

HARLEYSVILLE SAVINGS FINANCIAL CORP

Form 10-Q/A

May 17, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A**

(Mark One)

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

For the quarterly period ended March 31, 2011

OR

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

For the transition period from _____ to _____

Commission File Number: 0-29709

HARLEYSVILLE SAVINGS FINANCIAL CORPORTION

(Exact name of registrant as specified in its charter)

Pennsylvania

23-3028464

(State or other jurisdiction of incorporation or organization)

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

271 Main Street, Harleysville, Pennsylvania 19438

(Address of principal executive offices)

(215) 256-8828

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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:

Common Stock, par value \$.01 per share: 3,731,991 shares outstanding as of May 13, 2011

TABLE OF CONTENTS

PART I

Item 1. Financial Statements

PART II

Item 6. Exhibits and Reports on Form 8-K

SIGNATURES

Exhibit 31.1

Exhibit 31.2

Exhibit 32.0

Table of Contents

Explanatory Note

This Form 10-Q/A of Harleysville Savings Financial Corporation (the Company) is being filed to amend the unaudited consolidated financial statements for the three and six months ended March 31, 2011 included in Item 1 of the Company's Form 10-Q for the quarter ended March 31, 2011 filed on May 13, 2011 to add a subsequent event footnote to report the death of an officer in April 2011 and the recognition of a death benefit claim on bank owned life insurance policies of approximately \$960,000 in other income during the quarter ending June 30, 2011.

PART I

Item 1. Financial Statements

Unaudited Consolidated Statements of Financial Condition as of March 31, 2011, and September 30, 2010

Unaudited Consolidated Statements of Income for the Three and Six Months Ended March 31, 2011 and 2010

Unaudited Consolidated Statements of Comprehensive Income for the Three and Six Months Ended March 31, 2011 and 2010

Unaudited Consolidated Statements of Stockholders' Equity for the Six Months Ended March 31, 2011 and 2010

Unaudited Consolidated Statements of Cash Flows for the Six Months Ended March 31, 2011 and 2010

Notes to Unaudited Consolidated Financial Statements

Table of Contents

Harleysville Savings Financial Corporation
Unaudited Consolidated Statements of Financial Condition

(In thousands, except share data)	March 31, 2011	September 30, 2010
Assets		
Cash and amounts due from depository institutions	\$ 4,476	\$ 4,052
Interest bearing deposits	19,484	16,138
Total cash and cash equivalents	23,960	20,190
Investments and mortgage-backed securities:		
Available for sale (amortized cost March 31, \$10,774; September 30, \$21,401)	10,860	21,413
Held to maturity (fair value March 31, \$275,116; September 30, \$264,448)	271,744	256,088
Loans receivable (net of allowance for loan losses March 31, \$2,795; September 30, \$2,504)	501,180	510,093
Accrued interest receivable	3,167	3,210
Federal Home Loan Bank stock at cost	14,526	16,096
Foreclosed real estate	372	186
Office properties and equipment, net	12,070	12,158
Prepaid expenses and other assets	18,599	17,706
TOTAL ASSETS	\$ 856,478	\$ 857,140
Liabilities and Stockholders Equity		
Liabilities:		
Deposits	\$ 531,272	\$ 528,100
Long-term debt	263,632	272,047
Accrued interest payable	1,333	1,407
Advances from borrowers for taxes and insurance	4,450	1,247
Accounts payable and accrued expenses	782	988
Total liabilities	801,469	803,789
Commitments and contingencies		
Stockholders equity:		
Preferred Stock: \$.01 par value; 7,500,000 shares authorized; none issued		
Common stock: \$.01 par value; 15,000,000 shares authorized; 3,921,177 shares issued; outstanding March 31, 2011 3,731,574 shares September 30, 2010 3,687,409 shares	39	39
Additional paid-in capital	8,224	8,126
Treasury stock, at cost (March 31, 2011, 189,603 shares; September 30, 2010, 233,768 shares)	(2,777)	(3,383)
Retained earnings partially restricted	49,466	48,562

Accumulated other comprehensive income	57	7
Total stockholders' equity	55,009	53,351
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 856,478	\$ 857,140

See notes to unaudited consolidated financial statements.

page -1-

Table of Contents

Harleysville Savings Financial Corporation
Unaudited Consolidated Statements of Income

(In thousands, except per share data)	For the Three Months Ended March 31,		For the Six Months Ended March 31,	
	2011	2010	2011	2010
Interest Income:				
Interest on mortgage loans	\$ 4,688	\$ 4,992	\$ 9,491	\$ 10,076
Interest on commercial loans	1,246	976	2,482	1,915
Interest on mortgage-backed securities	1,329	1,772	2,734	3,677
Interest on consumer and other loans	1,008	1,090	2,060	2,227
Interest on other taxable investments	803	851	1,534	1,760
Interest on tax-exempt investments	216	262	419	543
Dividends on investment securities	1	1	2	2
Total interest income	9,291	9,944	18,722	20,200
Interest Expense:				
Interest on deposits	1,895	2,273	3,912	4,808
Interest on borrowings	2,869	3,152	5,827	6,486
Total interest expense	4,764	5,425	9,739	11,294
Net Interest Income	4,527	4,519	8,983	8,906
Provision for loan losses	175	150	325	300
Net Interest Income after Provision for Loan Losses	4,352	4,369	8,658	8,606
Other Income:				
Customer service fees	127	152	264	313
Income on bank-owned life insurance	121	121	244	243
Other income	184	185	425	404
Total other income	432	458	933	960
Other Expenses:				
Salaries and employee benefits	1,895	1,762	3,624	3,431
Occupancy and equipment	368	336	714	629
Deposit insurance premiums	263	226	489	453
Data processing	163	169	330	322
Other	651	737	1,345	1,465
Total other expenses	3,340	3,230	6,502	6,300

Income before Income Taxes	1,444	1,597	3,089	3,266
Income tax expense	350	437	779	892
Net Income	\$ 1,094	\$ 1,160	\$ 2,310	\$ 2,374
Basic Earnings Per Share	\$ 0.29	\$ 0.32	\$ 0.62	\$ 0.65
Diluted Earnings Per Share	\$ 0.29	\$ 0.32	\$ 0.62	\$ 0.65
Dividends Per Share	\$ 0.19	\$ 0.19	\$ 0.38	\$ 0.38

See notes to unaudited consolidated financial statements.

page -2-

Table of Contents

Harleysville Savings Financial Corporation
Unaudited Consolidated Statements of Comprehensive Income

(In thousands)	Three Months Ended March 31,	
	2011	2010
Net Income	\$ 1,094	\$ 1,160
Other Comprehensive Income		
Unrealized (loss) gain on securities available for sale, net of tax (benefit) expense 2011, (\$10); 2010, \$28 and reclassifications	(20)(1)	56(1)
Total Comprehensive Income	\$ 1,074	\$ 1,216
	2011	2010
(1) Disclosure of reclassification amount, net of tax for the three months ended:		
Net unrealized (loss) gain arising during the three months ended	\$ (30)	\$ 84
Reclassification adjustment for net losses (gains) included in net income		
	(30)	84
Tax benefit (expense)	10	(28)
Net unrealized (loss) gain on securities available for sale	\$ (20)	\$ 56
	Six Months Ended March 31,	
(In thousands)	2011	2010
Net Income	\$ 2,310	\$ 2,374
Other Comprehensive Income		
Unrealized (loss) gain on securities available for sale, net of tax (benefit) expense 2011, \$25; 2010, \$29 and reclassifications	(50)(1)	57(1)
Total Comprehensive Income	\$ 2,260	\$ 2,431
	2011	2010
(1) Disclosure of reclassification amount, net of tax for the three months ended:		
Net unrealized gain arising during the three months ended	\$ 75	\$ 86
Reclassification adjustment for net losses (gains) included in net income		

Tax expense		75		86
		(25)		(29)
Net unrealized gain on securities available for sale		\$ 50	\$	57

See notes to unaudited consolidated financial statements.

page -3-

Table of Contents

Harleysville Savings Financial Corporation
Unaudited Consolidated Statements of Stockholders' Equity

	Common Stock Shares	Common Paid-in Capital	Retained Earnings- Partial	Accumulated Other Comprehensive Income (Loss) /	Treasury Stock	Total Stockholders' Equity	
(In thousands, except share and per share data)	Outstanding	Stock	Capital	Restricted	Income	Stock	Equity
Balance at October 1, 2010	3,687,409	\$ 39	\$ 8,126	\$ 48,562	\$ 7	\$ (3,383)	\$ 53,351
Net income				2,310			2,310
Dividends \$.38 per share				(1,406)			(1,406)
Stock option compensation			103				103
Treasury stock delivered under ESOP	10,000		10			137	147
Treasury stock delivered under reinvestment plan	20,380		26			280	306
Employee options exercised	13,785		(41)			189	148
Change in unrealized holding gain on available-for-sale securities, net of reclassification and tax					50		50

Balance at March 31, 2011 3,731,574 \$ 39 \$ 8,224 \$ 49,466 \$ 57 \$ (2,777) \$ 55,009

	Common Stock Shares	Common Paid-in Capital	Retained Earnings- Partial	Accumulated Other Comprehensive Income (Loss) /	Treasury Stock	Total Stockholders' Equity	
(In thousands, except share and per share data)	Outstanding	Stock	Capital	Restricted	Income	Stock	Equity
Balance at October 1, 2009	3,627,696	\$ 39	\$ 8,002	\$ 46,329	\$ (29)	\$ (4,202)	\$ 50,139
Net income				2,374			2,374
Dividends \$.38 per share				(1,382)			(1,382)
Stock option compensation			81				81
Treasury stock purchase	(5,659)					(77)	(77)
Treasury stock delivered under ESOP	10,000					137	137
Treasury stock delivered under reinvestment plan	20,939		(6)			286	280
Employee options exercised	7,916		(38)			109	71
Change in unrealized holding loss on available-for-sale securities, net of reclassification and tax					57		57

Table of Contents

Harleysville Savings Financial Corporation
Unaudited Consolidated Statements of Cash Flows

(In thousands)	Six Months Ended March 31,	
	2011	2010
Operating Activities:		
Net Income	\$ 2,310	\$ 2,374
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	309	259
Provision for loan losses	325	300
Loss on sale of foreclosed real estate		159
Amortization of deferred loan fees	126	58
Net (accretion) amortization of premiums and discounts	(86)	65
Increase in cash surrender value of bank owned life insurance	(244)	(243)
Compensation charge on stock options	103	81
Changes in assets and liabilities which provided (used) cash:		
Decrease in accounts payable and accrued expenses	(206)	(489)
Increase in prepaid expenses and other assets	(649)	(3,277)
Decrease in accrued interest receivable	43	108
Decrease in accrued interest payable	(74)	(149)
 Net cash provided by (used in) operating activities	 1,957	 (754)
Investing Activities:		
Purchase of mortgage-backed securities held to maturity	(36,930)	(1,571)
Purchase of investment securities held to maturity	(39,228)	(50,953)
Purchase of investment securities available-for-sale	(33,114)	(30,900)
Net redemption FHLB stock	1,570	
Proceeds from the redemption of investment securities available-for-sale	43,717	33,780
Proceeds from maturities of investment securities held to maturity	36,665	40,429
Proceeds from sale of foreclosed real estate		588
Principal collected on mortgage-backed securities held to maturity	23,923	22,125
Principal collected on long term loans	60,948	55,161
Long term loans originated or acquired	(52,672)	(68,623)
Purchases of premises and equipment	(221)	(1,894)
 Net cash provided by (used in) investing activities	 4,658	 (1,858)
Financing Activities:		
Net increase in demand deposits, NOW accounts and savings accounts	9,196	44,219
Net decrease in certificates of deposit	(6,024)	(19,246)
Cash dividends	(1,090)	(1,102)
Repayment of long-term debt	(8,415)	(18,648)
Acquisition of treasury stock		(77)
Treasury stock delivered under employee stock plans	285	208
Net increase in advances from borrowers for taxes and insurance	3,203	3,039
 Net cash (used in) provided by financing activities	 (2,845)	 8,393

INCREASE IN CASH AND CASH EQUIVALENTS	3,770	5,781
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	20,190	9,442
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 23,960	\$ 15,223

Supplemental Disclosure of Cash Flow Information

Cash paid during the period for:		
Interest (credited and paid)	\$ 9,813	\$ 11,444
Income taxes	1,020	925
Foreclosed real estate acquired in settlement of loans	186	
Securities purchased and not settled	\$	\$ 2,800
<i>See notes to consolidated financial statements.</i>		

Table of Contents

Harleysville Savings Financial Corporation
Notes to Unaudited Consolidated Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation -The unaudited consolidated financial statements include the accounts of Harleysville Savings Financial Corporation (the Company) and its subsidiary. Harleysville Savings Bank (the Bank) is the wholly owned subsidiary of the Company. The accompanying consolidated financial statements include the accounts of the Company, the Bank, and the Bank's wholly owned subsidiaries, HSB Inc, a Delaware corporation which was formed in order to hold certain assets, Freedom Financial LLC that allows the Company to offer non deposit products and HARL LLC that allows the Bank to invest in equity investments. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and therefore do not include information or footnotes necessary for a complete presentation of financial condition, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary for a fair presentation of the consolidated financial statements have been included. The results of operations for the three and six months ended March 31, 2011 are not necessarily indicative of the results which may be expected for the entire fiscal year ending September 30, 2011 or any other period. The financial information should be read in conjunction with the Company's Annual Report on Form 10-K for the period ended September 30, 2010.

Use of Estimates in Preparation of Consolidated Financial Statements

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The most significant of these estimates is the allowance for loan losses, the determination of other-than-temporary impairment on securities and the valuation of deferred tax assets. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the prior period's financial statements have been reclassified to conform with the current year's classifications. The reclassifications had no effect on net income.

Subsequent Events

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of March 31, 2011 for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through the date these financial statements were issued.

Table of Contents

Recent Accounting Pronouncements In October 2009, the FASB issued Accounting Standards Update (ASU) 2009-16, *Transfers and Servicing (Topic 860) Accounting for Transfers of Financial Assets*. This Update amends the Accounting Standards (Codification) for the issuance of FASB Statement No. 166, *Accounting for Transfers of Financial Assets-an amendment of FASB Statement No. 140*. The amendments in this Update improve financial reporting by eliminating the exceptions for qualifying special-purpose entities from the consolidation guidance and the exception that permitted sale accounting for certain mortgage securitizations when a transferor has not surrendered control over the transferred financial assets. In addition, the amendments require enhanced disclosures about the risks that a transferor continues to be exposed to because of its continuing involvement in transferred financial assets. Comparability and consistency in accounting for transferred financial assets will also be improved through clarifications of the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This Update is effective at the start of a reporting entity's first fiscal year beginning after November 15, 2009. The adoption of this new guidance did not have an impact on our financial position or result of operations.

In October 2009, the FASB issued ASU 2009-17, *Consolidations (Topic 810) Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. This Update amends the Codification for the issuance of FASB Statement No. 167, *Amendments to FASB Interpretation No. 46(R)*. The amendments in this Update replace the quantitative-based risks and rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which reporting entity has the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. An approach that is expected to be primarily qualitative will be more effective for identifying which reporting entity has a controlling financial interest in a variable interest entity. The amendments in this Update also require additional disclosures about a reporting entity's involvement in variable interest entities, which will enhance the information provided to users of financial statements. This Update is effective at the start of a reporting entity's first fiscal year beginning after November 15, 2009. The adoption of this new guidance did not have an impact on our financial position or result of operations.

The FASB has issued ASU 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. This ASU requires some new disclosures and clarifies some existing disclosure requirements about fair value measurement as set forth in Codification Subtopic 820-10. The FASB's objective is to improve these disclosures and, thus, increase the transparency in financial reporting. Specifically, ASU 2010-06 amends Codification Subtopic 820-10 to now require:

A reporting entity to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers; and

In the reconciliation for fair value measurements using significant unobservable inputs, a reporting entity should present separately information about purchases, sales, issuances, and settlements.

In addition, ASU 2010-06 clarifies the requirements of the following existing disclosures:

For purposes of reporting fair value measurement for each class of assets and liabilities, a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities; and

A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements.

Table of Contents

ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Early adoption is permitted. The adoption of this standard did not have an impact on our financial position or results of operations.

ASU 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, will help investors assess the credit risk of a company's receivables portfolio and the adequacy of its allowance for credit losses held against the portfolios by expanding credit risk disclosures.

This ASU requires more information about the credit quality of financing receivables in the disclosures to financial statements, such as aging information and credit quality indicators. Both new and existing disclosures must be disaggregated by portfolio segment or class. The disaggregation of information is based on how a company develops its allowance for credit losses and how it manages its credit exposure.

The amendments in this update apply to all public and nonpublic entities with financing receivables. Financing receivables include loans and trade accounts receivable. However, short-term trade accounts receivable, receivables measured at fair value or lower of cost or fair value, and debt securities are exempt from these disclosure amendments. The effective date of ASU 2010-20 differs for public and nonpublic companies. For public companies, the amendments that require disclosures as of the end of a reporting period are effective for periods *ending* on or after December 15, 2010. The amendments that require disclosures about activity that occurs during a reporting period are effective for periods *beginning* on or after December 15, 2010. For nonpublic companies, the amendments are effective for annual reporting periods ending on or after December 15, 2011. The Company has provided the required credit quality disclosures as of the end of the reporting periods December 31, 2010 and March 31, 2011 and disclosures about the activity for the three months ended March 31, 2011.

ASU 2011-01 *Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20*. The amendments in this Update temporarily delay the effective date of the disclosures about troubled debt restructurings in Update 2010-20 for public entities. Under the existing effective date in Update 2010-20, public-entity creditors would have provided disclosures about troubled debt restructurings for periods beginning on or after December 15, 2010. The delay was intended to allow FASB time to complete its deliberations on what constitutes a troubled debt restructuring. FASB issued this new standard as discussed in the following paragraph. The effective date of the new disclosures about troubled debt restructurings for public entities is coordinated with the adoption of this new standard.

In April 2011 the FASB issued Accounting Standard Update (ASU) No. 2011-02, *Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*, to clarify the accounting principles applied to loan modifications. ASU No. 2011-02 was issued to address the recording of an impairment loss in FASB ASC 310, *Receivables*. ASU No. 2011-02 adds text to the scope guidance Section 310-40-15 that is meant to help determine when a lender has granted a concession on their terms of a loan. The added material also provides criteria that should be used to help determine when the loan restructuring delays a payment by a length of time that is considered insignificant and when the borrower is having financial problems. For public companies the effective date is for fiscal quarters and years that start June 15, 2011, or later with the retrospective application to the beginning of the fiscal year for loans that are restructured during the year in which the changes are adopted. The Company is in the process of evaluating the adoption of this update will have on their financial condition or statement of operations.

Table of Contents**2. INVESTMENT AND MORTGAGE-BACKED SECURITIES**

The amortized cost and fair value of the Company's securities gross unrealized gains and losses, as of March 31, 2011 and September 30, 2010 are as follows:

Available for sale securities:

(In Thousands)	Amortized Cost	March 31, 2011		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Equity securities	\$ 355	\$ 72	\$ (31)	\$ 396
Collateralized mortgage obligations	785	45		830
U.S. Government money market funds	9,634			9,634
Total Available for Sale Securities	\$ 10,774	\$ 117	\$ (31)	\$ 10,860

(In Thousands)	Amortized Cost	September 30, 2010		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Equity securities	\$ 355	\$ 42	\$ (54)	\$ 343
Collateralized mortgage obligations	785	24		809
U.S. Government money market funds	20,261			20,261
Total Available for Sale Securities	\$ 21,401	\$ 66	\$ (54)	\$ 21,413

Held to maturity securities:

(In Thousands)	Amortized Cost	March 31, 2011		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Mortgage-backed securities- U.S. Government Sponsored Enterprises (GSE's)	\$ 118,632	\$ 5,559	\$ (48)	\$ 124,143
Collateralized mortgage obligations	25,224	199	(4)	25,419
Municipal bonds	20,067	487	(110)	20,444
U.S. Government Agencies	107,821	198	(2,909)	105,110
Total Held to Maturity Securities	\$ 271,744	\$ 6,443	\$ (3,071)	\$ 275,116

(In Thousands)	Amortized Cost	September 30, 2010		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
Mortgage-backed securities- U.S. Government Sponsored Enterprises (GSE's)	\$ 110,732	\$ 6,755	\$	\$ 117,487

Edgar Filing: HARLEYSVILLE SAVINGS FINANCIAL CORP - Form 10-Q/A

Collateralized mortgage obligations	20,087	193	(37)	20,243
Municipal bonds	16,462	773	(47)	17,188
U.S. Government Agencies	108,807	768	(45)	109,530
Total Held to Maturity Securities	\$ 256,088	\$ 8,489	\$ (129)	\$ 264,448

page -9-

Table of Contents

A summary of securities with unrealized losses, aggregated by category, at March 31, 2011 is as follows:

(In Thousands)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Total Fair Value	Total Unrealized Losses
Collateralized mortgage obligations	\$ 7,571	\$ (4)	\$	\$	\$ 7,571	\$ (4)
Municipal bonds	2,944	(23)	1,451	(87)	4,395	(110)
U.S. Government Agencies and GSE s	102,496	(2,957)			102,496	(2,957)
Subtotal debt securities	113,011	(2,984)	1,451	(87)	114,462	(3,071)
Equity securities	24		181	(31)	205	(31)
Total temporarily impaired securities	\$ 113,035	\$ (2,984)	\$ 1,632	\$ (118)	\$ 114,667	\$ (3,102)

At March 31, 2011, debt securities in a gross unrealized loss position consisted of 45 securities that at such date had an aggregate depreciation of 2.61% from the Company's amortized cost basis. Management believes that the estimated fair value of the securities disclosed above is primarily dependent upon the movement in market interest rates. Management evaluated the length of time and the extent to which the fair value has been less than cost; the financial condition and near term prospects of the issuer, including any specific events which may influence the operations of the issuer. The Company has the ability and intent to hold these securities until maturity and the Company does not believe it will be required to sell such securities prior to the recovery of the amortized cost basis. Management does not believe any individual unrealized loss as of March 31, 2011 represents an other-than-temporary impairment.

As of March 31, 2011, there were three equity securities in an unrealized loss position. Management evaluated the length of time and the extent to which the market value has been less than cost; the financial condition and near term prospects of the issuer, including any specific events which may influence the operations of the issuer such as changes in technology that may impair the earnings potential of the investment or the discontinuance of a segment of the business that may effect the future earnings potential. The Company has the ability and intent to hold these securities until the anticipated recovery of fair value occurs. Management does not believe any individual unrealized loss of March 31, 2011 represents an other-than-temporary impairment.

A summary of securities with unrealized losses, aggregated by category, at September 30, 2010 is as follows:

(In Thousands)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Total Fair Value	Total Unrealized Losses
Collateralized mortgage obligations	\$ 8,262	\$ (4)	\$ 1,530	\$ (33)	\$ 9,792	\$ (37)
Municipal bonds	378		1,494	(47)	1,872	(47)
U.S. Government Agencies and GSE s	6,955	(45)			6,955	(45)
Subtotal debt securities	15,595	(49)	3,024	(80)	18,619	(129)
Equity Securities	55	(3)	160	(51)	215	(54)

Total temporarily impaired securities	\$ 15,650	\$ (52)	\$ 3,184	\$ (131)	\$ 18,834	\$ (183)
---------------------------------------	-----------	---------	----------	----------	-----------	----------

page -10-

Table of Contents

The following table sets forth the stated maturities of the investment and mortgage-backed securities at March 31, 2011. Money market funds and equity securities are not included in the table based on lack of maturity.

(In Thousands)	March 31, 2011	
	Amortized Cost	Fair Value
Available for sale:		
Due in one year or less	\$ 785	\$ 830
Due after one year through five years		
Due after five years through ten years		
Due after ten years		
Total	\$ 785	\$ 830
Held to maturity:		
Due in one year or less	\$ 138,568	\$ 136,400
Due after one year through five years	117,678	123,117
Due after five years through ten years	14,672	14,658
Due after ten years	826	941
Total	\$ 271,744	\$ 275,116

Certain of the Company's investment securities, totaling \$9.3 million and \$10.3 million at March 31, 2011 and September 30, 2010, respectively, were pledged as collateral to secure deposit sweep accounts and public deposits as required or permitted by law.

3. LOANS RECEIVABLE

Loans receivable consists of the following:

(In Thousands)	March 31, 2011	September 30, 2010
Residential Mortgages	\$ 332,219	\$ 339,874
Construction	6,129	4,752
Home Equity	85,958	90,511
Commercial Mortgages	79,203	75,450
Commercial Business Loans	6,442	4,327
Consumer Non-Real Estate	1,125	1,980
Total	511,076	516,894
Undisbursed portion of loans in process	(6,129)	(3,426)
Deferred loan fees	(972)	(871)
Allowance for loan losses	(2,795)	(2,504)
Loans Receivable net	\$ 501,180	\$ 510,093

The total amount of loans being serviced for the benefit of others was approximately \$1.74 million and \$1.76 million at March 31, 2011 and September 30, 2010, respectively.

Table of Contents

The loans receivable portfolio is segmented into consumer and commercial loans. Consumer loans consist of the following classes: residential mortgage loans, construction loans, home equity loans and other consumer loans. Commercial loans consist of the following classes: commercial mortgages and commercial business loans. For all classes of loans receivable, the accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Interest received on nonaccrual loans including impaired loans generally is either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time (generally six months) and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on contractual due dates for loan payments.

The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses represents management's estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans. The reserve for unfunded lending commitments represents management's estimate of losses inherent in its unfunded loan commitments and is recorded in other liabilities on the consolidated balance sheet. The allowance for credit losses is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

The allowance for credit losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a quarterly evaluation of the adequacy of the allowance. The allowance is based on the Company's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, adjusted for qualitative factors. These significant factors may include changes in lending policies and procedures, changes in existing general economic and business conditions affecting our primary lending areas, credit quality trends, collateral value, loan volumes and concentrations, seasoning of the loan portfolio, recent loss experience in particular segments of the portfolio, duration of the current business cycle and bank regulatory examination results. The applied loss factors are reevaluated quarterly to ensure their relevance in the current economic environment.

Residential mortgage lending generally entails a lower risk of default than other types of lending. Other consumer loans and commercial real estate loans generally involve more risk of collectability because of the type and nature of the collateral and, in certain cases, the absence of collateral. It is the Company's policy to establish specific reserves for losses on delinquent consumer loans and commercial loans when it determines that losses are probable.

Table of Contents

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent.

An allowance for loan losses is established for an impaired loan if its carrying value exceeds its estimated fair value. The estimated fair values of substantially all of the Company's impaired loans are measured based on the estimated fair value of the loan's collateral.

For residential mortgage loans, home equity loans and commercial loans secured by real estate, estimated fair values are determined primarily through third-party appraisals. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated certified appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the original appraisal and the condition of the property. Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

For commercial business loans secured by non-real estate collateral, such as accounts receivable, inventory and equipment, estimated fair values are determined based on the borrower's financial statements, inventory reports, accounts receivable aging or equipment appraisals or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets.

The allowance calculation methodology includes further segregation of loan classes into risk rating categories. The borrower's overall financial condition, repayment sources, guarantors and value of collateral, if appropriate, are evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments, for commercial and consumer loans. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful and loss. Loans criticized special mention have potential weaknesses that deserve management's close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Loan not classified are rated pass.

In addition, Federal regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan losses and may require the Company to recognize additions to the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management's comprehensive analysis of the loan portfolio, management believes the current level of the allowance for loan losses is adequate.

Table of Contents

The following table presents the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful within the Company's internal risk rating system as of March 31, 2011 and December 31, 2010:

March 31, 2011

(In Thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Residential Mortgages	\$ 329,425	\$	\$ 2,428	\$ 366	\$ 332,219
Construction	6,129				6,129
Home Equity	85,746		147	65	85,958
Commercial Mortgages	76,760	2,211		232	79,203
Commercial Business Loans	6,342	100			6,442
Consumer Non-Real Estate	1,120			5	1,125
Total	\$ 505,522	\$ 2,311	\$ 2,575	\$ 668	\$ 511,076

December 31, 2010

(In Thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Residential Mortgages	\$ 330,283	\$	\$ 1,974	\$ 641	\$ 332,898
Construction	5,420				5,420
Home Equity	88,759		103	65	88,927
Commercial Mortgages	76,096	2,214		312	78,622
Commercial Business Loans	6,498	100			6,598
Consumer Non-Real Estate	1,194			6	1,200
Total	\$ 508,250	\$ 2,314	\$ 2,077	\$ 1,024	\$ 513,665

Table of Contents

The following table summarizes information in regards to impaired loans by loan portfolio class as of March 31, 2011 and December 31, 2010 and for the three months then ended:

March 31, 2011

(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Residential Mortgages	\$ 1,130	\$ 1,130	\$	\$ 846	\$ 9
Construction					
Home Equity	65	65		65	
Commercial Mortgages					
Commercial Business Loans					
Consumer Non Real Estate					
With an allowance recorded:					
Residential Mortgages	\$ 1,664	\$ 1,664	\$ (317)	\$ 1,653	\$ 2
Construction					
Home Equity	147	147	(147)	118	
Commercial Mortgages	232	232	(105)	259	
Commercial Business Loans					
Consumer Non Real Estate	5	5	(5)	5	
Total:					
Residential Mortgages	\$ 2,794	\$ 2,794	\$ (317)	\$ 2,499	\$ 11
Construction					
Home Equity	212	212	(147)	183	
Commercial Mortgages	232	232	(105)	259	
Commercial Business Loans					
Consumer Non Real Estate	5	5	(5)	5	

page -15-

Table of Contents

December 31, 2010

(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Residential Mortgages	\$ 1,047	\$ 1,047	\$	\$ 1,050	\$ 10
Construction					
Home Equity	65	65		65	
Commercial Mortgages					
Commercial Business Loans					
Consumer Non-Real Estate					
With an allowance recorded:					
Residential Mortgages	\$ 1,568	\$ 1,568	\$ (269)	\$ 1,568	\$ 2
Construction					
Home Equity	103	103	(103)	104	
Commercial Mortgages	312	312	(127)	312	
Commercial Business Loans					
Consumer Non-Real Estate	6	6	(6)	6	
Total:					
Residential Mortgages	\$ 2,615	\$ 2,615	\$ (269)	\$ 2,618	\$ 12
Construction					
Home Equity	168	168	(103)	169	
Commercial Mortgages	312	312	(127)	312	
Commercial Business Loans					
Consumer Non-Real Estate	6	6	(6)	6	

page -16-

Table of Contents

The performance and credit quality of the loan portfolio is also monitored by the analyzing the age of the loans receivable as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the past due status as of March 31, 2011 and December 31, 2010:

March 31, 2011

(In Thousands)	30-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans Receivables	Loans Receivable > 90 Days and Accruing
Residential Mortgages	\$ 4,448	\$ 2,962	\$ 7,410	\$ 324,809	\$ 332,219	\$ 380
Construction				6,129	6,129	
Home Equity	10	44	54	85,904	85,958	44
Commercial Mortgages	2,009	232	2,241	76,962	79,203	
Commercial Business Loans				6,442	6,442	
Consumer Non Real Estate	64	5	69	1,056	1,125	
Total	\$ 6,531	\$ 3,243	\$ 9,774	\$ 501,302	\$ 511,076	\$ 424

December 31, 2010

(In Thousands)	30-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans Receivables	Loans Receivable > 90 Days and Accruing
Residential Mortgages	\$ 2,691	\$ 2,447	\$ 5,138	\$ 327,760	\$ 332,898	\$ 380
Construction				5,420	5,420	
Home Equity	57	12	69	88,858	88,927	12
Commercial Mortgages		312	312	78,310	78,622	
Commercial Business Loans				6,598	6,598	
Consumer Non-Real Estate	31	6	37	1,163	1,200	
Total	\$ 2,779	\$ 2,777	\$ 5,556	\$ 508,109	\$ 513,665	\$ 392

Table of Contents

The following table provides the activity in the allowance for loan losses by loan class for the three-months ended March 31, 2011 and the balance in the allowance for loan losses at March 31, 2011 disaggregated on the basis of the Company's impairment method by loan class along with the balance of loans receivable by class disaggregated on the basis of the Company's impairment methodology.

	At and for the Three-Months Ended March 31, 2011							
	Residential Mortgage	Construction	Home Equity	Commercial Mortgages	Business Loans	Consumer Non-Real Estate	Unallocated	Totals
Beginning Balance, December 31, 2010	\$ 947	\$ 8	\$ 457	\$ 983	\$ 130	\$ 10	\$ 104	\$ 2,639
Charge-offs	(15)					(6)		(21)
Recoveries						2		2
Provisions	60	1	43	(23)	(13)	4	103	175
Ending balance, March 31, 2011	\$ 992	\$ 9	\$ 500	\$ 960	\$ 117	\$ 10	\$ 207	\$ 2,795
Ending balance: Individually evaluated for impairment	\$ 317	\$	\$ 147	\$ 105	\$	\$ 5	\$	\$ 574
Ending balance: Collectively evaluated for impairment	\$ 675	\$ 9	\$ 353	\$ 855	\$ 117	\$ 5	\$ 207	\$ 2,221
Loans:								
Ending balance:	\$ 332,219	\$ 6,129	\$ 85,958	\$ 79,203	\$ 6,442	\$ 1,125	\$	\$ 511,076
Ending balance: Individually evaluated for impairment	\$ 2,794	\$	\$ 212	\$ 232	\$	\$ 5	\$	\$ 3,243
Ending balance: Collectively evaluated for impairment	\$ 329,425	\$ 6,129	\$ 85,746	\$ 78,971	\$ 6,442	\$ 1,120	\$	\$ 507,833

Table of Contents

The following table presents nonaccrual loans by classes of the loan portfolio as of March 31, 2011 and December 31, 2010:

	(In Thousands)	
	March 31, 2011	December 31, 2010
Residential Mortgages	\$ 2,582	\$ 2,392
Construction		
Home Equity		
Commercial Mortgages	232	312
Commercial Business Loans		
Consumer Non-Real Estate	5	6
Total	\$ 2,819	\$ 2,710

4. Federal Home Loan Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank (FHLB) to hold stock of its district FHLB according to a predetermined formula. The restricted stock is carried at cost. In December 2008, the FHLB of Pittsburgh notified member banks that it was suspending dividend payments and the repurchase of capital stock. During 2010 and 2011, the FHLB allowed certain redemptions.

Management's determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the FHLB.

Management believes no impairment charge is necessary related to the FHLB restricted stock as of March 31, 2011.

5. DEPOSITS

Deposits are summarized as follows:

	(In Thousands)	
	March 31, 2011	September 31, 2010
Non-interest bearing checking accounts	\$ 18,171	\$ 17,015
Now accounts	28,000	21,320
Interest bearing checking accounts	35,527	32,577
Money market deposit accounts	134,216	136,079
Passbook and club accounts	4,012	3,739
Certificate of deposits	311,346	317,370
Total Deposits	\$ 531,272	\$ 528,100

The aggregate amount of certificate accounts in denominations of \$100,000 or more at March 31, 2011 and September 31, 2010 amounted to approximately \$64.4 million and \$59.2 million, respectively.

Table of Contents**6. COMMITMENTS**

At March 31, 2011, the following commitments were outstanding:

	(In thousands)
Letters of credit	\$ 405
Commitments to originate loans	23,265
Unused portion of home equity lines of credits	55,095
Unused portion of commercial lines of credits	6,641
Undisbursed portion of construction loans in process	2,933
 Total	 \$ 88,339

Outstanding letters of credit written are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The majority of these standby letters of credit expire within the next twelve months. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending other loan commitments. The Company requires collateral supporting these letters of credit as deemed necessary. Management believes that the proceeds obtained through a liquidation of such collateral would be sufficient to cover the maximum potential amount of future payments required under the corresponding guarantees. The current amount of the liability as of March 31, 2011 for guarantees under standby letters of credit issued is not material.

7. EARNINGS PER SHARE

The following shares were used for the computation of earnings per share:

	For the Three Months Ended		For the Six Months Ended	
	March 31,		March 31,	
	2011	2010	2011	2010
Basic	3,723,236	3,654,047	3,708,140	3,643,583
Diluted	3,758,260	3,670,280	3,741,864	3,658,087

The difference between the number of shares used for computation of basic earnings per share and diluted earnings per share represents the dilutive effect of stock options. There were 226,653 stock options that were anti-dilutive for the three months and six months ended March 31, 2011, respectively. There were 229,583 stock options that were anti-dilutive for the three and six months periods ended March 31, 2010, respectively.

Table of Contents**8. LONG-TERM DEBT**

Advances consists of the following:

Maturing Period	March 31, 2011	(In thousands)		September 30, 2010
	Amount	Weighted Interest Rate	Amount	Weighted Interest Rate
1 to 12 months	\$ 30,688	4.43%	\$ 15,923	4.37%
13 to 24 months	42,909	4.34%	54,440	4.50%
25 to 36 months	52,651	4.15%	35,022	4.03%
37 to 48 months	3,009	3.58%	28,729	4.10%
49 to 60 months	15,000	3.89%	18,356	3.83%
61 to 72 months	35,000	4.86%	10,000	4.71%
73 to 84 months	55,000	4.43%	45,000	4.52%
85 to 120 months	29,375	4.05%	64,577	4.38%
Total	\$ 263,632	4.33%	\$ 272,047	4.33%

Federal Home Loan Bank (FHLB) advances are collateralized by Federal Home Loan Bank stock and substantially all first mortgage loans. The Company has a line of credit with the FHLB of which \$0 out of \$75.0 million was used at March 31, 2011 and September 30, 2010, respectively. Included in the table above at March 31, 2011 and September 30, 2010 are convertible advances whereby the FHLB has the option at a predetermined strike rate to convert the fixed interest rate to an adjustable rate tied to London Interbank Offered Rate (LIBOR). The Company then has the option to repay these advances if the FHLB converts the interest rate. These advances are included in the periods in which they mature. The Company has a total FHLB borrowing capacity of \$500.3 million of which \$213.6 was used as of March 31, 2011. In addition, there are four long-term advances from other financial institutions totaling \$50 million that are secured by investment and mortgage-backed securities.

9. REGULATORY CAPITAL REQUIREMENTS

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Quantitative measures established by regulation to ensure capital adequacy require the Company and Bank to maintain minimum amounts and ratios (set forth in the table below) of total Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital (as defined) to assets (as defined). Management believes, as of March 31, 2011, that the Bank meets all capital adequacy requirements to which it is subject.

Table of Contents

As of March 31, 2011, the most recent notification from the Federal Deposit Insurance Corporation categorized the Company and Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank's actual capital amounts and ratios are also presented in the table. The Company's capital ratios are not significantly different than the Bank's disclosed below.

(Dollars in Thousands)	Actual		For Capital Adequacy Purposes		To Be Considered Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
At March 31, 2011						
Tier 1 Capital (to assets)	\$ 54,973	6.45%	\$ 34,112	4.00%	\$ 42,641	5.00%
Tier 1 Capital (to risk weighted assets)	54,973	11.75%	18,719	4.00%	28,079	6.00%
Total Capital (to risk weighted assets)	57,786	12.35%	37,439	8.00%	46,799	10.00%
At September 30, 2010						
Tier 1 Capital (to assets)	\$ 53,330	6.19%	\$ 34,440	4.00%	\$ 43,050	5.00%
Tier 1 Capital (to risk weighted assets)	55,330	11.35%	18,799	4.00%	28,199	6.00%
Total Capital (to risk weighted assets)	55,834	11.88%	37,599	8.00%	46,999	10.00%

10. FAIR VALUE MEASUREMENTS AND DISCLOSURES

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with accounting guidance, the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumption used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is determined at a reasonable point within the range that is most representative of fair value under current market conditions.

Table of Contents

The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported with little or no market activity).

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

Description	March 31, 2011	(Level 1)	(Level 2)	(Level 3)
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Equity securities	\$ 396	\$ 396	\$	\$
U.S. Government money market funds	9,634	9,634		
Collateralized mortgage obligations	830		830	
Total available for sale securities	\$ 10,860	\$ 10,030	\$ 830	\$

Description	September 30, 2010	(Level 1)	(Level 2)	(Level 3)
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Equity securities	\$ 343	\$ 343	\$	\$
U.S. Government money market funds	20,261	20,261		
Collateralized mortgage obligations	809		809	
Total available for sale securities	\$ 21,413	\$ 20,604	\$ 809	\$

There were no transfers in and out of Level 1 and Level 2 fair value measurements for the quarter ended March 31, 2011.

Table of Contents

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at March 31, 2011 and September 30, 2010 are as follows:

For assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at March 31, 2011 and September 30, 2010 are as follows:

Description	March 31, 2011	(Level 1)	(Level 2)	(Level 3)
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Impaired Loans	\$ 1,474	\$	\$	\$ 1,474

Description	September 30, 2010	(Level 1)	(Level 2)	(Level 3)
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Impaired Loans	\$ 186	\$	\$	\$ 186

The following valuation techniques were used to measure fair value of the Company's financial instruments in the tables above and below:

Cash and Cash Equivalents (Carried at Cost)

The carrying amounts for cash and cash equivalents approximate those assets' fair values.

Securities

The fair value of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices.

Loans Receivable (Carried at Cost)

The fair values of loans are estimated using discounted cash flow analyses, using market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Impaired loans are those loans which the Company has measured impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements.

Federal Home Loan Bank Stock (Carried at Cost)

The carrying amount of this restricted investment in bank stock approximates fair value, and considers the limited marketability of such securities.

Table of Contents

Accrued Interest Receivable and Payable (Carried at Cost)

The carrying amount of accrued interest receivable and accrued interest payable approximates its fair value.

Deposit Liabilities (Carried at Cost)

The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook savings and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of a aggregated expected monthly maturities on time deposits.

Borrowings (Carried at Cost)

Fair values of borrowings are estimated using discounted cash flow analysis, based on quoted prices for new advances with similar credit risk characteristics, terms and remaining maturity. These prices obtained from this active market represent a market value that is deemed to represent the transfer price if the liability were assumed by a third party.

Off-Balance Sheet Financial Instruments (Disclosed at Cost)

Fair values for the Company's off-balance sheet financial instruments (lending commitments and letters of credit) are based on fees currently charged in the market to enter into similar agreements, taking into account, the remaining terms of the agreements and the counterparties' credit standing. The fair value of these off-balance sheet financial instruments are not considered material as of March 31, 2011 and September 30, 2010.

The estimated fair value amounts have been determined by the Company using available market information appropriate valuation methodologies. However, considerable judgment is necessarily required to interpret the data to develop the estimates.

The carrying amounts and estimated fair values of financial instruments as of March 31, 2011 and September 30, 2010 are as follows.

Table of Contents

(In Thousands)	March 31, 2011		September 30, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets:				
Cash and cash equivalents	\$ 23,960	\$ 23,960	\$ 20,190	\$ 20,190
Securities held to maturity	271,744	275,116	256,088	264,448
Securities available-for-sale	10,860	10,860	21,413	21,413
Loans receivable net	501,180	519,914	510,093	530,294
Federal Home Loan Bank stock	14,526	14,526	16,096	16,096
Accrued interest receivable	3,167	3,167	3,210	3,210
Liabilities:				
Checking, passbook, club and NOW deposit accounts	85,710	85,710	74,651	74,651
Money Market deposit accounts	134,216	134,216	136,079	136,079
Certificate of deposit accounts	311,346	320,146	317,370	325,881
Borrowings	263,632	282,827	272,047	291,857
Accrued interest payable	1,333	1,333	1,407	1,407

Off balance sheet financial instruments

Limitations

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on many judgments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance-sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial instruments include deferred income taxes and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been and have not been considered in the estimate.

11. SUBSEQUENT EVENT

Due to the death of an officer of the Bank in April, 2011, the Company will recognize a net death benefit claim on bank owned life insurance policies of approximately \$960,000 in other income during the third quarter ending June 30, 2011. Such death benefit proceeds are non-taxable.

Table of Contents

PART II

Item 6. Exhibits and Reports on Form 8-K

The following Exhibits are filed as part of this report:

No.	Description
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.0	Certification Pursuant to 18 U.S.C Section 1350

page -27-

Table of Contents

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 17, 2011

By: /s/ Ronald B. Geib
Ronald B. Geib
Chief Executive Officer

Date: May 17, 2011

By: /s/ Brendan J. McGill
Brendan J. McGill
Executive Vice President and Chief
Operating and Financial Officer

page -28-