

PRUDENTIAL BANCORP, INC.  
Form 10-Q  
February 09, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2014

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-55084

Prudential Bancorp, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania  
(State or Other Jurisdiction of Incorporation or Organization)

46-2935427  
(I.R.S. Employer Identification No.)

1834 Oregon Avenue  
Philadelphia, Pennsylvania  
(Address of Principal Executive Offices)

19145  
Zip Code

(215) 755-1500  
(Registrant's Telephone Number, Including Area Code)

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,

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or smaller reporting company. See definition 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 (Do not check if a smaller reporting company) | 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 practical date: as of January 30, 2015, 9,544,809 shares were issued and 9,303,499 outstanding.

PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

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## PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

|  | December<br>31,<br>2014                          | September<br>30,<br>2014 |
|--|--|--------------------------|
|  | (Dollars in Thousands,<br>Except Per Share Data) |                          |
| <b>ASSETS</b>  |  |                          |
| Cash and amounts due from depository institutions  | \$2,248  | \$2,025                  |
| Interest-bearing deposits  | 30,949   | 43,357                   |
| Total cash and cash equivalents  | 33,197   | 45,382                   |
| Investment and mortgage-backed securities available for sale (amortized cost— December 31, 2014, \$62,168; September 30, 2014, \$59,262)                             | 61,459   | 57,817                   |
| Investment and mortgage-backed securities held to maturity (fair value— December 31, 2014, \$79,779; September 30, 2014, \$79,092)                                   | 80,207   | 80,840                   |
| Loans receivable—net of allowance for loan losses (December 31, 2014, \$2,500; September 30, 2014, \$2,425)  | 332,233  | 321,063                  |
| Accrued interest receivable  | 1,851  | 1,748                    |
| Real estate owned  | 344  | 360                      |
| Federal Home Loan Bank stock—at cost   | 359  | 1,221                    |
| Office properties and equipment—net  | 1,415  | 1,331                    |
| Bank owned life insurance  | 12,467   | 12,377                   |
| Prepaid expenses and other assets  | 2,617  | 2,213                    |
| Deferred tax asset-net   | 933  | 1,131                    |
| <b>TOTAL ASSETS</b>  | <b>\$527,082</b>                                 | <b>\$525,483</b>         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |  |                          |
| <b>LIABILITIES:</b>  |  |                          |
| <b>Deposits:</b>   |  |                          |
| Noninterest-bearing  | \$2,578  | \$2,327                  |
| Interest-bearing   | 388,864  | 388,698                  |
| Total deposits   | 391,442  | 391,025                  |
| Advances from Federal Home Loan Bank   | 340  | 340                      |
| Accrued interest payable   | 16   | 1,486                    |
| Advances from borrowers for taxes and insurance  | 2,306  | 1,240                    |
| Accounts payable and accrued expenses  | 4,847  | 1,967                    |
| Total liabilities  | 398,951  | 396,058                  |
| <b>STOCKHOLDERS' EQUITY:</b>   |  |                          |
| Preferred stock, \$.01 par value, 10,000,000 shares authorized, none issued  | -  | -                        |
| Common stock, \$.01 par value, 40,000,000 shares authorized; 9,544,809 issued and 9,366,909 outstanding at December 31, 2014 and 9,544,809 issued and outstanding at | 95   | 95                       |

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September 30, 2014

|  |                  |                  |
|--|------------------|------------------|
| Additional paid-in capital                                   | 94,456           | 94,397           |
| Unearned Employee Stock Option Plan shares                   | (5,208 )         | (5,302 )         |
| Treasury stock, at cost: 177,900 shares at December 31, 2014 | (2,163 )         | -                |
| Retained earnings  | 41,419           | 41,188           |
| Accumulated other comprehensive loss                         | (468 )           | (953 )           |
| Total stockholders' equity                                   | 128,131          | 129,425          |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>            | <b>\$527,082</b> | <b>\$525,483</b> |

See notes to unaudited consolidated financial statements.

## PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

|  | Three Months Ended<br>December 31,               |              |
|--|--|--------------|
|  | 2014   | 2013         |
|  | (Dollars in Thousands, Except Per Share<br>Data) |              |
| <b>INTEREST INCOME:</b>  |  |              |
| Interest on loans  | \$ 3,257   | \$ 3,138     |
| Interest on mortgage-backed securities                                 | 416  | 329          |
| Interest and dividends on investments                                  | 548  | 548          |
| Interest on interest-bearing assets                                    | 19   | 54           |
| Total interest income  | 4,240  | 4,069        |
| <b>INTEREST EXPENSE:</b>   |  |              |
| Interest on deposits   | 901  | 905          |
| Total interest expense   | 901  | 905          |
| <b>NET INTEREST INCOME</b>   | <b>3,339</b>                                     | <b>3,164</b> |
| <b>PROVISION FOR LOAN LOSSES</b>                                       | <b>75</b>  | <b>-</b>     |
| <b>NET INTEREST INCOME AFTER PROVISION<br/>FOR LOAN LOSSES</b>         | <b>3,264</b>                                     | <b>3,164</b> |
| <b>NON-INTEREST INCOME:</b>  |  |              |
| Fees and other service charges   | 101  | 100          |
| Gain on sale of loans, net   | 138  | -            |
| Total other-than-temporary impairment losses                           | -  | (7 )         |
| Portion of loss recognized in other comprehensive income, before taxes | -  | -            |
| Net impairment losses recognized in earnings                           | -  | (7 )         |
| Income from bank owned life insurance                                  | 90   | 48           |
| Other  | 21   | 20           |
| Total non-interest income  | 350  | 161          |
| <b>NON-INTEREST EXPENSE:</b>   |  |              |
| Salaries and employee benefits   | 1,665  | 1,550        |
| Data processing  | 106  | 107          |
| Professional services  | 276  | 237          |
| Office occupancy   | 147  | 93           |
| Depreciation   | 76   | 82           |
| Payroll taxes  | 84   | 77           |

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|                            |         |         |
|----------------------------|---------|---------|
| Director compensation      | 86      | 85      |
| Deposit insurance          | 68      | 99      |
| Real estate owned expense  | 25      | 35      |
| Advertising                | 30      | 85      |
| Other                      | 363     | 353     |
| Total non-interest expense | 2,926   | 2,803   |
| <br>                       |         |         |
| INCOME BEFORE INCOME TAXES | 688     | 522     |
| <br>                       |         |         |
| INCOME TAXES:              |         |         |
| Current expense            | 269     | 155     |
| Deferred (benefit) expense | (52 )   | 29      |
| <br>                       |         |         |
| Total income tax expense   | 217     | 184     |
| <br>                       |         |         |
| NET INCOME                 | \$ 471  | \$ 338  |
| <br>                       |         |         |
| BASIC EARNINGS PER SHARE   | \$ 0.05 | \$ 0.04 |
| <br>                       |         |         |
| DILUTED EARNINGS PER SHARE | \$ 0.05 | \$ 0.04 |
| <br>                       |         |         |
| DIVIDENDS PER SHARE        | \$ 0.03 | \$ 0.00 |

See notes to unaudited consolidated financial statements.



## PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

|   | Three months ended December<br>31, |          |
|---|------------------------------------|----------|
|   | 2014                               | 2013     |
|   | (Dollars in Thousands)             |          |
| Net income  | \$ 471                             | \$ 338   |
| Unrealized holding gains (losses) on available-for-sale securities                        | 735                                | (536 )   |
| Tax effect  | (250 )                             | 182      |
| Reclassification adjustment for other-than-temporary impairment losses on debt securities | -                                  | 7        |
| Tax effect  | -                                  | (2 )     |
| Total other comprehensive income (loss)   | 485                                | (349 )   |
| Comprehensive Income (Loss)   | \$ 956                             | \$ (11 ) |

See notes to unaudited consolidated financial statements.

## PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

|  | Common<br>Stock | Additional<br>Paid-In<br>Capital | Unearned<br>ESOP<br>Shares<br>(Dollars in Thousands, Except Per Share Data) | Treasury<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Stockholders'<br>Equity |
|--|-----------------|----------------------------------|---|-------------------|----------------------|---|----------------------------------|
| BALANCE,<br>OCTOBER 1, 2014                                  | \$ 95           | \$ 94,397                        | \$ (5,302 )   | \$ -              | \$ 41,188            | \$ (953 )                                     | \$ 129,425                       |
| Net income   |                 |                                  |   |                   | 471                  |   | 471                              |
| Other<br>comprehensive<br>income                             |                 |                                  |   |                   |                      | 485   | 485                              |
| Dividends paid<br>(\$0.03 per share)                         |                 |                                  |   |                   | (240 )               |   | (240 )                           |
| Excess tax benefit<br>from<br>stock compensation<br>plans    |                 | 10                               |   |                   |                      |   | 10                               |
| Purchase of<br>treasury stock<br>(177,900 shares)            |                 |                                  |   | (2,163 )          |                      |   | (2,163 )                         |
| Stock option<br>expense                                      |                 | 21                               |   |                   |                      |   | 21                               |
| Recognition and<br>Retention Plan<br>expense                 |                 | 14                               |   |                   |                      |   | 14                               |
| ESOP shares<br>committed to be<br>released (8,909<br>shares) |                 | 14                               | 94  |                   |                      |   | 108                              |
| BALANCE,<br>DECEMBER 31,<br>2014                             | \$ 95           | \$ 94,456                        | \$ (5,208 )   | \$ (2,163 )       | \$ 41,419            | \$ (468 )                                     | \$ 128,131                       |

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|   | Common<br>Stock | Additional<br>Paid-In<br>Capital | Unearned<br>ESOP<br>Shares<br>(Dollars in Thousands, Except Per Share Data) | Treasury<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Stockholders'<br>Equity |
|---|-----------------|----------------------------------|---|-------------------|----------------------|---|----------------------------------|
| BALANCE,<br>OCTOBER 1, 2013                               | \$ 118          | \$55,297                         | \$(2,565 )  | \$(31,625 )       | \$39,979             | \$ (1,292 )                                   | \$ 59,912                        |
| Net income  |                 |                                  |   |                   | 338                  |   | 338                              |
| Other comprehensive<br>loss                               |                 |                                  |   |                   |                      | (349 )  | (349 )                           |
| Second-step conversion<br>offering                        | (23 )           | 38,725                           |   | 31,625            |                      |   | 70,327                           |
| Excess tax benefit from<br>stock compensation<br>plans    |                 | 47                               |   |                   |                      |   | 47                               |
| Stock option expense                                      |                 | 71                               |   |                   |                      |   | 71                               |
| Recognition and<br>Retention Plan expense                 |                 | 77                               |   |                   |                      |   | 77                               |
| ESOP shares<br>committed to be<br>released (5,339 shares) |                 | 2                                | 56  |                   |                      |   | 58                               |
| BALANCE,<br>DECEMBER 31, 2013                             | \$ 95           | \$94,219                         | \$(2,509 )  | \$-               | \$40,317             | \$ (1,641 )                                   | \$ 130,481                       |

SEE NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | Three Months Ended December<br>31, |            |
|---|------------------------------------|------------|
|   | 2014                               | 2013       |
|   | (Dollars in Thousands)             |            |
| <b>OPERATING ACTIVITIES:</b>  |                                    |            |
| Net income  | \$ 471                             | \$ 338     |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                                    |            |
| Depreciation  | 76                                 | 82         |
| Net accretion of premiums/discounts   | (50 )                              | (46 )      |
| Provision for loan losses   | 75                                 | -          |
| Net amortization of deferred loan fees and costs  | 72                                 | 37         |
| Impairment charge on investment and mortgage-backed securities                              | -                                  | 7          |
| Share-based compensation expense  | 35                                 | 148        |
| Income from bank owned life insurance   | (90 )                              | (48 )      |
| Gain from sale of loans   | (138 )                             | -          |
| Originations of loans held for sale   | (2,400 )                           | -          |
| Proceeds from sale of loans held for sale   | 2,538                              | -          |
| Compensation expense of ESOP  | 108                                | 58         |
| Deferred income tax expense   | (52 )                              | 29         |
| Changes in assets and liabilities which used cash:  |                                    |            |
| Accrued interest receivable   | (103 )                             | (47 )      |
| Prepaid expenses and other assets   | (404 )                             | (4,463 )   |
| Accrued interest payable  | (1,470 )                           | (1,649 )   |
| Accounts payable and accrued expenses   | 2,880                              | 1,161      |
| Net cash provided by (used in) operating activities   | 1,548                              | (4,393 )   |
| <b>INVESTING ACTIVITIES:</b>  |                                    |            |
| Purchase of investment and mortgage-backed securities available for sale                    | (4,079 )                           | (2,421 )   |
| Loans originated or acquired  | (33,552 )                          | (29,425 )  |
| Principal collected on loans  | 22,235                             | 14,290     |
| Principal payments received on investment and mortgage-backed securities:                   |                                    |            |
| Held-to-maturity  | 644                                | 761        |
| Available-for-sale  | 1,211                              | 1,065      |
| Proceeds from redemption of FHLB stock  | 862                                | -          |
| Proceeds from sale of real estate owned   | 16                                 | -          |
| Purchases of equipment  | (160 )                             | (38 )      |
| Net cash used in investing activities   | (12,823 )                          | (15,768 )  |
| <b>FINANCING ACTIVITIES:</b>  |                                    |            |
| Net increase (decrease) in demand deposits, NOW accounts, and savings accounts              | 2,412                              | (3,113 )   |
| Redemption of funds held in escrow relating to second-step conversion                       | -                                  | (145,675 ) |
| Net decrease in certificates of deposit   | (1,995 )                           | (4,990 )   |
| Increase in advances from borrowers for taxes and insurance                                 | 1,066                              | 987        |
| Cash dividends paid   | (240 )                             | -          |

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|  |           |            |
|--|-----------|------------|
| Issuance of common stock relating to second-step conversion        | -         | 38,702     |
| Cancellation of treasury stock                                     | -         | 31,625     |
| Purchase of treasury stock   | (2,163 )  | -          |
| Excess tax benefit related to stock compensation plans             | 10        | 47         |
| Net cash used in financing activities                              | (910 )    | (82,417 )  |
| <br>   |           |            |
| NET DECREASE IN CASH AND CASH EQUIVALENTS                          | (12,185 ) | (102,578 ) |
| <br>   |           |            |
| CASH AND CASH EQUIVALENTS—Beginning of period                      | 45,382    | 158,984    |
| <br>   |           |            |
| CASH AND CASH EQUIVALENTS—End of period                            | \$ 33,197 | \$ 56,406  |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:                 |           |            |
| Interest paid on deposits and advances from Federal Home Loan Bank | \$ 2,371  | \$ 2,554   |
| <br>   |           |            |
| Income taxes paid  | \$ 200    | \$ -       |
| SUPPLEMENTAL DISCLOSURES OF NONCASH ITEMS:                         |           |            |
| Real estate acquired in settlement of loans                        | \$ -      | \$ -       |

See notes to unaudited consolidated financial statements.

PRUDENTIAL BANCORP, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

Organization –On October 9, 2013, Prudential Mutual Holding Company (“MHC”) and Prudential Bancorp of Pennsylvania, Inc. (“Old Prudential”), the Pennsylvania-chartered mid-tier holding company for Prudential Savings Bank (the “Bank”), completed a reorganization and conversion (the “second-step conversion”), pursuant to which Prudential Bancorp, Inc., a new Pennsylvania corporation (“Prudential” or the “Company”), became the holding company for the Bank and MHC and Old Prudential ceased to exist. In connection with the second-step conversion, 7,141,602 shares of common stock, par value \$0.01 per share, of Prudential were sold in a subscription offering to certain depositors of the Bank for \$10 per share or in the aggregate (the “Offering”), and 2,403,207 shares of common stock were issued in exchange for the outstanding shares of common stock of Old Prudential, which were held by the “public” shareholders of Old Prudential. Each share of common stock of Old Prudential was converted into right to receive 0.9442 shares of common stock of the Company in the second step conversion. As a result of the second-step conversion, the former MHC and Old Prudential were merged in the Company and 2,540,255 (pre-conversion) treasury shares were cancelled.

The Bank is a community-oriented Pennsylvania-chartered savings bank headquartered in South Philadelphia. The banking office network currently consists of the headquarters and main office and seven full-service branch offices. Six of the banking offices are located in Philadelphia (Philadelphia County), and one is in Drexel Hill, Delaware County, Pennsylvania and the remaining branch is located in Chalfont, Bucks County, Pennsylvania. The Bank maintains ATMs at six of the banking offices. The Bank also provides on-line and mobile banking services.

The Bank is subject to regulation by the Pennsylvania Department of Banking and Securities (the “Department”), as its chartering authority and primary regulator, and by the Federal Deposit Insurance Corporation (the “FDIC”), which insures the Bank’s deposits up to applicable limits. As a bank holding company, Prudential is subject to the regulation of the Board of Governors of the Federal Reserve System.

Basis of presentation –The accompanying unaudited consolidated financial statements were prepared pursuant to the rules and regulations of the U. S. Securities and Exchange Commission (“SEC”) for interim information and therefore do not include all the information or footnotes necessary for a complete presentation of financial condition, results of operations, comprehensive income, changes in equity and cash flows in conformity with accounting principles generally accepted in the United States of America (“GAAP”). However, all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the financial statements have been included. The results for the three months ended December 31, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2015, or any other period. These financial statements should be read in conjunction with the audited consolidated financial statements of Prudential Bancorp, Inc. and the accompanying notes thereto included in the Company’s Annual Report on Form 10-K/A for the fiscal year ended September 30, 2014.

Use of Estimates in the Preparation of Financial Statements—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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 estimates and assumptions in the Company’s consolidated financial statements are recorded in the allowance for loan losses, deferred income taxes, other-than-temporary impairment, and the fair value measurement for financial instruments. Actual results could differ

from those estimates.

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Share-Based Compensation – The Company accounts for stock-based compensation issued to employees, and where appropriate, non-employees, at fair value. Under fair value provisions, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the appropriate vesting period using the straight-line method. The amount of stock-based compensation recognized at any date must at least equal the portion of the grant date fair value of the award that is vested at that date and as a result it may be necessary to recognize the expense using a ratable method. Determining the fair value of stock-based awards at the date of grant requires judgment, including estimating the expected term of the stock options and the expected volatility of the Company's stock. In addition, judgment is required in estimating the amount of stock-based awards that are expected to be forfeited. If actual results differ significantly from these estimates or different key assumptions were used, it could have a material effect on the Company's consolidated financial statements.

Dividends with respect to non-vested share awards are held by the Company's Recognition and Retention Plan ("Plan") Trust (the "Trust") for the benefit of the recipients and are paid out proportionately by the Trust to the recipients of stock awards granted pursuant to the Plan as soon as practicable after the stock awards are earned.

Treasury Stock – Stock held in treasury by the Company is accounted for using the cost method, which treats stock held in treasury as a reduction to total stockholders' equity. During the three month period ended December 31, 2014, the Company repurchased 177,900 shares at an approximate total cost of \$2.2 million.

FHLB Stock – FHLB stock is classified as a restricted equity security because ownership is restricted and there is not an established market for its resale. FHLB stock is carried at cost and is evaluated for impairment when certain conditions warrant further consideration. Management concluded that the FHLB stock was not impaired at December 31, 2014.

#### Recent Accounting Pronouncements

In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-01, Investments – Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects. The amendments in this Update permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments in this Update should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. The amendments in this Update are effective for public business entities for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In January 2014, the FASB issued ASU 2014-04, Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments in this Update clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require



interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in this Update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. An entity can elect to adopt the amendments in this Update using either a modified retrospective transition method or a prospective transition method. This ASU is not expected to have a significant impact on the Company's financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (a new revenue recognition standard). The Update's core principle is that a company will recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, this update specifies the accounting for certain costs to obtain or fulfill a contract with a customer and expands disclosure requirements for revenue recognition. This Update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is evaluating the effect of adopting this new accounting update.

In June 2014, the FASB issued ASU 2014-10, Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The amendments in this Update change the accounting for repurchase-to-maturity transactions to secured borrowing accounting. For repurchase financing arrangements, the amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting for the repurchase agreement. The amendments also require enhanced disclosures. The accounting changes in this Update are effective for the first interim or annual period beginning after December 15, 2014. An entity is required to present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. Earlier application is prohibited. The disclosure for certain transactions accounted for as a sale is required to be presented for interim and annual periods beginning after December 15, 2014, and the disclosure for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowings is required to be presented for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. The disclosures are not required to be presented for comparative periods before the effective date. This ASU is not expected to have a significant impact on the Company's financial statements.

In June 2014, the FASB issued ASU 2014-12, Compensation-Stock Compensation (Topic 718): Accounting for Share-Based Payments when the Terms of an Award Provide that a Performance Target Could Be Achieved After the Requisite Service Period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The amendments in this Update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. Entities may apply the amendments in this Update either (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. If retrospective transition is adopted, the cumulative effect of applying this Update as of the beginning of the earliest annual period presented in the financial statements should be recognized as an adjustment to the opening retained earnings balance at that date. Additionally, if retrospective transition is adopted, an entity may use hindsight in measuring and recognizing the compensation cost. This ASU is not expected to have a significant impact on the Company's financial statements.

In August 2014, the FASB issued ASU 2014-14, Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40). The amendments in this Update require that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if the following conditions are met: (1) the loan has a government guarantee that is not separable from the loan before foreclosure, (2) at the time of foreclosure, the creditor has the intent to convey the real estate property to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under that claim, and (3) at the time of foreclosure, any amount of the claim that is determined on the basis of the fair value of the real estate is fixed. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. The amendments in this Update are effective for public business entities for annual periods, and interim

periods within those annual periods, beginning after December 15, 2014. This ASU is not expected to have a significant impact on the Company's financial statements.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements -Going Concern (Subtopic 205-40). The amendments in this Update provide guidance in accounting principles generally accepted in the United States of America about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this Update are first effective for the annual period ending after December 15, 2016, and for annual periods and interim periods within such annual periods thereafter. Early application is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In November 2014, the FASB issued ASU 2014-16, Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity (a consensus of the FASB Emerging Issues Task Force). This ASU clarifies how current U.S. GAAP should be interpreted in subjectively evaluating the economic characteristics and risks of a host contract in a hybrid financial instrument that is issued in the form of a share. Public business entities are required to implement the new requirements in annual periods and interim periods within those annual periods beginning after December 15, 2015. This ASU is not expected to have a significant impact on the Company's financial statements.

In November 2014, the FASB issued ASU 2014-17, Business Combinations (Topic 805): Pushdown Accounting. The amendments in this Update apply to the separate financial statements of an acquired entity and its subsidiaries that are a business or nonprofit activity (either public or nonpublic) upon the occurrence of an event in which an acquirer (an individual or an entity) obtains control of the acquired entity. An acquired entity may elect the option to apply pushdown accounting in the reporting period in which the change-in-control event occurs. If pushdown accounting is not applied in the reporting period in which the change-in-control event occurs, an acquired entity will have the option to elect to apply pushdown accounting in a subsequent reporting period to the acquired entity's most recent change-in-control event. The amendments in this Update are effective on November 18, 2014. After the effective date, an acquired entity can make an election to apply the guidance to future change-in-control events or to its most recent change-in-control event. This ASU is not expected to have a significant impact on the Company's financial statements.

In January 2015, the FASB issued ASU 2015-01, Income Statement –Extraordinary and Unusual Items, as part of its initiative to reduce complexity in accounting standards. This Update eliminates from GAAP the concept of extraordinary items. The amendments in this Update are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. This ASU is not expected to have a significant impact on the Company's financial statements.

2.

## EARNINGS PER SHARE

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of shares of common stock outstanding, net of any treasury shares, during the period. Diluted earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of shares of common stock outstanding, net of any treasury shares, after consideration of the potential dilutive effect of common stock equivalents, based upon the treasury stock method using an average market price for the period.

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The calculated basic and diluted earnings per share are as follows:

|   | Three Months Ended December 31,              |           |           |           |
|---|--|-----------|-----------|-----------|
|   | 2014   |           | 2013      |           |
|   | Basic  | Diluted   | Basic     | Diluted   |
|   | (Dollars in Thousands Except Per Share Data) |           |           |           |
| Net income  | \$ 471                                       | \$ 471    | \$ 338    | \$ 338    |
| Weighted average shares outstanding                                     | 8,850,963                                    | 8,850,963 | 9,224,496 | 9,224,496 |
| Effect of common stock equivalents                                      | -  | 390,683   | -         | 262,234   |
| Adjusted weighted average shares used in earnings per share computation | 8,850,963                                    | 9,241,646 | 9,224,496 | 9,486,730 |
| Earnings per share - basic and diluted                                  | \$ 0.05                                      | \$ 0.05   | \$ 0.04   | \$ 0.04   |

All options outstanding as of December 31, 2014 had exercise prices below the then current market price and were considered dilutive for the earnings per share calculation. As of December 31, 2013 there were 383,016 shares of common stock subject to options with an exercise price greater than the then current market and which were not included in the computation of diluted earnings per share because to do so would have been antidilutive. The exercise price for the stock options representing the anti-dilutive shares as December 31, 2013 was \$11.83.

3. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents the changes in accumulated other comprehensive loss by component, net of tax:

|  | Three Months Ended December 31,   |   |
|--|---|---|
|  | 2014  | 2013  |
|  | (Dollars in Thousands)  |   |
|  | Unrealized gains<br>(losses)<br>on available for sale<br>securities (a) | Unrealized gains<br>(losses)<br>on available for sale<br>securities (a) |
| Beginning Balance  | \$ (953 )   | \$ (1,292 )   |
| Other comprehensive income (loss) before<br>reclassification       | 485   | (354 )  |
| Amount reclassified from accumulated other<br>comprehensive income | -   | 5   |
| Total other comprehensive income (loss)                            | 485   | (349 )  |
| Ending Balance   | \$ (468 )   | \$ (1,641 )   |

(a) All amounts are net of tax. Amounts in parentheses indicate debits.

The following table presents significant amounts reclassified out of each component of accumulated other comprehensive loss for the three months ended December 31, 2014 and 2013:

| Details about other<br>comprehensive income             | Three Months Ended<br>December 31,  |   | Affected Line Item in<br>the Statement Where<br>Net Income is<br>Presented |
|---|---|---|--|
|   | 2014<br>Amount<br>Reclassified<br>from<br>Accumulated<br>Other<br>Comprehensive<br>Loss (a)<br>(Dollars in Thousands) | 2013<br>Amount<br>Reclassified<br>from<br>Accumulated<br>Other<br>Comprehensive<br>Loss (a)<br>(Dollars in Thousands) |  |
| Unrealized gains on<br>available for sale<br>securities | \$ -  | \$ (7 )   | Net impairment losses recognized in earnings                               |
|   | -   | 2   | Income taxes   |
|   | \$ -  | \$ (5 )   | Net of tax   |

(a) Amounts in parentheses indicate debits to net income.



## 4. INVESTMENT AND MORTGAGE-BACKED SECURITIES

The amortized cost and fair value of investment and mortgage-backed securities, with gross unrealized gains and losses, are as follows:

|  | December 31, 2014      |            |             |           |
|--|------------------------|------------|-------------|-----------|
|  | Amortized              | Gross      | Gross       | Fair      |
|  | Cost                   | Unrealized | Unrealized  | Value     |
|  | (Dollars in Thousands) |            | Losses      |           |
| Securities Available for Sale:           |                        |            |             |           |
| U.S. government and agency obligations   | \$ 18,987              | \$ -       | \$ (653 )   | \$ 18,334 |
| Mortgage-backed securities -             |                        |            |             |           |
| U.S. government agencies                 | 43,175                 | 190        | (295 )      | 43,070    |
| Total debt securities available for sale | 62,162                 | 190        | (948 )      | 61,404    |
| FHLMC preferred stock                    | 6                      | 49         | -           | 55        |
| Total securities available for sale      | \$ 62,168              | \$ 239     | \$ (948 )   | \$ 61,459 |
| Securities Held to Maturity:             |                        |            |             |           |
| U.S. government and agency obligations   | \$ 66,920              | \$ 528     | \$ (1,955 ) | \$ 65,493 |
| Mortgage-backed securities -             |                        |            |             |           |
| U.S. government agencies                 | 13,287                 | 1,049      | (50 )       | 14,286    |
| Total securities held to maturity        | \$ 80,207              | \$ 1,577   | \$ (2,005 ) | \$ 79,779 |



|  | September 30, 2014     |            |             |           |
|--|------------------------|------------|-------------|-----------|
|  | Amortized              | Gross      | Gross       | Fair      |
|  | Cost                   | Unrealized | Unrealized  | Value     |
|  | (Dollars in Thousands) |            |             |           |
| <b>Securities Available for Sale:</b>    |                        |            |             |           |
| U.S. government and agency obligations   | \$ 18,987              | \$ -       | \$ (1,143 ) | \$ 17,844 |
| Mortgage-backed securities -             |                        |            |             |           |
| U.S. government agencies                 | 40,269                 | 188        | (554 )      | 39,903    |
| Total debt securities available for sale | 59,256                 | 188        | (1,697 )    | 57,747    |
| FHLMC preferred stock                    | 6                      | 64         | -           | 70        |
| Total securities available for sale      | \$ 59,262              | \$ 252     | \$ (1,697 ) | \$ 57,817 |
| <b>Securities Held to Maturity:</b>      |                        |            |             |           |
| U.S. government and agency obligations   | \$ 66,919              | \$ 502     | \$ (3,270 ) | \$ 64,151 |
| Mortgage-backed securities -             |                        |            |             |           |
| U.S. government agencies                 | 13,921                 | 1,130      | (110 )      | 14,941    |
| Total securities held to maturity        | \$ 80,840              | \$ 1,632   | \$ (3,380 ) | \$ 79,092 |

The following table shows the gross unrealized losses and related fair values of the Company's investment securities, aggregated by investment category and length of time that individual securities had been in a continuous loss position at December 31, 2014:

|   | Less than 12 months     |            | More than 12 months     |            | Total                   |            |
|---|-------------------------|------------|-------------------------|------------|-------------------------|------------|
|   | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value |
| (Dollars in Thousands)                                |                         |            |                         |            |                         |            |
| Securities Available for Sale:                        |                         |            |                         |            |                         |            |
| U.S. government and agency obligations                | \$ -                    | \$ -       | \$ (653 )               | \$ 18,334  | \$ (653 )               | \$ 18,334  |
| Mortgage-backed securities - U.S. government agencies | (136 )                  | 18,573     | (159 )                  | 11,284     | (295 )                  | 29,857     |
| Total securities available for sale                   | (136 )                  | 18,573     | (812 )                  | 29,618     | (948 )                  | 48,191     |
| Securities Held to Maturity:                          |                         |            |                         |            |                         |            |
| U.S. government and agency obligations                | (41 )                   | 6,443      | (1,914 )                | 50,528     | (1,955 )                | 56,971     |
| Mortgage-backed securities - U.S. government agencies | -                       | -          | (50 )                   | 4,436      | (50 )                   | 4,436      |
| Total securities held to maturity                     | (41 )                   | 6,443      | (1,964 )                | 54,964     | (2,005 )                | 61,407     |
| Total   | \$ (177 )               | \$ 25,016  | \$ (2,776 )             | \$ 84,582  | \$ (2,953 )             | \$ 109,598 |

The following table shows the gross unrealized losses and related fair values of the Company's investment securities, aggregated by investment category and length of time that individual securities had been in a continuous loss position at September 30, 2014:

|  | Less than 12 months       |           | More than 12 months |           | Total       |            |
|--|---------------------------|-----------|---------------------|-----------|-------------|------------|
|  | Gross                     | Fair      | Gross               | Fair      | Gross       | Fair       |
|  | Unrealized                | Value     | Unrealized          | Value     | Unrealized  | Value      |
|  | Losses                    |           | Losses              |           | Losses      |            |
|  | (Dollars in<br>Thousands) |           |                     |           |             |            |
| Securities Available for Sale:         |                           |           |                     |           |             |            |
| U.S. government and agency obligations | \$ -                      | \$ -      | \$ (1,143 )         | \$ 17,843 | \$ (1,143 ) | \$ 17,843  |
| Mortgage-backed securities - agency    | (184 )                    | 16,437    | (370 )              | 13,303    | (554 )      | 29,740     |
| Total securities available for sale    | (184 )                    | 16,437    | (1,513 )            | 31,146    | (1,697 )    | 47,583     |
| Securities Held to Maturity:           |                           |           |                     |           |             |            |
| U.S. government and agency obligations | (73 )                     | 6,408     | (3,197 )            | 49,243    | (3,270 )    | 55,651     |
| Mortgage-backed securities - agency    | -                         | -         | (110 )              | 4,542     | (110 )      | 4,542      |
| Total securities held to maturity      | (73 )                     | 6,408     | (3,307 )            | 53,785    | (3,380 )    | 60,193     |
| Total                                  | \$ (257 )                 | \$ 22,845 | \$ (4,820 )         | \$ 84,931 | \$ (5,077 ) | \$ 107,776 |

Management evaluates securities for other-than-temporary impairment ("OTTI") at least once each quarter, and more frequently when economic or market concerns warrant such evaluation. The evaluation is based upon factors such as the creditworthiness of the issuers/guarantors, the underlying collateral, if applicable, and the continuing performance of the securities. Management also evaluates other facts and circumstances that may be indicative of an OTTI condition. This includes, but is not limited to, an evaluation of the type of security, the length of time and extent to which the fair value of the security has been less than cost, and the near-term prospects of the issuer.

The Company assesses whether a credit loss exists with respect to a security by considering whether (1) the Company has the intent to sell the security, (2) it is more likely than not that it will be required to sell the security before recovery has occurred, or (3) it does not expect to recover the entire amortized cost basis of the security. The Company bifurcates the OTTI impact on impaired securities where impairment in value was deemed to be other than temporary between the component representing credit loss and the component representing loss related to other factors. The portion of the fair value decline attributable to credit loss must be recognized through a charge to earnings. The credit component is determined by comparing the present value of the cash flows expected to be collected, discounted at the rate in effect before recognizing any OTTI, with the amortized cost basis of the debt security. The Company uses the cash flows expected to be realized from the security, which includes assumptions about interest rates, timing and severity of defaults, estimates of potential recoveries, the cash flow distribution from the security and other factors, then applies a discount rate equal to the effective yield of the security. The difference between the present value of the expected cash flows and the amortized book value is considered a credit loss. The fair market value of the security is determined using the same expected cash flows; the discount rate is a rate the Company determines from open market and other sources as appropriate for the particular security. The difference

between the fair value and the security's remaining amortized cost is recognized in other comprehensive income (loss).

During the three months ended December 31, 2014, the Company did not record any credit losses on investment securities through either earnings or in comprehensive income (loss).

The following is a rollforward for the three months ended December 31, 2013 of the amounts recognized in earnings related to credit losses on securities on which the Company has recorded OTTI charges through earnings and comprehensive income (loss).

|  | Three Months Ended<br>December 31, 2013<br>(Dollars in Thousands) |
|--|---|
| Credit component of OTTI as of October 1, 2013   | \$ 1,599  |
| Additions for credit-related OTTI charges on previously unimpaired securities  | -   |
| Additional increase as a result of impairment charges recognized on investments for which an OTTI charge was previously recognized | 7   |
| Credit component of OTTI as of December 31, 2013   | \$ 1,606  |

The Company sold the remaining portfolio of non-agency collateralized mortgage obligations during the three month period ended September 30, 2014.

U.S. Government Agency Obligations - The Company's investments reflected in the tables above in U.S. Government agency notes consist of debt obligations of the FHLB and Federal Farm Credit System ("FFCS"). These securities are typically rated AAA by one of the internationally recognized credit rating services. At December 31, 2014, U.S. Government and agency obligations in a gross unrealized loss for less than 12 months consisted of four securities. There were 27 securities in a gross unrealized loss for more than 12 months at such date. The unrealized losses on these debt securities relate principally to the changes in market interest rates and a lack of liquidity currently in the financial markets and are not a result of a projected shortfall of cash flows. The Company anticipates it will recover the entire amortized cost basis of the securities. As a result, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2014.

U.S. Agency Issued Mortgage-Backed Securities - At December 31, 2014, there were 10 securities in a gross unrealized loss for less than 12 months while there were nine securities in a gross unrealized loss for more than 12 months at such date. These securities represent asset-backed issues that are issued or guaranteed by a U.S. Government sponsored agency or carry the full faith and credit of the United States through a government agency and are currently rated AAA by at least one bond credit rating agency.

The amortized cost and fair value of debt securities, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

The maturity table below excludes mortgage-backed securities because the contractual maturities are not indicative of actual maturities due to significant prepayments.

|                                  | December 31, 2014      |               |                    |               |
|----------------------------------|------------------------|---------------|--------------------|---------------|
|                                  | Held to Maturity       |               | Available for Sale |               |
|                                  | Amortized<br>Cost      | Fair<br>Value | Amortized<br>Cost  | Fair<br>Value |
|                                  | (Dollars in Thousands) |               |                    |               |
| Due within one year              | \$ -                   | \$ -          | \$ -               | \$ -          |
| Due after one through five years | 3,999                  | 4,309         | -                  | -             |
| Due after five through ten years | 12,481                 | 12,343        | 3,998              | 3,877         |
| Due after ten years              | 50,440                 | 48,841        | 14,989             | 14,457        |
| Total                            | \$ 66,920              | \$ 65,493     | \$ 18,987          | \$ 18,334     |

During both three month periods ended December 31, 2014 and 2013, no securities were sold.

#### 5. LOANS RECEIVABLE

Loans receivable consist of the following:

|   | December 31,<br>2014   | September 30,<br>2014 |
|---|------------------------|-----------------------|
|   | (Dollars in Thousands) |                       |
| One-to-four family residential          | \$ 281,762             | \$ 282,637            |
| Multi-family residential                | 5,759                  | 7,174                 |
| Commercial real estate                  | 26,752                 | 16,113                |
| Construction and land development       | 33,093                 | 22,397                |
| Commercial business                     | 685                    | 1,976                 |
| Consumer                                | 375                    | 399                   |
| Total loans                             | 348,426                | 330,696               |
| Undisbursed portion of loans-in-process | (15,999 )              | (9,657 )              |
| Deferred loan costs                     | 2,306                  | 2,449                 |
| Allowance for loan losses               | (2,500 )               | (2,425 )              |
| Net loans                               | \$ 332,233             | \$ 321,063            |

The following table summarizes by loan segment the balance in the allowance for loan losses and the loans individually and collectively evaluated for impairment by loan segment at December 31, 2014:

|   | One-<br>to-four<br>family<br>residential | Multi-family<br>residential | Commercial<br>real<br>estate | Construction<br>and land<br>development | Commercial<br>business | Consumer | Unallocated | Total      |
|---|--|-----------------------------|------------------------------|---|------------------------|----------|-------------|------------|
|   | (Dollars in Thousands)                   |                             |                              |   |                        |          |             |            |
| Allowance for<br>Loan Losses:               |  |                             |                              |   |                        |          |             |            |
| Individually<br>evaluated for<br>impairment | \$ -                                     | \$ -                        | \$ -                         | \$ -                                    | \$ -                   | \$ -     | \$ -        | \$ -       |
| Collectively<br>evaluated for<br>impairment | 1,492                                    | 51                          | 216                          | 493                                     | 5                      | 4        | 239         | 2,500      |
| Total ending<br>allowance<br>balance        | \$ 1,492                                 | \$ 51                       | \$ 216                       | \$ 493                                  | \$ 5                   | \$ 4     | \$ 239      | \$ 2,500   |
| Loans:                                      |  |                             |                              |   |                        |          |             |            |
| Individually<br>evaluated for<br>impairment | \$ 10,530                                | \$ 363                      | \$ 3,765                     | \$ 7,560                                | \$ -                   | \$ -     |             | \$ 22,218  |
| Collectively<br>evaluated for<br>impairment | 271,232                                  | 5,396                       | 22,987                       | 25,533                                  | 685                    | 375      |             | 326,208    |
| Total loans                                 | \$ 281,762                               | \$ 5,759                    | \$ 26,752                    | \$ 33,093                               | \$ 685                 | \$ 375   |             | \$ 348,426 |

The following table summarizes by loan segment the balance in the allowance for loan losses and the loans individually and collectively evaluated for impairment by loan segment at September 30, 2014:

|   | One-<br>to-four<br>family<br>residential | Multi-family<br>residential | Commercial<br>real estate | Construction<br>and land<br>development | Commercial<br>business | Consumer | Unallocated | Total    |
|---|--|-----------------------------|---------------------------|---|------------------------|----------|-------------|----------|
|   | (Dollars in Thousands)                   |                             |                           |   |                        |          |             |          |
| Allowance for<br>Loan Losses:               |  |                             |                           |   |                        |          |             |          |
| Individually<br>evaluated for<br>impairment | \$ -                                     | \$ -                        | \$ -                      | \$ -                                    | \$ -                   | \$ -     | \$ -        | \$ -     |
| Collectively<br>evaluated for<br>impairment | 1,663                                    | 67                          | 122                       | 323                                     | 15                     | 4        | 231         | 2,425    |
| Total loans                                 | \$ 1,663                                 | \$ 67                       | \$ 122                    | \$ 323                                  | \$ 15                  | \$ 4     | \$ 231      | \$ 2,425 |

## Loans:

|   |            |          |           |           |          |        |      |            |
|---|------------|----------|-----------|-----------|----------|--------|------|------------|
| Individually<br>evaluated for<br>impairment | \$ 10,436  | \$ 368   | \$ 3,777  | \$ 7,399  | \$ -     | \$ -   | \$ - | \$ 21,980  |
| Collectively<br>evaluated for<br>impairment | 272,201    | 6,806    | 12,336    | 14,998    | 1,976    | 399    | -    | 308,716    |
| Total loans                                 | \$ 282,637 | \$ 7,174 | \$ 16,113 | \$ 22,397 | \$ 1,976 | \$ 399 | \$ - | \$ 330,696 |

The loan portfolio is segmented at a level that allows management to monitor both risk and performance. Management evaluates for potential impairment all construction loans, commercial real estate and commercial business loans and all loans 90 plus days delinquent as to principal and/or interest. Loans are considered to be 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.

Once the determination is made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is generally measured by comparing the recorded investment in the loan to the fair value of the loan using one of the following three methods: (a) the present value of the expected future cash flows discounted at the loan's effective interest rate; (b) the loan's observable market price; or (c) the fair value of the collateral less selling costs. Management primarily utilizes the fair value of collateral method as a practically expedient alternative. On collateral method evaluations, any portion of the loan deemed uncollectible is charged-off against the loan loss allowance.



The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not required as of December 31, 2014:

|                                   | Impaired Loans with Specific Allowance<br>(Dollars in Thousands) |                   | Impaired Loans with No Specific Allowance | Total Impaired Loans |                          |
|-----------------------------------|--|-------------------|---|----------------------|--------------------------|
|                                   | Recorded Investment  | Related Allowance | Recorded Investment                       | Recorded Investment  | Unpaid Principal Balance |
| One-to-four family residential    | \$ -   | \$ -              | \$ 10,530                                 | \$ 10,530            | \$ 11,229                |
| Multi-family residential          | -  | -                 | 363                                       | 363                  | 363                      |
| Commercial real estate            | -  | -                 | 3,765                                     | 3,765                | 3,765                    |
| Construction and land development | -  | -                 | 7,560                                     | 7,560                | 7,560                    |
| Total Loans                       | \$ -   | \$ -              | \$ 22,218                                 | \$ 22,218            | \$ 22,917                |

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not required as of September 30, 2014:

|                                   | Impaired Loans with Specific Allowance |                   | Impaired Loans with No Specific Allowance | Total Impaired Loans |                          |
|-----------------------------------|--|-------------------|---|----------------------|--------------------------|
|                                   | Recorded Investment                    | Related Allowance | Recorded Investment                       | Recorded Investment  | Unpaid Principal Balance |
| One-to-four family residential    | \$ -                                   | \$ -              | \$ 10,436                                 | \$ 10,436            | \$ 11,135                |
| Multi-family residential          | -                                      | -                 | 368                                       | 368                  | 368                      |
| Commercial real estate            | -                                      | -                 | 3,777                                     | 3,777                | 3,777                    |
| Construction and land development | -                                      | -                 | 7,399                                     | 7,399                | 7,399                    |
| Total Loans                       | \$ -                                   | \$ -              | \$ 21,980                                 | \$ 21,980            | \$ 22,679                |

The following table presents the average recorded investment in impaired loans and related interest income recognized for the periods indicated:

|                                   | Three Months Ended December 31, 2014 |                                    |                                 |
|-----------------------------------|--------------------------------------|------------------------------------|---------------------------------|
|                                   | Average Recorded Investment          | Income Recognized on Accrual Basis | Income Recognized on Cash Basis |
|                                   |                                      | (Dollars in Thousands)             |                                 |
| One-to-four family residential    | \$ 10,526                            | \$ 139                             | \$ 35                           |
| Multi-family residential          | 365                                  | 64                                 | -                               |
| Commercial real estate            | 3,771                                | 52                                 | 11                              |
| Construction and land development | 7,479                                | 104                                | -                               |
| Total Loans                       | \$ 22,141                            | \$ 359                             | \$ 46                           |

|                                   | Three Months Ended December 31, 2013 |                                    |                                 |
|-----------------------------------|--------------------------------------|------------------------------------|---------------------------------|
|                                   | Average Recorded Investment          | Income Recognized on Accrual Basis | Income Recognized on Cash Basis |
|                                   |                                      | (Dollars in Thousands)             |                                 |
| One-to-four family residential    | \$ 10,655                            | \$ 71                              | \$ 21                           |
| Multi-family residential          | 382                                  | 7                                  | -                               |
| Commercial real estate            | 2,384                                | 10                                 | 7                               |
| Construction and land development | 1,205                                | 23                                 | -                               |
| Total Loans                       | \$ 14,626                            | \$ 111                             | \$ 28                           |

Federal regulations and our policy require that the Company utilize an internal asset classification system as a means of reporting problem and potential problem assets. The Company has incorporated an internal asset classification system, consistent with Federal banking regulations, as a part of its credit monitoring system. Management currently classifies problem and potential problem assets as “special mention”, “substandard,” “doubtful” or “loss” assets. An asset is considered “substandard” if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. “Substandard” assets include those characterized by the “distinct possibility” that the insured institution will sustain “some loss” if the deficiencies are not corrected. Assets classified as “doubtful” have all of the weaknesses inherent in those classified “substandard” with the added characteristic that the weaknesses present make “collection or liquidation in full,” on the basis of currently existing facts, conditions, and values, “highly questionable and improbable.” Assets classified as “loss” are those considered “uncollectible” and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. Assets which do not currently expose the insured institution to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses are required to be designated “special mention.”

The following table presents the classes of the loan portfolio in which a formal risk weighting system is utilized summarized by the aggregate “Pass” and the criticized category of “special mention”, and the classified categories of “substandard”, “doubtful” and “loss” within the Company’s risk rating system as applied to the loan portfolio. The Company had no loans classified as “doubtful” or “loss” at either of the dates presented.

|                                   | December 31, 2014 |          |             |                        | Total<br>Loans |
|-----------------------------------|-------------------|----------|-------------|------------------------|----------------|
|                                   | Pass              | Special  | Substandard | (Dollars in Thousands) |                |
|                                   |                   | Mention  |             |                        |                |
| One-to-four family residential    | \$ 1,211          | \$ 1,115 | \$ 8,205    | \$ 10,530              |                |
| Multi-family residential          | 5,396             | -        | 363         | 5,759                  |                |
| Commercial real estate            | 23,871            | -        | 2,881       | 26,752                 |                |
| Construction and land development | 25,533            | -        | 7,560       | 33,093                 |                |
| Commercial business               | 685               | -        | -           | 685                    |                |
| Consumer Loans                    | -                 | -        | -           | -                      |                |
| Total Loans                       | \$ 56,695         | \$ 1,115 | \$ 19,009   | \$ 76,816              |                |

|                                   | September 30, 2014 |          |             |                        | Total<br>Loans |
|-----------------------------------|--------------------|----------|-------------|------------------------|----------------|
|                                   | Pass               | Special  | Substandard | (Dollars in Thousands) |                |
|                                   |                    | Mention  |             |                        |                |
| One-to-four family residential    | \$ -               | \$ 1,509 | \$ 10,436   | \$ 11,945              |                |
| Multi-family residential          | 6,806              | -        | 368         | 7,174                  |                |
| Commercial real estate            | 11,347             | 989      | 3,777       | 16,113                 |                |
| Construction and land development | 14,998             | -        | 7,399       | 22,397                 |                |
| Commercial business               | 1,976              | -        | -           | 1,976                  |                |
| Consumer                          | -                  | 119      | -           | 119                    |                |
| Total Loans                       | \$ 35,127          | \$ 2,617 | \$ 21,980   | \$ 59,724              |                |

The Company evaluates the classification of one-to-four family residential and consumer loans primarily on a pooled basis. If the Company becomes aware that adverse or distressed conditions exist that may affect a particular single-family residential loan, the loan is downgraded following the above definitions of special mention, substandard, doubtful and loss.

The following table represents loans in which a formal risk rating system is not utilized, but loans are segregated between performing and non-performing based primarily on delinquency status. Non-performing loans consist of those loans included in the table greater than 90 days past due, that do not have a designated risk rating.

|                                | December 31, 2014      |                |             |
|--------------------------------|------------------------|----------------|-------------|
|                                | Performing             | Non-Performing | Total Loans |
|                                | (Dollars in Thousands) |                |             |
| One-to-four family residential | \$ 270,117             | \$ -           | \$ 270,117  |
| Consumer                       | 375                    | -              | 375         |
| Total Loans                    | \$ 270,492             | \$ -           | \$ 270,492  |

  

|                                | September 30, 2014     |                |             |
|--------------------------------|------------------------|----------------|-------------|
|                                | Performing             | Non-Performing | Total Loans |
|                                | (Dollars in Thousands) |                |             |
| One-to-four family residential | \$ 270,692             | \$ -           | \$ 270,692  |
| Consumer                       | 280                    | -              | 280         |
| Total Loans                    | \$ 270,972             | \$ -           | \$ 270,972  |

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is due or overdue, as the case may be. The following table presents the loan categories of the loan portfolio summarized by the aging categories of performing and delinquent loans and nonaccrual loans:

|                                   | December 31, 2014      |                     |                    |                                |                             |             |             |
|-----------------------------------|------------------------|---------------------|--------------------|--------------------------------|-----------------------------|-------------|-------------|
|                                   | Current                | 30-89 Days Past Due | 90 Days + Past Due | 90 Days+ Past Due and Accruing | Total Past Due and Accruing | Total Loans | Non-Accrual |
|                                   | (Dollars in Thousands) |                     |                    |                                |                             |             |             |
| One-to-four family residential    | \$ 277,674             | \$ 687              | \$ 3,401           | \$ -                           | \$ 687                      | \$ 281,762  | \$ 4,848    |
| Multi-family residential          | 5,759                  | -                   | -                  | -                              | -                           | 5,759       | -           |
| Commercial real estate            | 26,752                 | -                   | -                  | -                              | -                           | 26,752      | 873         |
| Construction and land development | 33,093                 | -                   | -                  | -                              | -                           | 33,093      | -           |
| Commercial business               | 685                    | -                   | -                  | -                              | -                           | 685         | -           |
| Consumer                          | 375                    | -                   | -                  | -                              | -                           | 375         | -           |
| Total Loans                       | \$ 344,338             | \$ 687              | \$ 3,401           | \$ -                           | \$ 687                      | \$ 348,426  | \$ 5,721    |

|   | September 30, 2014     |                           |                       |                             |                             |                |                 |
|---|------------------------|---------------------------|-----------------------|-----------------------------|-----------------------------|----------------|-----------------|
|   | Current                | 30-89<br>Days<br>Past Due | 90 Days +<br>Past Due | Past Due<br>and<br>Accruing | Past Due<br>and<br>Accruing | Total<br>Loans | Non-<br>Accrual |
|   | (Dollars in Thousands) |                           |                       |                             |                             |                |                 |
| One-to-four<br>family<br>residential    | \$ 278,716             | \$ 475                    | \$ 3,446              | \$ -                        | \$ 475                      | \$ 282,637     | \$ 5,002        |
| Multi-family<br>residential             | 7,174                  | -                         | -                     | -                           | -                           | 7,174          | -               |
| Commercial<br>real estate               | 16,113                 | -                         | -                     | -                           | -                           | 16,113         | 877             |
| Construction<br>and land<br>development | 22,397                 | -                         | -                     | -                           | -                           | 22,397         | -               |
| Commercial<br>business                  | 1,976                  | -                         | -                     | -                           | -                           | 1,976          | -               |
| Consumer                                | 399                    | -                         | -                     | -                           | -                           | 399            | -               |
| Total Loans                             | \$ 326,775             | \$ 475                    | \$ 3,446              | \$ -                        | \$ 475                      | \$ 330,696     | \$ 5,879        |

The allowance for loan losses is established through a provision for loan losses charged to expense. The Company maintains the allowance at a level believed to cover all known and inherent losses in the portfolio that are both probable and reasonable to estimate at each reporting date. Management reviews the allowance for loan losses no less than quarterly in order to identify these inherent losses and to assess the overall collection probability for the loan portfolio in view of these inherent losses. For each primary type of loan, a loss factor is established reflecting an estimate of the known and inherent losses in such loan type contained in the portfolio using both a quantitative analysis as well as consideration of qualitative factors. The evaluation process includes, among other things, an analysis of delinquency trends, non-performing loan trends, the level of charge-offs and recoveries, prior loss experience, total loans outstanding, the volume of loan originations, the type, size and geographic concentration of the Company's loans, the value of collateral securing the loans, the borrowers' ability to repay and repayment performance, the number of loans requiring heightened management oversight, local economic conditions and industry experience.

Commercial real estate loans entail significant additional credit risks compared to one-to-four family residential mortgage loans, as they generally involve large loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by income-producing properties typically depends on the successful operation of the related real estate project and/or business operation of the borrower who is also the primary occupant, and thus may be subject to a greater extent to the effects of adverse conditions in the real estate market and in the economy in general. Commercial business loans typically involve a higher risk of default than residential loans of like duration since their repayment is generally dependent on the successful operation of the borrower's business and the sufficiency of collateral, if any. Land acquisition, development and construction lending exposes us to greater credit risk than permanent mortgage financing. The repayment of land acquisition, development and construction loans depends upon the sale of the property to third parties or the availability of permanent financing upon completion of all improvements. These events may adversely affect both the borrowers as well as the value of the collateral property.



The following table summarizes the primary segments of the allowance for loan losses. Activity in the allowance is presented for the three month periods ended December 31, 2014 and 2013:

|                                    | Three Months Ended December 31, 2014 |                          |                        |                                   |                     |          |        | Unallocated Total |
|------------------------------------|--------------------------------------|--------------------------|------------------------|-----------------------------------|---------------------|----------|--------|-------------------|
|                                    | One- to four-family residential      | Multi-family residential | Commercial real estate | Construction and land development | Commercial business | Consumer |        |                   |
| ALLL balance at September 30, 2014 | \$ 1,663                             | \$ 67                    | \$ 122                 | \$ 323                            | \$ 15               | \$ 4     | \$ 231 | \$ 2,425          |
| Charge-offs                        | -                                    | -                        | -                      | -                                 | -                   | -        | -      | -                 |
| Recoveries                         | -                                    | -                        | -                      | -                                 | -                   | -        | -      | -                 |
| Provision                          | (171 )                               | (16 )                    | 94                     | 170                               | (10 )               | -        | 8      | 75                |
| ALLL balance at December 31, 2014  | \$ 1,492                             | \$ 51                    | \$ 216                 | \$ 493                            | \$ 5                | \$ 4     | \$ 239 | \$ 2,500          |

|                                    | Three Months Ended December 31, 2013 |                          |                        |                                   |                     |          |        | Unallocated Total |
|------------------------------------|--------------------------------------|--------------------------|------------------------|-----------------------------------|---------------------|----------|--------|-------------------|
|                                    | One- to four-family residential      | Multi-family residential | Commercial real estate | Construction and land development | Commercial business | Consumer |        |                   |
| ALLL balance at September 30, 2013 | \$ 1,384                             | \$ 22                    | \$ 70                  | \$ 653                            | \$ 4                | \$ 2     | \$ 218 | \$ 2,353          |
| Charge-offs                        | (10 )                                | -                        | -                      | -                                 | -                   | -        | -      | (10 )             |
| Recoveries                         | 10                                   | -                        | -                      | -                                 | -                   | -        | -      | 10                |
| Provision                          | (82 )                                | 4                        | (19 )                  | 104                               | -                   | (1 )     | (6 )   | -                 |
| ALLL balance at December 31, 2013  | \$ 1,302                             | \$ 26                    | \$ 51                  | \$ 757                            | \$ 4                | \$ 1     | \$ 212 | \$ 2,353          |

The decrease in the provision related to the construction and land development loan category was due mainly to a decrease in the historical loss factor. This decrease was a direct result of prior period charge-offs that fell beyond the three year period utilized for this component.

There was no loans classified troubled debt restructurings (“TDRs”) during the three months ended December 31, 2014 and one single-family residential loan totaling \$1.5 million during the three months ended December 31, 2013.

At December 31, 2014, the Company had eight loans classified as TDRs aggregating \$3.9 million, consisting two single-family real estate loans which amounted to \$1.6 million and six commercial real estate loans which amounted to \$2.3 million. Of these loans, one single-family real estate loan totaling \$1.4 million and one commercial real estate loan totaling \$873,000 were determined to be non-performing since they have not yet performed under the new term for six consecutive months. All TDR’s with the exception of one commercial real estate loan totaling \$884,000 were classified as “substandard” as of December 31, 2014.

No TDRs defaulted during the three month periods ended December 31, 2014 or 2013 that were restructured in the twelve months proceeding the periods presented.



## 6. DEPOSITS

Deposits consist of the following major classifications:

|   | December 31,<br>2014   |         | September 30,<br>2014 |         |
|---|------------------------|---------|-----------------------|---------|
|   | Amount                 | Percent | Amount                | Percent |
|   | (Dollars in Thousands) |         |                       |         |
| Money market deposit accounts                 | \$ 66,354              | 17.0 %  | \$ 64,665             | 16.5 %  |
| Interest-bearing checking accounts            | 38,496                 | 9.8     | 38,119                | 9.8     |
| Non-interest bearing checking accounts        | 2,578                  | 0.7     | 2,327                 | 0.6     |
| Passbook, club and statement savings          | 73,370                 | 18.7    | 73,275                | 18.8    |
| Certificates maturing in six months or less   | 27,730                 | 7.1     | 48,359                | 12.4    |
| Certificates maturing in more than six months | 182,914                | 46.7    | 164,280               | 41.9    |
| Total   | \$ 391,442             | 100.0 % | \$ 391,025            | 100.0 % |

Certificates of \$100,000 and over totaled \$94.0 million as of December 31, 2014 and \$90.7 million as of September 30, 2014.

## 7. INCOME TAXES

Items that gave rise to significant portions of deferred income taxes are as follows:

|   | December<br>31,<br>2014 | September<br>30,<br>2014 |
|---|-------------------------|--------------------------|
|   | (Dollars in Thousands)  |                          |
| Deferred tax assets:                                  |                         |                          |
| Allowance for loan losses                             | \$ 1,148                | \$ 1,123                 |
| Nonaccrual interest                                   | 104                     | 125                      |
| Accrued vacation                                      | 111                     | 108                      |
| Capital loss carryforward                             | 1,204                   | 1,211                    |
| Impairment loss                                       | 6                       | -                        |
| Split dollar life insurance                           | 20                      | 20                       |
| Post-retirement benefits                              | 135                     | 137                      |
| Unrealized loss on available for sale securities      | 241                     | 491                      |
| Employee benefit plans                                | 404                     | 382                      |
| <br>  |                         |                          |
| Total deferred tax assets                             | 3,373                   | 3,597                    |
| Valuation allowance                                   | (1,210 )                | (1,211 )                 |
| Total deferred tax assets, net of valuation allowance | 2,163                   | 2,386                    |
| <br>  |                         |                          |
| Deferred tax liabilities:                             |                         |                          |
| Property  | 445                     | 422                      |
| Deferred loan fees                                    | 785                     | 833                      |
| <br>  |                         |                          |
| Total deferred tax liabilities                        | 1,230                   | 1,255                    |
| <br>  |                         |                          |
| Net deferred tax asset                                | \$ 933                  | \$ 1,131                 |

The Company establishes a valuation allowance for deferred tax assets when management believes that the use of the deferred tax assets is not likely to be realized through a carry back to taxable income in prior years or future reversals of existing taxable temporary differences, and/or to a lesser extent, future taxable income. The tax deduction generated by the redemption of the shares of the mutual fund and the subsequent impairment charge on the assets acquired through the redemption in kind are considered a capital loss and can only be utilized to the extent of capital gains over a five year period, resulting in the establishment of a valuation allowance for the carryforward period. The valuation allowance totaled \$1.2 million at December 31, 2014.

There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. The Company recognizes, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the Consolidated Statements of Operations as a component of income tax expense. As of December 31, 2014, the Internal Revenue Service had conducted an audit of the Company's federal tax return for the year ended September 30, 2010, and no adverse findings were reported. The Company's federal and state income tax returns for taxable years through September 30, 2010 have been closed for purposes of examination by the Internal Revenue Service and the Pennsylvania Department of Revenue.

8.

## STOCK COMPENSATION PLANS

The Company maintains an employee stock ownership plan (“ESOP”) for substantially all of its full-time employees. The ESOP purchased 427,057 shares of the Company’s common stock for an aggregate cost of approximately \$4.5 million in fiscal 2005. The ESOP purchased an additional 255,564 shares during December 2013 and an additional 30,100 shares at the beginning January 2014, of the Company’s stock for an aggregate cost of approximately \$3.1 million. Shares of the Company’s common stock purchased by the ESOP are held in a suspense account until released for allocation to participants. Shares are allocated to each eligible participant based on the ratio of each such participant’s compensation, as defined in the ESOP, to the total compensation of all eligible plan participants. As the unearned shares are released from the suspense account, the Company recognizes compensation expense equal to the fair value of the ESOP shares during the periods in which they become committed to be released. To the extent that the fair value of the ESOP shares released differs from the cost of such shares, the difference is charged or credited to equity as additional paid-in capital. As of December 31, 2014, the ESOP held 697,301 shares and the Company had allocated a total of 222,510 shares from the suspense account to participants. For the three months ended December 31, 2014, the Company recognized \$108,000 in compensation expense related to the ESOP.

The Company maintains a Recognition and Retention Plan (“RRP”) which is administered by a committee of the Board of Directors of the Company. The RRP provides for the grant of shares of common stock of the Company to officers, employees and directors of the Company. In order to fund the grant of shares under the RRP, the RRP Trust purchased 213,528 shares (on a converted basis) of the Company’s common stock in the open market for approximately \$2.5 million, at an average purchase price per share of \$11.49. The Company made sufficient contributions to the RRP Trust to fund these purchases. No additional purchases of shares are expected to be made by the RRP Trust under this plan. As of December 31, 2014, all the shares had been awarded as part of the RRP. Shares subject to awards under the RRP generally vest at the rate of 20% per year over five years. As of December 31, 2014, 175,473 (on a converted basis) of the awarded shares had become fully vested.

Compensation expense related to the shares subject to restricted stock awards granted is recognized ratably over the five-year vesting period in an amount which totals the grant date fair value multiplied by the number of shares subject to the grant. During the three months ended December 31, 2014, \$21,000 was recognized in compensation expense for the RRP and a tax benefit of \$7,000 was recognized during this period. During the three months ended December 31, 2013, \$117,000 was recognized in compensation expense for the RRP and a tax benefit of \$40,000 was recognized during this period. At December 31, 2014, approximately \$225,000 in additional compensation expense for the shares awarded related to the RRP remained unrecognized.

A summary of the Company’s non-vested stock award activity for the three months ended December 31, 2014 and 2013 is presented in the following tables:

|  | Three Months Ended<br>December 31, 2014 |  |
|--|---|--|
|  | Number of<br>Shares (1)                 | Weighted Average<br>Grant Date Fair<br>Value |
| Nonvested stock awards at October 1,<br>2014 | 38,055                                  | \$ 8.07                                      |
| Issued                                       | -                                       | -  |
| Forfeited                                    | -                                       | -  |

|  |        |    |      |
|--|--------|----|------|
| Vested   | -      |    | -    |
| Nonvested stock awards at the<br>December 31, 2014 | 38,055 | \$ | 8.07 |

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|  | Three Months Ended<br>December 31, 2013 |  |
|--|---|--|
|  | Number of<br>Shares                     | Weighted Average<br>Grant Date Fair<br>Value |
| Nonvested stock awards at October 1,<br>2013       | 79,477                                  | \$ 9.56                                      |
| Issued   | -                                       | -  |
| Forfeited  | -                                       | -  |
| Vested   | -                                       | -  |
| Nonvested stock awards at the<br>December 31, 2013 | 79,477                                  | \$ 9.56                                      |

The Company maintains a Stock Option Plan which authorizes the grant of stock options to officers, employees and directors of the Company to acquire shares of common stock with an exercise price at least equal to the fair market value of the common stock on the grant date. Options generally become vested and exercisable at the rate of 20% per year over five years and are generally exercisable for a period of ten years after the grant date. A total of 533,808 shares (on a converted basis) of common stock were approved for future issuance pursuant to the Stock Option Plan. As of December 31, 2014, all of the options had been awarded under the Plan, although forfeited options covering 3,737 shares were available for grant. As of December 31, 2014, 417,767 options (on a converted basis) were vested.

A summary of the status of the Company's stock options under the Stock Option Plan as of December 31, 2014 and 2013 and changes during the three month periods ended December 31, 2014 and 2013 are presented below:

|                                  | Three Months Ended<br>December 31, 2014 |                                    |
|----------------------------------|---|------------------------------------|
|                                  | Number of<br>Shares                     | Weighted Average<br>Exercise Price |
| Outstanding at October 1, 2014   | 530,084                                 | \$ 10.86                           |
| Granted                          | -                                       | -                                  |
| Exercised                        | -                                       | -                                  |
| Forfeited                        | -                                       | -                                  |
| Outstanding at December 31, 2014 | 530,084                                 | \$ 10.86                           |
| Exercisable at December 31, 2014 | 417,767                                 | \$ 11.57                           |

|                                  | Three Months Ended<br>December 31, 2013 |                                    |
|----------------------------------|---|------------------------------------|
|                                  | Number of<br>Shares (1)                 | Weighted Average<br>Exercise Price |
| Outstanding at October 1, 2013   | 516,739                                 | \$ 10.86                           |
| Granted                          | -                                       | -                                  |
| Exercised                        | -                                       | -                                  |
| Forfeited                        | -                                       | -                                  |
| Outstanding at December 31, 2013 | 516,739                                 | \$ 10.86                           |
| Exercisable at December 31, 2013 | 314,420                                 | \$ 11.79                           |

The weighted average remaining contractual term was approximately 5.0 years for options outstanding as of December 31, 2014.

The estimated fair value of options granted during fiscal 2009 was \$2.98 per share, \$2.92 for options granted during fiscal 2010, \$3.34 for options granted during fiscal 2013 and \$4.67 for the options granted during fiscal 2014. The fair value was estimated on the date of grant using the Black-Scholes pricing model. No options were granted in fiscal years 2011 and 2012.

During the three months ended December 31, 2014, \$25,000 was recognized in compensation expense for the Stock Option Plan and a tax benefit of \$1,000 was recognized during this period. During the three months ended December 31, 2013, \$79,000 was recognized in compensation expense for the Stock Option Plan and a tax benefit of \$8,000 was recognized during this period. At December 31, 2014, approximately \$232,000 in additional compensation expense for awarded but unvested options remained unrecognized. The weighted average period over which this expense will be recognized is approximately 0.6 years

## 9. COMMITMENTS AND CONTINGENT LIABILITIES

At December 31, 2014, the Company had \$9.8 million in outstanding commitments to originate fixed and variable-rate loans with market interest rates ranging from 3.25% to 8.00%. At September 30, 2014, the Company had \$25.3 million in outstanding commitments to originate fixed and variable-rate loans with market interest rates ranging from 3.25% to 6.00%. The aggregate undisbursed portion of loans-in-process amounted to \$16.0 million at December 31, 2014 and \$9.7 million at September 30, 2014.

The Company also had commitments under unused lines of credit of \$3.8 million as of December 31, 2014 and September 30, 2014 and letters of credit outstanding of \$109,000 as of December 31, 2014 and September 30, 2014.

Among the Company's contingent liabilities are exposures to limited recourse arrangements with respect to the Company's sales of whole loans and participation interests. At December 31, 2014, the exposure, which represents a portion of credit risk associated with the interests sold, amounted to \$60,000. This exposure is for the life of the related loans and payables, on our proportionate share, as actual losses are incurred.

The Company is involved in various legal proceedings occurring in the ordinary course of business. Management of the Company, based on discussions with litigation counsel, believes that such proceedings will not have a material adverse effect on the financial condition, operations or cash flows of the Company. However, there can be no assurance that any of the outstanding legal proceedings to which the Company is a party will not be decided adversely

to the Company's interests and not have a material adverse effect on the financial condition and operations of the Company.

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## 10. FAIR VALUE MEASUREMENT

The fair value estimates presented herein are based on pertinent information available to management as of December 31, 2014 and September 30, 2014, respectively. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and, therefore, current estimates of fair value may differ significantly from the amounts presented herein.

Generally accepted accounting principles used in the United States establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value.

The three broad levels of hierarchy are as follows:

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

Those assets as of December 31, 2014 which are to be measured at fair value on a recurring basis are as follows:

|   | Category Used for Fair Value Measurement |          |         | Total    |
|---|--|----------|---------|----------|
|   | Level 1                                  | Level 2  | Level 3 |          |
| (Dollars in Thousands)                                |  |          |         |          |
| Assets:   |  |          |         |          |
| Securities available for sale:                        |  |          |         |          |
| U.S. Government and agency obligations                | \$-                                      | \$18,334 | \$-     | \$18,334 |
| Mortgage-backed securities - U.S. Government agencies | -  | 43,070   | -       | 43,070   |
| FHLMC preferred stock                                 | 55                                       | -        | -       | 55       |
| Total   | \$55                                     | \$61,404 | \$-     | \$61,459 |



Those assets as of September 30, 2014 which are measured at fair value on a recurring basis are as follows:

|   | Category Used for Fair Value Measurement |          |         |          |
|---|--|----------|---------|----------|
|   | Level 1                                  | Level 2  | Level 3 | Total    |
|   | (Dollars in Thousands)                   |          |         |          |
| Assets:   |  |          |         |          |
| Securities available for sale:                        |  |          |         |          |
| U.S. Government and agency obligations                | \$-                                      | \$17,844 | \$-     | \$17,844 |
| Mortgage-backed securities - U.S. Government agencies | -  | 39,903   | -       | 39,903   |
| FHLMC preferred stock                                 | 70                                       | -        | -       | 70       |
| Total   | \$70                                     | \$57,747 | \$-     | \$57,817 |

Certain assets are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The Company measures impaired loans and real estate owned at fair value on a non-recurring basis.

#### Impaired Loans

The Company considers loans to be impaired when it becomes more likely than not that the Company will be unable to collect all amounts due in accordance with the contractual terms of the loan agreements. Collateral dependent impaired loans are based on the fair value of the collateral which is based on appraisals and would be categorized as Level 2 measurement. In some cases, adjustments are made to the appraised values for various factors including the age of the appraisal, age of the comparables included in the appraisal, and known changes in the market and in the collateral. These adjustments are based upon unobservable inputs, and therefore, the fair value measurement has been categorized as a Level 3 measurement. These loans are reviewed for impairment and written down to their net realizable value by charges against the allowance for loan losses. The collateral underlying these loans had a fair value in excess of \$22.2 million, as of December 31, 2014

#### Summary of Non-Recurring Fair Value Measurements

|                        | At December 31, 2014 |         |           |           |
|------------------------|----------------------|---------|-----------|-----------|
|                        | Level 1              | Level 2 | Level 3   | Total     |
| (Dollars in Thousands) |                      |         |           |           |
| Impaired loans         | \$ -                 | \$ -    | \$ 22,218 | \$ 22,218 |
| Total                  | \$ -                 | \$ -    | \$ 22,218 | \$ 22,218 |

|                        | At September 30, 2014 |         |           |           |
|------------------------|-----------------------|---------|-----------|-----------|
|                        | Level 1               | Level 2 | Level 3   | Total     |
| (Dollars in Thousands) |                       |         |           |           |
| Impaired loans         | \$ -                  | \$ -    | \$ 21,980 | \$ 21,980 |
| Total                  | \$ -                  | \$ -    | \$ 21,980 | \$ 21,980 |



The following table provides information describing the valuation processes used to determine nonrecurring fair value measurements categorized within Level 3 of the fair value hierarchy:

| At December 31, 2014<br>(Dollars in Thousands) |            |                             |   |                               |
|--|------------|-----------------------------|---|-------------------------------|
|  | Fair Value | Valuation<br>Technique      | Unobservable<br>Input   | Range/<br>Weighted<br>Average |
| Impaired<br>loans                              | \$ 22,218  | Property appraisals (1) (3) | Management<br>discount for<br>selling costs,<br>property type and<br>market volatility<br>(2) | 10%<br>discount               |

| At September 30, 2014<br>(Dollars in Thousands) |            |                             |   |                               |
|---|------------|-----------------------------|---|-------------------------------|
|   | Fair Value | Valuation<br>Technique      | Unobservable<br>Input   | Range/<br>Weighted<br>Average |
| Impaired<br>loans                               | \$ 21,980  | Property appraisals (1) (3) | Management<br>discount for<br>selling costs,<br>property type and<br>market volatility<br>(2) | 10%<br>discount               |

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally includes various Level 3 inputs, which are not identifiable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range and weighted average of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

The fair value of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

|   | Carrying<br>Amount | Fair<br>Value | Fair Value Measurements at<br>December 31, 2014 |           |           |
|---|--------------------|---------------|---|-----------|-----------|
|   |                    |               | (Level 1)                                       | (Level 2) | (Level 3) |
|   |                    |               | (Dollars in Thousands)                          |           |           |
| Assets:   |                    |               |   |           |           |
| Cash and cash equivalents                                       | \$33,197           | \$33,197      | \$33,197  | \$-       | \$-       |
| Investment and mortgage-backed securities<br>available for sale | 61,459             | 61,459        | 55  | 61,404    | -         |
| Investment and mortgage-backed securities<br>held to maturity   | 80,207             | 79,779        | -   | 79,779    | -         |
| Loans receivable, net   | 332,233            | 333,794       | -   | -         | 333,794   |
| Accrued interest receivable                                     | 1,851              | 1,851         | 1,851   | -         | -         |
| Federal Home Loan Bank stock                                    | 359                | 359           | 359   | -         | -         |
| Bank owned life insurance                                       | 12,467             | 12,467        | 12,467  | -         | -         |
| Liabilities:  |                    |               |   |           |           |
| Checking accounts   | 41,074             | 41,074        | 41,074  | -         | -         |
| Money market deposit accounts                                   | 66,354             | 66,354        | 66,354  | -         | -         |
| Passbook, club and statement savings<br>accounts                | 73,370             | 73,370        | 73,370  | -         | -         |
| Certificates of deposit   | 210,644            | 214,749       | -   | -         | 214,749   |
| Advances from Federal Home Loan Bank                            | 340                | 340           | 340   | -         | -         |
| Accrued interest payable  | 16                 | 16            | 16  | -         | -         |
| Advances from borrowers for taxes<br>and insurance              | 2,306              | 2,306         | 2,306   | -         | -         |

|  | Carrying<br>Amount | Fair<br>Value | Fair Value Measurements at<br>September 30, 2014 |           |           |
|--|--------------------|---------------|--|-----------|-----------|
|  |                    |               | (Level 1)<br>(Dollars in Thousands)              | (Level 2) | (Level 3) |
| <b>Assets:</b>   |                    |               |  |           |           |
| Cash and cash equivalents                                    | \$ 45,382          | \$ 45,382     | \$ 45,382  | \$ -      | \$ -      |
| Investment and mortgage-backed securities available for sale | 57,817             | 57,817        | 70   | 57,747    | -         |
| Investment and mortgage-backed securities held to maturity   | 80,840             | 79,092        | -  | 79,092    | -         |
| Loans receivable, net  | 321,063            | 321,247       | -  | -         | 321,247   |
| Accrued interest receivable                                  | 1,748              | 1,748         | 1,748  | -         | -         |
| Federal Home Loan Bank stock                                 | 1,221              | 1,221         | 1,221  | -         | -         |
| Bank owned life insurance                                    | 12,377             | 12,377        | 12,377   | -         | -         |
| <b>Liabilities:</b>  |                    |               |  |           |           |
| Checking accounts  | 40,446             | 40,446        | 40,446   | -         | -         |
| Money market deposit accounts                                | 64,665             | 64,665        | 64,665   | -         | -         |
| Passbook, club and statement savings accounts                | 73,275             | 73,275        | 73,275   | -         | -         |
| Certificates of deposit                                      | 212,639            | 217,273       | -  | 217,273   | -         |
| Advances from Federal Home Loan Bank                         | 340                | 340           | 340  | -         | -         |
| Accrued interest payable                                     | 1,486              | 1,486         | 1,486  | -         | -         |
| Advances from borrowers for taxes and insurance              | 1,240              | 1,240         | 1,240  | -         | -         |

**Cash and Cash Equivalents**—For cash and cash equivalents, the carrying amount is a reasonable estimate of fair value.

**Investments and Mortgage-Backed Securities**—The fair value of investment securities and mortgage-backed securities is based on quoted market prices, dealer quotes, and prices obtained from independent pricing services.

**Loans Receivable**—The fair value of loans is estimated based on present value using the current market rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The carrying value that fair value is compared to is net of the allowance for loan losses and other associated premiums and discounts. Due to the significant judgment involved in evaluating credit quality, loans are classified within Level 3 of the fair value hierarchy.

**Accrued Interest Receivable** – For accrued interest receivable, the carrying amount is a reasonable estimate of fair value.

Federal Home Loan Bank (FHLB) Stock—Although FHLB stock is an equity interest in an FHLB, it is carried at cost because it does not have a readily determinable fair value as its ownership is restricted and it lacks a market. The estimated fair value approximates the carrying amount.

Bank Owned Life Insurance—The fair value of bank owned life insurance is based on the cash surrender value obtained from an independent advisor that is derivable from observable market inputs.

Checking Accounts, Money Market Deposit Accounts, Passbook Accounts, Club Accounts, Statement Savings Accounts, and Certificates of Deposit—The fair value of passbook accounts, club accounts, statement savings accounts, checking accounts, and money market deposit accounts is the amount reported in the financial statements. The fair value of certificates of deposit is based on market rates currently offered for deposits of similar remaining maturity.

Advances from Federal Home Loan Bank—The fair value of advances from FHLB is the amount payable on demand at the reporting date.

Accrued Interest Payable – For accrued interest payable, the carrying amount is a reasonable estimate of fair value.

Advances from borrowers for taxes and insurance – For advances from borrowers for taxes and insurance, the carrying amount is a reasonable estimate of fair value.

Commitments to Extend Credit and Letters of Credit—The majority of the Bank’s commitments to extend credit and letters of credit carry current market interest rates if converted to loans. Because commitments to extend credit and letters of credit are generally unassignable by either the Bank or the borrower, they only have value to the Bank and the borrower. The estimated fair value approximates the recorded deferred fee amounts, which are not significant.

## ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited consolidated financial statements included elsewhere in this Form 10-Q and with our Annual Report on Form 10-K for the year ended September 30, 2014 (the “Form 10-K”).

**Overview.** Prudential Bancorp, Inc. (the “Company”) was formed by Prudential Bancorp, Inc. of Pennsylvania to become the successor holding company for Prudential Savings Bank (the “Bank”) as a result of the second-step conversion completed in October 2013. The Company’s results of operations are primarily dependent on the results of the Bank, which is a wholly owned subsidiary of the Company. The Company’s results of operations depend to a large extent on net interest income, which primarily is the difference between the income earned on its loan and securities portfolios and the cost of funds, which is the interest paid on deposits and borrowings. Results of operations are also affected by our provisions for loan losses, non-interest income (which includes impairment charges) and non-interest expense. Non-interest expense principally consists of salaries and employee benefits, office occupancy expense, depreciation, data processing expense, payroll taxes and other expense. Our results of operations are also significantly affected by general economic and competitive conditions, particularly changes in interest rates, government policies and actions of regulatory authorities. Future changes in applicable laws, regulations or government policies may materially impact our financial condition and results of operations. The Bank is subject to regulation by the Federal Deposit Insurance Corporation (“FDIC”) and the Pennsylvania Department of Banking and Securities (the “Department”). The Bank’s main office is in Philadelphia, Pennsylvania, with seven additional full-service banking offices located in Philadelphia, Delaware and Bucks Counties in Pennsylvania. The Bank’s primary business consists of attracting deposits from the general public and using those funds together with borrowings to originate loans and to invest primarily in U.S. Government and agency securities and mortgage-backed securities. In November 2005, the Bank formed PSB Delaware, Inc., a Delaware corporation, as a subsidiary of the Bank. In March 2006, all mortgage-backed securities then owned by the Company were transferred to PSB Delaware, Inc. PSB Delaware, Inc.’s activities are included as part of the consolidated financial statements.

**Critical Accounting Policies.** In reviewing and understanding financial information for the Company, you are encouraged to read and understand the significant accounting policies used in preparing our financial statements. These policies are described in Note 1 of the notes to our unaudited consolidated financial statements included in Item 1 hereof as well as in Note 2 to our audited consolidated financial statements included in the Form 10-K. The accounting and financial reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”) and to general practices within the banking industry.

Accordingly, the financial statements require certain estimates, judgments and assumptions, which are believed to be reasonable, based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities as well as contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of income and expenses during the periods presented. The following accounting policies comprise those that management believes are the most critical to aid in fully understanding and evaluating our reported financial results. These policies require numerous estimates or economic assumptions that may prove inaccurate or may be subject to variations which may significantly affect our reported results and financial condition for the period or in future periods.



Allowance for Loan Losses. The allowance for loan losses is established through a provision for loan losses charged to expense. Losses are charged against the allowance for loan losses when management believes that the collectability in full of the principal of a loan is unlikely. Subsequent recoveries are added to the allowance. The allowance for loan losses is maintained at a level that management considers adequate to provide for estimated losses and impairments based upon an evaluation of known and inherent losses in the loan portfolio that are both probable and reasonable to estimate. Loan impairment is evaluated based on the fair value of collateral or estimated net realizable value. It is the policy of management to provide for losses on unidentified loans in its portfolio in addition to criticized and classified loans.

Management monitors its allowance for loan losses at least quarterly and makes adjustments to the allowance through the provision for loan losses as economic conditions and other pertinent factors indicate. The quarterly review and adjustment of the qualitative factors employed in the allowance methodology and the updating of historic loss experience allow for timely reaction to emerging conditions and trends. In this context, a series of qualitative factors are used in a methodology as a measurement of how current circumstances are affecting the loan portfolio. Included in these qualitative factors are:

- Levels of past due, classified, criticized and non-accrual loans, troubled debt restructurings and loan modifications;  
Nature and volume of loans;
- Changes in lending policies and procedures, underwriting standards, collections, charge-offs and recoveries and for commercial loans, the level of loans being approved with exceptions to lending policy;  
Experience, ability and depth of management and staff;
- National and local economic and business conditions, including various market segments;
- Quality of the Company's loan review system and degree of Board oversight;
- Concentrations of credit and changes in levels of such concentrations; and
- Effect of external factors on the level of estimated credit losses in the current portfolio.

In determining the allowance for loan losses, management has established a general pooled allowance. Values assigned to the qualitative factors and those developed from historic loss experience provide a dynamic basis for the calculation of reserve factors for both pass-rated loans (the general pooled allowance) and those for criticized and classified loans. The amount of the specific allowance is determined through a loan-by-loan analysis of certain large dollar commercial real estate loans. Loans not individually reviewed are evaluated as a group using reserve factor percentages based on historical loss experience and the qualitative factors described above. In determining the appropriate level of the general pooled allowance, management makes estimates based on internal risk ratings, which take into account such factors as debt service coverage, loan-to-value ratios and external factors. Estimates are periodically measured against actual loss experience.

This evaluation is inherently subjective as it requires material estimates including, among others, exposure at default, the amount and timing of expected future cash flows on impaired loans, value of collateral, estimated losses on our commercial, construction and residential loan portfolios and historical loss experience. All of these estimates may be susceptible to significant change.

While management uses the best information available to make loan loss allowance evaluations, adjustments to the allowance may be necessary based on changes in economic and other conditions or changes in accounting guidance. In addition, the Department and the FDIC, as an integral part of their examination processes, periodically review our allowance for loan losses. The Department and the FDIC may require the recognition of adjustments to the allowance for loan losses based on their judgment of information available to them at the time of their examination. To the extent that actual outcomes differ from management's estimates, additional provisions to the

allowance for loan losses may be required that would adversely affect earnings in future periods.

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Investment and mortgage-backed securities available for sale. Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated using quoted prices of securities with similar characteristics or discounted cash flows and are classified within Level 2 of the fair value hierarchy. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy, although there were no securities with that classification as of December 31, 2014 or September 30, 2014.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. The Company determines whether the unrealized losses are temporary in accordance with U.S. GAAP. The evaluation is based upon factors such as the creditworthiness of the issuers/guarantors, the underlying collateral, if applicable, and the continuing performance of the securities. In addition, the Company also considers the likelihood that the security will be required to be sold because of regulatory concerns, our internal intent not to dispose of the security prior to maturity and whether the entire cost basis of the security is expected to be recovered. In determining whether the cost basis will be recovered, management evaluates other facts and circumstances that may be indicative of an “other-than-temporary” impairment condition. This includes, but is not limited to, an evaluation of the type of security, length of time and extent to which the fair value has been less than cost, and near-term prospects of the issuer.

In addition, certain assets are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The Company measures impaired loans, investment securities, and FHLB stock at fair value on a non-recurring basis.

Valuation techniques and models utilized for measuring financial assets and liabilities are reviewed and validated by the Company at least quarterly.

**Income Taxes.** The Company accounts for income taxes in accordance with U.S. GAAP. The Company records deferred income taxes that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Management exercises significant judgment in the evaluation of the amount and timing of the recognition of the resulting tax assets and liabilities. The judgments and estimates required for the evaluation are updated based upon changes in business factors and the tax laws. If actual results differ from the assumptions and other considerations used in estimating the amount and timing of tax recognized, there can be no assurance that additional expenses will not be required in future periods.

In evaluating our ability to recover deferred tax assets, we consider all available positive and negative evidence, including our past operating results and our forecast of future taxable income. In determining future taxable income, we make assumptions for the amount of taxable income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require us to make judgments about our future taxable income and are consistent with the plans and estimates we use to manage our business. Any reduction in estimated future taxable income may require us to record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance would result in additional income tax expense in the period and could have a significant impact on our future earnings.

U.S. GAAP prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The Company recognizes, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the consolidated income statement. Assessment of uncertain tax positions requires careful consideration of the technical merits of a position based on management’s

analysis of tax regulations and interpretations. Significant judgment may be involved in the assessment of the tax position.

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Forward-looking Statements. In addition to historical information, this Quarterly Report on Form 10-Q includes certain “forward-looking statements” based on management’s current expectations. The Company’s actual results could differ materially, as such term is defined in the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, from management’s expectations. Such forward-looking statements include statements regarding management’s current intentions, beliefs or expectations as well as the assumptions on which such statements are based. These forward-looking statements are subject to significant business, economic and competitive uncertainties and contingencies, many of which are not subject to the Company’s control. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Factors that could cause future results to vary from current management expectations include, but are not limited to, general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities, changes in interest rates, deposit flows, the cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of the Company’s loan and investment portfolios, changes in accounting principles, policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company’s operations, markets, products, services and fees.

The Company undertakes no obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results that occur subsequent to the date such forward-looking statements are made unless required by law or regulations.

Market Overview. Although the economy slowly improved during 2013 and 2014, we still view the current environment as challenging.

The Company continues to focus on the credit quality of its customers, closely monitoring the financial status of borrowers throughout the Company’s markets, gathering information, working on early detection of potential problems, taking pre-emptive steps where necessary and performing the analysis required to maintain adequate reserves for loan losses.

Despite the current market and economic conditions, the Company continues to maintain capital well in excess of regulatory requirements.

The following discussion provides further details on the financial condition of the Company at December 31, 2014 and September 30, 2014, and the results of operations for the three months ended December 31, 2014 and 2013.

#### COMPARISON OF FINANCIAL CONDITION AT DECEMBER 31, 2014 AND SEPTEMBER 30, 2014

At December 31, 2014, we had total assets of \$527.1 million, as compared to \$525.5 million at September 30, 2014, an increase of 0.3%. Although total assets remained stable, the Company deployed available cash to purchase additional investment securities and fund the origination of new loans in order to improve the yield on earning assets. Cash and cash equivalents decreased \$12.2 million to \$33.2 million at December 31, 2014, compared to \$45.4 million at September 30, 2014. Loans receivable increased to \$332.2 million at December 31, 2014 from \$321.1 million at September 30, 2014. The majority of the loan growth consisted of commercial real estate loans and single-family residential construction loans secured by properties located within our immediate market area. Investment securities available-for-sale increased by \$3.7 million to \$61.5 million during the first quarter of fiscal 2015, primarily due to the purchase of two GNMA-guaranteed mortgage-backed securities aggregating \$4.4 million.

Total liabilities increased slightly to \$399.0 million at December 31, 2014 from \$396.1 million at September 30, 2014. Accounts payable and accrued expenses increased \$2.9 million resulting from deposits placed in a temporary account pending a determination of whether they are required to be escheated to the Commonwealth of Pennsylvania as abandoned property. During 2014, Pennsylvania adopted legislation reducing the dormant activity timeframe for deposit accounts to three years from the historical five years. Management believes once the verification process is completed, that a majority of these accounts will be determined to be active and will transferred back to their respective deposit accounts.

Total stockholders' equity decreased by \$1.3 million to \$128.1 million at December 31, 2014 from \$129.4 million at September 30, 2014. The decrease was primarily due to the \$2.2 million expended in connection with the Company's announced stock repurchase program and the payment of approximately \$240,000 in cash dividends. This decrease was partially offset by the \$471,000 in net income combined with a \$485,000 after tax increase in the value of the available-for-sale securities portfolio.

#### COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2014 AND 2013

**Net income.** The Company recognized net income of \$471,000, or \$0.05 per diluted share, for the quarter ended December 31, 2014 as compared to \$338,000 or \$0.04 per diluted share, for the comparable period in 2013. The \$133,000 increase in net income for the three month period ended December 31, 2014 as compared to the same period in 2013 was primarily due to the \$175,000 increase in net interest income combined with a \$189,000 increase in non-interest income, partially offset by the \$75,000 provision for loan losses recorded and a \$123,000 increase in operating expenses.

**Net interest income.** For the three months ended December 31, 2014, net interest income increased to \$3.3 million as compared to \$3.2 million for the same period in fiscal 2014. The increase reflected a \$171,000 or 4.2% increase in interest income combined with a \$4,000 or 0.4% decrease in interest paid on deposits and borrowings. The increase in net interest income resulted from a \$12.2 million increase in the average balance of loans and a \$14.2 million increase in the average balance of mortgage-backed securities primarily due to the reinvestment of cash and cash equivalents into loans and investment securities. Net interest income was slightly enhanced by the reduction in the average balance of deposits between the two periods. The weighted average yield for interest-earning assets improved by 22 basis points during the quarter ended December 31, 2014 as compared to the same period in 2013. The cost of interest-bearing liabilities remained relatively stable over the same period. The weighted average yield on loans remained essentially the same for both three month periods ended December 31, 2014 and 2013 at 3.96%. The yield on mortgage-backed securities decreased 20 basis points to 2.99% for the three month period ended December 31, 2014, compared to 3.19% for the same period in 2013. The slight decrease in interest expense resulted primarily from a decrease of \$6.9 million in the average balance of interest-bearing liabilities, primarily savings accounts.

For the three months ended December 31, 2014, the net interest margin was 2.62% compared to 2.42% for the same period in fiscal 2013. The increase was primarily due to the Company earning a higher yield on earning assets from the reinvestment of cash and cash equivalents into loans and investment securities.

Average balances, net interest income, and yields earned and rates paid. The following table shows for the periods indicated the total dollar amount of interest earned from average interest-earning assets and the resulting yields, as well as the interest expense on average interest-bearing liabilities and the resulting costs, expressed both in dollars and rates, the interest rate spread and the net interest margin. Average yields and rates have been annualized. Tax-exempt income and yields have not been adjusted to a tax-equivalent basis. All average balances are based on monthly balances. Management does not believe that the monthly averages differ significantly from what the daily averages would be.

|   | Three Months<br>Ended December 31, |                  |                              |                    |                  |                              |
|---|------------------------------------|------------------|------------------------------|--------------------|------------------|------------------------------|
|   | Average<br>Balance                 | 2014<br>Interest | Average<br>Yield/Rate<br>(1) | Average<br>Balance | 2013<br>Interest | Average<br>Yield/Rate<br>(1) |
| (Dollars in Thousands)                          |                                    |                  |                              |                    |                  |                              |
| Interest-earning assets:                        |                                    |                  |                              |                    |                  |                              |
| Investment securities                           | \$ 86,475                          | \$ 548           | 2.51 %                       | \$ 87,135          | \$ 548           | 2.50 %                       |
| Mortgage-backed securities                      | 55,159                             | 416              | 2.99                         | 40,962             | 329              | 3.19                         |
| Loans receivable(2)                             | 326,175                            | 3,257            | 3.96                         | 313,957            | 3,138            | 3.97                         |
| Other interest-earning assets                   | 37,082                             | 19               | 0.20                         | 77,003             | 54               | 0.28                         |
| Total interest-earning assets                   | 504,891                            | 4,240            | 3.33                         | 519,057            | 4,069            | 3.11                         |
| Cash and non-interest-bearing balances          | 2,261                              |                  |                              | 2,446              |                  |                              |
| Other non-interest-earning assets               | 15,693                             |                  |                              | 13,421             |                  |                              |
| Total assets                                    | \$ 522,845                         |                  |                              | \$ 534,924         |                  |                              |
| Interest-bearing liabilities:                   |                                    |                  |                              |                    |                  |                              |
| Savings accounts                                | \$ 73,310                          | 57               | 0.31                         | \$ 82,277          | 72               | 0.35                         |
| Money market deposit and NOW accounts           | 101,156                            | 89               | 0.35                         | 99,486             | 87               | 0.35                         |
| Certificates of deposit                         | 211,820                            | 754              | 1.41                         | 211,205            | 745              | 1.40                         |
| Total deposits                                  | 386,286                            | 900              | 0.92                         | 392,968            | 904              | 0.91                         |
| Advances from Federal Home Loan Bank            | 340                                | -                | 0.00                         | 340                | -                | 0.00                         |
| Advances from borrowers for taxes and insurance | 1,763                              | 1                | 0.23                         | 1,932              | 1                | 0.21                         |
| Total interest-bearing liabilities              | 388,389                            | 901              | 0.92                         | 395,240            | 905              | 0.91                         |



## Non-interest-bearing liabilities:

|  |            |      |   |            |      |   |  |
|--|------------|------|---|------------|------|---|--|
| Non-interest-bearing demand accounts       | 2,405      |      |   | 2,544      |      |   |  |
| Other liabilities                          | 3,788      |      |   | 12,628     |      |   |  |
| Total liabilities                          | 394,582    |      |   | 410,412    |      |   |  |
| Stockholders' equity                       | 128,263    |      |   | 124,512    |      |   |  |
| Total liabilities and stockholders' equity | \$ 522,845 |      |   | \$ 534,924 |      |   |  |
| Net interest-earning assets                | \$ 116,502 |      |   | \$ 123,817 |      |   |  |
| Net interest income; interest rate spread  | \$ 3,339   | 2.41 | % | \$ 3,164   | 2.20 | % |  |
| Net interest margin(3)                     |            | 2.62 | % |            | 2.42 | % |  |

Average interest-earning assets to average interest-bearing liabilities

130.00 %

131.33 %

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(1) Yields and rates for the three month periods are annualized.

(2) Includes non-accrual loans. Calculated net of unamortized deferred fees, undisbursed portion of loans-in-process and the allowance for loan losses.

(3) Equals net interest income divided by average interest-earning assets.

Provision for loan losses. The allowance is maintained at a level sufficient to provide for estimated probable losses in the loan portfolio at each reporting date. At least quarterly, management performs an analysis to identify the inherent risk of loss in the Company's loan portfolio. This analysis includes a qualitative evaluation of concentrations of credit, past loss experience, current economic conditions, amount and composition of the loan portfolio (including loans being specifically monitored by management), estimated fair value of underlying collateral, delinquencies, and other factors.

The Company's methodology for assessing the adequacy of the allowance establishes both specific and general pooled allocations of the allowance. Loans are assigned ratings, either individually for larger credits or in homogeneous pools, based on an internally developed grading system. The resulting determinations are reviewed and approved by senior management.

The Company established a provision for loan losses of \$75,000 during the three months ended December 31, 2014, while the Company did not record a provision for the three months ended December 31, 2013. The provision for loan losses was deemed necessary for the 2014 period due to the growth in the loan portfolio combined with the level of classified assets. The Company believes that the provision at December 31, 2014 is sufficient to cover all inherent and known losses associated with the loan portfolio at such date. At December 31, 2014, the Company's non-performing assets totaled \$6.1 million or 1.2% of total assets as compared to \$6.2 million or 1.2% of total assets at September 30, 2014. Non-performing assets at December 31, 2014 included \$5.7 million in non-performing loans consisting of \$3.4 million of one-to four-family residential loans, \$1.4 million of single-family residential investment property loans and \$873,000 of commercial real estate loans. Non-performing assets also included a one-to four-family residential real estate owned property with a carrying value of \$344,000. At December 31, 2014, the Bank had eight loans aggregating \$3.9 million that were classified as trouble debt restructurings. Two of such loans aggregating \$2.3 million were classified as non-performing as a result of not yet achieving a sufficiently long payment history, under the new terms, to justify returning the loans to performing (accrual) status. All eight loans have performed in accordance with the terms of their revised agreements. For the three months ended December 31, 2014, the Bank reviewed \$22.2 million of loans for possible impairment of which \$19.0 million was deemed classified as substandard compared to \$22.0 million reviewed for possible impairment and classified substandard during the quarter ended September 30, 2014. The Bank's largest lending relationship, which consists of nine loans aggregating \$9.1 million (not including the remaining \$5.25 million of funds available for disbursement from the two constructions loans described below), is classified as substandard and currently is in a workout status. As part of the workout strategy, the Bank approved two construction loans during November 2014 aggregating \$5.4 million, of which \$155,000 had been disbursed as of December 31, 2014, for the completion of a 169-unit mixed townhome and condominium single-family residential community. All of the loans in this relationship were current as of December 31, 2014.

The allowance for loan losses totaled \$2.5 million, or 0.8% of total loans and 43.7% of total non-performing loans at December 31, 2014 as compared to \$2.4 million, or 0.8% of total loans and 41.2% of total non-performing loans at September 30, 2014.

At December 31, 2014, the Company had \$687,000 of loans delinquent 30-89 days as to interest and/or principal. Such amount consisted of six one-to-four family residential mortgage loans.

As of December 31, 2014, the Bank had reviewed \$22.2 million of loans for possible impairment of which \$19.0 million was deemed classified as "substandard". The "substandard" loans consisted of 55 loans. We did not have any assets classified as "doubtful" or "loss" at either of such dates. During the quarter, two commercial real estate loans aggregating \$448,000 that were classified "substandard" were paid in full and the Company approved two construction

loans aggregating \$5.4 million, of which \$155,000 was disbursed as of December 31, 2014, to the Company's largest lending relationship totaling \$9.1 million without giving effect to the \$5.25 million of undisbursed funds. This entire lending relationship has been classified "substandard", including the new funding which is a part of a total relationship workout strategy.

At December 31, 2014, we also had a total of three single-family residential loans aggregating \$1.1 million that had been designated “special mention”. These loans consist of three loans extended to a single borrower and are secured by real estate. All of the loans were designated “special mention” due to concerns with regard to the borrower’s cash flow situation. At September 30, 2014, we had a total of eight loans aggregating \$2.6 million designated as “special mention”.

The following table shows the amounts of non-performing assets (defined as non-accruing loans, accruing loans 90 days or more past and real estate owned) as of December 31, 2014 and September 30, 2014. At neither date did the Company have any accruing loans 90 days or more past due that were accruing.

|   | December<br>31,<br>2014 |   | September 30,<br>2014 |   |
|---|-------------------------|---|-----------------------|---|
|   | (Dollars in Thousands)  |   |                       |   |
| Non-accruing loans:   |                         |   |                       |   |
| One-to-four family residential                              | \$ 4,848                |   | \$ 5,002              |   |
| Commercial real estate                                      | 873                     |   | 877                   |   |
| Total non-accruing loans                                    | 5,721                   |   | 5,879                 |   |
| Real estate owned, net: (1)                                 | 344                     |   | 360                   |   |
| Total non-performing assets                                 | \$ 6,065                |   | \$ 6,239              |   |
| Total non-performing loans as a percentage of loans, net    | 1.72                    | % | 1.82                  | % |
| Total non-performing loans as a percentage of total assets  | 1.09                    | % | 1.12                  | % |
| Total non-performing assets as a percentage of total assets | 1.15                    | % | 1.19                  | % |

(1) Real estate owned balances are shown net of related loss allowances and consist solely of real property.

The Company currently has six loans totaling approximately \$2.3 million classified as a TDR which have performed in accordance with new terms for six consecutive months and as reported as performing loans.

**Non-interest income.** Non-interest income amounted to \$350,000 for the three month period ended December 31, 2014, compared to \$161,000 for the same periods in 2013. The primary reason for the increase in non-interest income reflected the Bank’s first sale of SBA loan for which it recorded a net gain of approximately \$138,000. Also contributing to non-interest income was a \$41,000 increase in earnings from bank-owned life insurance resulting from additional insurance purchased during 2014.

**Non-interest expense.** For the three months ended December 31, 2014, non-interest expense increased \$123,000 to \$3.0 million as compared to the same quarter in fiscal 2014. The primary reason for the increase in non-interest expense were increases in salary and employee benefit expense, as well as office occupancy and professional services expense, partially offset by a decline in FDIC deposit insurance and advertising expenses.

**Income tax expense.** The Company recorded income tax expense for the three months ended December 31, 2014 of \$217,000, compared to income tax expense of \$184,000 for the three months ended December 31, 2013. The Company recorded an effective tax rate of 31.5% for the three month period ended December 31, 2014, compared to an effective tax rate of 35.2% for the same period in 2013 which reflected a lower level of tax-exempt income.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity, represented by cash and cash equivalents, is a product of its operating, investing and financing activities. Our primary sources of funds are deposits, scheduled principal and interest payments on loans, loan prepayments and the maturity of loans, mortgage-backed securities and other investments, and other funds provided from operations. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing investment securities are relatively predictable sources of funds, deposit flows and loan and securities prepayments can be greatly influenced by market rates of interest, economic conditions and competition. We also maintain excess funds in short-term, interest-earning assets that provide additional liquidity. At December 31, 2014, our cash and cash equivalents amounted to \$33.2 million. In addition, our available for sale investment and mortgage-backed securities amounted to an aggregate of \$61.5 million at such date.

We use our liquidity to fund existing and future loan commitments, to fund maturing certificates of deposit and demand deposit withdrawals, to invest in other interest-earning assets, and to meet operating expenses. At December 31, 2014, the Company had \$9.8 million in outstanding commitments to originate fixed and variable-rate loans, not including loans in process. The Company also had commitments under unused lines of credit of \$3.8 million and letters of credit outstanding of \$109,000 at December 31, 2014. Certificates of deposit at December 31, 2014 maturing in one year or less totaled \$92.7 million. Based upon historical experience, we anticipate that a significant portion of the maturing certificates of deposit will be redeposited with us.

In addition to cash flows from loan and securities payments and prepayments as well as from sales of available for sale securities, we have significant borrowing capacity available to fund liquidity needs should the need arise. Our borrowings consist solely of advances from the Federal Home Loan Bank of Pittsburgh ("FHLB"), of which we are a member. Under terms of the collateral agreement with the FHLB, we pledge residential mortgage loans as well as our stock in the FHLB as collateral for such advances. However, use of FHLB advances has been modest. At December 31, 2014, we had \$340,000 in outstanding FHLB advances and had the ability to obtain an additional \$196.6 million in FHLB advances. Additional borrowing capacity with the FHLB could be obtained with the pledging of certain investment securities. The Bank has also obtained approval to borrow from the Federal Reserve Bank discount window.

We anticipate that we will continue to have sufficient funds and alternative funding sources to meet our current commitments.

The following table summarizes the Company's and Bank's regulatory capital ratios as of December 31, 2014 and September 30, 2014 and compares them to current regulatory guidelines.

|  | Actual<br>Ratio | Required for<br>Capital Adequacy<br>Purposes | To Be<br>Well Capitalized<br>Under Prompt<br>Corrective Action<br>Provisions |
|--|-----------------|--|--|
| December 31, 2014:                       |                 |  |  |
| Tier 1 capital (to average assets)       |                 |  |  |
| The Company                              | 24.98%          | 4.0%   | N/A  |
| The Bank                                 | 17.78%          | 4.0%   | 5.0%   |
| Tier 1 capital (to risk-weighted assets) |                 |  |  |
| The Company                              | 54.19%          | 4.0%   | N/A  |
| The Bank                                 | 38.62%          | 4.0%   | 6.0%   |
| Total capital (to risk-weighted assets)  |                 |  |  |
| The Company                              | 55.23%          | 8.0%   | N/A  |
| The Bank                                 | 39.66%          | 8.0%   | 10.0%  |
| September 30, 2014:                      |                 |  |  |
| Tier 1 capital (to average assets)       |                 |  |  |
| Company                                  | 25.39%          | 4.0%   | N/A  |
| Bank                                     | 17.95%          | 4.0%   | 5.0%   |
| Tier 1 capital (to risk-weighted assets) |                 |  |  |
| Company                                  | 57.21%          | 4.0%   | N/A  |
| Bank                                     | 40.52%          | 4.0%   | 6.0%   |
| Total capital (to risk-weighted assets)  |                 |  |  |
| Company                                  | 58.28%          | 8.0%   | N/A  |
| Bank                                     | 41.59%          | 8.0%   | 10.0%  |

#### IMPACT OF INFLATION AND CHANGING PRICES

The financial statements, accompanying notes, and related financial data of the Company presented herein have been prepared in accordance with generally accepted accounting principles which require the measurement of financial

position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation.

Unlike most industrial companies, substantially all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services, since such prices are affected by inflation to a larger extent than interest rates. In the current interest rate environment, liquidity and the maturity structure of the Company's assets and liabilities are critical to the maintenance of acceptable performance levels.

**How We Manage Market Risk.** Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from interest rate risk which is inherent in our lending, investment and deposit gathering activities. To that end, management actively monitors and manages interest rate risk exposure. In addition to market risk, our primary risk is credit risk on our loan portfolio. We attempt to manage credit risk through our loan underwriting and oversight policies.

The principal objective of our interest rate risk management function is to evaluate the interest rate risk embedded in certain balance sheet accounts, determine the level of risk appropriate given our business strategy, operating environment, capital and liquidity requirements and performance objectives, and manage the risk consistent with approved guidelines. We seek to manage our exposure to risks from changes in interest rates while at the same time trying to improve our net interest spread. We monitor interest rate risk as such risk relates to our operating strategies. We have established an Asset/Liability Committee which is comprised of our President and Chief Executive Officer, Chief Financial Officer, Chief Lending Officer, Treasurer and Controller. The Asset/Liability Committee meets on a regular basis and is responsible for reviewing our asset/liability policies and interest rate risk position. Both the extent and direction of shifts in interest rates are uncertainties that could have a negative impact on future earnings.

In recent years, as a part of our asset/liability management strategy we primarily have reduced our investment in longer term fixed-rate callable agency bonds, increased our origination of hybrid adjustable-rate single family residential mortgage loans and increased our portfolio of step-up callable agency bonds and agency issued collateralized mortgage-backed securities (“CMO’s”) with short effective life. However, notwithstanding the foregoing steps, we remain subject to a significant level of interest rate risk in a low interest rate environment due to the high proportion of our loan portfolio that consists of fixed-rate loans as well as our decision to invest a significant amount of our assets in long-term, fixed-rate investment and mortgage-backed securities held to maturity.

**Gap Analysis.** The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are “interest rate sensitive” and by monitoring a Company’s interest rate sensitivity “gap.” An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. A gap is considered negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. During a period of rising interest rates, a negative gap would tend to affect adversely net interest income while a positive gap would tend to result in an increase in net interest income. Conversely, during a period of falling interest rates, a negative gap would tend to result in an increase in net interest income while a positive gap would tend to affect adversely net interest income.

The following table sets forth the amounts of our interest-earning assets and interest-bearing liabilities outstanding at December 31, 2014, which we expect, based upon certain assumptions, to reprice or mature in each of the future time periods shown (the “GAP Table”). Except as stated below, the amounts of assets and liabilities shown which reprice or mature during a particular period were determined in accordance with the earlier of term to repricing or the contractual maturity of the asset or liability. The table sets forth an approximation of the projected repricing of assets and liabilities at December 31, 2014, on the basis of contractual maturities, anticipated prepayments, and scheduled rate adjustments within a three-month period and subsequent selected time intervals. The loan amounts in the table reflect principal balances expected to be redeployed and/or repriced as a result of contractual amortization and anticipated prepayments of adjustable-rate loans and fixed-rate loans, and as a result of contractual rate adjustments on adjustable-rate loans. Annual prepayment rates for variable-rate and fixed-rate single-family and multi-family



residential and commercial mortgage loans are assumed to range from 9.4% to 31.6%. The annual prepayment rate for mortgage-backed securities is assumed to range from 0.7% to 22.7%. For savings accounts, checking accounts and money markets, the decay rates vary on annual basis over a ten year period.

|  | 3 Months<br>or Less | More than<br>3 Months<br>to 1 Year | More than<br>1 Year<br>to 3 Years | More than<br>3 Years<br>to 5 Years | More than<br>5 Years | Total<br>Amount |        |   |        |   |
|--|---------------------|------------------------------------|-----------------------------------|------------------------------------|----------------------|-----------------|--------|---|--------|---|
| (Dollars in Thousands)   |                     |                                    |                                   |                                    |                      |                 |        |   |        |   |
| Interest-earning assets(1):  |                     |                                    |                                   |                                    |                      |                 |        |   |        |   |
| Investment and<br>mortgage-backed<br>securities(2)   | \$7,278             | \$8,552                            | \$13,887                          | \$12,862                           | \$99,796             | \$142,375       |        |   |        |   |
| Loans receivable(3)  | 27,616              | 55,603                             | 85,702                            | 63,428                             | 100,077              | 332,426         |        |   |        |   |
| Other interest-earning<br>assets(4)  | 31,308              | -                                  | -                                 | -                                  | -                    | 31,308          |        |   |        |   |
| Total interest-earning assets  | \$66,202            | \$64,155                           | \$99,589                          | \$76,290                           | \$199,873            | \$506,109       |        |   |        |   |
| Interest-bearing liabilities:  |                     |                                    |                                   |                                    |                      |                 |        |   |        |   |
| Savings accounts   | \$1,908             | \$5,536                            | \$9,236                           | \$8,906                            | \$46,334             | \$71,920        |        |   |        |   |
| Money market deposit and<br>NOW accounts   | 3,790               | 11,369                             | 18,773                            | 15,175                             | 53,794               | 102,901         |        |   |        |   |
| Certificates of deposit  | 27,730              | 68,379                             | 56,929                            | 61,005                             | -                    | 214,043         |        |   |        |   |
| Advances from Federal<br>Home Loan Bank  | 210                 | 130                                | -                                 | -                                  | -                    | 340             |        |   |        |   |
| Advances from borrowers<br>for taxes and insurance   | 2,306               | -                                  | -                                 | -                                  | -                    | 2,306           |        |   |        |   |
| Total interest-bearing<br>liabilities  | \$35,944            | \$85,414                           | \$84,938                          | \$85,086                           | \$100,128            | \$391,510       |        |   |        |   |
| Interest-earning assets<br>less interest-bearing<br>liabilities  | \$30,258            | (\$21,259 )                        | \$14,651                          | (\$8,796 )                         | \$99,745             | \$114,599       |        |   |        |   |
| Cumulative interest-rate<br>sensitivity gap (5)  | \$30,258            | \$8,999                            | \$23,650                          | \$14,854                           | \$114,599            |                 |        |   |        |   |
| Cumulative interest-rate gap<br>as a percentage of total assets<br>at December 31, 2014  | 5.74                | %                                  | 1.71                              | %                                  | 4.49                 | %               | 2.82   | % | 21.74  | % |
| Cumulative interest-earning<br>assets as a percentage of<br>cumulative interest-bearing<br>liabilities at December 31,<br>2014 | 184.18              | %                                  | 107.42                            | %                                  | 111.46               | %               | 105.10 | % | 129.27 | % |

(1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.

- (2) For purposes of the gap analysis, investment securities are reflected at amortized cost.
- (3) For purposes of the gap analysis, loans receivable includes non-performing loans and is gross of the allowance for loan losses and unamortized deferred loan fees, but net of the undisbursed portion of loans-in-process.
- (4) Includes FHLB stock.
- (5) Cumulative interest-rate sensitivity gap represents the difference between interest-earning assets and interest-bearing liabilities.

Certain shortcomings are inherent in the method of analysis presented in the foregoing table. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as variable-rate loans, have features which restrict changes in interest rates both on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the table. Finally, the ability of many borrowers to service their variable-rate loans may be adversely affected in the event of an interest rate increase.

Net Portfolio Value Analysis. Our interest rate sensitivity also is monitored by management through the use of a model which generates estimates of the changes in our net portfolio value (“NPV”) over a range of interest rate scenarios. NPV is the present value of expected cash flows from assets, liabilities and off-balance sheet contracts. The NPV ratio, under any interest rate scenario, is defined as the NPV in that scenario divided by the market value of assets in the same scenario. The “Sensitivity Measure” is the decline in the NPV ratio, in basis points, caused by a 2% increase or decrease in rates, whichever produces a larger decline. The following table sets forth our NPV as of December 31, 2014 and reflects the changes to NPV as a result of immediate and sustained changes in interest rates as indicated.

| Change in<br>Interest Rates<br>In Basis<br>Points<br><br>(Rate Shock) | Net Portfolio Value |              |           | NPV as % of Portfolio<br>Value of Assets |          |
|---|---------------------|--------------|-----------|--|----------|
|   | Amount              | \$ Change    | % Change  | NPV<br>Ratio                             | Change   |
| (Dollars in Thousands)  |                     |              |           |  |          |
| 300   | \$ 106,249          | \$ (36,468 ) | (25.55 )% | 23.25 %                                  | (4.02 )% |
| 200   | 117,964             | (24,753 )    | (17.34 )% | 24.67 %                                  | (2.60 )% |
| 100   | 130,402             | (12,315 )    | (8.63 )%  | 26.05 %                                  | (1.22 )% |
| Static  | 142,717             | -            | -         | 27.27 %                                  | -        |
| (100)   | 147,873             | 5,156        | 3.61 %    | 27.40 %                                  | 0.13 %   |
| (200)   | 145,913             | 3,196        | 2.24 %    | 26.67 %                                  | (0.60 )% |
| (300)   | 146,810             | 4,093        | 2.87 %    | 26.50 %                                  | (0.77 )% |

At September 30, 2014, the Company’s NPV was \$142.9 million or 27.52% of the market value of assets. Following a 200 basis point increase in interest rates, the Company’s “post shock” NPV would be \$118.2 million or 24.9% of the market value of assets.

As is the case with the GAP Table, certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV requires the making of certain assumptions which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the models 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 also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Accordingly, although the NPV model provides an indication of interest rate risk exposure at a particular point in time, such model is not intended to and does not provide a precise forecast of the effect of changes in market interest rates on net interest income and will differ from actual results.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

**At December 31, 2014, there has not been any material change to the marked risk disclosure contained in the Company's Annual Report on Form 10-K for the year ended September 30, 2014, set forth in Item 7, in Management Discussion and Analysis of Financial Condition and Results of Operation - "Exposure to changes Interest Rates.**

ITEM 4. CONTROLS AND PROCEDURES

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of the end of period covered by this report, our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations and are operating in an effective manner.

No change in our internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934) occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II

## Item 1. Legal Proceedings

The Company is involved in various legal proceedings occurring in the ordinary course of business. Management of the Company, based on discussions with litigation counsel, does not believe that such proceedings will have a material adverse effect on the financial condition or operations of the Company. There can be no assurance that any of the outstanding legal proceedings to which the Company is a party will not be decided adversely to the Company's interests and have a material adverse effect on the financial condition and operations of the Company.

## Item 1A. Risk Factors

No material changes have occurred.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) and (b) Not applicable

(c) The Company's repurchases of equity shares for the first quarter of fiscal year 2015 were as follows:

| Period                | Total Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>Per Share | Total Number<br>of Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs (1) | Maximum Number<br>of<br>Shares that May<br>Yet<br>Purchased Under<br>Plans or Programs<br>(1) |
|-----------------------|--|------------------------------------|---|---|
| October 9 - 31, 2014  | 82,900                                 | \$ 12.14                           | 82,900  | 867,100   |
| November 1 - 30, 2014 | 75,000                                 | \$ 12.14                           | 75,000  | 792,100   |
| December 1 - 31, 2014 | 20,000                                 | \$ 12.25                           | 20,000  | 772,100   |
|                       | 177,900                                | \$ 12.16                           | 177,900   |   |

(1) On September 17, 2014, the Company announced that the Board of Directors had approved a stock repurchase program authorizing the Company to repurchase up to 950,000 shares of common stock, approximately 10% of the Company's outstanding shares, starting on October 9, 2014.

## Item 3. Defaults Upon Senior Securities

Not applicable.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

Not applicable

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Item 6. Exhibits

| Exhibit 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        | Section 1350 Certifications                                       |
| 101.INS     | XBRL Instance Document.   |
| 101.SCH     | XBRL Taxonomy Extension Schema Document.                          |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase Document.            |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase Document.                  |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase Document.           |
| 101.DEF     | XBRL Taxonomy Extension Definitions Linkbase Document.            |



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.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA

Date: February 9, 2015

By: /s/ Thomas A. Vento  
Thomas A. Vento  
Chairman, President and Chief Executive Officer

Date: February 9, 2015

By: /s/ Joseph R. Corrato  
Joseph R. Corrato  
Executive Vice President and Chief Financial Officer