residential mortgage, home equity loans and lines of credit and consumer and other loans. The allocation of a portion of the allowance from one category of loans does not preclude its availability to absorb losses in other categories. The unallocated allowance is established for probable losses that have been incurred as of the reporting date but are not reflected in the allocated allowance.

Management considers the allowance for loan losses at September 30, 2012 to be at an appropriate level to provide for probable losses that can be estimated based on general and specific conditions. While the Company uses the best information it has available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. To the extent actual outcomes differ from the estimates, additional provisions for credit losses may be required that would reduce future earnings. In addition, as an integral part of their examination process, the Office of the Comptroller of the Currency will periodically review the allowance for loan losses. The Office of the Comptroller of the Currency may require the Company to increase the allowance based on their analysis of information available at the time of their examination.

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The table below presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method:

(Dollars in thousands)	Residential Mortgage	Construction, Commercial and Other Mortgage Loans	Home Equity Loans and Lines of Credit	Consumer and Other	Unallocated	Totals
<b>September 30, 2012:</b>						
Allowance for loan losses:						
Ending allowance balance:						
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	590	641	35	107	122	1,495
<b>Total ending allowance balance</b>	<b>\$ 590</b>	<b>\$ 641</b>	<b>\$ 35</b>	<b>\$ 107</b>	<b>\$ 122</b>	<b>\$ 1,495</b>

<b>Loans:</b>						
Ending loan balance:						
Individually evaluated for impairment	\$ 7,018	\$ 0	\$ 158	\$ 0	\$ 0	\$ 7,176
Collectively evaluated for impairment	709,609	11,843	14,971	4,770	0	741,193
<b>Total ending loan balance</b>	<b>\$ 716,627</b>	<b>\$ 11,843</b>	<b>\$ 15,129</b>	<b>\$ 4,770</b>	<b>\$ 0</b>	<b>\$ 748,369</b>

<b>December 31, 2011:</b>						
Allowance for loan losses:						
Ending allowance balance:						
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	631	285	258	291	76	1,541
<b>Total ending allowance balance</b>	<b>\$ 631</b>	<b>\$ 285</b>	<b>\$ 258</b>	<b>\$ 291</b>	<b>\$ 76</b>	<b>\$ 1,541</b>

<b>Loans:</b>						
Ending loan balance:						
Individually evaluated for impairment	\$ 4,926	\$ 184	\$ 159	\$ 3	\$ 0	\$ 5,272
Collectively evaluated for impairment	650,901	10,872	17,105	5,486	0	684,364
<b>Total ending loan balance</b>	<b>\$ 655,827</b>	<b>\$ 11,056</b>	<b>\$ 17,264</b>	<b>\$ 5,489</b>	<b>\$ 0</b>	<b>\$ 689,636</b>

The table below presents the balance of impaired loans and the related amount of allocated loan loss allowances:

(Dollars in thousands)	September 30, 2012	December 31, 2011
Loans with no allocated allowance for loan losses	\$ 7,176	\$ 5,272
Loans with allocated allowance for loan losses	0	0
<b>Total impaired loans</b>	<b>\$ 7,176</b>	<b>\$ 5,272</b>
Amount of allocated loan loss allowance	\$ 0	\$ 0



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The table below presents the balance of impaired loans individually evaluated for impairment by class of loans:

(Dollars in thousands)	<b>Recorded Investment</b>	<b>Unpaid Principal Balance</b>
<b>September 30, 2012:</b>		
With no related allowance recorded:		
One- to four-family residential mortgages	\$ 7,018	\$ 7,337
Home equity loans and lines of credit	158	165
<b>Total</b>	<b>\$ 7,176</b>	<b>\$ 7,502</b>
<b>December 31, 2011:</b>		
With no related allowance recorded:		
One- to four-family residential mortgages	\$ 4,926	\$ 5,206
Construction, commercial and other mortgages	184	241
Home equity loans and lines of credit	159	165
Consumer and other	3	3
<b>Total</b>	<b>\$ 5,272</b>	<b>\$ 5,615</b>

The table below presents the average recorded investment and interest income recognized on impaired loans by class of loans:

(Dollars in thousands)	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>Average Recorded Investment</b>	<b>Interest Income Recognized</b>	<b>Average Recorded Investment</b>	<b>Interest Income Recognized</b>
<b>2012:</b>				
With no related allowance recorded:				
One- to four-family residential mortgages	\$ 7,084	\$ 69	\$ 7,114	\$ 153
Home equity loans and lines of credit	159	2	158	5
<b>Total</b>	<b>\$ 7,243</b>	<b>\$ 71</b>	<b>\$ 7,272</b>	<b>\$ 158</b>
<b>2011:</b>				
With no related allowance recorded:				
One- to four-family residential mortgages	\$ 4,292	\$ 40	\$ 4,982	\$ 108
Consumer and other	29	0	54	0
<b>Total</b>	<b>\$ 4,321</b>	<b>\$ 40</b>	<b>\$ 5,036</b>	<b>\$ 108</b>

There were no loans individually evaluated for impairment with a related allowance for loan loss as of September 30, 2012 or December 31, 2011.

Impaired loans at September 30, 2012 and December 31, 2011 amounted to \$7.2 million and \$5.3 million, respectively, and included all nonaccrual and restructured loans. During the nine months ended September 30, 2012, the average recorded investment in impaired loans was \$7.3 million and interest



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income recognized on impaired loans was \$158,000. During the nine months ended September 30, 2011, the average recorded investment in impaired loans was \$5.0 million and interest income recognized on impaired loans was \$108,000.

The table below presents the aging of loans and accrual status by class of loans:

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total Loans	Nonaccrual Loans	Loans More Than 90 Days Past Due and Still Accruing
(Dollars in thousands)								
September 30, 2012:								
One- to four-family residential mortgages	\$ 1,401	\$ 0	\$ 1,855	\$ 3,256	\$ 706,611	\$ 709,867	\$ 4,483	\$ 0
Multi-family residential mortgages	0	0	0	0	6,760	6,760	0	0
Construction, commercial and other mortgages	0	0	0	0	11,843	11,843	0	0
Home equity loans and lines of credit	0	0	0	0	15,129	15,129	158	0
Loans on deposit accounts	0	0	0	0	482	482	0	0
Consumer and other	8	1	0	9	4,279	4,288	0	0
Total	\$ 1,409	\$ 1	\$ 1,855	\$ 3,265	\$ 745,104	\$ 748,369	\$ 4,641	\$ 0
December 31, 2011:								
One- to four-family residential mortgages	\$ 499	\$ 0	\$ 2,148	\$ 2,647	\$ 646,268	\$ 648,915	\$ 2,582	\$ 0
Multi-family residential mortgages	0	0	0	0	6,912	6,912	0	0
Construction, commercial and other mortgages	0	0	184	184	10,872	11,056	184	0
Home equity loans and lines of credit	168	0	0	168	17,096	17,264	159	0
Loans on deposit accounts	0	0	0	0	756	756	0	0
Consumer and other	11	2	3	16	4,717	4,733	3	0
Total	\$ 678	\$ 2	\$ 2,335	\$ 3,015	\$ 686,621	\$ 689,636	\$ 2,928	\$ 0

The Company primarily uses the aging of loans and accrual status to monitor the credit quality of its loan portfolio. When a mortgage loan becomes seriously delinquent (90 days or more contractually past due), it displays weaknesses which may result in a loss. As a loan becomes more delinquent, the likelihood of the borrower repaying the loan decreases and the loan becomes more collateral-dependent. A mortgage loan becomes collateral-dependent when the proceeds for repayment can be expected to come only from the sale or operation of the collateral and not from borrower repayments. Generally, appraisals are obtained after a loan becomes collateral-dependent or is five months delinquent. The carrying value of collateral-dependent loans is adjusted to the fair market value of the collateral less selling costs. Any commercial real estate, commercial, construction or equity loan that has a loan balance in excess of a specified amount is also periodically reviewed to determine whether the loan exhibits any weaknesses and is performing in accordance with its contractual terms.

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The Company had 19 nonaccrual loans with a book value of \$4.6 million at September 30, 2012 and 12 nonaccrual loans with a book value of \$2.9 million as of December 31, 2011. The Company collected or recognized interest income on nonaccrual loans of \$75,000 and \$8,000 during the nine months ended September 30, 2012 and 2011, respectively. The Company would have recognized additional interest income of \$119,000 and \$84,000 during the nine months ended September 30, 2012 and 2011, respectively, had the loans been accruing interest. The Company did not have any loans more than 90 days past due and still accruing interest as of September 30, 2012 and December 31, 2011.

The table below presents information about the Company's new troubled debt restructurings by class of loans:

	Number of Loans	2012		Number of Loans	2011	
		Pre- Modification Recorded Investment	Post- Modification Recorded Investment		Pre- Modification Recorded Investment	Post- Modification Recorded Investment
(Dollars in thousands)						
<b>Three months ended September 30:</b>						
One- to four-family residential	12	\$ 3,694	\$ 3,694	0	\$ 0	\$ 0
<b>Total</b>	<b>12</b>	<b>\$ 3,694</b>	<b>\$ 3,694</b>	<b>0</b>	<b>\$ 0</b>	<b>\$ 0</b>
<b>Nine months ended September 30:</b>						
One- to four-family residential	12	\$ 3,694	\$ 3,694	0	\$ 0	\$ 0
<b>Total</b>	<b>12</b>	<b>\$ 3,694</b>	<b>\$ 3,694</b>	<b>0</b>	<b>\$ 0</b>	<b>\$ 0</b>

There were no new troubled debt restructurings within the past 12 months that subsequently defaulted.

The Company had 22 troubled debt restructurings totaling \$6.1 million as of September 30, 2012 that were considered to be impaired. This total included 21 one- to four-family residential mortgage loans totaling \$6.0 million and one home equity loan for \$158,000. Eight of the loans, totaling \$2.5 million, are performing in accordance with their restructured terms and accruing interest at September 30, 2012. Twelve of the loans, totaling \$2.8 million, are performing in accordance with their restructured terms but not accruing interest at September 30, 2012. Two of the loans, for \$788,000, are 150 days or more delinquent and not accruing interest at September 30, 2012. There were 11 troubled debt restructurings totaling \$2.9 million as of December 31, 2011 that were considered to be impaired. This total included ten one- to four-family residential mortgage loans totaling \$2.8 million and one home equity loan for \$159,000. Eight of the loans, totaling \$2.3 million, are performing in accordance with their restructured terms and accruing interest at December 31, 2011. Two of the loans, totaling \$344,000, are performing in accordance with their restructured terms but not accruing interest at December 31, 2011. One of the loans, for \$248,000, is 59 days delinquent and not accruing interest at December 31, 2011. The increase in troubled debt restructurings primarily occurred when, in consultation with the Office of the Comptroller of the Currency, Territorial Savings Bank's primary regulator, we classified 12 loans that had been modified to provide interest-only payments, totaling \$3.7 million, as troubled debt restructurings. The increase in troubled debt restructuring has not had an effect on the adequacy of the Bank's loan loss allowance. Management considers the allowance for loan losses at September 30, 2012 to be at an appropriate level to provide for probable losses that can be estimated. Restructurings include deferrals of interest and/or principal payments and temporary or permanent reductions in interest rates due to the financial difficulties of the borrowers. We have no commitments to lend any additional funds to these borrowers.

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Nearly all of our real estate loans are collateralized by real estate located in the State of Hawaii. Loan-to-value ratios on these real estate loans generally do not exceed 80% at the time of origination.

During the three months ended September 30, 2012 and 2011, the Company sold \$28.9 million and \$9.2 million, respectively, of mortgage loans held for sale and recognized gains of \$669,000 and \$138,000, respectively. During the nine months ended September 30, 2012 and 2011, the Company sold \$75.1 million and \$35.3 million, respectively, of mortgage loans held for sale and recognized gains of \$1.5 million and \$374,000, respectively. The Company had 14 loans held for sale totaling \$4.0 million at September 30, 2012 and 12 loans held for sale totaling \$3.2 million at December 31, 2011.

The Company serviced loans for others of \$92.4 million at September 30, 2012 and \$115.3 million at December 31, 2011. Of these amounts, \$5.1 million and \$6.2 million relate to securitizations for which the Company continues to hold the related mortgage-backed securities at September 30, 2012 and December 31, 2011, respectively. The amount of contractually specified servicing fees earned for the nine-month periods ended September 30, 2012 and 2011 was \$212,000 and \$266,000, respectively. The amount of contractually specified servicing fees earned for the three-month periods ended September 30, 2012 and 2011 was \$68,000 and \$87,000, respectively. The fees are reported in service fees on loan and deposit accounts in the consolidated statements of income.

**(7) Securities Sold Under Agreements to Repurchase**

Securities sold under agreements to repurchase are treated as financings and the obligations to repurchase the identical securities sold are reflected as a liability with the dollar amount of securities underlying the agreements remaining in the asset accounts. Securities sold under agreements to repurchase are summarized as follows:

(Dollars in thousands)	September 30, 2012		December 31, 2011	
	Repurchase liability	Weighted average rate	Repurchase liability	Weighted average rate
<b>Maturing:</b>				
1 year or less	\$ 23,000	4.40%	\$ 28,300	4.75%
Over 1 year to 2 years	0	0.00	33,000	3.91
Over 2 years to 3 years	47,000	2.11	0	0.00
Over 3 years to 4 years	0	0.00	47,000	2.11
	\$ 70,000	2.86%	\$ 108,300	3.35%

During the three months ended September 30, 2012, the Company prepaid \$10.0 million of securities sold under agreements to repurchase and incurred \$123,000 of prepayment penalties. During the nine months ended September 30, 2012, the Company prepaid \$25.0 million of securities sold under agreements to repurchase and incurred \$321,000 of prepayment penalties.

Below is a summary comparing the carrying value and fair value of securities pledged to secure repurchase agreements, the repurchase liability, and the amount at risk at September 30, 2012. The amount at risk is the greater of the carrying value or fair value over the repurchase liability. All the agreements to repurchase are with JP Morgan Securities and the securities pledged are issued and guaranteed by U.S. government-sponsored enterprises.

(Dollars in thousands)	Carrying value of securities	Fair value of securities	Repurchase liability	Amount at risk	Weighted average months to maturity
<b>Maturing:</b>					
Over 90 days	\$ 80,059	\$ 85,924	\$ 70,000	\$ 15,924	23



**Table of Contents****(8) Employee Benefit Plans**

The Company has a noncontributory defined benefit pension plan (Pension Plan) that covers substantially all employees with at least one year of service. Effective December 31, 2008, under approved changes to the Pension Plan, there were no further accruals of benefits for any participants and benefits will not increase with any additional years of service. Net periodic benefit cost, subsequent to December 31, 2008, has not been significant and is not disclosed in the table below.

In addition, the Company sponsors a Supplemental Employee Retirement Plan (SERP), a noncontributory supplemental retirement benefit plan, which covers certain current and former employees of the Company for amounts in addition to those provided under the Pension Plan.

The components of net periodic benefit cost were as follows:

(Dollars in thousands)	SERP		SERP	
	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Net periodic benefit cost for the period				
Service cost	\$ 49	\$ 111	\$ 147	\$ 332
Interest cost	25	53	74	161
Expected return on plan assets	0	0	0	0
Amortization of prior service cost	0	0	0	0
Recognized actuarial loss	0	0	0	0
Recognized curtailment loss	0	0	0	0
Net periodic benefit cost	\$ 74	\$ 164	\$ 221	\$ 493

**(9) Employee Stock Ownership Plan**

Effective January 1, 2009, Territorial Savings Bank adopted an Employee Stock Ownership Plan (ESOP) for eligible employees. The ESOP borrowed \$9.8 million from the Company and used those funds to acquire 978,650 shares, or 8%, of the total number of shares issued by the Company in its initial public offering. The shares were acquired at a price of \$10.00 per share.

The loan is secured by the shares purchased with the loan proceeds and will be repaid by the ESOP over the 20-year term of the loan with funds from Territorial Savings Bank's contributions to the ESOP and dividends payable on the shares. The interest rate on the ESOP loan is an adjustable rate equal to the prime rate, as published in The Wall Street Journal. The interest rate adjusts annually and will be the prime rate on the first business day of the calendar year.

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Shares purchased by the ESOP are held by a trustee in an unallocated suspense account, and shares are released annually from the suspense account on a pro-rata basis as principal and interest payments are made by the ESOP to the Company. The trustee allocates the shares released among participants on the basis of each participant's proportional share of compensation relative to all participants. As shares are committed to be released from the suspense account, Territorial Savings Bank reports compensation expense based on the average fair value of shares released with a corresponding credit to stockholders' equity. The shares committed to be released are considered outstanding for earnings per share computations. Compensation expense recognized for the three months ended September 30, 2012 and 2011 amounted to \$271,000 and \$236,000, respectively. Compensation expense recognized for the nine months ended September 30, 2012 and 2011 amounted to \$759,000 and \$704,000, respectively.

Shares held by the ESOP trust were as follows:

	<b>September 30, 2012</b>	<b>December 31, 2011</b>
Allocated shares	179,439	145,775
Unearned shares	795,154	831,853
<b>Total ESOP shares</b>	<b>974,593</b>	<b>977,628</b>
Fair value of unearned shares, in thousands	\$ 18,249	\$ 16,429

The ESOP restoration plan is a nonqualified plan that provides supplemental benefits to certain executives who are prevented from receiving the full benefits contemplated by the employee stock ownership plan's benefit formula. The supplemental cash payments consist of payments representing shares that cannot be allocated to the participants under the ESOP due to IRS limitations imposed on tax-qualified plans. We accrue for these benefits over the period during which employees provide services to earn these benefits. For the three months ended September 30, 2012 and 2011, we accrued \$80,000 and \$1,000, respectively, for the ESOP restoration plan. For the nine months ended September 30, 2012 and 2011, we accrued \$185,000 and \$159,000, respectively, for the ESOP restoration plan.

**(10) Share-Based Compensation**

On August 19, 2010, Territorial Bancorp Inc. adopted the 2010 Equity Incentive Plan, which provides for awards of stock options and restricted stock to key officers and outside directors. In accordance with the Compensation - Stock Compensation topic of the FASB ASC, the cost of the 2010 Equity Incentive Plan is based on the fair value of the awards on the grant date. The fair value of restricted stock is based on the closing price of the Company's stock on the grant date. The fair value of stock options is estimated using a Black-Scholes option pricing model using assumptions for dividend yield, stock price volatility, risk-free interest rate and option term. These assumptions are based on our judgments regarding future events, are subjective in nature, and cannot be determined with precision. The cost of the awards will be recognized over a five to six-year vesting period.

Shares of our common stock issued under the Plan shall be authorized but unissued shares. The maximum number of shares that will be awarded under the plan will be 1,712,637 shares. Share-based compensation expense for the three months and nine months ended September 30, 2012 was \$693,000 and \$2.0 million, respectively.

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**Stock Options**

The table below presents the stock option activity for the nine months ended September 30, 2012:

	Options	Weighted average exercise price	Remaining contractual life (years)	Aggregate intrinsic value (in thousands)
Options outstanding at December 31, 2011	871,144	\$ 17.36	8.67	\$ 2,082
Granted	3,085	23.62	8.00	0
Exercised	41,275	17.36	0.00	0
Forfeited	0	0.00	0.00	0
Expired	0	0.00	0.00	0
Options outstanding at September 30, 2012	832,954	\$ 17.38	7.92	\$ 4,640

As of September 30, 2012, the Company had \$2.8 million of unrecognized compensation costs related to stock options. The cost of stock options will be amortized over a five to six-year vesting period. There were 138,929 options vested in the nine months ending September 30, 2012.

The fair value of the Company's stock options was determined using the Black-Scholes option pricing formula. The following assumptions were used in the formula in 2010 and 2012:

	2010	2012
Expected volatility	31.98%	36.83%
Risk-free interest rate	2.58%	0.81%
Expected dividends	1.61%	1.86%
Expected life (in years)	6.75	5.50
Grant price for the stock options	\$ 17.36	\$ 23.62

There were no options granted in 2011. There were 3,085 options granted in the nine months ended September 30, 2012.

*Expected volatility* - Based on the historical volatility of the Company's stock and a peer group of comparable thrifts.

*Risk-free interest rate* - Based on the U.S. Treasury yield curve and expected life of the options at the time of grant.

*Expected dividends* - Based on the quarterly dividend and the price of the Company's stock at the time of grant.

*Expected life* - Based on a weighted-average of the five to six-year vesting period and the 10-year contractual term of the stock option plan.

*Grant price for the stock options* - Based on the closing price of the Company's stock at the time of grant.

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**Restricted Stock Awards**

Restricted stock awards are accounted for as fixed grants using the fair value of the Company's stock at the time of grant. Unvested restricted stock awards may not be disposed of or transferred during the vesting period. Restricted stock awards carry with them the right to receive dividends.

The table below presents the restricted stock award activity for the nine months ended September 30, 2012:

	Restricted stock awards	Weighted average grant date fair value
Nonvested at December 31, 2011	563,994	\$ 17.36
Granted	2,735	23.62
Vested	113,332	17.39
Forfeited	0	0.00
Nonvested at September 30, 2012	453,397	\$ 17.39

There were 2,735 restricted stock awards granted in the nine months ended September 30, 2012 at a price of \$23.62 per share.

As of September 30, 2012, the Company had \$7.7 million of unrecognized compensation cost related to restricted stock awards. The cost of the restricted stock awards will be amortized over a five to six-year vesting period.

**(11) Earnings Per Share**

The table below presents the information used to compute basic and diluted earnings per share:

(Dollars in thousands, except share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net income	\$ 3,647	\$ 2,986	\$ 11,033	\$ 9,371
Weighted-average number of shares used in:				
Basic earnings per share	10,052,630	10,659,532	10,126,371	10,969,320
Dilutive common stock equivalents:				
Stock options and restricted stock units	146,770	176,117	79,037	148,124
Diluted earnings per share	10,199,400	10,835,649	10,205,408	11,117,444
Net income per common share, basic	\$ 0.36	\$ 0.28	\$ 1.09	\$ 0.85
Net income per common share, diluted	\$ 0.36	\$ 0.28	\$ 1.08	\$ 0.84

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**(12) Other Comprehensive Loss**

The table below presents the changes in the components of other comprehensive loss:

(Dollars in thousands)	Three Months Ended September 30,					
	Beginning Balance	2012 Comprehensive Income	Ending Balance	Beginning Balance	2011 Comprehensive Income	Ending Balance
Unfunded pension liability	\$ 2,966	\$ 0	\$ 2,966	\$ 1,504	\$ 0	\$ 1,504
Noncredit related losses on securities not expected to be sold	679	(177)	502	679	0	679
Unrealized loss on securities	115	(8)	107	135	(2)	133
	\$ 3,760	\$ (185)	\$ 3,575	\$ 2,318	\$ (2)	\$ 2,316

(Dollars in thousands)	Nine Months Ended September 30,					
	Beginning Balance	2012 Comprehensive Income	Ending Balance	Beginning Balance	2011 Comprehensive Income	Ending Balance
Unfunded pension liability	\$ 2,966	\$ 0	\$ 2,966	\$ 1,504	\$ 0	\$ 1,504
Noncredit related losses on securities not expected to be sold	679	(177)	502	679	0	679
Unrealized loss on securities	125	(18)	107	322	(189)	133
	\$ 3,770	\$ (195)	\$ 3,575	\$ 2,505	\$ (189)	\$ 2,316

The table below presents the tax effect on each component of other comprehensive loss:

(Dollars in thousands)	Nine Months Ended September 30,					
	Pretax Amount	2012 Tax	After Tax Amount	Pretax Amount	2011 Tax	After Tax Amount
Unfunded pension liability	\$ 4,954	\$ (1,988)	\$ 2,966	\$ 2,488	\$ (984)	\$ 1,504
Noncredit related losses on securities not expected to be sold	812	(310)	502	1,106	(427)	679
Unrealized loss on securities	178	(71)	107	222	(89)	133
	\$ 5,944	\$ (2,369)	\$ 3,575	\$ 3,816	\$ (1,500)	\$ 2,316

**(13) Fair Value of Financial Instruments**

In accordance with the Fair Value Measurements and Disclosures topic of the FASB ASC, the Company groups its financial assets and liabilities at fair value into three levels based on the markets in which the financial assets and liabilities are traded and the reliability of the assumptions used to determine fair value as follows:

Level 1 - Valuation is based upon quoted prices (unadjusted) for identical assets or liabilities traded in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.



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Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 - Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect management's own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques that require the use of significant judgment or estimation.

In accordance with the Fair Value Measurements and Disclosures topic, the Company bases its fair values on the price that it would expect to receive if an asset were sold or the price that it would expect to pay to transfer a liability in an orderly transaction between market participants at the measurement date. Also as required, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs when developing fair value measurements.

The Company uses fair value measurements to determine fair value disclosures. Investment securities held for sale and derivatives are recorded at fair value on a recurring basis. From time to time, the Company may be required to record other financial assets at fair value on a nonrecurring basis, such as loans held for sale, impaired loans and investments, and mortgage servicing assets. These nonrecurring fair value adjustments typically involve application of the lower of cost or fair value accounting or write-downs of individual assets.

***Cash and Cash Equivalents, Accrued Interest Receivable, Accounts Payable and Accrued Expenses, Current Income Taxes Payable, and Advance Payments by Borrowers for Taxes and Insurance.*** The carrying amount approximates fair value because of the short maturity of these instruments.

***Investment Securities.*** The estimated fair values of U.S. government-sponsored mortgage-backed securities are considered Level 2 inputs because the valuation for investment securities utilized pricing models that varied based on asset class and included trade, bid and other observable market information.

The trust preferred securities represent investments in a pool of debt obligations issued primarily by holding companies for Federal Deposit Insurance Corporation-insured financial institutions. The trust preferred securities market is considered to be inactive since there have been only six sales transactions of similar rated securities over the past 21 months and no new issues of pooled trust preferred securities have occurred since 2007. The fair value of our trust preferred securities was determined by an independent third-party pricing service that used a discounted cash flow model and included a review of all issuers within the pool. Our pricing service used a discount rate of three-month LIBOR plus 20.00% and provided a fair value estimate of \$9.20 per \$100 of par value for PreTSL XXIII. The fair value of the trust preferred securities are classified as Level 3 inputs because they are based on discounted cash flow models.

***FHLB Stock.*** FHLB stock, which is redeemable for cash at par value, is reported at its par value.

***Loans.*** The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The fair value of loans is not based on the concept of exit price.

***Loans Held for Sale.*** The fair value of loans held for sale is determined based on prices quoted in the secondary market for similar loans.

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**Deposits.** The fair value of checking and Super NOW savings accounts, passbook accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated by discounting future cash flows using the rates currently offered for deposits with similar remaining maturities.

**Advances from the FHLB and Securities Sold Under Agreements to Repurchase.** Fair value is estimated by discounting future cash flows using the rates currently offered to the Company for debt with similar remaining maturities.

**Interest Rate Contracts.** The Company may enter into interest rate lock commitments with borrowers on loans intended to be sold. To manage interest rate risk on the lock commitments, the Company may also enter into forward loan sale commitments. The interest rate lock commitments and forward loan sale commitments are treated as derivatives and are recorded at their fair value determined by referring to prices quoted in the secondary market for similar contracts. Interest rate contracts that are classified as assets are included with prepaid expenses and other assets on the consolidated balance sheet while interest rate contracts that are classified as liabilities are included with accounts payable and accrued expenses.

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The estimated fair values of the Company's financial instruments are as follows:

(Dollars in thousands)	Carrying amount	Fair value	Fair Value Measurements Using		
			Level 1	Level 2	Level 3
<b>September 30, 2012</b>					
<b>Assets</b>					
Cash and cash equivalents	\$ 155,265	\$ 155,265	\$ 155,265	\$ 0	\$ 0
Investment securities held to maturity	595,607	633,513	0	633,187	326
FHLB stock	12,238	12,238	12,238	0	0
Loans held for sale	4,032	4,282	0	4,282	0
Loans receivable, net	746,874	789,415	0	0	789,415
Accrued interest receivable	4,676	4,676	4,676	0	0
Interest rate contracts	662	662	0	662	0
<b>Liabilities</b>					
Deposits	1,226,527	1,228,263	1,017,448	0	210,815
Advances from the Federal Home Loan Bank	20,000	20,483	0	0	20,483
Securities sold under agreements to repurchase	70,000	72,768	0	0	72,768
Accounts payable and accrued expenses	23,158	23,158	23,158	0	0
Interest rate contracts	597	597	0	597	0
Current income taxes payable	147	147	147	0	0
Advance payments by borrowers for taxes and insurance	2,295	2,295	2,295	0	0
<b>December 31, 2011</b>					
<b>Assets</b>					
Cash and cash equivalents	\$ 131,937	\$ 131,937	\$ 131,937	\$ 0	\$ 0
Investment securities held to maturity	653,871	687,319	0	687,060	259
FHLB stock	12,348	12,348	12,348	0	0
Loans held for sale	3,231	3,352	0	3,352	0
Loans receivable, net	688,095	790,220	0	0	790,220
Accrued interest receivable	4,780	4,780	4,780	0	0
Interest rate contracts	156	156	0	156	0
<b>Liabilities</b>					
Deposits	1,166,116	1,167,855	942,365	0	225,490
Advances from the Federal Home Loan Bank	20,000	20,525	0	0	20,525
Securities sold under agreements to repurchase	108,300	112,306	0	0	112,306
Accounts payable and accrued expenses	22,816	22,816	22,816	0	0
Interest rate contracts	139	139	0	139	0
Current income taxes payable	3,114	3,114	3,114	0	0
Advance payments by borrowers for taxes and insurance	3,264	3,264	3,264	0	0

At September 30, 2012 and December 31, 2011, neither the commitment fees received on commitments to extend credit nor the fair value thereof was material to the consolidated financial statements of the Company.

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The table below presents the balance of assets and liabilities measured at fair value on a recurring basis:

(Dollars in thousands)	Level 1	Level 2	Level 3	Total
<b>September 30, 2012</b>				
Interest rate contracts - assets	\$ 0	\$ 662	\$ 0	\$ 662
Interest rate contracts - liabilities	0	(597)	0	(597)
<b>December 31, 2011</b>				
Interest rate contracts - assets	\$ 0	\$ 156	\$ 0	\$ 156
Interest rate contracts - liabilities	0	(139)	0	(139)

The fair value of interest rate contracts was determined by referring to prices quoted in the secondary market for similar contracts. Gains and losses are included in gain on sale of loans in the consolidated statements of income.

The table below presents the balance of assets measured at fair value on a nonrecurring basis as of September 30, 2012 and December 31, 2011 and the related losses for the nine months ended September 30, 2012 and the year ended December 31, 2011:

(Dollars in thousands)	Level 1	Level 2	Level 3	Total	Total Gains (Losses)
<b>September 30, 2012</b>					
Impaired loans	\$ 0	\$ 211	\$ 5,335	\$ 5,546	\$ (163)
Mortgage servicing assets	0	0	679	679	(209)
Trust preferred securities	0	0	326	326	294
<b>December 31, 2011</b>					
Impaired loans	\$ 0	\$ 885	\$ 2,766	\$ 3,651	\$ (219)
Mortgage servicing assets	0	0	970	970	(34)

The fair value of impaired loans that are considered to be collateral-dependent is determined using the value of collateral less estimated selling costs. The fair value of impaired loans that are not considered to be collateral-dependent is determined using a discounted cash flow analysis. Assumptions used in the analysis include the discount rate and projected cash flows. Gains and losses on impaired loans are included in the provision for loan losses in the consolidated statements of income. Mortgage servicing assets are valued using a cash flow model prepared by an independent third-party appraiser. Assumptions used in the model include mortgage prepayment speeds, discount rates, cost of servicing and ancillary income. Losses on mortgage servicing assets are included in service fees on loan and deposit accounts in the consolidated statements of income. The fair value of trust preferred securities was determined by an independent third-party pricing service using a discounted cash flow model. The assumptions used in the discounted cash flow model are discussed above. Gains and losses on trust preferred securities that are credit related are included in net other-than-temporary impairment losses in the consolidated statements of income. Gains and losses on trust preferred securities that are not credit related are included in other comprehensive income in the consolidated statements of comprehensive income.

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The table below presents the significant unobservable inputs for Level 3 nonrecurring fair value measurements:

(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	Value
<b>September 30, 2012:</b>				
Impaired loans - non-collateral dependent	\$ 5,335	Discounted cash flow	Discount rate (1)	3.73% - 6.94%
Mortgage servicing assets	679	Discounted cash flow	Discount rate	10.00%
			Prepayment speed (PSA)	191.5 - 332.1
			Cost to service	
			(Basis points)	40
Trust preferred securities	326	Discounted cash flow	Discount rate	Three-month LIBOR plus 20%
<b>December 31, 2011:</b>				
Impaired loans - non-collateral dependent	\$ 2,766	Discounted cash flow	Discount rate (1)	3.73% - 6.94%
Mortgage servicing assets	970	Discounted cash flow	Discount rate	10.00%
			Prepayment speed (PSA)	180.1 - 437.9
			Cost to service	
			(Basis points)	40

(1) Represents the yield on contractual cash flows prior to modification in troubled debt restructurings.

**(14) Subsequent Events**

On November 1, 2012, the Board of Directors of Territorial Bancorp Inc. declared a quarterly cash dividend of \$0.12 per share of common stock. The dividend is expected to be paid on November 29, 2012 to stockholders of record as of November 15, 2012.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**Cautionary Statement Regarding Forward-Looking Information**

This Quarterly Report contains forward-looking statements, which can be identified by the use of words such as estimate, project, believe, intend, anticipate, plan, seek, expect, will, may and words of similar meaning. These forward-looking statements include, but are not limited to:

statements of our goals, intentions and expectations;

statements regarding our business plans, prospects, growth and operating strategies;

statements regarding the asset quality of our loan and investment portfolios; and

estimates of our risks and future costs and benefits.

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These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Quarterly Report.

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

general economic conditions, either internationally, nationally or in our market areas, that are worse than expected;

competition among depository and other financial institutions;

inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;

adverse changes in the securities markets;

changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;

our ability to enter new markets successfully and capitalize on growth opportunities;

our ability to successfully integrate acquired entities, if any;

changes in consumer spending, borrowing and savings habits;

changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;

changes in our organization, compensation and benefit plans;

changes in our financial condition or results of operations that reduce capital available to pay dividends; and

changes in the financial condition or future prospects of issuers of securities that we own.

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

**Critical Accounting Policies**

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There are no material changes to the critical accounting policies disclosed in Territorial Bancorp Inc. s Annual Report on Form 10-K for the year ended December 31, 2011.

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**Comparison of Financial Condition at September 30, 2012 and December 31, 2011**

**Assets.** At September 30, 2012, our assets were \$1.563 billion, an increase of \$25.1 million, or 1.6%, from \$1.538 billion at December 31, 2011. The growth in assets was primarily the result of an increase in loans receivable and cash and cash equivalents, which was partially offset by a decrease in investment securities.

**Cash and Cash Equivalents.** Cash and cash equivalents were \$155.3 million at September 30, 2012, an increase of \$23.3 million since December 31, 2011. The growth in cash and cash equivalents resulted primarily from a \$60.4 million increase in deposits, which was partially offset by cash used to pay off \$38.3 million of securities sold under agreements to repurchase.

**Loans.** Total loans, including \$4.0 million of loans held for sale, were \$750.9 million at September 30, 2012, or 48.1% of total assets. During the nine months ended September 30, 2012, the loan portfolio increased by \$59.6 million, or 8.6%. The increase in the loan portfolio occurred as the production of new one- to four-family residential loans exceeded principal repayments and loan sales. The continued high level of loan originations is due primarily to the current interest rate environment.

**Securities.** At September 30, 2012, our securities portfolio totaled \$595.6 million, or 38.1% of total assets. At September 30, 2012, all of such securities were classified as held-to-maturity and none of the underlying collateral consisted of subprime or Alt-A (traditionally defined as nonconforming loans having less than full documentation) loans. During the nine months ended September 30, 2012, our securities portfolio decreased by \$58.3 million, or 8.9%, as repayments and sales exceeded purchases.

At September 30, 2012, we owned trust preferred securities with a carrying value of \$326,000. This portfolio consists of two securities, which represent investments in a pool of debt obligations issued by Federal Deposit Insurance Corporation-insured financial institutions, insurance companies and real estate investment trusts.

The trust preferred securities market is considered to be inactive as only six transactions have occurred over the past 21 months in similar tranches to the securities owned by the Company. The Company used a discounted cash flow model to determine whether these securities are other-than-temporarily impaired. The assumptions used in preparing the discounted cash flow model include the following: estimated discount rates, estimated deferral and default rates on collateral, and estimated cash flows. The Company used a discount rate equal to three-month LIBOR plus 20.00% and determined fair value to be \$9.20 per \$100 of par value.

Based on the Company's review, the Company's investment in trust preferred securities did not incur additional impairment during the quarter ending September 30, 2012, as the present value of cash flows exceeded the amortized cost basis of \$1.1 million.

At September 30, 2012, these trust preferred securities are rated C by Fitch.

It is reasonably possible that the fair values of the trust preferred securities could decline in the near term if the overall economy and the financial condition of some of the issuers continue to deteriorate and the liquidity of these securities remains low. As a result, there is a risk that the Company's amortized cost basis of \$1.1 million on its trust preferred securities could become other-than-temporarily impaired in the near term. The impairment could be material to the Company's consolidated statements of income.

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**Deposits.** Deposits were \$1.227 billion at September 30, 2012, an increase of \$60.4 million, or 5.2%, since December 31, 2011. The increase in deposits was caused by our continuing to promote higher-than-market rates for our savings accounts.

**Borrowings.** Our borrowings consist primarily of advances from the Federal Home Loan Bank of Seattle and funds borrowed under securities sold under agreements to repurchase. During the nine months ended September 30, 2012, our borrowings decreased by \$38.3 million, or 29.9%, to \$90.0 million, due to the pay off of securities sold under agreements to repurchase. We have not required any other borrowings to fund our operations. Instead, we have primarily funded our operations with the net proceeds from our stock offering, additional deposits, proceeds from loan sales and principal repayments on loans and mortgage-backed securities.

**Average Balances and Yields**

The following tables set forth average balance sheets, average yields and rates, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of net deferred costs, discounts and premiums that are amortized or accreted to interest income.

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	For the Three Months Ended September 30,					
	2012			2011		
	Average Outstanding Balance	Interest	Yield/ Rate (1) (Dollars in thousands)	Average Outstanding Balance	Interest	Yield/ Rate (1)
<b>Interest-earning assets:</b>						
Loans:						
Real estate loans:						
First mortgage:						
One- to four-family residential (2)	\$ 703,000	\$ 8,629	4.91%	\$ 618,576	\$ 8,127	5.26%
Multi-family residential	6,826	104	6.09	6,082	97	6.38
Construction, commercial and other	11,652	158	5.42	14,512	217	5.98
Home equity loans and lines of credit	15,207	222	5.84	18,052	272	6.03
Other loans	4,791	74	6.18	5,244	85	6.48
Total loans	741,476	9,187	4.96	662,466	8,798	5.31
Investment securities:						
U.S. government sponsored mortgage-backed securities (2)	612,325	5,551	3.63	648,645	6,907	4.26
Trust preferred securities	35	0	0.00	32	0	0.00
Total securities	612,360	5,551	3.63	648,677	6,907	4.26
Other	160,494	88	0.22	154,679	85	0.22
Total interest-earning assets	1,514,330	14,826	3.92	1,465,822	15,790	4.31
Non-interest-earning assets	48,105			51,035		
Total assets	\$ 1,562,435			\$ 1,516,857		
<b>Interest-bearing liabilities:</b>						
Savings accounts	\$ 861,845	\$ 1,108	0.51%	\$ 776,218	\$ 1,178	0.61%
Certificates of deposit	212,099	375	0.71	222,619	510	0.92
Money market accounts	532	0	0.00	510	1	0.78
Checking and Super NOW accounts	115,715	9	0.03	106,229	11	0.04
Total interest-bearing deposits	1,190,191	1,492	0.50	1,105,576	1,700	0.62
Federal Home Loan Bank advances	19,998	105	2.10	20,001	105	2.10
Securities sold under agreements to repurchase	82,099	629	3.06	119,927	1,067	3.56
Total interest-bearing liabilities	1,292,288	2,226	0.69	1,245,504	2,872	0.92
Non-interest-bearing liabilities	51,540			48,860		
Total liabilities	1,343,828			1,294,364		
Stockholders' equity	218,607			222,494		
Total liabilities and stockholders' equity	\$ 1,562,435			\$ 1,516,858		
Net interest income		\$ 12,600			\$ 12,918	
Net interest rate spread (3)			3.23%			3.39%
Net interest-earning assets (4)	\$ 222,042			\$ 220,318		
Net interest margin (5)			3.33%			3.53%
Interest-earning assets to interest-bearing liabilities	117.18%			117.69%		

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- (1) Annualized
- (2) Average balance includes loans or investments available for sale.
- (3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
- (4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
- (5) Net interest margin represents net interest income divided by average total interest-earning assets.

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	For the Nine Months Ended September 30,					
	2012			2011		
	Average Outstanding Balance	Interest	Yield/ Rate (1) (Dollars in thousands)	Average Outstanding Balance	Interest	Yield/ Rate (1)
<b>Interest-earning assets:</b>						
Loans:						
Real estate loans:						
First mortgage:						
One- to four-family residential (2)	\$ 682,826	\$ 25,575	4.99%	\$ 614,515	\$ 24,400	5.29%
Multi-family residential	6,755	311	6.14	6,090	293	6.41
Construction, commercial and other	11,870	500	5.62	14,246	644	6.03
Home equity loans and lines of credit	16,062	707	5.87	18,636	850	6.08
Other loans	5,056	233	6.14	5,374	257	6.38
Total loans	722,569	27,326	5.04	658,861	26,444	5.35
Investment securities:						
U.S. government sponsored mortgage-backed securities (2)	632,208	18,360	3.87	627,718	20,167	4.28
Trust preferred securities	33	0	0.00	32	0	0.00
Total securities	632,241	18,360	3.87	627,750	20,167	4.28
Other	158,197	259	0.22	157,126	258	0.22
Total interest-earning assets	1,513,007	45,945	4.05	1,443,737	46,869	4.33
Non-interest-earning assets	51,758			50,322		
Total assets	\$ 1,564,765			\$ 1,494,059		
<b>Interest-bearing liabilities:</b>						
Savings accounts	\$ 842,717	\$ 3,354	0.53%	\$ 763,819	\$ 3,540	0.62%
Certificates of deposit	217,268	1,262	0.77	214,755	1,528	0.95
Money market accounts	520	1	0.26	587	2	0.45
Checking and Super NOW accounts	113,634	27	0.03	106,711	39	0.05
Total interest-bearing deposits	1,174,139	4,644	0.53	1,085,872	5,109	0.63
Federal Home Loan Bank advances	20,000	313	2.09	18,901	295	2.08
Securities sold under agreements to repurchase	96,550	2,364	3.26	115,075	3,153	3.65
Total interest-bearing liabilities	1,290,689	7,321	0.76	1,219,848	8,557	0.94
Non-interest-bearing liabilities	56,029			47,837		
Total liabilities	1,346,718			1,267,685		
Stockholders' equity	218,047			226,374		
Total liabilities and stockholders' equity	\$ 1,564,765			\$ 1,494,059		
Net interest income		\$ 38,624			\$ 38,312	
Net interest rate spread (3)			3.29%			3.39%
Net interest-earning assets (4)	\$ 222,318			\$ 223,889		
Net interest margin (5)			3.40%			3.54%
Interest-earning assets to interest-bearing liabilities	117.22%			118.35%		

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- (1) Annualized
- (2) Average balance includes loans or investments available for sale.
- (3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
- (4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
- (5) Net interest margin represents net interest income divided by average total interest-earning assets.

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**Table of Contents****Comparison of Operating Results for the Three Months Ended September 30, 2012 and 2011**

**General.** Net income increased by \$661,000, or 22.1%, to \$3.6 million for the three months ended September 30, 2012 from \$3.0 million for the three months ended September 30, 2011. The increase in net income was caused by a \$646,000 decrease in interest expense, a \$754,000 increase in noninterest income and a \$624,000 decrease in noninterest expense. This was partially offset by a \$964,000 decrease in interest and dividend income, a \$206,000 increase in provision for loan losses and a \$193,000 increase in income taxes.

**Net Interest Income.** Net interest income decreased by \$318,000, or 2.5%, to \$12.6 million for the three months ended September 30, 2012 compared to \$12.9 million for the three months ended September 30, 2011. Interest and dividend income decreased by \$964,000, or 6.1%, due primarily to a 39 basis point decrease in the average yield on interest-earning assets that was partially offset by a \$48.5 million increase in the average balance. Interest expense decreased by \$646,000, or 22.5%, due to a 23 basis point decrease in the average cost of interest-bearing liabilities that was partially offset by a \$46.8 million increase in the average balance of interest-bearing liabilities. The interest rate spread and net interest margin were 3.23% and 3.33%, respectively, for the three months ended September 30, 2012, compared to 3.39% and 3.53%, respectively, for the three months ended September 30, 2011.

**Interest and Dividend Income.** Interest and dividend income decreased by \$964,000, or 6.1%, to \$14.8 million for the three months ended September 30, 2012 from \$15.8 million for the three months ended September 30, 2011. Interest income on investment securities decreased by \$1.4 million, or 19.6%, to \$5.6 million for the three months ended September 30, 2012 from \$6.9 million for the three months ended September 30, 2011. The decrease in interest income on securities occurred primarily because of a \$36.3 million decrease in the average securities balance and a 63 basis point decrease in the average securities yield. The decline in the average yield on investments occurred as repayments on higher yielding mortgage-backed securities were reinvested at lower yields. Interest income on loans increased by \$389,000, or 4.4%, to \$9.2 million for the three months ended September 30, 2012 from \$8.8 million for the three months ended September 30, 2011. The increase in interest income on loans occurred because the average balance of loans grew by \$79.0 million, or 11.9%, as new loan originations exceeded loan repayments and loan sales. This increase in interest income was partially offset by a 35 basis point decline in the average loan yield to 4.96% for the three months ended September 30, 2012 compared to 5.31% for the three months ended September 30, 2011. The decline in the average yield on loans occurred because of an increase in repayments on higher-yielding loans and additions of new loans with lower yields to the loan portfolio.

**Interest Expense.** Interest expense decreased by \$646,000, or 22.5%, to \$2.2 million for the three months ended September 30, 2012 compared to \$2.9 million for the three months ended September 30, 2011. Interest expense on securities sold under agreements to repurchase decreased by \$438,000, or 41.0%, during the three months ended September 30, 2012. This decrease was caused by a \$37.8 million, or 31.5%, decrease in the average outstanding balance and a 50 basis point decrease in the average interest rate to 3.06% for the three months ended September 30, 2012 compared to 3.56% for the three months ended September 30, 2011. The decrease in the average outstanding balance was primarily due to the maturity of \$10.3 million and the prepayment of \$10.0 million of borrowings during the three months ended September 30, 2012. Interest expense on deposits decreased by \$208,000, or 12.2%, to \$1.5 million for the three months ended September 30, 2012 from \$1.7 million for the three months ended September 30, 2011. During the three months ended September 30, 2012, interest expense on certificates of deposit and savings accounts declined by \$135,000 and \$70,000, respectively, due to a decrease in the average interest rates of 21 and 10 basis points, respectively. We lowered the rates we

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pay on certificates of deposit and savings accounts due to declining market interest rates and increased liquidity from principal repayments on loans and mortgage-backed securities. However, the interest rates on our savings accounts are still higher than market interest rates. The decrease in the average interest rate on deposits was partially offset by an \$84.6 million, or 7.7%, increase in the average balance of deposit accounts.

**Provision for Loan Losses.** We recorded a provision for loan losses of \$167,000 for the three months ended September 30, 2012 and a \$39,000 reversal of loan loss provisions for the three months ended September 30, 2011. The provision for loan losses for the three months ended September 30, 2012 included \$119,000 of losses on troubled debt restructurings and a \$38,000 increase to the general loss allowance and resulted in a ratio of allowance for loan losses to total loans of 0.20% at September 30, 2012. The reversal of loan loss provisions for the three months ended September 30, 2011 was primarily due to a \$1.2 million decrease in the construction, commercial and other loan portfolio and resulted in a ratio of the allowance for loan losses to total loans of 0.23% at September 30, 2011. Nonaccrual loans totaled \$4.6 million at September 30, 2012, or 0.62% of total loans at that date, compared to \$2.4 million of nonaccrual loans at September 30, 2011, or 0.36% of total loans at that date. Nonaccrual loans as of September 30, 2012 and 2011 consisted primarily of one- to four-family residential real estate loans. The increase in nonaccrual loans primarily occurred when, in consultation with the Office of the Comptroller of the Currency, Territorial Savings Bank's primary regulator, we classified 11 loans that had been modified to provide interest-only payments, totaling \$2.7 million, as nonaccrual. To the best of our knowledge, we have provided for all losses that are both probable and reasonable to estimate at September 30, 2012 and 2011. For additional information see footnote (6) Loans Receivable and Allowance for Loan Losses in our Notes to Consolidated Financial Statements.

**Noninterest Income.** The following table summarizes changes in noninterest income between the three months ended September 30, 2012 and 2011.

	Three Months Ended		Change	
	September 30, 2012	September 30, 2011	\$ Change	% Change
	(In thousands)			
Service fees on loan and deposit accounts	\$ 444	\$ 534	\$ (90)	(16.9)%
Income on bank-owned life insurance	239	245	(6)	(2.4)%
Gain on sale of investment securities	429	74	355	479.7%
Gain on sale of loans	669	138	531	384.8%
Other	141	177	(36)	(20.3)%
Total	\$ 1,922	\$ 1,168	\$ 754	64.6%

Noninterest income rose by \$754,000 for the three months ended September 30, 2012 compared to the three months ended September 30, 2011. During the three months ended September 30, 2012 and 2011, we sold \$28.9 million and \$9.2 million, respectively, of mortgage loans held for sale and recognized gains of \$669,000 and \$138,000, respectively. During the three months ended September 30, 2012, we also sold \$5.0 million of held-to-maturity investment securities and recognized a gain of \$429,000. The sale of these securities, for which the Company had already received a substantial portion of the outstanding principal (at least 85%), is in accordance with the Investment topic of the FASB ASC and will not affect the historical cost basis used to account for the remaining securities in the held-to-maturity portfolio. During the three months ended September 30, 2011, we sold \$16.4 million of investment securities and recognized a gain of \$74,000.

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**Noninterest Expense.** The following table summarizes changes in noninterest expense between the three months ended September 30, 2012 and 2011.

	Three Months Ended		Change	
	September 30, 2012	September 30, 2011	\$ Change	% Change
	(In thousands)			
Salaries and employee benefits	\$ 5,202	\$ 6,017	\$ (815)	(13.5)%
Occupancy	1,316	1,267	49	3.9%
Equipment	800	792	8	1.0%
Federal deposit insurance premiums	192	191	1	0.5%
Loss on extinguishment of debt	123	0	123	n/a
Other general and administrative expenses	964	954	10	1.0%
<b>Total</b>	<b>\$ 8,597</b>	<b>\$ 9,221</b>	<b>\$ (624)</b>	<b>(6.8)%</b>

Noninterest expense declined by \$624,000 for the three months ended September 30, 2012 compared to the three months ended September 30, 2011. Salaries and employee benefits decreased by \$815,000 during the three months ended September 30, 2012 primarily because the Company recognized \$696,000 of stock benefit plan expenses when a director passed away during the three months ended September 30, 2011. In addition, the Company recognized a \$326,000 increase in the credit to compensation expense for the cost of originating new mortgage loans because of an increase in new loan originations. The Receivables topic of the FASB ASC allows financial institutions to take a credit against compensation expense for the direct cost of originating loans. During the three months ended September 30, 2012, the Company prepaid \$10.0 million of securities sold under agreements to repurchase, which had a weighted-average interest rate of 2.78%, and incurred \$123,000 of prepayment penalties, which is reported as loss on extinguishment of debt. The prepayment of this borrowing will reduce interest expense in future periods on securities sold under agreements to repurchase.

**Income Tax Expense.** Income taxes were \$2.1 million for the three months ended September 30, 2012, reflecting an effective tax rate of 36.7% compared to \$1.9 million for the three months ended September 30, 2011, reflecting an effective tax rate of 39.1%. The decrease in the effective tax rate for the three months ended September 30, 2012 can be primarily attributed to an increase in permanent tax benefits related to our share-based compensation plans.

**Comparison of Operating Results for the Nine Months Ended September 30, 2012 and 2011**

**General.** Net income increased by \$1.7 million, or 17.7%, to \$11.0 million for the nine months ended September 30, 2012 from \$9.4 million for the nine months ended September 30, 2011. The increase in net income was caused by a \$1.3 million increase in noninterest income, a \$1.2 million decrease in interest expense, and a \$542,000 decrease in non-interest expense. This was partially offset by a \$924,000 decrease in interest and dividend income, a \$357,000 increase in income taxes and an \$89,000 increase in provision for loan losses.

**Net Interest Income.** Net interest income increased by \$312,000, or 0.8%, to \$38.6 million for the nine months ended September 30, 2012 compared to \$38.3 million for the nine months ended September 30, 2011. Interest and dividend income decreased by \$924,000, or 2.0%, due primarily to a 28 basis point decrease in the average yield on interest-earning assets that was partially offset by a \$69.3 million increase in the average balance. Interest expense decreased by \$1.2 million, or 14.4%, due to an 18 basis point decrease in the average cost of interest-bearing liabilities that was partially offset by a \$70.8 million increase in the average balance. The interest rate spread and net interest margin were 3.29% and 3.40%, respectively, for the nine months ended September 30, 2012, compared to 3.39% and 3.54%, respectively, for the nine months ended September 30, 2011.

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**Interest and Dividend Income.** Interest and dividend income decreased by \$924,000, or 2.0%, to \$45.9 million for the nine months ended September 30, 2012 from \$46.9 million for the nine months ended September 30, 2011. Interest income on investment securities decreased by \$1.8 million, or 9.0%, to \$18.4 million for the nine months ended September 30, 2012 from \$20.2 million for the nine months ended September 30, 2011. The decrease in interest income on securities occurred primarily because of a 41 basis point decrease in the average securities yield that was partially offset by a \$4.5 million increase in the average securities balance. The decline in the average yield on investments occurred because of an increase in repayments on higher yielding mortgage-backed securities that were reinvested at lower yields. Interest income on loans increased by \$882,000, or 3.3%, to \$27.3 million for the nine months ended September 30, 2012 from \$26.4 million for the nine months ended September 30, 2011. The increase in interest income on loans occurred because the average balance of loans grew by \$63.7 million, or 9.7%, as new loan originations exceeded loan repayments and loan sales. This increase in interest income was partially offset by a 31 basis point decline in the average loan yield to 5.04% for the nine months ended September 30, 2012 compared to 5.35% for the nine months ended September 30, 2011. The decline in the average yield on loans occurred because of an increase in repayments on higher-yielding loans and additions of new loans with lower yields to the loan portfolio.

**Interest Expense.** Interest expense decreased by \$1.2 million, or 14.4%, to \$7.3 million for the nine months ended September 30, 2012 compared to \$8.6 million for the nine months ended September 30, 2011. Interest expense on securities sold under agreements to repurchase decreased by \$789,000, or 25.0%, to \$2.4 million for the nine months ended September 30, 2012 compared to \$3.2 million for the nine months ended September 30, 2011. The decrease in interest expense on securities sold under agreements to repurchase was caused by an \$18.5 million, or 16.1%, decrease in the average outstanding balance and a 39 basis point decrease in the average interest rate. The decrease in the average outstanding balance of securities sold under agreements to repurchase occurred because of the repayment of \$25.2 million of maturing borrowings and prepayment of \$25.0 million of borrowings during the past 12 months. Interest expense on deposits decreased by \$465,000, or 9.1%, to \$4.6 million for the nine months ended September 30, 2012 from \$5.1 million for the nine months ended September 30, 2011. During the nine months ended September 30, 2012, interest expense on certificates of deposit and savings accounts declined by \$266,000 and \$186,000, respectively, primarily due to decreases of 18 and nine basis points, respectively, in the average interest rates. We lowered the rates we pay on certificates of deposit and savings accounts due to declining market interest rates and increased liquidity from principal repayments on loans and mortgage-backed securities. However, the interest rates on our savings accounts are still higher than market interest rates. The decrease in the average interest rate on deposits was partially offset by an \$88.3 million, or 8.1%, increase in the average balance of deposit accounts.

**Provision for Loan Losses.** For the nine months ended September 30, 2012 and 2011, we recorded provisions for loan losses of \$172,000 and \$83,000, respectively, and the provisions for loan losses reflected net charge-offs of \$218,000 and \$19,000, respectively. At September 30, 2012 and 2011, the provisions recorded resulted in ratios of the allowance for loan losses to total loans of 0.20% and 0.23%, respectively. Nonaccrual loans totaled \$4.6 million at September 30, 2012, or 0.62% of total loans at that date, compared to \$2.4 million of nonaccrual loans at September 30, 2011, or 0.36% of total loans at that date. Nonaccrual loans as of September 30, 2012 and 2011 consisted primarily of one- to four-family residential real estate loans. The increase in nonaccrual loans primarily occurred when, in consultation with the Office of the Comptroller of the Currency, Territorial Savings Bank's primary regulator, we classified 11 loans that had been modified to

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provide interest-only payments, totaling \$2.7 million, as nonaccrual. To the best of our knowledge, we have provided for all losses that are both probable and reasonable to estimate at September 30, 2012 and 2011. For additional information see footnote (6) Loans Receivable and Allowance for Loan Losses in our Notes to Consolidated Financial Statements.

**Noninterest Income.** The following table summarizes changes in noninterest income between the nine months ended September 30, 2012 and 2011.

	Nine Months Ended September 30,		Change	
	2012	2011	\$ Change	% Change
	(In thousands)			
Service fees on loan and deposit accounts	\$ 1,474	\$ 1,690	\$ (216)	(12.8)%
Income on bank-owned life insurance	706	725	(19)	(2.6)%
Gain on sale of investment securities	729	140	589	420.7%
Gain on sale of loans	1,516	374	1,142	305.3%
Other	346	588	(242)	(41.2)%
Total	\$ 4,771	\$ 3,517	\$ 1,254	35.7%

Noninterest income rose by \$1.3 million for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011. During the nine months ended September 30, 2012 and 2011, we sold \$75.1 million and \$35.3 million, respectively, of mortgage loans held for sale and recognized gains of \$1.5 million and \$374,000, respectively. During the nine months ended September 30, 2012, we also sold \$9.3 million of held-to-maturity investment securities and recognized a gain of \$729,000. The sale of these securities, for which the Company had already received a substantial portion of the outstanding principal (at least 85%), is in accordance with the Investment topic of the FASB ASC and will not affect the historical cost basis used to account for the remaining securities in the held-to-maturity portfolio. During the nine months ended September 30, 2011, we sold \$36.2 million of available-for-sale investment securities and recognized a gain of \$140,000.

**Noninterest Expense.** The following table summarizes changes in noninterest expense between the nine months ended September 30, 2012 and 2011.

	Nine Months Ended September 30,		Change	
	2012	2011	\$ Change	% Change
	(In thousands)			
Salaries and employee benefits	\$ 15,416	\$ 16,630	\$ (1,214)	(7.3)%
Occupancy	3,930	3,714	216	5.8%
Equipment	2,423	2,366	57	2.4%
Federal deposit insurance premiums	574	678	(104)	(15.3)%
Loss on extinguishment of debt	321	0	321	n/a
Other general and administrative expenses	3,069	2,887	182	6.3%
Total	\$ 25,733	\$ 26,275	\$ (542)	(2.1)%

Noninterest expense decreased by \$542,000 for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011. Salaries and employee benefits decreased by \$1.2 million during the nine months ended September 30, 2012 primarily because during the nine months ended September 30, 2011, the Company recognized \$696,000 of stock benefit plan expenses when a director passed away. In addition, the Company recognized a \$700,000 increase in the credit to compensation expense for the cost of originating new mortgage loans because of an increase in new loan originations. The Receivables topic of the FASB ASC allows financial institutions to take a credit



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against compensation expense for the direct cost of originating loans. During the nine months ended September 30, 2012, the Company prepaid \$25.0 million of securities sold under agreements to repurchase, which had a weighted-average interest rate of 4.07%, and incurred \$321,000 of prepayment penalties, which is reported as loss on extinguishment of debt. The prepayment of this borrowing will reduce interest expense in future periods on securities sold under agreements to repurchase. Occupancy expense increased by \$216,000 during the nine months ended September 30, 2012 due to higher repair and maintenance costs, rent, utilities and depreciation expenses. Other general and administrative expenses increased by \$182,000 during the nine months ended September 30, 2012 due to higher professional fees, audit fees, and real estate owned expense.

**Income Tax Expense.** Income taxes were \$6.5 million for the nine months ended September 30, 2012, reflecting an effective tax rate of 36.9% compared to \$6.1 million for the nine months ended September 30, 2011, reflecting an effective tax rate of 39.4%. The decrease in the effective tax rate for the nine months ended September 30, 2012 can be primarily attributed to an increase in permanent tax benefits related to our share-based compensation plans.

## **Liquidity and Capital Resources**

Liquidity is the ability to meet current and future financial obligations. Our primary sources of funds consist of deposit inflows, cash balances at the Federal Reserve Bank, loan repayments, advances from the Federal Home Loan Bank of Seattle, securities sold under agreements to repurchase, proceeds from loan and security sales and maturities and principal repayments on held-to-maturity and available-for-sale securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. We have established an Asset/Liability Management Committee, consisting of our President and Chief Executive Officer, our Vice Chairman and Co-Chief Operating Officer, our Senior Vice President and Treasurer and our Vice President and Controller, which is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of September 30, 2012.

We regularly monitor and adjust our investments in liquid assets based upon our assessment of:

- (i) expected loan demand;
- (ii) expected deposit flows and borrowing maturities;
- (iii) yields available on interest-earning deposits and securities; and
- (iv) the objectives of our asset/liability management program.

Excess liquid assets are invested generally in interest-earning deposits and mortgage-backed securities. Excess liquid assets may also be used to pay off short-term borrowings.

Our most liquid asset is cash and cash equivalents. The amount of this asset is dependent on our operating, financing, lending and investing activities during any given period. At September 30, 2012, cash and cash equivalents totaled \$155.3 million. On that date, we had \$70.0 million in securities sold under agreements to repurchase outstanding and \$20.0 million of Federal Home Loan Bank advances outstanding, with the ability to borrow an additional \$371.5 million under Federal Home Loan Bank advances.

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Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows included in our Consolidated Financial Statements.

At September 30, 2012, we had \$51.6 million in loan commitments outstanding, most of which were for fixed-rate loans. In addition to commitments to originate loans, we had \$21.5 million in unused lines of credit to borrowers as of September 30, 2012. Certificates of deposit due within one year at September 30, 2012 totaled \$166.5 million, or 13.6% of total deposits. If these deposits do not remain with us, we may be required to seek other sources of funds, including loan sales, brokered deposits, securities sold under agreements to repurchase and Federal Home Loan Bank advances. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before September 30, 2013. We believe, however, based on past experience that a significant portion of such deposits will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are originating loans and purchasing mortgage-backed securities. During the three months ended September 30, 2012 and 2011, we originated \$96.3 million and \$41.1 million of loans, respectively, and purchased \$45.2 million and \$45.4 million of securities, respectively. During the nine months ended September 30, 2012 and 2011, we originated \$263.8 million and \$146.3 million of loans, respectively, and purchased \$112.6 million and \$211.3 million of securities, respectively.

Financing activities consist primarily of activity in deposit accounts, Federal Home Loan Bank advances and securities sold under agreements to repurchase. Total deposits were \$1.227 billion and \$1.166 billion at September 30 2012 and December 31, 2011, respectively. We experienced net increases in deposits of \$60.4 million and \$62.8 million for the nine months ended September 30, 2012 and 2011, respectively. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the Federal Home Loan Bank of Seattle, which provide an additional source of funds. Federal Home Loan Bank advances totaled \$20.0 million at September 30, 2012 and 2011. We have the ability to borrow up to an additional \$371.5 million and \$352.6 million from the Federal Home Loan Bank of Seattle as of September 30, 2012 and 2011, respectively. We also utilize securities sold under agreements to repurchase as another borrowing source. Securities sold under agreements to repurchase totaled \$70.0 million and \$120.2 million at September 30, 2012 and 2011, respectively. Securities sold under agreements to repurchase decreased by \$38.3 million for the nine months ended September 30, 2012, compared to an increase of \$15.0 million for the nine months ended September 30, 2011.

Territorial Savings Bank is subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At September 30, 2012, Territorial Savings Bank exceeded all regulatory capital requirements. Territorial Savings Bank is considered well capitalized under regulatory guidelines. The tables below present the capital required as a percentage of total and risk-weighted assets and the percentage and the total amount of capital maintained at September 30, 2012 and December 31, 2011.

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As of September 30, 2012

(Dollars in thousands)

	Required	Territorial Savings Bank	
Tier 1 Capital	4%	\$ 210,874	13.47%
Total Risk-Based Capital	8%	\$ 212,393	37.99%
Tier 1 Risk-Based Capital	4%	\$ 210,874	37.72%

As of December 31, 2011

(Dollars in thousands)

	Required	Territorial Savings Bank	
Tier 1 Capital	4%	\$ 201,060	13.07%
Total Risk-Based Capital	8%	\$ 202,601	38.76%
Tier 1 Risk-Based Capital	4%	\$ 201,060	38.47%

**Off-Balance Sheet Arrangements and Aggregate Contractual Obligations**

**Commitments.** As a financial services provider, we routinely are a party to various financial instruments with off-balance sheet risks, such as commitments to extend credit and unused lines of credit. While these contractual obligations represent our potential future cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. Such commitments are subject to the same credit policies and approval process accorded to loans we make. In addition, we enter into commitments to sell mortgage loans.

**Contractual Obligations.** In the ordinary course of our operations, we enter into certain contractual obligations. Such obligations include operating leases for premises and equipment, agreements with respect to borrowed funds and deposit liabilities and agreements with respect to investments. Except for paying off \$38.3 million of securities sold under agreements to repurchase and a decrease of \$14.7 million in certificates of deposit between December 31, 2011 and September 30, 2012, there have not been any material changes in contractual obligations and funding needs since December 31, 2011.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**General.** Our most significant form of market risk is interest rate risk because, as a financial institution, the majority of our assets and liabilities are sensitive to changes in interest rates. Therefore, a principal part of our operations is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Our Board of Directors has established an Asset/Liability Management Committee, which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate, given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors.

Because we have historically operated as a traditional thrift institution, the significant majority of our assets consist of long-term, fixed-rate residential mortgage loans and mortgage-backed securities, which we have funded primarily with checking and savings accounts and short-term borrowings. In addition, there is little demand for adjustable-rate mortgage loans in the Hawaii market area. This has resulted in our being particularly vulnerable to increases in interest rates, as our interest-bearing liabilities mature or reprice more quickly than our interest-earning assets.

Our policies do not permit hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage-backed securities.

**Economic Value of Equity.** Economic value of equity (EVE) represents an estimate of the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. We estimate EVE by comparing the present value of our cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. This analysis assesses the risk of loss in market-risk-sensitive instruments in the event of an instantaneous and sustained 100 to 400 basis point increase or a 100 basis point decrease in market interest rates with no effect given to any steps that we might take to counter the effect of that interest rate movement. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 3% to 4% would mean, for example, a 100 basis point increase in the Change in Interest Rates column below. Given the current relatively low level of market interest rates, an EVE calculation for an interest rate decrease of greater than 100 basis points has not been prepared.

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The following table presents our internal calculations of the estimated changes in our EVE as of June 30, 2012 that would result from the designated instantaneous changes in the interest rate yield curve.

Change in Interest Rates (bp) (1)	Estimated EVE (2)	Estimated Increase (Decrease) in EVE (Dollars in thousands)	Percentage Change in EVE	EVE Ratio as a Percent of Present Value of Assets (3)(4)	Increase (Decrease) in EVE Ratio as a Percent of Present Value of Assets (3)(4)
+400	\$ 199,297	\$ (15,860)	(7.37)%	12.83%	(0.79)%
+300	\$ 219,445	\$ 4,288	1.99%	13.93%	0.31%
+200	\$ 233,171	\$ 18,014	8.37%	14.64%	1.02%
+100	\$ 221,736	\$ 6,579	3.06%	14.00%	0.38%
0	\$ 215,157	\$ 0	0.00%	13.62%	0.00%
(100)	\$ 196,754	\$ (18,403)	(8.55)%	12.59%	(1.03)%

- (1) Assumes an instantaneous uniform change in interest rates at all maturities.
- (2) EVE is the difference between the present value of an institution's assets and liabilities.
- (3) Present value of assets represents the discounted present value of incoming cash flows on assets.
- (4) EVE Ratio represents EVE divided by the present value of assets.

Interest rates on mortgage-backed securities declined by approximately 82 basis points between June 30, 2012 and September 30, 2012. The decrease in interest rates has likely increased our EVE. However, we do not believe that the increase in EVE is material.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk through changes in EVE. Modeling changes in EVE requires making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the EVE tables presented assume that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assume that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the EVE tables provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our EVE and net interest income and will differ from actual results.

**ITEM 4. CONTROLS AND PROCEDURES**

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chairman of the Board, President and Chief Executive Officer and the Senior Vice President and Treasurer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2012. Based on that evaluation, the Company's management, including the Chairman of the Board, President and Chief Executive Officer and the Senior Vice President and Treasurer, concluded that the Company's disclosure controls and procedures were effective.

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During the quarter ended September 30, 2012, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II**

**ITEM 1. LEGAL PROCEEDINGS**

The Company and its subsidiaries are subject to various legal actions that are considered ordinary, routine litigation incidental to the business of the Company, and no claim for money damages exceeds ten percent of the Company's consolidated assets. In the opinion of management, based on currently available information, the resolution of these legal actions is not expected to have a material adverse effect on the Company's results of operations.

**ITEM 1A. RISK FACTORS**

There have been no material changes from Risk Factors as previously disclosed in our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the period ended December 31, 2011.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

(a) Not applicable.

(b) Not applicable.

(c) Stock Repurchases. There were no repurchases of common shares during the quarter ended September 30, 2012. On December 9, 2011, our Board of Directors authorized the repurchase of up to 552,000 shares of our common stock. In accordance with this authorization, we had repurchased 273,461 shares of our common stock as of September 30, 2012. The maximum number of shares that may yet be purchased in the repurchase plan is 278,539. This repurchase authorization originally expired on August 15, 2012, but on August 13, 2012, it was extended to February 15, 2013. We have entered into a 10b5-1 plan with respect to our stock repurchase plan.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

The exhibits required by Item 601 of Regulation S-K are included with this Form 10-Q and are listed on the Index to Exhibits immediately following the Signatures.

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**SIGNATURES**

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

**TERRITORIAL BANCORP INC.**  
(Registrant)

Date: November 8, 2012

/s/ Allan S. Kitagawa  
Allan S. Kitagawa  
Chairman of the Board, President and Chief Executive Officer

Date: November 8, 2012

/s/ Melvin M. Miyamoto  
Melvin M. Miyamoto  
Senior Vice President and Treasurer

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INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Certification of Allan S. Kitagawa, Chairman of the Board, President and Chief Executive Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
31.2	Certification of Melvin M. Miyamoto, Senior Vice President and Treasurer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
32	Certification of Allan S. Kitagawa, Chairman of the Board, President and Chief Executive Officer, and Melvin M. Miyamoto, Senior Vice President and Treasurer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial statements from Territorial Bancorp Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, filed on November 8, 2012, formatted in XBRL: (i) Consolidated Statements of Income, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Stockholders Equity and Comprehensive Income, (v) Consolidated Statements of Comprehensive Income and (vi) the Notes to Consolidated Financial Statements.
101.INS	Interactive datafile                      XBRL Instance Document
101.SCH	Interactive datafile                      XBRL Taxonomy Extension Schema Document
101.CAL	Interactive datafile                      XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Interactive datafile                      XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Interactive datafile                      XBRL Taxonomy Extension Label Linkbase
101.PRE	Interactive datafile                      XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Proxy Statement for the 2012 Annual Meeting of Stockholders (file no. 1-34403) filed April 16, 2012.

">

**Crump Group, Inc.**

Term Loan, 6.71%, Maturing August 4, 2014

427,138

**Getty Images, Inc.**

1,325,000

Term Loan, 7.25%, Maturing July 2, 2015

1,283,041

**Hub International Holdings, Inc.**

81,601

Term Loan, 6.26%, Maturing June 13, 2014

71,197

363,051

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Term Loan, 6.26%, Maturing June 13, 2014

316,762

**U.S.I. Holdings Corp.**

938,125

Term Loan, 6.52%, Maturing May 4, 2014

795,061

\$

**6,690,405**

**Leisure Goods/Activities/Movies 9.9%**

**24 Hour Fitness Worldwide, Inc.**

877,500

Term Loan, 5.68%, Maturing June 8, 2012

\$

772,200

**AMC Entertainment, Inc.**

972,500

Term Loan, 5.18%, Maturing January 26, 2013

853,716

**AMF Bowling Worldwide, Inc.**

500,000

Term Loan - Second Lien, 9.07%, Maturing December 8, 2013

387,500

**Bombardier Recreational Products**

979,747

Term Loan, 5.29%, Maturing June 28, 2013

839,317

**Carmike Cinemas, Inc.**

394,978

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Term Loan, 6.47%, Maturing May 19, 2012

356,961

**Cedar Fair, L.P.**

2,349,684

Term Loan, 5.70%, Maturing August 30, 2012

2,048,142

**Cinemark, Inc.**

1,960,000

Term Loan, 4.62%, Maturing October 5, 2013

1,691,480

**Deluxe Entertainment Services**

678,660

Term Loan, 5.61%, Maturing January 28, 2011

576,861

35,433

Term Loan, 6.01%, Maturing January 28, 2011

30,118

65,434

Term Loan, 6.01%, Maturing January 28, 2011

55,619

**Easton-Bell Sports, Inc.**

	783,684
Term Loan, 4.45%, Maturing March 16, 2012	
	693,560
<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b>	
	625
DIP Loan, 18.72% Maturing October 31, 2008	
	625
<b>Mega Blocks, Inc.</b>	
	824,500
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Term Loan, 8.75%, Maturing July 26, 2012

676,090

**Metro-Goldwyn-Mayer Holdings, Inc.**

4,272,882

Term Loan, 7.01%, Maturing April 8, 2012

3,050,838

**National CineMedia, LLC**

1,900,000

Term Loan, 4.57%, Maturing February 13, 2015

1,623,822

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**Regal Cinemas Corp.**

2,156,000

Term Loan, 5.26%, Maturing November 10, 2010

1,886,500

**Revolution Studios Distribution Co., LLC**

584,876

Term Loan, 7.46%, Maturing December 21, 2014

532,237

450,000

Term Loan, 10.71%, Maturing June 21, 2015



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	<b>Six Flags Theme Parks, Inc.</b>		
1,678,750	Term Loan, 5.32%, Maturing April 30, 2015	\$	1,361,466
	<b>Southwest Sports Group, LLC</b>		
600,000	Term Loan, 6.31%, Maturing December 22, 2010		510,000
	<b>Universal City Development Partners, Ltd.</b>		
934,709	Term Loan, 5.92%, Maturing June 9, 2011		901,994
	<b>WMG Acquisition Corp.</b>		
450,000	Revolving Loan, 0.00%, Maturing February 28, 2010 (5)		409,500
3,481,814	Term Loan, 5.07%, Maturing February 28, 2011		3,155,394
	<b>Zuffa, LLC</b>		
496,231	Term Loan, 5.25%, Maturing June 20, 2016		401,947
		\$	<b>23,196,137</b>
<b>Lodging and Casinos</b>	<b>5.6%</b>		
	<b>Ameristar Casinos, Inc.</b>		
583,500	Term Loan, 5.77%, Maturing November 10, 2012	\$	513,480
	<b>Green Valley Ranch Gaming, LLC</b>		
260,875	Term Loan, 5.71%, Maturing February 16, 2014		184,786
	<b>Harrah's Operating Co.</b>		
1,990,000	Term Loan, 5.80%, Maturing January 28, 2015		1,610,905
1,990,000	Term Loan, 5.80%, Maturing January 28, 2015		1,613,144
	<b>Herbst Gaming, Inc.</b>		
462,565	Term Loan, 10.50%, Maturing December 2, 2011		289,103
532,378	Term Loan, 10.50%, Maturing December 2, 2011		332,736
	<b>Isle of Capri Casinos, Inc.</b>		
697,058	Term Loan, 5.51%, Maturing November 30, 2013		564,617
210,177	Term Loan, 5.51%, Maturing November 30, 2013		170,243
278,824	Term Loan, 5.51%, Maturing November 30, 2013		225,847
	<b>LodgeNet Entertainment Corp.</b>		
926,596	Term Loan, 5.77%, Maturing April 4, 2014		796,872
	<b>New World Gaming Partners, Ltd.</b>		
537,604	Term Loan, 5.28%, Maturing June 30, 2014		388,867
108,333	Term Loan, 5.28%, Maturing June 30, 2014		78,361
	<b>Penn National Gaming, Inc.</b>		
3,409,550	Term Loan, 4.48%, Maturing October 3, 2012		3,082,233
	<b>Venetian Casino Resort/Las Vegas Sands, Inc.</b>		
458,850	Term Loan, 5.52%, Maturing May 14, 2014		349,300
1,817,000	Term Loan, 5.52%, Maturing May 23, 2014		1,383,191
	<b>VML US Finance, LLC</b>		
241,667	Term Loan, 6.02%, Maturing May 25, 2012		212,516
483,333	Term Loan, 6.02%, Maturing May 25, 2013		425,031
	<b>Wimar OpCo, LLC</b>		
1,342,641	Term Loan, 8.25%, Maturing January 3, 2012		915,010
		\$	<b>13,136,242</b>
<b>Nonferrous Metals/Minerals</b>	<b>1.6%</b>		
	<b>Alpha Natural Resources, LLC</b>		
442,937	Term Loan, 5.56%, Maturing October 26, 2012	\$	420,791
	<b>Euramax International, Inc.</b>		
312,595	Term Loan, 8.00%, Maturing June 28, 2012		231,320
334,211	Term Loan - Second Lien, 10.79%, Maturing June 28, 2013		208,882
165,789	Term Loan - Second Lien, 10.79%, Maturing June 28, 2013		103,618
	<b>Murray Energy Corp.</b>		
723,750	Term Loan, 6.94%, Maturing January 28, 2010		705,656
	<b>Noranda Aluminum Acquisition</b>		
196,725	Term Loan, 4.81%, Maturing May 18, 2014		173,118
	<b>Novelis, Inc.</b>		
331,738	Term Loan, 5.77%, Maturing June 28, 2014		291,266
729,824	Term Loan, 5.77%, Maturing June 28, 2014		640,786
	<b>Oxbow Carbon and Mineral Holdings</b>		

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99,412	Term Loan, 5.76%, Maturing May 8, 2014	89,223
1,110,442	Term Loan, 5.76%, Maturing May 8, 2014	996,622
		<b>\$ 3,861,282</b>

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<b>Oil and Gas 2.1%</b>			
		<b>Atlas Pipeline Partners, L.P.</b>	
	825,000	Term Loan, 6.21%, Maturing July 20, 2014	\$ 756,938
		<b>Big West Oil, LLC</b>	
	175,000	Term Loan, 4.68%, Maturing May 1, 2014	147,875
	220,000	Term Loan, 5.07%, Maturing May 1, 2014	185,900
		<b>Dresser, Inc.</b>	
	485,288	Term Loan, 5.10%, Maturing May 4, 2014	443,230
	700,000	Term Loan - Second Lien, 8.56%, Maturing May 4, 2015	656,250
		<b>Enterprise GP Holdings, L.P.</b>	
	600,000	Term Loan, 4.92%, Maturing October 31, 2014	561,000
		<b>Hercules Offshore, Inc.</b>	
	371,250	Term Loan, 4.55%, Maturing July 6, 2013	354,544
		<b>Targa Resources, Inc.</b>	
	395,714	Term Loan, 5.76%, Maturing October 31, 2012	358,121
	855,738	Term Loan, 5.97%, Maturing October 31, 2012	774,442
		<b>Volnay Acquisition Co.</b>	
	706,000	Term Loan, 5.30%, Maturing January 12, 2014	653,050
			\$ <b>4,891,350</b>
<b>Publishing 10.6%</b>			
		<b>American Media Operations, Inc.</b>	
	1,953,871	Term Loan, 5.99%, Maturing January 31, 2013	\$ 1,646,136
		<b>Aster Zweite Beteiligungs GmbH</b>	
	500,000	Term Loan, 6.13%, Maturing September 27, 2013	392,500
EUR	236,166	Term Loan, 7.54%, Maturing September 27, 2013	265,385
		<b>CanWest MediaWorks, Ltd.</b>	
	419,687	Term Loan, 4.81%, Maturing July 10, 2014	366,177
		<b>Dex Media West, LLC</b>	
	905,000	Term Loan, 7.41%, Maturing October 24, 2014	789,289
		<b>European Directories, S.A.</b>	
EUR	500,000	Term Loan, 9.01%, Maturing September 4, 2014	677,744
		<b>GateHouse Media Operating, Inc.</b>	
	325,000	Term Loan, 4.80%, Maturing August 28, 2014	157,625
	725,000	Term Loan, 4.81%, Maturing August 28, 2014	351,625
	350,000	Term Loan, 5.07%, Maturing August 28, 2014	192,500
		<b>Idearc, Inc.</b>	
	5,912,399	Term Loan, 5.77%, Maturing November 17, 2014	3,494,228
		<b>Laureate Education, Inc.</b>	
	248,183	Term Loan, 6.44%, Maturing August 17, 2014	217,780
	1,658,481	Term Loan, 6.44%, Maturing August 17, 2014	1,455,317
		<b>Local Insight Regatta Holdings, Inc.</b>	
	847,875	Term Loan, 7.77%, Maturing April 23, 2015	739,065
		<b>MediaNews Group, Inc.</b>	
	379,509	Term Loan, 7.45%, Maturing August 2, 2013	298,863
		<b>Mediannuaire Holding</b>	
EUR	500,000	Term Loan - Second Lien, 8.76%, Maturing April 10, 2016	490,750
		<b>Merrill Communications, LLC</b>	
	674,128	Term Loan, 5.98%, Maturing February 9, 2009	460,092
		<b>Nebraska Book Co., Inc.</b>	
	459,753	Term Loan, 6.38%, Maturing March 4, 2011	432,167
		<b>Nelson Education, Ltd.</b>	
	247,500	Term Loan, 6.26%, Maturing July 5, 2014	217,181
		<b>Nielsen Finance, LLC</b>	
	3,650,527	Term Loan, 4.80%, Maturing August 9, 2013	3,168,658
		<b>Philadelphia Newspapers, LLC</b>	
	376,677	Term Loan, 7.75%, Maturing June 29, 2013	180,805
		<b>R.H. Donnelley Corp.</b>	
	222,792	Term Loan, 6.83%, Maturing June 30, 2010	196,503

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	<b>Reader s Digest Association, Inc. (The)</b>	
1,748,375	Term Loan, 4.71%, Maturing March 2, 2014	1,258,830
	<b>SGS International, Inc.</b>	
362,041	Term Loan, 6.27%, Maturing December 30, 2011	336,698

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		<b>Source Media, Inc.</b>	
	552,950	Term Loan, 8.77%, Maturing November 8, 2011	\$ 442,360
		<b>TL Acquisitions, Inc.</b>	
	1,014,750	Term Loan, 6.20%, Maturing July 5, 2014	834,632
		<b>Trader Media Corp.</b>	
GBP	1,337,188	Term Loan, 7.93%, Maturing March 23, 2015	1,827,328
		<b>Tribune Co.</b>	
	790,468	Term Loan, 5.54%, Maturing May 17, 2009	731,182
	497,487	Term Loan, 5.79%, Maturing May 17, 2014	222,626
	1,082,519	Term Loan, 5.79%, Maturing May 17, 2014	576,441
		<b>Xsys, Inc.</b>	
	600,139	Term Loan, 6.13%, Maturing September 27, 2013	471,109
EUR	263,834	Term Loan, 7.54%, Maturing September 27, 2013	296,475
EUR	618,087	Term Loan, 6.13%, Maturing September 27, 2014	485,198
		<b>Yell Group, PLC</b>	
	1,400,000	Term Loan, 5.70%, Maturing February 10, 2013	1,208,666
			\$ <b>24,881,935</b>
<b>Radio and Television</b>	<b>6.8%</b>		
		<b>Block Communications, Inc.</b>	
	437,625	Term Loan, 5.70%, Maturing December 22, 2011	\$ 400,427
		<b>CMP KC, LLC</b>	
	483,094	Term Loan, 6.62%, Maturing May 5, 2013	364,253
		<b>CMP Susquehanna Corp.</b>	
	706,339	Term Loan, 5.33%, Maturing May 5, 2013	505,033
		<b>Discovery Communications, Inc.</b>	
	1,283,750	Term Loan, 5.76%, Maturing April 30, 2014	1,199,504
		<b>Emmis Operating Co.</b>	
	431,706	Term Loan, 5.69%, Maturing November 2, 2013	351,121
		<b>Entravision Communications Corp.</b>	
	681,500	Term Loan, 4.29%, Maturing September 29, 2013	586,090
		<b>Gray Television, Inc.</b>	
	622,161	Term Loan, 4.29%, Maturing January 19, 2015	485,285
		<b>HIT Entertainment, Inc.</b>	
	585,627	Term Loan, 4.80%, Maturing March 20, 2012	486,070
		<b>NEP II, Inc.</b>	
	320,122	Term Loan, 6.01%, Maturing February 16, 2014	283,308
		<b>Nexstar Broadcasting, Inc.</b>	
	950,847	Term Loan, 5.51%, Maturing October 1, 2012	831,991
	899,802	Term Loan, 5.51%, Maturing October 1, 2012	787,327
		<b>NextMedia Operating, Inc.</b>	
	56,591	Term Loan, 6.75%, Maturing November 15, 2012	47,820
	127,332	Term Loan, 7.43%, Maturing November 15, 2012	107,595
		<b>PanAmSat Corp.</b>	
	434,025	Term Loan, 5.29%, Maturing January 3, 2014	395,776
	433,894	Term Loan, 5.29%, Maturing January 3, 2014	395,657
	433,894	Term Loan, 5.29%, Maturing January 3, 2014	395,657
		<b>Paxson Communications Corp.</b>	
	1,350,000	Term Loan, 6.04%, Maturing January 15, 2012	1,032,750
		<b>Raycom TV Broadcasting, LLC</b>	
	775,000	Term Loan, 5.25%, Maturing June 25, 2014	716,875
		<b>SFX Entertainment</b>	
	572,474	Term Loan, 7.02%, Maturing June 21, 2013	549,575
		<b>Sirius Satellite Radio, Inc.</b>	
	247,500	Term Loan, 5.44%, Maturing December 19, 2012	216,563
		<b>Spanish Broadcasting System, Inc.</b>	
	972,292	Term Loan, 5.52%, Maturing June 10, 2012	583,375
		<b>Tyrol Acquisition 2 SAS</b>	
EUR	425,000	Term Loan, 7.01%, Maturing January 19, 2015	472,606

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EUR	425,000	Term Loan, 7.40%, Maturing January 19, 2016	472,606
		<b>Univision Communications, Inc.</b>	
	1,578,700	Term Loan - Second Lien, 6.50%, Maturing March 29, 2009	1,452,404
	3,800,000	Term Loan, 5.12%, Maturing September 29, 2014	2,464,300
		<b>Young Broadcasting, Inc.</b>	
	862,287	Term Loan, 5.32%, Maturing November 3, 2012	670,428
			<b>\$ 16,254,396</b>

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<b>Rail Industries</b>	<b>0.7%</b>		
		<b>Kansas City Southern Railway Co.</b>	
999,457		Term Loan, 5.23%, Maturing April 26, 2013	\$ 929,495
		<b>Rail America, Inc.</b>	
50,160		Term Loan, 6.79%, Maturing August 14, 2009	48,655
774,840		Term Loan, 6.79%, Maturing August 13, 2010	751,595
			<b>\$ 1,729,745</b>
<b>Retailers (Except Food and Drug)</b>	<b>3.9%</b>		
		<b>American Achievement Corp.</b>	
170,005		Term Loan, 5.07%, Maturing March 25, 2011	\$ 168,305
		<b>Amscan Holdings, Inc.</b>	
295,500		Term Loan, 5.29%, Maturing May 25, 2013	261,518
		<b>Claire s Stores, Inc.</b>	
246,875		Term Loan, 5.85%, Maturing May 24, 2014	150,439
		<b>Cumberland Farms, Inc.</b>	
829,060		Term Loan, 5.28%, Maturing September 29, 2013	766,881
		<b>Harbor Freight Tools USA, Inc.</b>	
997,159		Term Loan, 5.96%, Maturing July 15, 2010	861,296
		<b>Josten s Corp.</b>	
880,379		Term Loan, 5.17%, Maturing October 4, 2011	847,732
		<b>Mapco Express, Inc.</b>	
260,072		Term Loan, 5.50%, Maturing April 28, 2011	195,470
		<b>Neiman Marcus Group, Inc.</b>	
431,962		Term Loan, 4.57%, Maturing April 5, 2013	375,687
		<b>Orbitz Worldwide, Inc.</b>	
1,618,675		Term Loan, 6.58%, Maturing July 25, 2014	1,170,841
		<b>Oriental Trading Co., Inc.</b>	
700,000		Term Loan - Second Lien, 9.71%, Maturing January 31, 2013	376,250
857,799		Term Loan, 5.40%, Maturing July 31, 2013	583,303
		<b>Rent-A-Center, Inc.</b>	
477,073		Term Loan, 4.59%, Maturing November 15, 2012	438,908
		<b>Rover Acquisition Corp.</b>	
1,129,875		Term Loan, 5.65%, Maturing October 26, 2013	1,003,894
		<b>Savers, Inc.</b>	
179,543		Term Loan, 5.55%, Maturing August 11, 2012	163,384
196,411		Term Loan, 5.55%, Maturing August 11, 2012	178,734
		<b>The Yankee Candle Company, Inc.</b>	
1,830,942		Term Loan, 5.76%, Maturing February 6, 2014	1,515,105
			<b>\$ 9,057,747</b>
<b>Steel</b>	<b>0.3%</b>		
		<b>Algoma Acquisition Corp.</b>	
176,705		Term Loan, 5.69%, Maturing June 20, 2013	\$ 169,637
		<b>Niagara Corp.</b>	
543,125		Term Loan, 8.78%, Maturing June 29, 2014	461,656
			<b>\$ 631,293</b>
<b>Surface Transport</b>	<b>0.8%</b>		
		<b>Gainey Corp.</b>	
398,217		Term Loan, 7.00%, Maturing April 20, 2012 (4)	\$ 124,443
		<b>Oshkosh Truck Corp.</b>	
912,250		Term Loan, 4.32%, Maturing December 6, 2013	790,726
		<b>Ozburn-Hessey Holding Co., LLC</b>	
290,799		Term Loan, 6.57%, Maturing August 9, 2012	260,265
		<b>Swift Transportation Co., Inc.</b>	
1,002,326		Term Loan, 6.06%, Maturing May 10, 2014	654,017
			<b>\$ 1,829,451</b>
<b>Telecommunications</b>	<b>7.2%</b>		
		<b>Alaska Communications Systems Holdings, Inc.</b>	
527,509		Term Loan, 5.51%, Maturing February 1, 2012	\$ 481,022

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<b>Alltel Communication</b>		
1,989,950	Term Loan, 5.32%, Maturing May 16, 2014	1,922,479
1,588,975	Term Loan, 5.00%, Maturing May 16, 2015	1,546,271

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		<b>Asurion Corp.</b>	
	775,000	Term Loan, 5.74%, Maturing July 13, 2012	\$ 678,609
	500,000	Term Loan - Second Lien, 8.99%, Maturing January 13, 2013	435,000
		<b>Centennial Cellular Operating Co., LLC</b>	
	1,833,333	Term Loan, 5.75%, Maturing February 9, 2011	1,734,333
		<b>CommScope, Inc.</b>	
	1,610,843	Term Loan, 6.19%, Maturing November 19, 2014	1,506,138
		<b>FairPoint Communications, Inc.</b>	
	3,236,637	Term Loan, 5.75%, Maturing March 31, 2015	2,686,409
		<b>Intelsat Subsidiary Holding Co.</b>	
	515,813	Term Loan, 5.29%, Maturing July 3, 2013	471,001
		<b>IPC Systems, Inc.</b>	
	493,750	Term Loan, 6.01%, Maturing May 31, 2014	314,766
		<b>Macquarie UK Broadcast Ventures, Ltd.</b>	
GBP	413,974	Term Loan, 8.09%, Maturing December 26, 2014	633,354
		<b>NTelos, Inc.</b>	
	1,096,072	Term Loan, 5.96%, Maturing August 24, 2011	1,025,512
		<b>Palm, Inc.</b>	
	420,750	Term Loan, 7.27%, Maturing April 24, 2014	258,761
		<b>Stratos Global Corp.</b>	
	540,500	Term Loan, 6.26%, Maturing February 13, 2012	501,989
		<b>Telesat Canada, Inc.</b>	
	777,177	Term Loan, 5.85%, Maturing October 22, 2014	698,682
	66,749	Term Loan, 6.59%, Maturing October 22, 2014	60,007
		<b>Trilogy International Partners</b>	
	475,000	Term Loan, 7.26%, Maturing June 29, 2012	375,250
		<b>Windstream Corp.</b>	
	1,638,839	Term Loan, 4.29%, Maturing July 17, 2013	1,506,367
			\$ <b>16,835,950</b>
<b>Utilities</b>	<b>4.6%</b>		
		<b>AEI Finance Holding, LLC</b>	
	145,028	Revolving Loan, 6.36%, Maturing March 30, 2012	\$ 133,425
	1,045,856	Term Loan, 6.76%, Maturing March 30, 2014	962,188
		<b>Astoria Generating Co.</b>	
	625,000	Term Loan - Second Lien, 6.96%, Maturing August 23, 2013	566,667
		<b>BRSP, LLC</b>	
	928,804	Term Loan, 5.86%, Maturing July 13, 2009	774,715
		<b>Calpine Corp.</b>	
	443,275	DIP Loan, 6.65%, Maturing March 30, 2009	378,631
		<b>Covanta Energy Corp.</b>	
	610,548	Term Loan, 4.63%, Maturing February 9, 2014	550,002
	305,155	Term Loan, 5.55%, Maturing February 9, 2014	274,893
		<b>Mirant North America, LLC</b>	
	743,108	Term Loan, 5.45%, Maturing January 3, 2013	676,228
		<b>NRG Energy, Inc.</b>	
	1,120,185	Term Loan, 5.26%, Maturing June 1, 2014	989,808
	2,279,913	Term Loan, 5.26%, Maturing June 1, 2014	2,014,556
		<b>Pike Electric, Inc.</b>	
	89,534	Term Loan, 4.00%, Maturing July 1, 2012	87,072
	152,897	Term Loan, 4.56%, Maturing December 10, 2012	148,692
		<b>TXU Texas Competitive Electric Holdings Co., LLC</b>	
	1,440,475	Term Loan, 6.23%, Maturing October 10, 2014	1,222,603
	2,435,450	Term Loan, 6.28%, Maturing October 10, 2014	2,063,608
			\$ <b>10,843,088</b>
<b>Total Senior Floating-Rate Interests</b>			
<b>(identified cost \$458,631,346)</b>			\$ <b>389,105,153</b>



## Corporate Bonds &amp; Notes 12.6%

	Principal Amount (000 s omitted)	Security	Value
<b>Aerospace and Defense 0.1%</b>			
\$	75	<b>Alion Science and Technologies Corp.</b> 10.25%, 2/1/15	\$ 47,625
	70	<b>Bombardier, Inc.</b> 8.00%, 11/15/14 (6)	69,650
	40	<b>DRS Technologies, Inc., Sr. Sub. Notes</b> 7.625%, 2/1/18	42,000
	90	<b>Hawker Beechcraft Acquisition</b> 9.75%, 4/1/17	81,000
	45	<b>Vought Aircraft Industries, Inc., Sr. Notes</b> 8.00%, 7/15/11	39,375
			\$ <b>279,650</b>
<b>Air Transport 0.0%</b>			
\$	81	<b>Continental Airlines</b> 7.033%, 6/15/11	\$ 66,125
			\$ <b>66,125</b>
<b>Automotive 0.2%</b>			
\$	155	<b>Allison Transmission, Inc.</b> 11.00%, 11/1/15 (6)	\$ 135,625
	180	<b>Altra Industrial Motion, Inc.</b> 9.00%, 12/1/11	186,300
	75	<b>American Axle &amp; Manufacturing, Inc.</b> 7.875%, 3/1/17	40,125
	55	<b>Commercial Vehicle Group, Inc., Sr. Notes</b> 8.00%, 7/1/13	45,925
	50	<b>General Motors Corp., Sr. Notes</b> 7.20%, 1/15/11	29,500
	35	<b>Tenneco, Inc., Sr. Notes</b> 8.125%, 11/15/15	30,100
	65	<b>United Components, Inc., Sr. Sub. Notes</b> 9.375%, 6/15/13	54,275
			\$ <b>521,850</b>
<b>Broadcast Radio and Television 0.0%</b>			
\$	45	<b>Warner Music Group, Sr. Sub. Notes</b> 7.375%, 4/15/14	\$ 33,637
	110	<b>XM Satellite Radio Holdings, Inc., Sr. Notes</b> 13.00%, 8/1/13 (6)	65,450
			\$ <b>99,087</b>
<b>Brokers/Dealers/Investment Houses 0.0%</b>			
\$	60	<b>Nuveen Investments, Inc., Sr. Notes</b> 10.50%, 11/15/15 (6)	\$ 46,500
			\$ <b>46,500</b>
<b>Building and Development 0.8%</b>			
EUR	1,000	<b>Grohe Holding of GmbH, Variable Rate,</b> 7.838%, 1/15/14	\$ 1,130,743
	130	<b>Hovstone Holdings, LLC</b> 6.75%, 6/1/16	106,925
	20	<b>Interface, Inc., Sr. Sub. Notes</b> 9.50%, 2/1/14	20,300
	60	<b>Interline Brands, Inc., Sr. Sub. Notes</b> 8.125%, 6/15/14	59,700

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	<b>Nortek, Inc., Sr. Notes</b>	
145	10.00%, 12/1/13 (6)	128,325
	<b>Panolam Industries International, Sr. Sub. Notes</b>	
220	10.75%, 10/1/13	133,100
	<b>Ply Gem Industries, Inc., Sr. Notes</b>	
125	11.75%, 6/15/13 (6)	108,125
	<b>Texas Industries Inc.</b>	
75	7.25%, 7/15/13 (6)	65,625
		\$ 1,752,843

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<b>Business Equipment and Services 0.7%</b>			
		<b>Affinion Group, Inc.</b>	
\$	55	10.125%, 10/15/13	\$ 51,975
	110	11.50%, 10/15/15	102,850
		<b>Ceridian Corp., Sr. Notes</b>	
	140	11.25%, 11/15/15 (6)	115,850
		<b>Education Management, LLC, Sr. Notes</b>	
	225	8.75%, 6/1/14	189,000
		<b>Education Management, LLC, Sr. Sub Notes</b>	
	310	10.25%, 6/1/16	249,550
		<b>First Data Corp.</b>	
	105	9.875%, 9/24/15 (6)	82,556
		<b>MediMedia USA, Inc., Sr. Sub. Notes</b>	
	90	11.375%, 11/15/14 (6)	88,650
		<b>Muzak, LLC/Muzak Finance, Sr. Notes</b>	
	20	10.00%, 2/15/09	17,100
		<b>Neff Corp., Sr. Notes</b>	
	20	10.00%, 6/1/15	6,100
		<b>Rental Service Corp.</b>	
	235	9.50%, 12/1/14	179,187
		<b>SunGard Data Systems, Inc., Sr. Notes (6)</b>	
	300	10.625%, 5/15/15	283,500
		<b>Travelport, LLC</b>	
	205	9.875%, 9/1/14	168,100
	16	11.875%, 9/1/16	11,560
		<b>West Corp.</b>	
	200	9.50%, 10/15/14	154,000
			\$ 1,699,978
<b>Cable and Satellite Television 0.3%</b>			
		<b>Cablevision Systems Corp., Sr. Notes, Series B</b>	
\$	75	8.00%, 4/15/12	\$ 70,875
		<b>CCH I Holdings, LLC, Sr. Notes</b>	
	25	11.00%, 10/1/15	16,375
		<b>CCH II Holdings, LLC, Sr. Notes</b>	
	35	10.25%, 10/1/13	29,575
		<b>CCO Holdings, LLC/CCO Capital Corp., Sr. Notes</b>	
	395	8.75%, 11/15/13	345,625
		<b>Charter Communications, Inc., Sr. Notes</b>	
	100	10.875%, 9/15/14 (6)	97,500
		<b>Kabel Deutschland GmbH</b>	
	135	10.625%, 7/1/14	132,975
		<b>Mediacom Broadband Group Corp., LLC, Sr. Notes</b>	
	65	8.50%, 10/15/15	53,950
		<b>National Cable PLC</b>	
	20	8.75%, 4/15/14	16,900
			\$ 763,775
<b>Chemicals and Plastics 0.4%</b>			
		<b>Berry Plastics Corp., Sr. Notes, Variable Rate</b>	
\$	500	7.541%, 2/15/15	\$ 447,500
		<b>INEOS Group Holdings PLC, Sr. Sub. Notes</b>	
	180	8.50%, 2/15/16 (6)	98,100
		<b>Nova Chemicals Corp., Sr. Notes, Variable Rate</b>	
	105	5.953%, 11/15/13	87,675
		<b>Reichhold Industries, Inc., Sr. Notes</b>	
	240	9.00%, 8/15/14 (6)	231,600
		<b>Solo Cup Co.</b>	
	15	8.50%, 2/15/14	12,075
			\$ 876,950

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<b>Clothing/Textiles 0.4%</b>			
		<b>Levi Strauss &amp; Co., Sr. Notes</b>	
\$	260	9.75%, 1/15/15	\$ 218,400
	40	8.875%, 4/1/16	32,200
		<b>Oxford Industries, Inc., Sr. Notes</b>	
	420	8.875%, 6/1/11	381,675

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		<b>Perry Ellis International, Inc., Sr. Sub. Notes</b>	
\$	255	8.875%, 9/15/13	\$ 225,675
		<b>Phillips Van Heusen, Sr. Notes</b>	
	85	8.125%, 5/1/13	85,212
			\$ <b>943,162</b>
<b>Conglomerates</b>	<b>0.1%</b>		
		<b>RBS Global &amp; Rexnord Corp.</b>	
\$	95	9.50%, 8/1/14	\$ 89,775
	90	11.75%, 8/1/16	85,500
			\$ <b>175,275</b>
<b>Containers and Glass Products</b>	<b>0.2%</b>		
		<b>Intertape Polymer US, Inc., Sr. Sub. Notes</b>	
\$	175	8.50%, 8/1/14	\$ 148,312
		<b>Pliant Corp. (PIK)</b>	
	246	11.625%, 6/15/09	204,359
		<b>Smurfit-Stone Container Enterprises, Inc., Sr. Notes</b>	
	215	8.00%, 3/15/17	168,775
		<b>Stone Container Corp., Sr. Notes</b>	
	40	8.375%, 7/1/12	33,800
			\$ <b>555,246</b>
<b>Ecological Services and Equipment</b>	<b>0.1%</b>		
		<b>Waste Services, Inc., Sr. Sub. Notes</b>	
\$	245	9.50%, 4/15/14	\$ 241,325
			\$ <b>241,325</b>
<b>Electronic/Electrical</b>	<b>0.3%</b>		
		<b>Advanced Micro Devices, Inc., Sr. Notes</b>	
\$	125	7.75%, 11/1/12	\$ 96,562
		<b>Avago Technologies Finance</b>	
	95	10.125%, 12/1/13	96,425
	115	11.875%, 12/1/15	119,025
		<b>NXP BV/NXP Funding, LLC</b>	
	55	7.875%, 10/15/14	37,125
		<b>NXP BV/NXP Funding, LLC, Variable Rate</b>	
	425	5.541%, 10/15/13	282,094
			\$ <b>631,231</b>
<b>Energy</b>	<b>0.1%</b>		
		<b>Quicksilver Resources, Inc.</b>	
\$	10	8.25%, 8/1/15	9,200
	155	7.125%, 4/1/16	127,100
			\$ <b>136,300</b>
<b>Entertainment</b>	<b>0.0%</b>		
		<b>Royal Caribbean Cruises, Sr. Notes</b>	
\$	50	7.00%, 6/15/13	\$ 43,250
	20	6.875%, 12/1/13	16,800
	10	7.25%, 6/15/16	8,350
	20	7.25%, 3/15/18	16,100
			\$ <b>84,500</b>
<b>Equipment Leasing</b>	<b>0.1%</b>		
		<b>Hertz Corp.</b>	
\$	10	8.875%, 1/1/14	\$ 8,675
	190	10.50%, 1/1/16	159,600
			\$ <b>168,275</b>
<b>Financial Intermediaries</b>	<b>0.3%</b>		
		<b>E*Trade Financial Corp.</b>	
\$	30	7.875%, 12/1/15	\$ 24,150
		<b>Ford Motor Credit Co.</b>	
	185	7.375%, 10/28/09	148,768
		<b>Ford Motor Credit Co., Sr. Notes</b>	

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75	5.70%, 1/15/10	57,453
225	7.875%, 6/15/10	171,810
10	9.875%, 8/10/11	6,903
250	12.00%, 5/15/15	190,972
	<b>General Motors Acceptance Corp., Variable Rate</b>	
60	4.054%, 5/15/09	43,418
		<b>\$ 643,474</b>

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<b>Food Products 0.2%</b>			
\$	290	<b>ASG Consolidated, LLC/ASG Finance, Inc., Sr. Disc. Notes</b> 11.50%, (0.00% until November 2008), 11/1/11	\$ 259,550
	290	<b>Dole Foods Co., Sr. Notes</b> 8.625%, 5/1/09	278,400
			<b>\$ 537,950</b>
<b>Food Service 0.2%</b>			
\$	60	<b>Aramark Services, Inc.</b> 8.50%, 2/1/15	\$ 56,700
	195	<b>El Pollo Loco, Inc.</b> 11.75%, 11/15/13	187,200
	185	<b>NPC International, Inc., Sr. Sub. Notes</b> 9.50%, 5/1/14	152,625
			<b>\$ 396,525</b>
<b>Food/Drug Retailers 0.3%</b>			
\$	365	<b>General Nutrition Center, Sr. Notes, Variable Rate, (PIK)</b> 7.584%, 3/15/14	\$ 305,687
	210	<b>General Nutrition Center, Sr. Sub. Notes</b> 10.75%, 3/15/15	177,975
	65	<b>Rite Aid Corp.</b> 10.375%, 7/15/16	56,875
	240	7.50%, 3/1/17	183,600
			<b>\$ 724,137</b>
<b>Forest Products 0.3%</b>			
\$	15	<b>Georgia-Pacific Corp.</b> 9.50%, 12/1/11	\$ 14,925
	110	<b>Jefferson Smurfit Corp., Sr. Notes</b> 8.25%, 10/1/12	92,400
	40	7.50%, 6/1/13	32,600
	285	<b>NewPage Corp.</b> 10.00%, 5/1/12	256,500
	190	12.00%, 5/1/13	167,200
	80	<b>NewPage Corp., Variable Rate</b> 9.051%, 5/1/12	72,000
	145	<b>Verso Paper Holdings, LLC/Verso Paper, Inc.</b> 11.375%, 8/1/16	118,175
			<b>\$ 753,800</b>
<b>Healthcare 0.9%</b>			
\$	150	<b>Accellent, Inc.</b> 10.50%, 12/1/13	\$ 132,750
	40	<b>Advanced Medical Optics, Inc., Sr. Sub. Notes</b> 7.50%, 5/1/17	35,000
	170	<b>AMR HoldCo, Inc./EmCare HoldCo, Inc., Sr. Sub. Notes</b> 10.00%, 2/15/15	178,925
	320	<b>Biomet, Inc.</b> 11.625%, 10/15/17 (6)	323,200
	35	<b>DJO Finance, LLC</b> 10.875%, 11/15/14	33,687
	143	<b>HCA, Inc.</b> 8.75%, 9/1/10	141,570
	16	7.875%, 2/1/11	15,520
	65	9.125%, 11/15/14	63,375
	220	9.25%, 11/15/16	214,500
	260	<b>MultiPlan Inc., Sr. Sub. Notes</b> 10.375%, 4/15/16 (6)	256,100
	170	<b>National Mentor Holdings, Inc.</b> 11.25%, 7/1/14	170,850
		<b>Res-Care, Inc., Sr. Notes</b>	

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105	7.75%, 10/15/13	99,225
	<b>US Oncology, Inc.</b>	
145	9.00%, 8/15/12	145,725
290	10.75%, 8/15/14	292,900
		<b>\$ 2,103,327</b>

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<b>Industrial Equipment 0.1%</b>			
\$	105	<b>Chart Industries, Inc., Sr. Sub. Notes</b> 9.125%, 10/15/15	\$ 108,150
	80	<b>ESCO Corp., Sr. Notes</b> 8.625%, 12/15/13 (6)	78,800
	80	<b>ESCO Corp., Sr. Notes, Variable Rate</b> 6.694%, 12/15/13 (6)	74,000
			\$ <b>260,950</b>
<b>Insurance 0.1%</b>			
\$	55	<b>Alliant Holdings I, Inc.</b> 11.00%, 5/1/15 (6)	\$ 48,125
	70	<b>Hub International Holdings, Sr. Notes</b> 9.00%, 12/15/14 (6)	62,650
	50	<b>U.S.I. Holdings Corp., Sr. Notes, Variable Rate</b> 6.679%, 11/15/14 (6)	38,250
			\$ <b>149,025</b>
<b>Leisure Goods/Activities/Movies 0.6%</b>			
\$	310	<b>AMC Entertainment, Inc.</b> 11.00%, 2/1/16	\$ 306,900
	105	<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp.</b> 12.50%, 4/1/13 (6) (11)	27,037
	195	<b>HRP Myrtle Beach Operations, LLC/HRP Myrtle Beach Capital Corp., Variable Rate</b> 7.383%, 4/1/12 (6) (11)	118,219
	365	<b>Marquee Holdings, Inc., Sr. Disc. Notes</b> 12.00%, 8/15/14	271,012
	105	<b>Ticketmaster, Sr. Notes</b> 10.75%, 8/1/16 (6)	99,225
	145	<b>Universal City Development Partners, Sr. Notes</b> 11.75%, 4/1/10	140,469
	550	<b>Universal City Florida Holdings, Sr. Notes, Variable Rate</b> 7.551%, 5/1/10	519,750
			\$ <b>1,482,612</b>
<b>Lodging and Casinos 0.9%</b>			
\$	265	<b>Buffalo Thunder Development Authority</b> 9.375%, 12/15/14 (6)	\$ 112,625
	180	<b>CCM Merger, Inc.</b> 8.00%, 8/1/13 (6)	147,150
	150	<b>Chukchansi EDA, Sr. Notes, Variable Rate</b> 6.328%, 11/15/12 (6)	121,875
	44	<b>Eldorado Casino Shreveport (PIK)</b> 10.00%, 8/1/12	42,631
	255	<b>Fontainebleau Las Vegas Casino, LLC</b> 10.25%, 6/15/15 (6)	72,675
	60	<b>Greektown Holdings, LLC, Sr. Notes</b> 10.75%, 12/1/13 (4) (6)	41,700
	85	<b>Indianapolis Downs, LLC &amp; Capital Corp., Sr. Notes</b> 11.00%, 11/1/12 (6)	58,225
	310	<b>Inn of the Mountain Gods, Sr. Notes</b> 12.00%, 11/15/10	212,350
	75	<b>Majestic HoldCo, LLC</b> 12.50%, (0.00% Until October 2008), 10/15/11 (6)	1,125
	10	<b>MGM Mirage, Inc.</b> 7.50%, 6/1/16	7,350
	85	<b>Mohegan Tribal Gaming Authority, Sr. Sub. Notes</b> 8.00%, 4/1/12	72,675
	120	7.125%, 8/15/14	85,800

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115	6.875%, 2/15/15	79,925
	<b>OED Corp./Diamond Jo, LLC</b>	
203	8.75%, 4/15/12	185,745
	<b>Park Place Entertainment</b>	
380	7.875%, 3/15/10	297,350

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		<b>Pinnacle Entertainment, Inc., Sr. Sub. Notes</b>	
\$	10	8.25%, 3/15/12	\$ 9,712
	75	7.50%, 6/15/15 (6)	55,875
		<b>Pokagon Gaming Authority, Sr. Notes</b>	
	56	10.375%, 6/15/14 (6)	56,980
		<b>San Pasqual Casino</b>	
	55	8.00%, 9/15/13 (6)	49,500
		<b>Scientific Games Corp.</b>	
	30	7.875%, 6/15/16 (6)	28,725
		<b>Seminole Hard Rock Entertainment, Variable Rate</b>	
	95	5.32%, 3/15/14 (6)	71,725
		<b>Trump Entertainment Resorts, Inc.</b>	
	35	8.50%, 6/1/15	14,525
		<b>Tunica-Biloxi Gaming Authority, Sr. Notes</b>	
	165	9.00%, 11/15/15 (6)	152,625
		<b>Waterford Gaming, LLC, Sr. Notes</b>	
	164	8.625%, 9/15/14	136,054
		<b>Wynn Las Vegas, LLC</b>	
	190	6.625%, 12/1/14	162,925
			\$ 2,277,847
<b>Metals-Industrial</b>	<b>0.1%</b>		
		<b>Freeport-McMoran Copper &amp; Gold</b>	
\$	70	8.375%, 4/1/17	\$ 69,053
		<b>Steel Dynamics, Inc., Sr. Notes</b>	
	110	7.375%, 11/1/12	101,200
			\$ 170,253
<b>Nonferrous Metals/Minerals</b>	<b>0.3%</b>		
		<b>Aleris International, Inc., Sr. Notes</b>	
\$	275	9.00%, 12/15/14	\$ 169,125
		<b>FMG Finance PTY, Ltd.</b>	
	355	10.625%, 9/1/16 (6)	349,675
		<b>FMG Finance PTY, Ltd., Variable Rate</b>	
	110	6.811%, 9/1/11 (6)	105,050
			\$ 623,850
<b>Oil and Gas</b>	<b>1.2%</b>		
		<b>Allis-Chalmers Energy, Inc., Sr. Notes</b>	
\$	235	9.00%, 1/15/14	\$ 212,675
		<b>Cimarex Energy Co., Sr. Notes</b>	
	65	7.125%, 5/1/17	60,125
		<b>Clayton Williams Energy, Inc.</b>	
	95	7.75%, 8/1/13	83,600
		<b>Compton Pet Finance Corp.</b>	
	195	7.625%, 12/1/13	172,088
		<b>Denbury Resources, Inc., Sr. Sub. Notes</b>	
	30	7.50%, 12/15/15	27,750
		<b>El Paso Corp., Sr. Notes</b>	
	130	9.625%, 5/15/12	135,605
		<b>Encore Acquisition Co., Sr. Sub. Notes</b>	
	85	7.25%, 12/1/17	70,125
		<b>Forbes Energy Services, Sr. Notes</b>	
	165	11.00%, 2/15/15	155,100
		<b>OPTI Canada, Inc., Sr. Notes</b>	
	50	7.875%, 12/15/14	44,500
	100	8.25%, 12/15/14	90,000
		<b>Parker Drilling Co., Sr. Notes</b>	
	85	9.625%, 10/1/13	82,875
		<b>Petrohawk Energy Corp., Sr. Notes</b>	
	435	9.125%, 7/15/13	411,075

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65	7.875%, 6/1/15 (6)	56,875
	<b>Petroleum Development Corp., Sr. Notes</b>	
65	12.00%, 2/15/18 (6)	62,725
	<b>Petroplus Finance, Ltd.</b>	
155	7.00%, 5/1/17 (6)	129,425

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		<b>Plains Exploration &amp; Production Co.</b>	
\$	95	7.00%, 3/15/17	\$ 83,125
		<b>Sandridge Energy, Inc., Sr. Notes</b>	
	155	8.00%, 6/1/18 (6)	134,075
		<b>SemGroup L.P., Sr. Notes</b>	
	290	8.75%, 11/15/15 (6) (11)	30,450
		<b>SESI, LLC, Sr. Notes</b>	
	30	6.875%, 6/1/14	26,250
		<b>Stewart &amp; Stevenson, LLC, Sr. Notes</b>	
	225	10.00%, 7/15/14	198,000
		<b>United Refining Co., Sr. Notes</b>	
	470	10.50%, 8/15/12	406,550
		<b>VeraSun Energy Corp.</b>	
	55	9.875%, 12/15/12	39,875
			\$ <b>2,712,868</b>
<b>Publishing</b>	<b>0.5%</b>		
		<b>Dex Media West/Finance, Series B</b>	
\$	97	9.875%, 8/15/13	\$ 60,383
		<b>Harland Clarke Holdings</b>	
	70	9.50%, 5/15/15	50,050
		<b>Laureate Education, Inc.</b>	
	45	10.00%, 8/15/15 (6)	38,475
		<b>Laureate Education, Inc., (PIK)</b>	
	488	10.25%, 8/15/15 (6)	405,646
		<b>Nielsen Finance, LLC</b>	
	310	10.00%, 8/1/14	296,050
	75	12.50%, (0.00% until 2011), 8/1/16	49,125
		<b>Reader s Digest Association, Inc. (The), Sr. Sub. Notes</b>	
	320	9.00%, 2/15/17	182,400
			\$ <b>1,082,129</b>
<b>Radio and Television</b>	<b>0.1%</b>		
		<b>LBI Media, Inc., Sr. Disc. Notes,</b>	
\$	80	11.00%, (0.00% until October 2008),10/15/13	\$ 60,400
		<b>Rainbow National Services, LLC, Sr. Sub. Debs.</b>	
	80	10.375%, 9/1/14 (6)	82,000
			\$ <b>142,400</b>
<b>Rail Industries</b>	<b>0.2%</b>		
		<b>American Railcar Industry, Sr. Notes</b>	
\$	100	7.50%, 3/1/14	\$ 89,000
		<b>Kansas City Southern, Sr. Notes</b>	
	155	7.625%, 12/1/13	148,800
	100	7.375%, 6/1/14	96,000
	105	8.00%, 6/1/15	103,950
			\$ <b>437,750</b>
<b>Retailers (Except Food and Drug)</b>	<b>1.0%</b>		
		<b>Amscan Holdings, Inc., Sr. Sub. Notes</b>	
\$	220	8.75%, 5/1/14	\$ 179,300
		<b>GameStop Corp.</b>	
	660	8.00%, 10/1/12	666,600
		<b>Neiman Marcus Group, Inc.</b>	
	260	9.00%, 10/15/15	219,050
	650	10.375%, 10/15/15	547,625
		<b>Sally Holdings, LLC</b>	
	20	9.25%, 11/15/14	18,950
		<b>Sally Holdings, LLC, Sr. Notes</b>	
	310	10.50%, 11/15/16	296,050
		<b>Toys R Us</b>	
	125	7.375%, 10/15/18	81,875

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	<b>Yankee Acquisition Corp., Series B</b>	
295	8.50%, 2/15/15	215,350
		<b>\$ 2,224,800</b>

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<b>Steel 0.1%</b>			
		<b>RathGibson, Inc., Sr. Notes</b>	
\$	240	11.25%, 2/15/14	\$ 219,600
			<b>\$ 219,600</b>
<b>Surface Transport 0.0%</b>			
		<b>CEVA Group, PLC, Sr. Notes</b>	
\$	110	10.00%, 9/1/14 (6)	\$ 106,150
			<b>\$ 106,150</b>
<b>Technology 0.0%</b>			
		<b>Amkor Technologies Inc., Sr. Notes</b>	
\$	20	7.125%, 3/15/11	18,075
	30	7.75%, 5/15/13	25,763
	95	9.25%, 6/1/16	80,275
			<b>\$ 124,113</b>
<b>Telecommunications 1.0%</b>			
		<b>Centennial Cellular Operating Co./Centennial Communication Corp., Sr. Notes</b>	
\$	120	10.125%, 6/15/13	\$ 119,400
		<b>Digicel Group, Ltd., Sr. Notes</b>	
	255	9.25%, 9/1/12 (6)	253,725
	367	9.125%, 1/15/15 (6)	309,198
		<b>Intelsat Bermuda, Ltd.</b>	
	355	11.25%, 6/15/16	347,013
		<b>Nortel Networks, Ltd.</b>	
	285	10.75%, 7/15/16 (6)	175,988
		<b>Qwest Communications International, Inc.</b>	
	350	7.50%, 2/15/14	304,500
		<b>Qwest Corp.</b>	
	110	7.50%, 10/1/14	95,700
		<b>Qwest Corp., Sr. Notes</b>	
	145	7.625%, 6/15/15	126,875
		<b>Qwest Corp., Sr. Notes, Variable Rate</b>	
	475	6.069%, 6/15/13	406,125
		<b>Windstream Corp., Sr. Notes</b>	
	105	8.125%, 8/1/13	100,275
	30	8.625%, 8/1/16	27,825
		<b>Windstream Regatta Holdings, Inc., Sr. Sub. Notes</b>	
	50	11.00%, 12/1/17 (6)	28,250
			<b>\$ 2,294,874</b>
<b>Utilities 0.4%</b>			
		<b>AES Corp., Sr. Notes</b>	
\$	8	8.75%, 5/15/13 (6)	\$ 8,080
		<b>Dynegy Holdings, Inc., Sr. Notes</b>	
	15	7.75%, 6/1/19	12,075
		<b>Edison Mission Energy, Sr. Notes</b>	
	15	7.50%, 6/15/13	14,475
		<b>Energy Future Holdings, Sr. Notes</b>	
	50	10.875%, 11/1/17 (6)	45,375
		<b>NGC Corp.</b>	
	205	7.625%, 10/15/26	150,675
		<b>NRG Energy, Inc.</b>	
	85	7.25%, 2/1/14	79,050
	190	7.375%, 1/15/17	173,375
		<b>NRG Energy, Inc., Sr. Notes</b>	
	65	7.375%, 2/1/16	58,663
		<b>Orion Power Holdings, Inc., Sr. Notes</b>	
	350	12.00%, 5/1/10	341,250
		<b>Reliant Energy, Inc., Sr. Notes</b>	

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10	7.625%, 6/15/14	7,550
	<b>Texas Competitive Electric Holdings Co., LLC, Series A, Sr. Notes</b>	
15	10.25%, 11/1/15 (6)	13,613
	<b>Texas Competitive Electric Holdings Co., LLC, Series B, Sr. Notes</b>	
95	10.25%, 11/1/15 (6)	86,213
		<b>\$ 990,394</b>
<b>Total Corporate Bonds &amp; Notes (identified cost \$34,160,761)</b>		<b>\$ 29,500,900</b>

**Asset Backed Securities 1.3%**

	<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
\$	500	Alzette European CLO SA, Series 2004-1A, Class E2, 9.32%, 12/15/20 (6) (7)	\$ 423,200
	380	Avalon Capital Ltd. 3, Series 1A, Class D, 4.761%, 2/24/19 (6) (7)	223,782
	500	Babson Ltd., Series 2005-1A, Class C1, 4.741%, 4/15/19 (6) (7)	270,900
	500	Bryant Park CDO Ltd., Series 2005-1A, Class C, 4.841%, 1/15/19 (6) (7)	279,300
	500	Carlyle High Yield Partners, Series 2004-6A, Class C, 5.253%, 8/11/16 (6) (7)	305,450
	500	Centurion CDO 8 Ltd., Series 2005-8A, Class D, 8.315%, 3/8/17 (7)	322,050
	500	Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 7.539%, 7/17/19 (7)	251,000
	1,000	Madison Park Funding Ltd., Series 2006-2A, Class D, 7.96%, 3/25/20 (6) (7)	486,900
	1,000	Schiller Park CLO Ltd., Series 2007-1A, Class D, 4.55%, 4/25/21 (6) (7)	484,700
<b>Total Asset Backed Securities (identified cost \$5,346,710)</b>			<b>\$ 3,047,282</b>

**Convertible Bonds 0.1%**

	<b>Principal Amount (000 s omitted)</b>	<b>Security</b>	<b>Value</b>
<b>Aerospace and Defense 0.1%</b>			
\$	170,000	L-3 Communications Corp., 3.00%, 8/1/35 (6)	\$ 186,362
<b>Total Convertible Bonds (identified cost \$171,745)</b>			<b>\$ 186,362</b>

**Common Stocks 0.1%**

	<b>Shares</b>	<b>Security</b>	<b>Value</b>
<b>Automotive 0.0%</b>			
	10,443	Hayes Lemmerz International (8)	\$ 28,509
			<b>\$ 28,509</b>
<b>Cable/Satellite TV 0.0%</b>			
	54	Time Warner Cable, Inc., Class A (8)	\$ 1,307
			<b>\$ 1,307</b>
<b>Lodging and Casinos 0.0%</b>			
	289	Shreveport Gaming Holdings, Inc. (3)	\$ 4,769
	7,372	Trump Entertainment Resorts, Inc. (8)	8,994
			<b>\$ 13,763</b>
<b>Telecommunications 0.1%</b>			

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2,959	American Tower Corp., Class A (8)	\$	106,435
		\$	<b>106,435</b>
<b>Total Common Stocks</b>			
<b>(identified cost \$210,174)</b>		\$	<b>150,014</b>

**Preferred Stocks 0.0%**

Shares	Security		Value
<b>Automotive 0.0%</b>			
35	Hayes Lemmerz International, Series A, Convertible (8) (9)	\$	655
		\$	<b>655</b>
<b>Chemicals and Plastics 0.0%</b>			
15	Key Plastics, LLC, Series A (3) (8) (9)	\$	0.00
		\$	<b>0.00</b>
<b>Oil and Gas 0.0%</b>			
474	Chesapeake Energy Corp., 4.50%, Convertible	\$	47,163
		\$	<b>47,163</b>

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<b>Telecommunications</b>	<b>0.0%</b>		
	1,783	Crown Castle International Corp., 6.25% (PIK), Convertible	\$ 76,223
			<b>\$ 76,223</b>
<b>Total Preferred Stocks</b>			
<b>(identified cost \$145,234)</b>			<b>\$ 124,041</b>

**Miscellaneous 0.0%**

Shares	Security	Value
<b>Cable and Satellite Television</b>	<b>0.0%</b>	
270,000	Adelphia, Inc., Escrow Certificate (8)	\$ 12,150
261,268	Adelphia Recovery Trust (8)	7,838
<b>Total Miscellaneous</b>		
<b>(identified cost \$252,930)</b>		<b>\$ 19,988</b>

**Closed-End Investment Companies 2.0%**

Shares	Security	Value
17,436	BlackRock Floating Rate Income Strategies Fund, Inc.	\$ 191,796
9,908	BlackRock Floating Rate Income Strategies Fund II, Inc.	111,069
8,345	BlackRock Global Floating Rate Income Trust Fund	92,629
1,174	First Trust/Four Corners Senior Floating Rate Income Fund	11,916
200,596	First Trust/Four Corners Senior Floating Rate Income Fund II	2,096,228
296,293	ING Prime Rate Trust	1,285,912
5,140	LMP Corporate Loan Fund, Inc.	41,891
23,301	Nuveen Floating Rate Income Fund	178,719
3,401	Nuveen Floating Rate Income Opportunity Fund	25,678
11,375	Nuveen Senior Income Fund	54,031
55	PIMCO Floating Rate Income Fund	553
647	PIMCO Floating Rate Strategy Fund	6,147
117	Pioneer Floating Rate Trust	1,171
136,255	Van Kampen Senior Income Trust	555,920
<b>Total Closed-End Investment Companies</b>		
<b>(identified cost \$7,439,831)</b>		<b>\$ 4,653,660</b>

**Short-Term Investments 1.6%**

Description	Interest (000 s omitted)	Value
Cash Management Portfolio, 2.18% (10)	3,686	\$ 3,685,957
<b>Total Short-Term Investments</b>		<b>\$ 3,685,957</b>
<b>(identified cost \$3,685,957)</b>		
<b>Total Investments</b>		
<b>183.4%</b>		<b>\$ 430,473,357</b>
<b>(identified cost \$510,044,688)</b>		
<b>Less Unfunded Loan Commitments</b>	<b>(0.5)%</b>	<b>\$ (1,199,170)</b>
<b>Net Investments</b>	<b>182.9%</b>	
<b>(identified cost \$508,845,518)</b>		<b>\$ 429,274,187</b>

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<b>Other Assets, Less Liabilities</b>	<b>(36.0)%</b>	<b>\$</b>	<b>(84,435,352)</b>
<b>Auction Preferred Shares Plus Cumulative Unpaid Dividends</b>	<b>(46.9)%</b>	<b>\$</b>	<b>(110,065,859)</b>
<b>Net Assets Applicable to Common Shares</b>	<b>100.0%</b>	<b>\$</b>	<b>234,772,976</b>

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DIP Debtor in Possession  
 PIK Payment In Kind  
 REIT Real Estate Investment Trust  
 EUR Euro  
 GBP British Pound Sterling

\* In U.S. dollars unless otherwise indicated.

- (1) Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, it is anticipated that the Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London-Interbank Offered Rate ( LIBOR ), and secondarily the prime rate offered by one or more major United States banks (the Prime Rate ) and the certificate of deposit ( CD ) rate or other base lending rates used by commercial lenders.
- (2) This Senior Loan will settle after September 30, 2008, at which time the interest rate will be determined.
- (3) Security valued at fair value using methods determined in good faith by or at the direction of the Trustees.
- (4) Defaulted security. Currently the issuer is in default with respect to interest payments.
- (5) Unfunded or partially unfunded loan commitments. The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower's discretion.
- (6) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in transactions exempt from registration, normally to qualified institutional buyers. At September 30, 2008, the aggregate value of the securities is \$8,795,049 or 3.7% of the Trust's net assets.
- (7) Variable rate security. The stated interest rate represents the rate in effect at September 30, 2008.
- (8) Non-income producing security.
- (9) Restricted security.
- (10) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of September 30, 2008. Net income allocated from the Investment in Cash Management Portfolio for the fiscal year to date ended September 30, 2008 was \$16,110.
- (11) Issuer is in default and security is currently not accruing interest.

A summary of financial instruments at September 30, 2008 is as follows:

### Forward Foreign Currency Exchange Contracts

#### Sales

Settlement Date	Deliver	In Exchange For	Net Unrealized Appreciation (Depreciation)
10/31/08	British Pound Sterling 4,234,602	United States Dollar 7,566,195	\$ 239,235
10/31/08	Euro 15,818,887	United States Dollar 22,287,380	839,832
			<b>\$ 1,079,067</b>

At September 30, 2008, the Trust had sufficient cash and/or securities to cover commitments under these contracts.



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The cost and unrealized appreciation (depreciation) of investments of the Trust at September 30, 2008, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$</b>	<b>508,624,822</b>
Gross unrealized appreciation	\$	565,094
Gross unrealized depreciation		(79,915,729)
<b>Net unrealized depreciation</b>	<b>\$</b>	<b>(79,350,635)</b>

### Restricted Securities

At September 30, 2008, the Trust owned the following securities (representing less than 0.1% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of Acquisition	Shares	Cost	Value
<b>Preferred Stocks</b>				
Hayes Lemmerz International, Series A, Convertible	6/04/03	35	\$ 1,750	\$ 655
Key Plastics, LLC, Series A	4/26/01	15	15,000	0
<b>Total</b>			<b>\$ 16,750</b>	<b>\$ 655</b>

The Portfolio adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements, effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

- Level 1 quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2008, the inputs used in valuing the Portfolio's investments, which are carried at value, were as follows:

Valuation Inputs	Investments in Securities	Other Financial Instruments*
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Level 1	Quoted Prices	\$	8,620,399	\$	1,079,067
Level 2	Other Significant Observable Inputs		419,906,977		
Level 3	Significant Unobservable Inputs		746,811		
<b>Total</b>		<b>\$</b>	<b>429,274,187</b>	<b>\$</b>	<b>1,079,067</b>

\*Other financial instruments are forwards not reflected in the Portfolio of Investments, which are valued at the unrealized appreciation (depreciation) on the instrument.

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

	<b>Investments In Securities</b>	
Balance as of June 30, 2008	\$	544,100
Change in net unrealized appreciation (depreciation)		25,913
Net purchases (sales)		(1,182)
Accrued discount (premium)		(220)
Net transfer to (from) Level 3		178,200
Balance as of September 30, 2008	\$	746,811

Interests in senior floating-rate loans (Senior Loans) for which reliable market quotations are readily available are valued generally at the average mean of bid and ask quotations obtained from an independent pricing service. Other Senior Loans are valued at fair value by the investment adviser under procedures approved by the Trustees. In fair valuing a Senior Loan, the investment adviser utilizes one or more of the following valuation techniques: (i) a matrix pricing approach that considers the yield on the Senior Loan relative to yields on other loan interests issued by companies of comparable credit quality; (ii) a comparison of the value of the borrower's outstanding equity and debt to that of comparable public companies; (iii) a discounted cash flow analysis; or (iv) when the investment adviser believes it is likely that a borrower will be liquidated or sold, an analysis of the terms of such liquidation or sale. In certain cases, the investment adviser will use a combination of analytical methods to determine fair value, such as when only a portion of a borrower's assets are likely to be sold. In conducting its assessment and analyses for purposes of determining fair value of a Senior Loan, the investment adviser will use its discretion and judgment in considering and appraising relevant factors. Fair value determinations are made by the portfolio managers of the Trust based on information available to such managers. The portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may not possess the same information about a Senior Loan borrower as the portfolio managers of the Trust. At times, the fair value of a Senior Loan determined by the portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may vary from the fair value of the same Senior Loan determined by the portfolio managers of the Trust. The fair value of each Senior Loan is periodically reviewed and approved by the investment adviser's Valuation Committee and by the Trustees based upon procedures approved by the Trustees. Junior Loans are valued in the same manner as Senior Loans.

Debt obligations, including listed securities and securities for which quotations are available, will normally be valued on the basis of market quotations provided by independent pricing services. The pricing services consider various factors relating to bonds and/or market transactions to determine market value. Short-term debt securities with a remaining maturity of sixty days or less are valued at amortized cost, which approximates market value. If short-term debt securities are acquired with a remaining maturity of more than sixty days, they will be valued by a pricing service. Equity securities listed on a U.S. securities exchange generally are valued at the last sale price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by an independent pricing service. Forward foreign currency exchange contracts are generally valued using prices supplied by a pricing vendor or dealers. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by an independent quotation service. The independent service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. Investments for which valuations or market quotations are not readily available are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund considering relevant factors, data and information including the market value of freely tradable securities of the same class in the principal market on which such securities are normally traded.

The Trust may invest in Cash Management Portfolio (Cash Management), an affiliated investment company managed by Boston Management and Research (BMR), a subsidiary of Eaton Vance Management (EVM). Cash Management values its investment securities utilizing the amortized cost valuation technique permitted by Rule 2a-7 of the 1940 Act, pursuant to which Cash Management must comply with certain conditions. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium.

**Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Senior Income Trust

By: /s/ Scott H. Page  
Scott H. Page  
President

Date: November 15, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Scott H. Page  
Scott H. Page  
President

Date: November 15, 2008

By: /s/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer

Date: November 15, 2008

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