

INTEVAC INC  
Form 10-Q  
August 09, 2007

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**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 June 30, 2007**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from        to**

**Commission file number 0-26946**

**INTEVAC, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**94-3125814**  
*(IRS Employer  
Identification No.)*

**3560 Bassett Street  
Santa Clara, California 95054**  
*(Address of principal executive office, including Zip Code)*

**Registrant's telephone number, including area code:  
(408) 986-9888**

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer  Non-accelerated filer

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

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

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On August 3, 2007, 21,540,539 shares of the Registrant's Common Stock, no par value, were outstanding.

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**INTEVAC, INC.**

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****INTEVAC, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
	<b>(Unaudited)</b>	
	<b>(In thousands)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 30,442	\$ 39,440
Short term investments	74,993	55,595
Trade and other accounts receivable, net of allowances of \$152 and \$143 at June 30, 2007 and December 31, 2006	38,981	39,927
Inventories	27,870	37,942
Prepaid expenses and other current assets	2,044	2,506
Deferred tax assets	4,100	3,269
Total current assets	178,430	178,679
Property, plant and equipment, net	15,004	13,546
Long-term investments	12,000	8,000
Investment in 601 California Avenue LLC	2,431	2,431
Goodwill	5,434	
Other intangible assets, net of amortization of \$153	247	
Deferred income taxes and other long term assets	3,497	3,347
Total assets	\$ 217,043	\$ 206,003
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Notes payable	\$ 1,945	\$
Accounts payable	9,815	15,994
Accrued payroll and related liabilities	8,541	11,769
Other accrued liabilities	7,467	6,612
Customer advances	15,387	26,243
Total current liabilities	43,155	60,618
Other long-term liabilities	934	1,075
Long-term notes payable	1,853	
Shareholders equity:		

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Common stock, no par value	101,346	99,468
Additional paid in capital	10,825	7,319
Accumulated other comprehensive income	364	354
Retained earnings	58,566	37,169
Total shareholders' equity	171,101	144,310
Total liabilities and shareholders' equity	\$ 217,043	\$ 206,003

Note: Amounts as of December 31, 2006 are derived from the December 31, 2006 audited consolidated financial statements.

See accompanying notes.

**Table of Contents****INTEVAC, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
AND COMPREHENSIVE INCOME**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>	<b>July 1,</b>	<b>June 30,</b>	<b>July 1,</b>
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Unaudited)</b>			
	<b>(In thousands, except per share amounts)</b>			
Net revenues:				
Systems and components	\$ 69,603	\$ 56,843	\$ 143,196	\$ 104,917
Technology development	2,502	2,699	5,283	4,245
Total net revenues	72,105	59,542	148,479	109,162
Cost of net revenues:				
Systems and components	39,808	35,838	81,937	67,178
Technology development	1,383	1,909	2,890	2,861
Inventory provisions	87	533	43	555
Total cost of net revenues	41,278	38,280	84,870	70,594
Gross profit	30,827	21,262	63,609	38,568
Operating expenses:				
Research and development	9,648	6,290	21,840	11,851
Selling, general and administrative	7,839	5,004	15,352	10,118
Total operating expenses	17,487	11,294	37,192	21,969
Operating profit	13,340	9,968	26,417	16,599
Interest income and other, net	1,538	729	2,858	1,327
Income before income taxes	14,878	10,697	29,275	17,926
Provision for income taxes	3,326	1,364	7,878	1,582
Net income	\$ 11,552	\$ 9,333	\$ 21,397	\$ 16,344
Other comprehensive income:				
Foreign currency translation adjustments	(11)	34	10	63
Total comprehensive income	\$ 11,541	\$ 9,367	\$ 21,407	\$ 16,407
Basic income per share:				
Net income	\$ 0.54	\$ 0.44	\$ 1.00	\$ 0.78
Shares used in per share amounts	21,396	20,987	21,345	20,910
Diluted income per share:				
Net income	\$ 0.52	\$ 0.42	\$ 0.97	\$ 0.75

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Shares used in per share amounts	22,146	21,972	22,167	21,883
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See accompanying notes.

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**Table of Contents****INTEVAC, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	<b>July 1,</b>
	<b>2007</b>	<b>2006</b>
	<b>(Unaudited)</b>	
	<b>(In thousands)</b>	
<b>Operating activities</b>		
Net income	\$ 21,397	\$ 16,344
Adjustments to reconcile net income to net cash and cash equivalents used in operating activities:		
Depreciation and amortization	2,187	1,240
Inventory provisions	43	555
Equity-based compensation	2,739	1,180
Loss on disposal of equipment		5
Changes in operating assets and liabilities	(9,127)	(3,584)
Total adjustments	(4,158)	(604)
Net cash and cash equivalents provided by operating activities	17,239	15,740
<b>Investing activities</b>		
Purchases of investments	(71,661)	(81,303)
Proceeds from maturities of investments	48,200	70,550
Acquisition of DeltaNu LLC, net of cash acquired	(5,803)	
Purchases of leasehold improvements and equipment	(3,406)	(2,196)
Net cash and cash equivalents used in investing activities	(32,670)	(12,949)
<b>Financing activities</b>		
Net proceeds from issuance of common stock	1,861	2,223
Issuance of notes payable	3,798	
Tax benefit from equity-based compensation	767	
Net cash and cash equivalents provided by financing activities	6,426	2,223
Effect of exchange rate changes on cash	7	52
Net increase (decrease) in cash and cash equivalents	(8,998)	5,066
Cash and cash equivalents at beginning of period	39,440	15,255
Cash and cash equivalents at end of period	\$ 30,442	\$ 20,321
<b>Supplemental Schedule of Cash Flow Information</b>		
Cash paid for:		
Income taxes	\$ 6,544	\$ 2,723

See accompanying notes.



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**INTEVAC, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Business Activities and Basis of Presentation**

We are the world's leading provider of disk sputtering equipment to manufacturers of magnetic media used in hard disk drives and a developer and provider of leading technology for extreme low light imaging sensors, cameras and systems. We operate two businesses: Equipment and Imaging.

Our Equipment business designs, manufactures, markets and services high-productivity manufacturing systems. We are the leading supplier of capital equipment used in the sputtering, or deposition, of highly engineered thin-films of material onto magnetic disks, which are used in hard disk drives. Hard disk drives are the primary storage medium for digital data and function by storing data on magnetic disks. These disks are created in a sophisticated manufacturing process involving a variety of steps, including plating, annealing, polishing, texturing, sputtering and lubrication. We are developing products for semiconductor manufacturing. In July 2007 we announced our new Lean Etch semiconductor manufacturing system for the dielectric etch market.

Our Imaging business develops, manufactures and markets high-sensitivity imaging products and miniature Raman instruments. We provide sensors, cameras and systems for military applications such as night vision and long-range target identification and we provide cameras and Raman spectrometers to the industrial, physical science and life science markets.

Most of our revenue is derived from our Equipment business, and we expect that the majority of our revenues for at least the next several years will continue to be derived from our Equipment business.

The financial information at June 30, 2007 and for the three- and six-month periods ended June 30, 2007 and July 1, 2006 is unaudited, but includes all adjustments (consisting only of normal recurring accruals) that we consider necessary for a fair presentation of the financial information set forth herein, in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, it does not include all of the information and footnotes required by U.S. GAAP for annual financial statements. For further information, refer to the Consolidated Financial Statements and footnotes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The results for the three- and six-month periods ended June 30, 2007 are not considered indicative of the results to be expected for any future period or for the entire year.

Inteva®, LIVAR®, D-STAR®, Lean Etch® and 200 Lean® are trademarks of Intevac, Inc.

**2. Concentrations**

Historically, a significant portion of our revenues in any particular period has been attributable to sales to a limited number of customers. Our largest customers tend to change from period to period.

We evaluate the collectibility of trade receivables on an ongoing basis and provide reserves against potential losses when appropriate.

### **3. New Accounting Pronouncements**

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115

**Table of Contents****INTEVAC, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

( SFAS 159 ). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The fair value option established by SFAS 159 permits all entities to choose to measure eligible items at fair value at specified election dates and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We are currently evaluating the impact of adopting this standard.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements . SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within that fiscal year. We are currently evaluating the impact of adopting SFAS 157.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections a Replacement of APB Opinion No. 20 and FASB Statement No. 3 (SFAS 154), which requires retrospective application to prior periods financial statements of voluntary changes in accounting principle unless it is impracticable to do so. SFAS 154 is effective for accounting changes and corrections of errors beginning in fiscal 2007. The implementation of this standard did not have a material effect on our financial position or results of operations.

**4. Inventories**

Inventories are priced using average actual costs, which approximate costs under the first-in, first-out method, and are stated at the lower of cost or market. Inventories consist of the following:

	<b>June 30, 2007</b>	<b>December 31, 2006</b>		
	<b>(In thousands)</b>			
Raw materials	\$ 17,361	19,906		
Work-in-progress	8,311	12,271		
Finished goods	2,198	5,765		
	\$ 27,870			
<b>Interest and Dividend Income</b>				
Loans, including fees	\$ 7,034	\$ 7,983	\$21,398	\$24,345
Investment securities, taxable	384	253	1,104	738
Investment securities, tax-exempt	6	6	21	27
Interest-bearing cash accounts	6	9	25	24
Total Interest and Dividend Income	7,430	8,251	22,548	25,134
<b>Interest Expense</b>				
Deposits	1,997	2,424	6,529	7,695
Short-term borrowings	-	-	-	8

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Long-term borrowings	431	824	1,310	2,862
Total Interest Expense	2,428	3,248	7,839	10,565
Net Interest Income	5,002	5,003	14,709	14,569
Provision for Loan Losses	600	1,050	10,642	5,632
Net Interest Income after Provision for Loan Losses	4,402	3,953	4,067	8,937
Other Income				
Service charges and other fees	229	270	700	1,029
Rental income	66	63	196	191
Gain (loss) on sale of other real estate owned, net	3	(156)	(4)	(173)
Earnings on bank-owned life insurance	136	142	413	419
Total Other Income	434	319	1,305	1,466
Other Expense				
Salaries and employee benefits	1,633	1,647	4,790	4,780
Occupancy expense	538	432	1,647	1,372
Federal deposit insurance premium	313	226	1,016	1,094
Advertising	160	174	585	613
Data processing	279	389	841	1,165
Professional fees	433	243	1,277	761
Other real estate owned expense	656	234	1,889	1,027
Other operating expenses	464	563	1,389	1,395
Total Other Expenses	4,476	3,908	13,434	12,207
Income (Loss) before income tax (benefit) expense	360	364	(8,062)	(1,804)
Income tax (benefit) expense	(4)	77	(2,983)	(878)
Net Income (Loss)	\$ 364	\$ 287	\$(5,079)	\$(926)
Basic Earnings (Loss) Per Share	\$ 0.06	\$ 0.05	\$(0.86)	\$(0.16)
Dividends Declared Per Share	\$ 0.00	\$ 0.03	\$0.03	\$0.09

See notes to unaudited consolidated financial statements.

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## Malvern Federal Bancorp, Inc. and Subsidiaries

## Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Unearned ESOP Shares	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
(Dollars in thousands, except share and per share data)							
Balance, October 1, 2009	\$62	\$25,937	\$46,286	\$(19 )	\$(2,445 )	\$ 21	\$ 69,842
Comprehensive Loss:							
Net Loss	-	-	(926 )	-	-	-	(926 )
Net change in unrealized gain on securities available for sale, net of taxes and reclassification adjustment and tax effect	-	-	-	-	-	125	125
Total Comprehensive Loss	-	-	-	-	-	-	(801 )
Treasury stock purchased (48,000 shares)	-	-	-	(458 )	-	-	(458 )
Cash dividends declared (\$0.09 per share)	-	-	(245 )	-	-	-	(245 )
Committed to be released ESOP shares (10,053 shares)	-	(15 )	-	-	109	-	94
Balance, June 30, 2010	\$62	\$25,922	\$45,115	\$(477 )	\$(2,336 )	\$ 146	\$ 68,432
Balance, October 1, 2010	\$62	\$25,912	\$42,830	\$(477 )	\$(2,299 )	\$ 179	\$ 66,207
Comprehensive Loss:							
Net Loss	-	-	(5,079 )	-	-	-	(5,079 )
Net Change in unrealized loss on securities available for sale, net of taxes	-	-	-	-	-	(234 )	(234 )
Total Comprehensive	-	-	-	-	-	-	(5,313 )

Loss							
Cash dividends declared (\$0.03 per share)	-	-	(81 )	-	-	-	(81 )
Committed to be released ESOP shares (10,053 shares)	-	(10 )	-	-	85	-	75
Balance, June 30, 2011	\$62	\$25,902	\$37,670	\$(477 )	\$(2,214 )	\$ (55 )	\$ 60,888

See notes to unaudited consolidated financial statements.



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Consolidated Statements of Cash Flows (Unaudited)

	Nine Months Ended June 30,	
	2011	2010
	(Dollars in thousands)	
<b>Cash Flows from Operating Activities</b>		
Net loss	\$(5,079	) \$(926
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		)
Depreciation expense	635	598
Provision for loan losses	10,642	5,632
Deferred income taxes benefit	(2,475	) (1,909
ESOP expense	75	94
Amortization (accretion) of premiums and discounts on investments securities, net	(61	) (152
Amortization (accretion) of mortgage servicing rights	(18	) 155
Loss on sale of other real estate owned	4	173
Write down of other real estate owned	1,448	865
Amortization of loan origination fees and costs	(719	) (591
Decrease in accrued interest receivable	45	132
Decrease in accrued interest payable	(34	) (365
Increase (decrease) in other liabilities	677	(1,991
Earnings on bank-owned life insurance	(413	) (419
Decrease in other assets	863	288
Decrease (increase) in prepaid FDIC assessment	973	(2,372
Net Cash Provided by (Used in) Operating Activities	6,563	(788
		)
<b>Cash Flows from Investing Activities</b>		
Proceeds from maturities and principal collections:		
Investment securities held to maturity	888	122
Investment securities available for sale	18,692	13,834
Purchases of investment securities available for sale	(55,060	) (15,578
Loan purchases	(23,942	) (17,368
Loan originations and principal collections, net	36,686	34,393
Proceeds from sale of other real estate owned	4,631	1,241
Net decrease in FHLB stock	937	-
Purchases of property and equipment	(218	) (390
Net Cash (Used in) Provided by Investing Activities	(17,386	) 16,254
		)
<b>Cash Flows from Financing Activities</b>		
Net (decrease) increase in deposits	(38,209	) 34,399
Proceeds from long-term borrowings	-	3,000
Repayment of long-term borrowings	(5,985	) (31,688
Increase in advances from borrowers for taxes and insurance	2,302	1,749
Cash dividends paid	(81	) (245
Treasury stock purchased	-	(458
Net Cash (Used in) Provided by Financing Activities	(41,973	) 6,757
		)

Net (Decrease) Increase in Cash and Cash Equivalents	(52,796 )	22,223
Cash and Cash Equivalents - Beginning	81,395	25,325
Cash and Cash Equivalents - Ending	\$28,599	\$47,548
Supplementary Cash Flows Information		
Interest paid	\$7,874	\$10,930
Income taxes paid	\$7	\$831
Non-cash transfer of loans to other real estate owned	\$6,906	\$2,327

See notes to unaudited consolidated financial statements.

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Malvern Federal Bancorp, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited)

Note 1 – Organizational Structure and Nature of Operations

Malvern Federal Bancorp, Inc. (the “Company”) and its subsidiaries, Malvern Federal Holdings, Inc., a Delaware investment company, and Malvern Federal Savings Bank (the “Bank”) and the Bank’s subsidiaries, Strategic Asset Management Group, Inc. (“SAMG”) and Malvern Federal Investments, Inc., a Delaware investment company, provide various banking services, primarily the accepting of deposits and the origination of residential and commercial mortgage loans and consumer loans and other loans through the Bank’s eight full-service branches in Chester and Delaware Counties, Pennsylvania. SAMG owns 50% of Malvern Insurance Associates, LLC. Malvern Insurance Associates, LLC offers a full line of business and personal lines of insurance products. As of June 30, 2011 and September 30, 2010, SAMG’s total assets were \$43,589 and \$34,709, respectively. The net income of SAMG for the three months and nine months ended June 30, 2011 was \$1,213 and \$7,696, respectively. There was no income reported for SAMG for the three and nine months ended June 30, 2010. The Company is subject to competition from various other financial institutions and financial services companies. The Company is also subject to the regulations of certain federal and state agencies and, therefore, undergoes periodic examinations by those regulatory agencies.

In accordance with the subsequent events topic of the FASB Accounting Standards Codification (the “Codification” or the “ASC”), the Company evaluates events and transactions that occur after the statement of financial condition date for potential recognition and disclosure in the consolidated financial statements. The effect of all subsequent events that provide additional evidence of conditions that existed at the balance sheet date are recognized in the unaudited consolidated financial statements as of June 30, 2011.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The consolidated financial statements at June 30, 2011, and September 30, 2010 and for the three and nine months ended June 30, 2011 and 2010 include the accounts of Malvern Federal Bancorp, Inc. and its subsidiaries. All significant intercompany transactions and balances have been eliminated.

The accompanying unaudited consolidated financial statements were prepared in accordance with the instructions to Form 10-Q, and therefore, do not include all the information or footnotes necessary for a complete presentation of financial condition, operations, changes in shareholders’ equity, and cash flows in conformity with accounting principles generally accepted in the United States of America. However, all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the consolidated financial statements have been included. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements of Malvern Federal Bancorp, Inc. and the accompanying notes thereto for the year ended September 30, 2010, which are included in the Company’s Annual Report on Form 10-K for the year ended September 30, 2010. The results for the three and nine months ended June 30, 2011 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2011, or any other period.

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Malvern Federal Bancorp, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the potential impairment of FHLB stock, the valuation of deferred tax assets, the evaluation of other-than-temporary impairment of investment securities and fair value measurements.

Significant Group Concentrations of Credit Risk

Most of the Company's activities are with customers located within Chester and Delaware Counties, Pennsylvania. Note 5 discusses the types of investment securities that the Company invests in. Note 6 discusses the types of lending that the Company engages in. The Company does not have any significant concentrations to any one industry or customer. Although the Company has a diversified portfolio, its debtors ability to honor their contracts is influenced by, among other factors, the region's economy.

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from depository institutions and interest bearing deposits.

The Company maintains cash deposits in other depository institutions that occasionally exceed the amount of deposit insurance available. Management periodically assesses the financial condition of these institutions and believes that the risk of any possible credit loss is minimal.

Investment Securities

Debt securities held to maturity are securities that the Company has the positive intent and the ability to hold to maturity; these securities are reported at amortized cost and adjusted for unamortized premiums and discounts. Securities held for trading are securities that are bought and held principally for the purpose of selling in the near term; these securities are reported at fair value, with unrealized gains and losses reported in current earnings. At June 30, 2011 and September 30, 2010, the Company had no investment securities classified as trading. Debt securities that will be held for indefinite periods of time and equity securities, including securities that may be sold in response to changes in market interest or prepayment rates, needs for liquidity and changes in the availability of and the yield of alternative investments are classified as available for sale. Realized gains and losses are recorded on the trade date and are determined using the specific identification method. Securities held as available for sale are reported at fair value, with unrealized gains and losses, net of tax, reported as a component of accumulated other comprehensive income. Management determines the appropriate classification of investment securities at the time of purchase.

Securities are evaluated on a quarterly basis, and more frequently when market conditions warrant such an evaluation, to determine whether declines in their value are other-than-temporary. To determine whether a loss in value is

other-than-temporary, management utilizes criteria such as the reasons underlying the decline, the magnitude and duration of the decline and whether or not management intends to sell or expects that it is more likely than not that it will be required to sell the security prior to an anticipated recovery of the fair value. The term “other-than-temporary” is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value for a debt security is determined to be other-than-temporary, the other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income.

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Note 2 – Summary of Significant Accounting Policies (Continued)

Loans Receivable

The Company, through the Bank, grants mortgage, commercial and consumer loans to customers. A substantial portion of the loan portfolio is represented by residential and commercial mortgage loans secured by properties located throughout Chester County, Pennsylvania and surrounding areas. The ability of the Company's debtors to honor their contracts is dependent upon, among other factors, the real estate and general economic conditions in this area.

Loans receivable that management has the intent and ability to hold until maturity or payoff are stated at their outstanding unpaid principal balances, net of an allowance for loan losses and any deferred fees and costs. Interest income is accrued on the unpaid principal balance. Loan origination fees and costs are deferred and recognized as an adjustment of the yield (interest income) of the related loans using the interest method. The Company is amortizing these amounts over the contractual lives of the loans.

The loans receivable portfolio is segmented into residential loans, construction and development loans, commercial loans and consumer loans. The residential loan segment has one class, one- to four-family first lien residential mortgage loans. The construction and development loan segment consists of the following classes: residential and commercial and land loans. Residential construction loans are made for the acquisition of and/or construction on a lot or lots on which a residential dwelling is to be built. Commercial construction loans are made for the purpose of acquiring, developing and constructing a commercial structure. The commercial loan segment consists of the following classes: commercial real estate loans, multi-family real estate loans, and other commercial loans, which are also generally known as commercial and industrial loans or commercial business loans. The consumer loan segment consists of the following classes: home equity lines of credit, second mortgage loans and other consumer loans, primarily unsecured consumer lines of credit.

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

In addition to originating loans, the Company purchases consumer and mortgage loans from brokers in our market area. Such purchases are reviewed for compliance with our underwriting criteria before they are purchased, and are generally purchased without recourse to the seller. Premiums and discounts on purchased loans are amortized as adjustments to interest income using the effective yield method.



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Note 2 – Summary of Significant Accounting Policies (Continued)

Allowance for Loan Losses

The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses represents management’s estimate of losses inherent in the loan portfolio as of the consolidated statement of financial condition date and is recorded as a reduction to loans. The reserve for unfunded lending commitments represents management’s estimate of losses inherent in its unfunded loan commitments and is recorded in other liabilities on the consolidated statement of financial condition. The allowance for loan losses (“ALLL”) is increased by the provision for loan losses and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Non-residential consumer loans are generally charged off no later than when they become 120 days past due on a contractual basis or earlier in the event of the borrower’s bankruptcy or if there is an amount deemed uncollectible. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

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

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class that are not considered impaired. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these classes of loans, as adjusted for qualitative factors. These qualitative risk factors include:

1. Lending policies and procedures, including underwriting standards and collection, charge-off, and recovery practices.
2. National, regional, and local economic and business conditions as well as the condition of various market segments, including the value of underlying collateral for collateral dependent loans.
3. The nature and volume of the loan portfolio and terms of loans.
4. The experience, ability, and depth of lending management and staff.
5. The volume and severity of past due, classified and nonaccrual loans as well as and other loan modifications.
6. The quality of the Company’s loan review system, and the degree of oversight by the Company’s Board of Directors.
7. The existence and effect of any concentrations of credit and changes in the level of such concentrations.
8. The effect of external factors, such as competition and legal and regulatory requirements.

The qualitative factors are applied to the historical loss rates for each class of loan. In addition, while not reported as a separate factor, changes in the value of underlying collateral (for regional property values) for collateral dependent



loans is considered and addressed within the economic trends factor. A quarterly calculation is made adjusting the reserve allocation for each factor within a risk weighted range as it relates to each particular loan type, collateral type and risk rating within each segment. Data is gathered and evaluated through internal, regulatory, and government sources quarterly for each factor.

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

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In addition, the allowance calculation methodology includes further segregation of loan classes into risk rating categories. The borrower's overall financial condition, repayment sources, guarantors and value of collateral, if appropriate, are evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments, for commercial and consumer loans. Credit quality risk ratings include categories of "pass," "special mention," "substandard" and "doubtful." Assets which do not currently expose the insured institution to sufficient risk to warrant classification as substandard or doubtful but possess certain identified weaknesses are required to be designated "special mention." If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. 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."

**Residential Lending.** Residential mortgage originations are secured primarily by properties located in the Company's primary market area and surrounding areas. We currently originate fixed-rate, fully amortizing mortgage loans with maturities of 15 to 30 years. We also offer adjustable rate mortgage ("ARM") loans where the interest rate either adjusts on an annual basis or is fixed for the initial one, three or five years and then adjusts annually. However, due to local market conditions, we have not originated a significant amount of ARM loans in recent years.

We underwrite one- to four-family residential mortgage loans with loan-to-value ratios of up to 95%, provided that the borrower obtains private mortgage insurance on loans that exceed 80% of the appraised value or sales price, whichever is less, of the secured property. We also require that title insurance, hazard insurance and, if appropriate, flood insurance be maintained on all properties securing real estate loans. We require that a licensed appraiser from our list of approved appraisers perform and submit to us an appraisal on all properties secured by a first mortgage on one- to four-family first mortgage loans.

In underwriting one- to four-family residential mortgage loans, the Company evaluates both the borrower's ability to make monthly payments and the value of the property securing the loan. Most properties securing real estate loans made by the Company are appraised by independent fee appraisers approved by the Board of Directors. The Company generally requires borrowers to obtain an attorney's title opinion or title insurance, and fire and property insurance (including flood insurance, if necessary) in an amount not less than the amount of the loan. Real estate loans originated by the Company generally contain a "due on sale" clause allowing the Company to declare the unpaid principal balance due and payable upon the sale of the security property. The Company has not engaged in sub-prime residential mortgage loan originations. Our single-family residential mortgage loans generally are underwritten on terms and documentation conforming to guidelines issued by Freddie Mac and Fannie Mae.

**Construction and Development Loans.** During fiscal 2010, the Company generally ceased originating any new construction and development loans. Previously, we originated construction loans for residential and, to a lesser extent, commercial uses within our market area. We generally limited construction loans to builders and developers with whom we had an established relationship, or who were otherwise known to officers of the Bank. Our construction and development loans currently in the portfolio typically have variable rates of interest tied to the prime rate which improves the interest rate sensitivity of our loan portfolio.

Construction and development loans generally are considered to involve a higher level of risk than one-to four-family residential lending, due to the concentration of principal in a limited number of loans and borrowers and the effect of economic conditions on developers, builders and projects. Additional risk is also associated with construction lending because of the inherent difficulty in estimating both a property's value at completion and the estimated cost (including interest) to complete a project. The nature of these loans is such that they are more difficult to evaluate and monitor. In addition, speculative construction loans to a builder are not pre-sold and thus pose a greater potential risk than construction loans to individuals on their personal residences. In order to mitigate some of the risks inherent to construction lending, we inspect properties under construction, review construction progress prior to advancing funds, work with builders with whom we have established relationships, require annual updating of tax returns and other financial data of developers and obtain personal guarantees from the principals.

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**Commercial Lending.** During fiscal 2010, the Company generally ceased originating new commercial or multi-family real estate mortgage loans and we are no longer purchasing whole loans or participation interests in loans from other financial institutions. Commercial and multi-family real estate loans generally present a higher level of risk than loans secured by one-to four-family residences. This greater risk is due to several factors, including the concentration of principal in a limited number of loans and borrowers, the effect of general economic conditions on income producing properties and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by commercial and multi-family real estate is typically dependent upon the successful operation of the related real estate project. If the cash flow from the project is reduced (for example, if leases are not obtained or renewed, or a bankruptcy court modifies a lease term, or a major tenant is unable to fulfill its lease obligations), the borrower's ability to repay the loan may be impaired.

Most of the Company's commercial business loans have been extended to finance local and regional businesses and include short-term loans to finance machinery and equipment purchases, inventory and accounts receivable. The commercial business loans which we originated may be either a revolving line of credit or for a fixed term of generally 10 years or less. Interest rates are adjustable, indexed to a published prime rate of interest, or fixed. Generally, equipment, machinery, real property or other corporate assets secure such loans. Personal guarantees from the business principals are generally obtained as additional collateral.

**Consumer Lending Activities.** The Company currently originates most of its consumer loans in its primary market area and surrounding areas. The Company originates consumer loans on both a direct and indirect basis. Consumer loans generally have higher interest rates and shorter terms than residential mortgage loans; however, they have additional credit risk due to the type of collateral securing the loan or in some case the absence of collateral. As a result of the declines in the market value of real estate and the deterioration in the overall economy, we are continuing to evaluate and monitor the credit conditions of our consumer loan borrowers and the real estate values of the properties securing our second mortgage loans as part of our on-going efforts to assess the overall credit quality of the portfolio in connection with our review of the allowance for loan losses.

Consumer loans may entail greater credit risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or are secured by rapidly depreciable assets, such as automobiles or recreational equipment. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

Once all factor adjustments are applied, general reserve allocations for each segment are calculated, summarized and reported on the ALLL summary. ALLL final schedules, calculations and the resulting evaluation process are reviewed quarterly by the Bank's Asset Classification Committee and the Bank's Board of Directors.

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

the current level of the allowance for loan losses is adequate.

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

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

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

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

Troubled Debt Restructurings

Loans on accrual status whose terms are modified are classified as troubled debt restructurings if the Company grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary elimination of principal payments, a reduction in interest rate or an extension of a loan's stated maturity date. We do not accrue interest on loans that were non-accrual prior to the troubled debt restructuring until they have performed in accordance with their restructured terms for a period of at least six months. We accrue interest on troubled debt restructurings which were performing prior to the restructure and continue to perform in accordance with their restructured terms.

Loan Servicing

Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. For sales of mortgage loans, a portion of the cost of originating the loan is allocated to the servicing right based on relative fair value. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. Capitalized servicing rights are reported in other assets and are amortized into non-interest expense in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets.

Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights into tranches based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the capitalized amount for the tranche. If the Company later determines that all or a portion of the impairment no longer exists for a particular tranche, a reduction of the allowance may be recorded as an increase to income.



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Note 2 – Summary of Significant Accounting Policies (Continued)

Other Real Estate Owned

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of the previously established carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in other expenses from other real estate owned.

Restricted Stock

Restricted stock represents required investments in the common stock of a correspondent bank and is carried at cost. As of June 30, 2011 and September 30, 2010, restricted stock consists solely of the common stock of the Federal Home Loan Bank of Pittsburgh (“FHLB”). In 2008, the FHLB notified member banks that it was suspending dividend payments and the repurchase of capital stock.

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

Property and Equipment

Property and equipment are carried at cost. Depreciation is computed using the straight-line and accelerated methods over estimated useful lives ranging from 3 to 39 years beginning when assets are placed in service. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is reflected in income for the period. The cost of maintenance and repairs is charged to income as incurred.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Bank-Owned Life Insurance

The Company invests in bank owned life insurance (“BOLI”) as a source of funding for employee benefit expenses. BOLI involves the purchasing of life insurance by the Bank on a chosen group of employees. The Bank is the owner and beneficiary of the policies. This life insurance investment is carried at the cash surrender value of the



underlying policies. Earnings from the increase in cash surrender value of the policies are included in other income on the statement of income.

#### Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred.

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## Note 2 – Summary of Significant Accounting Policies (Continued)

## Income Taxes

Deferred taxes are provided on the liability method whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Malvern Federal Bancorp, Inc. and its subsidiaries file separate state income tax returns and a consolidated federal income tax return.

As required by ASC 740, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

## Commitments and Contingencies

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments consisting of commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the statement of financial condition when they are funded.

## Segment Information

The Company has one reportable segment, “Community Banking.” All of the Company’s activities are interrelated, and each activity is dependent and assessed based on how each of the activities of the Company supports the others. For example, lending is dependent upon the ability of the Company to fund itself with deposits and other borrowings and manage interest rate and credit risk. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment or unit.

## Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale investment securities, are reported as a separate component of the shareholders’ equity section of the statement of financial condition, such items, along with net income, are components of comprehensive income.

The components of other comprehensive income (loss) and related tax effects are as follows for the periods indicated below.

For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
2011	2010	2011	2010

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(Dollars in thousands)

Unrealized holding gains (losses) on available for sale securities	\$900	\$142	\$(347	)	\$189		
Reclassification adjustment for gains included in operations	-	-	-	-	-		
Net Unrealized Gains (Losses)	900	142	(347	)	189		
Income tax effect	(311	)	(48	)	113	(64	)
Net of Tax Amount	\$589	\$94	\$(234	)	\$125		

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Note 2 – Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-05, “Comprehensive Income (ASC Topic 220): Presentation of Comprehensive Income,” (“ASU 2011-05”) which amends current comprehensive income guidance. This accounting update eliminates the option to present the components of other comprehensive income as part of the statement of shareholders’ equity. Instead, the Company must report comprehensive income in either a single continuous statement of comprehensive income which contains two sections, net income and other comprehensive income, or in two separate but consecutive statements. ASU 2011-05 will be effective for public companies during the interim and annual periods beginning after December 15, 2011 with early adoption permitted. The adoption of ASU 2011-05 will not have an impact on the Company’s statements of operations, financial condition or cash flows as it only requires a change in the format of the current presentation.

In May 2011 the FASB issued ASU No. 2011-04, “Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and International Financial Reporting Standards (“IFRS”). ASU 2011-04 represents the converged guidance of the FASB and the IASB (the “Boards”) on fair value measurements. The collective efforts of the Boards and their staffs, reflected in ASU 2011-04, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The amendments in this ASU are required to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The Company does not expect that the adoption of ASU 2011-04 will have a significant impact on the Company’s statements of operations and financial condition.

In April 2011, the FASB issued ASU No. 2011-02, “A Creditor’s Determination of Whether a Restructuring is a Troubled Debt Restructuring.” The provisions of ASU No. 2011-02 provide additional guidance related to determining whether a creditor has granted a concession, include factors and examples for creditors to consider in evaluating whether a restructuring results in a delay in payment that is insignificant, prohibit creditors from using the borrower’s effective rate test to evaluate whether a concession has been granted to the borrower, and add factors for creditors to use in determining whether a borrower is experiencing financial difficulties. A provision in ASU No. 2011-02 also ends the FASB’s deferral of the additional disclosures about troubled debt restructurings as required by ASU No. 2010-20. The provisions of ASU No. 2011-02 are effective for interim and annual periods beginning on or after June 15, 2011. The Company does not expect that the adoption of ASU No. 2011-02 will have a material impact on the Company’s statements of operations and financial condition.

In January 2011, the FASB issued ASU 2011-01 “Receivables” (Topic 310): Deferral of the Effective Date of Disclosures about Troubled Debt Restructuring in Update in No. 2010-20.” The amendment in this update temporarily delayed the effective date of the disclosures about troubled debt restructurings in update 2010-20.

In July 2010, the FASB issued ASU No. 2010-20, “Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses,” which required the Company to provide a greater level of disaggregated information about the credit quality of the Company’s loans and leases and the Allowance for Loan and Lease Losses (the “Allowance”). This ASU also requires the Company to disclose additional information related to credit quality

indicators, past due information, and information related to loans modified in a troubled debt restructuring. The provisions of this ASU are effective for the Company's reporting period ending September 30, 2010. As this ASU amends only the disclosure requirements for loans and leases and the Allowance, the adoption had no impact on the Company's statements of operations and financial condition.

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## Note 2 – Summary of Significant Accounting Policies (Continued)

In January 2010, the FASB issued ASU 2010-06, “Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements.” ASU 2010-06 revised two disclosure requirements concerning fair value measurements and clarified two others. It requires separate presentation of significant transfers into and out of Levels 1 and 2 of the fair value hierarchy and disclosure of the reasons for such transfers. It also required the presentation of purchases, sales, issuances, and settlements within Level 3 on a gross basis rather than a net basis. The amendments also clarify that disclosures should be disaggregated by class of asset or liability and that disclosures about inputs and valuation techniques should be provided for both recurring and non-recurring fair value measurements. The Company’s disclosures about fair value measurements are presented in Note 10: Fair Value Measurements in the notes to the Company’s audited financial statements included in Item 8 of the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2010. These new disclosure requirements were effective for the period ended December 31, 2010, except for the requirement concerning gross presentation of Level 3 activity, which is effective for fiscal years beginning after December 15, 2010. There was no significant effect to the Company’s financial statement disclosure upon adoption of this ASU.

## Note 3 – Earnings Per Share

Basic earnings per common share is computed based on the weighted average number of shares outstanding reduced by unearned ESOP shares. Diluted earnings per share is computed based on the weighted average number of shares outstanding and common stock equivalents (“CSEs”) that would arise from the exercise of dilutive securities reduced by unearned ESOP shares. As of June 30, 2011 and for the three and nine months ended June 30, 2011 and 2010 the Company had not issued and did not have any outstanding CSEs and at the present time, the Company’s capital structure has no potential dilutive securities. For the three and nine months ended June 30, 2011 and 2010, basic earnings per share are shown below.

The following table sets forth the composition of the weighted average shares (denominator) used in the earnings per share computations.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
	(Dollars in thousands, except per share data)			
Net Income (Loss )	\$364	\$287	\$(5,079 )	\$(926 )
Average common shares outstanding	6,102,500	6,122,756	6,102,500	6,122,533
Average unearned ESOP shares	(201,510 )	(214,921 )	(204,876 )	(218,282 )
Weighted average shares outstanding – basic	5,900,990	5,907,835	5,897,624	5,904,251
Earnings (Loss) per share – basic	\$0.06	\$0.05	\$(0.86 )	\$(0.16 )



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Notes to Consolidated Financial Statements (Unaudited)

Note 4 – Employee Stock Ownership Plan

The Company established an employee stock ownership plan (“ESOP”) for substantially all of its full-time employees. Certain senior officers of the Bank have been designated as Trustees of the ESOP. Shares of the Company’s common stock purchased by the ESOP are held until released for allocation to participants. Shares released are allocated to each eligible participant based on the ratio of each such participant’s base compensation to the total base compensation of all eligible plan participants. As the unearned shares are committed to be released and allocated among participants, 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 additional paid-in capital. During the period from May 20, 2008 to September 30, 2008, the ESOP purchased 241,178 shares of the Company’s common stock for approximately \$2.6 million, an average price of \$10.86 per share, which was funded by a loan from Malvern Federal Bancorp, Inc. The ESOP loan is being repaid principally from the Bank’s contributions to the ESOP. The loan, which bears an interest rate of 5%, is being repaid in quarterly installments through 2026. Shares are released to participants proportionately as the loan is repaid. During the three and nine months ended June 30, 2011, there were 3,351 and 10,053 shares committed to be released, respectively. During the three and nine months ended June 30, 2010, there were 3,351 and 10,053 shares committed to be released, respectively. At June 30, 2011, there were 199,851 unallocated shares held by the ESOP which had an aggregate fair value of approximately \$1.5 million.



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## Note 5 - Investment Securities

At June 30, 2011 and September 30, 2010, all of the Company's mortgage-backed securities consisted of securities backed by residential mortgage loans.

Investment securities available for sale at June 30, 2011 and September 30, 2010 consisted of the following:

		June 30, 2011		
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
		(Dollars in thousands)		
U.S. government obligations	\$4,998	\$7	\$-	\$5,005
U.S. government agencies	22,705	26	(225 )	22,506
FHLB notes	13,995	4	(74 )	13,925
State and municipal obligations	1,198	27	(18 )	1,207
Single issuer trust preferred security	1,000	-	(177 )	823
Corporate debt securities	2,189	26	-	2,215
	46,085	90	(494 )	45,681
Mortgage-backed securities:				
FNMA:				
Adjustable-rate	2,628	138	-	2,766
Fixed-rate	1,059	55	-	1,114
FHLMC:				
Adjustable-rate	679	22	-	701
Fixed-rate	350	29	-	379
GNMA, adjustable-rate	153	4	-	157
CMO, fixed-rate	25,890	169	(88 )	25,971
	30,759	417	(88 )	31,088
	\$76,844	\$507	\$(582 )	\$76,769

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Notes to Consolidated Financial Statements (Unaudited)

## Note 5 - Investment Securities (Continued)

	Amortized Cost	September 30, 2010		Fair Value
		Gross Unrealized Gains (Dollars in thousands)	Gross Unrealized Losses	
U.S. government obligations	\$4,997	\$-	\$-	\$4,997
U.S. government agencies	12,706	41	(2 )	12,745
FHLB notes	2,999	10	-	3,009
State and municipal obligations	1,199	26	(18 )	1,207
Single issuer trust preferred security	1,000	-	(241 )	759
Corporate debt securities	1,451	25	(1 )	1,475
	24,352	102	(262 )	24,192
Mortgage-backed securities:				
FNMA:				
Adjustable-rate	3,330	158	-	3,488
Fixed-rate	1,478	60	-	1,538
FHLMC:				
Adjustable-rate	849	24	-	873
Fixed-rate	475	37	-	512
GNMA, adjustable-rate	165	4	-	169
CMO, fixed-rate	9,798	179	(30 )	9,947
	16,095	462	(30 )	16,527
	\$40,447	\$564	\$(292 )	\$40,719

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Malvern Federal Bancorp, Inc. and Subsidiaries  
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## Note 5 - Investment Securities (Continued)

Investment securities held to maturity at June 30, 2011 and September 30, 2010 consisted of the following:

	Amortized Cost	June 30, 2011		Fair Value
		Gross Unrealized Gains (Dollars in thousands)	Gross Unrealized Losses	
Mortgage-backed securities:				
GNMA, Adjustable-rate	\$241	\$9	\$-	\$250
GNMA, Fixed-rate	1	-	-	1
FNMA, Fixed-rate	3,617	152	-	3,769
	\$3,859	\$161	\$-	\$4,020
	Amortized Cost	September 30, 2010		Fair Value
		Gross Unrealized Gains (Dollars in thousands)	Gross Unrealized Losses	
Mortgage-backed securities:				
GNMA, Adjustable-rate	\$265	\$9	\$-	\$274
GNMA, Fixed-rate	1	-	-	1
FNMA, Fixed-rate	4,450	200	-	4,650
	\$4,716	\$209	\$-	\$4,925

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## Note 5 - Investment Securities (Continued)

The following tables summarize the aggregate investments at June 30, 2011 and September 30, 2010 that were in an unrealized loss position.

	Less than 12 Months		June 30, 2011 More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in thousands)					
Investment Securities Available for Sale:						
U.S. government obligations and agencies	\$13,460	\$(225 )	\$-	\$-	\$13,460	\$(225 )
State and municipal obligations	-	-	27	(18 )	27	(18 )
FHLB notes	6,424	(74 )	-	-	6,424	(74 )
Single issuer trust preferred security	-	-	823	(177 )	823	(177 )
Mortgage-backed securities: CMO, fixed-rate	13,021	(88 )	-	-	13,021	(88 )
	\$32,905	\$(387 )	\$850	\$(195 )	\$33,755	\$(582 )

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## Note 5 - Investment Securities (Continued)

	Less than 12 Months		September 30, 2010 More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(Dollars in thousands)						
Investment Securities Available for Sale:						
U.S. government agencies	\$1,996	\$(2 )	\$-	\$-	\$1,996	\$(2 )
State and municipal obligations	-	-	27	(18 )	27	(18 )
Single issuer trust preferred security	-	-	759	(241 )	759	(241 )
Corporate debt securities	499	(1 )	-	-	499	(1 )
Mortgage-backed securities:						
CMO, fixed-rate	967	(30 )	-	-	967	(30 )
	\$3,462	\$(33 )	\$786	\$(259 )	\$4,248	\$(292 )

As of June 30, 2011, the estimated fair value of the securities disclosed above was primarily dependent upon the movement in market interest rates particularly given the negligible inherent credit risk associated with these securities. These investment securities are comprised of securities that are rated investment grade by at least one bond credit rating service. Although the fair value will fluctuate as the market interest rates move, management believes that these fair values will recover as the underlying portfolios mature and are reinvested in market rate yielding investments. As of June 30, 2011, the Company held 14 U.S. government agency securities, six FHLB notes, one tax-free municipal bond, 15 mortgage-backed securities and one single issuer trust preferred security which were in an unrealized loss position. The Company does not intend to sell and expects that it is not more likely than not that it will be required to sell these securities until such time as the value recovers or the securities mature. Management does not believe any individual unrealized loss as of June 30, 2011 represents other-than-temporary impairment.

During the nine months ended June 30, 2011, the gross unrealized loss of the single issuer trust preferred security improved by \$64,000 from an unrealized loss at September 30, 2010 of \$241,000 to an unrealized loss of \$177,000 as of June 30, 2011. The historic changes in the economy and interest rates have caused the pricing of agency securities, mortgage-backed securities, and trust preferred securities to widen dramatically over U.S. Treasury securities into the June 2011 quarter, but slight signs of improvement have recently occurred that have slightly stabilized the market. Management will continue to monitor the performance of this security and the markets to determine the true economic value of this security.

At June 30, 2011 and September 30, 2010 the Company had no securities pledged to secure public deposits.





Allowance for loan losses	(10,046 )	(8,157 )
Total loan receivable, net	\$ 517,750	\$ 547,323



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Malvern Federal Bancorp, Inc. and Subsidiaries  
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## Note 6 - Loans Receivable and Related Allowance for Loan Losses (Continued)

The following table summarizes the primary classes of the allowance for loan losses ("ALLL"), segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of June 30, 2011. Activity in the allowance is presented for the three and nine months ended June 30, 2011.

	Construction and Development			Commercial			Consumer				
	Residential Mortgages	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other	Unallocated	Total
	(Dollars in thousands)										
Three Months Ended June 30, 2011: Allowance for loan losses: Beginning balance	\$1,187	\$1,630	\$64	\$4,730	\$ 36	\$356	\$241	\$ 1,653	\$17	\$ 452	\$10,366
Charge-offs	(48 )	-	-	(203 )	-	(278 )	(40 )	(386 )	(1 )	-	(956 )
Recoveries	1	-	-	-	-	1	-	30	4	-	36
Provision	267	473	(15 )	(283 )	(1 )	255	(24 )	265	(4 )	(333 )	600
Ending Balance	\$1,407	\$2,103	\$49	\$4,244	\$ 35	\$334	\$177	\$ 1,562	\$16	\$ 119	\$10,046

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## Note 6 – Loans Receivable and Related Allowance for Loan Losses (Continued)

	Construction and Development			Commercial			Consumer			Unallocated	Total
	Residential Mortgage	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other		
(Dollars in thousands)											
Nine Months Ended June 30, 2011:											
Allowance for loan losses:											
Beginning balance	\$1,555	\$689	\$63	\$2,741	\$191	\$303	\$284	\$2,264	\$22	\$45	\$8,157
Charge-offs	(2,319 )	(107 )	-	(2,417 )	(164 )	(278 )	(166 )	(3,366 )	(3 )	-	(8,820 )
Recoveries	1	-	-	1	1	2	3	50	9	-	67
Provision	2,170	1,521	(14 )	3,919	7	307	56	2,614	(12 )	74	10,642
Ending Balance	\$1,407	\$2,103	\$49	\$4,244	\$35	\$334	\$177	\$1,562	\$16	\$119	\$10,046
Ending balance: individually evaluated for impairment	\$233	\$-	\$-	\$672	\$-	\$-	\$11	\$143	\$-	\$-	\$1,059
Ending balance: collectively evaluated for impairment	\$1,174	\$2,103	\$49	\$3,572	\$35	\$334	\$166	\$1,419	\$16	\$119	\$8,987
Loans receivable:	\$227,015	\$26,593	\$2,724	\$139,507	\$5,314	\$11,157	\$21,441	\$90,267	\$778		\$524,796

Ending balance											
Ending balance: individually evaluated for											
impairment	\$1,631	\$4,308	\$-	\$9,759	\$-	\$-	\$24	\$480	\$-		\$16,202
Ending balance: collectively evaluated for											
impairment	\$225,384	\$22,285	\$2,724	\$129,748	\$5,314	\$11,157	\$21,417	\$89,787	\$778		\$508,594

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Notes to Consolidated Financial Statements (Unaudited)

## Note 6 - Loans Receivable and Related Allowance for Loan Losses (Continued)

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 necessary as of June 30, 2011 and September 30, 2010.

	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
(Dollars in thousands)					
June 30, 2011:					
Residential mortgage	\$ 1,631	\$ 233	\$ -	\$ 1,631	\$ 1,631
Construction and Development:					
Residential and commercial	2,951	509	1,357	4,308	4,308
Commercial:					
Commercial real estate	4,326	672	5,433	9,759	9,759
Consumer:					
Home equity lines of credit	24	11	-	24	24
Second mortgages	203	143	277	480	480
Total impaired loans	\$ 9,135	\$ 1,568	\$ 7,067	\$ 16,202	\$ 16,202
September 30, 2010:					
Residential mortgage	\$ 2,356	\$ 865	\$ -	\$ 2,356	\$ 2,356
Construction and Development:					
Residential and commercial	1,393	111	-	1,393	1,393
Commercial:					
Commercial real estate	6,392	650	1,213	7,605	7,605
Multi-family	1,093	164	-	1,093	1,093
Consumer:					
Home equity lines of credit	189	136	-	189	189
Second mortgages	2,391	1,141	1,010	3,401	3,401
Total impaired loans	\$ 13,814	\$ 3,067	\$ 2,223	\$ 16,037	\$ 16,037

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## Note 6 - Loans Receivable and Related Allowance for Loan Losses (Continued)

The following table presents the average recorded investment in impaired loans and related interest income recognized for three and nine months ended June 30, 2011.

	Average Impaired Loans	Interest Income Recognized on Impaired Loans	Cash Basis Collection on Impaired Loans
(Dollars in thousands)			
Three Months Ended June 30, 2011:			
Residential mortgage	\$ 1,578	\$ 3	\$ 7
Construction and development:			
Residential and commercial	1,859	11	316
Commercial:			
Commercial real estate	12,029	66	66
Other	95	-	-
Consumer:			
Home equity lines of credit	63	-	4
Second mortgages	341	1	1
Total	\$ 15,965	\$ 81	\$ 394
Nine Months Ended June 30, 2011:			
Residential mortgage	\$ 2,095	\$ 3	\$ 123
Construction and development:			
Residential and commercial	1,535	75	1,404
Commercial:			
Commercial real estate	9,303	331	412
Multi-family	184	-	-
Other	32	-	-
Consumer:			
Home equity lines of credit	126	1	4
Second mortgages	1,170	9	13
Total	\$ 14,445	\$ 419	\$ 1,956

At June 30, 2011, the Company had \$11.9 million of troubled debt restructurings. Five loans deemed trouble debt restructurings with an aggregate balance of \$6.5 million at June 30, 2011 were classified as impaired; however, they were performing prior to the restructure and continue to perform under their restructured terms. The remaining \$5.4 million of troubled debt restructurings at June 30, 2011 were performing prior to the restructuring and continue to perform under their restructured terms and were not classified as impaired. All of such loans have been classified as troubled debt restructurings since we modified the payment terms from the original agreements and allowed the borrowers, who were experiencing financial difficulty, to make interest only payments in order to relieve some of their overall cash flow burden.



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## Note 6 - Loans Receivable and Related Allowance for Loan Losses (Continued)

The following table presents the classes of the loan portfolio summarized by loans considered to be rated as pass and the categories of special mention, substandard and doubtful within the Company's internal risk rating system as of June 30, 2011.

	Pass	Special Mention	Substandard	Doubtful	Total
	(Dollars in thousands)				
Residential mortgage	\$ 222,842	\$ 328	\$ 3,845	\$ -	\$ 227,015
Construction and Development:					
Residential and commercial	14,441	2,699	8,944	509	26,593
Land	926	635	1,163	-	2,724
Commercial:					
Commercial real estate	108,483	9,287	21,737	-	139,507
Multi-family	4,713	-	601	-	5,314
Other	9,353	1,005	799	-	11,157
Consumer:					
Home equity lines of credit	21,379	-	62	-	21,441
Second mortgages	87,605	904	1,758	-	90,267
Other	776	1	1	-	778
Total	\$ 470,518	\$ 14,859	\$ 38,910	\$ 509	\$ 524,796

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## Note 6 - Loans Receivable and Related Allowance for Loan Losses (Continued)

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by whether a loan payment is "current," that is, it is received from a borrower by the scheduled due date, or the length of time a scheduled payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories as of June 30, 2011 and September 30, 2010.

	Current	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due (Dollars in thousands)	Total Past Due	Total Loans Receivable
June 30, 2011:						
Residential mortgage	\$223,180	\$608	\$270	\$2,957	\$3,835	\$227,015
Construction and Development:						
Residential and commercial	19,204	-	-	7,389	7,389	26,593
Land	2,724	-	-	-	-	2,724
Commercial:						
Commercial real estate	129,859	-	3,186	6,462	9,648	139,507
Multi-family	5,314	-	-	-	-	5,314
Other	10,928	-	-	229	229	11,157
Consumer:						
Home equity lines of credit	21,379	-	-	62	62	21,441
Second mortgages	87,849	836	238	1,344	2,418	90,267
Other	774	2	1	1	4	778
Total	\$501,211	\$1,446	\$3,695	\$18,444	\$23,585	\$524,796
September 30, 2010:						
Residential mortgage	\$220,934	\$1,004	\$674	\$8,354	\$10,032	\$230,966
Construction and Development:						
Residential and commercial	29,036	-	-	1,393	1,393	30,429
Land	2,989	-	-	-	-	2,989
Commercial:						
Commercial real estate	137,843	776	-	4,476	5,252	143,095
Multi-family	5,400	-	-	1,093	1,093	6,493
Other	11,189	-	209	-	209	11,398
Consumer:						
Home equity lines of credit	19,433	37	-	457	494	19,927
Second mortgages	100,132	1,122	486	4,085	5,693	105,825
Other	1,080	2	1	3	6	1,086



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Total	\$528,036	\$2,941	\$1,370	\$19,861	\$24,172	\$552,208
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Interest income that would have been recognized on nonaccrual loans had they been current in accordance with their original terms was \$288,000 and \$334,000 for the three months ended June 30, 2011 and 2010, respectively, and was \$728,000 and \$1.0 million for the nine-months ended June 30, 2011 and 2010, respectively. There were no loans past due 90 days or more and still accruing interest at June 30, 2011 or September 30, 2010.

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Note 7 - Regulatory Matters

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of tangible and core capital (as defined in the regulations) to total adjusted tangible assets (as defined) and of risk-based capital (as defined) to risk-weighted assets (as defined). Management believes, as of June 30, 2011, that the Bank met all capital adequacy requirements to which it was subject.

As of June 30, 2011, the most recent notification from the regulators categorized the Bank as well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank must maintain minimum tangible, core, and risk-based ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's status of "well-capitalized."

In October 2010, the Bank and the Company and the Mutual Holding Company entered into Supervisory Agreements (the "Agreement") with the Office of Thrift Supervision that required compliance with certain items within specified timeframes as outlined in the Agreements. With the exception of certain deviations, which we do not believe were significant, to the provisions regarding commercial loan originations, the Company and the Bank have operated in compliance with the Supervisory Agreements in all material respects.

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## Note 7 - Regulatory Matters (Continued)

The Bank's actual capital amounts and ratios are also presented in the table:

	Actual		For Capital Adequacy Purposes			To be Well Capitalized under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	
As of June 30, 2011:							
Tangible Capital (to tangible assets)	\$ 50,736	7.62 %	\$ ≥ 9,987	≥1.50 %	N/A		
Core Capital (to adjusted tangible assets)	50,736	7.62	≥26,631	≥4.00	\$ ≥33,288	≥ 5.00 %	
Tier 1 Capital (to risk-weighted assets)	50,736	10.77	≥18,843	≥4.00	≥28,264	≥ 6.00	
Total risk-based Capital (to risk-weighted assets)	56,657	12.03	≥37,686	≥8.00	≥47,107	≥10.00	
As of September 30, 2010:							
Tangible Capital (to tangible assets)	\$ 59,026	8.24 %	\$ ≥10,739	≥1.50 %	N/A		
Core Capital (to adjusted tangible assets)	59,026	8.24	≥28,637	≥4.00	\$ ≥35,796	≥ 5.00 %	
Tier 1 Capital (to risk-weighted assets)	59,026	11.83	≥19,962	≥4.00	≥29,944	≥ 6.00	
Total risk-based Capital (to risk-weighted assets)	64,116	12.85	≥39,925	≥8.00	≥49,906	≥10.00	

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Note 8 - Fair Value Measurements

The Company follows FASB ASC Topic 820 “Fair Value Measurements,” to record fair value adjustments to certain assets and to determine fair value disclosures for the Company’s financial instruments. Investment and mortgage-backed securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans, real estate owned and certain other assets. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-market accounting or write-downs of individual assets.

The Company groups its assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1—Valuation is based upon quoted prices for identical instruments traded in active markets.

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

Level 3—Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company’s own estimates of assumptions that market participants would use in pricing the asset.

The Company bases its fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy.

Fair value measurements for assets where there exists limited or no observable market data and, therefore, are based primarily upon the Company’s or other third-party’s estimates, are often calculated based on the characteristics of the asset, the economic and competitive environment and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future valuations.

FASB ASC Topic 825 “Financial Instruments” provides an option to elect fair value as an alternative measurement for selected financial assets and financial liabilities not previously recorded at fair value. The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation.

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## Note 8 - Fair Value Measurements (Continued)

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

	Total	June 30, 2011		Level 3
		Level 1	Level 2	
		(Dollars in thousands)		
Investment securities available for sale:				
Debt securities:				
U.S. government obligations	\$5,005	\$-	\$5,005	\$-
U.S. government agencies	22,506	-	22,506	-
FHLB notes	13,925	-	13,925	-
State and municipal obligations	1,207	-	1,207	-
Single issuer trust preferred security	823	-	823	-
Corporate debt securities	2,215	-	2,215	-
Total investment securities available for sale	45,681	-	45,681	-
Mortgage-backed securities available for sale:				
FNMA:				
Adjustable-rate	2,766	-	2,766	-
Fixed-rate	1,114	-	1,114	-
FHLMC:				
Adjustable-rate	701	-	701	-
Fixed-rate	379	-	379	-
GNMA, adjustable-rate	157	-	157	-
CMO, fixed-rate	25,971	-	25,971	-
Total mortgage-backed securities available for sale	31,088	-	31,088	-
Total	\$76,769	\$-	\$76,769	\$-

	Total	September 30, 2010		Level 3
		Level 1	Level 2	
		(Dollars in thousands)		
Investment securities available for sale:				
Debt securities:				
U.S. government obligations	\$4,997	\$-	\$4,997	\$-
U.S. government agencies	12,745	-	12,745	-
FHLB notes	3,009	-	3,009	-
State and municipal obligations	1,207	-	1,207	-
Single issuer trust preferred security	759	-	759	-
Corporate debt securities	1,475	-	1,475	-
Total investment securities available for sale	24,192	-	24,192	-
Mortgage-backed securities available for sale:				

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FNMA:				
Adjustable-rate	3,488	-	3,488	-
Fixed-rate	1,538	-	1,538	-
FHLMC:				
Adjustable-rate	873	-	873	-
Fixed-rate	512	-	512	-
GNMA, adjustable-rate	169	-	169	-
CMO, fixed-rate	9,947	-	9,947	-
Total mortgage-backed securities available for sale	16,527	-	16,527	-
Total	\$40,719	\$-	\$40,719	\$-

Table of ContentsMalvern Federal Bancorp, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited)

## Note 8 - Fair Value Measurements (Continued)

For assets measured at fair value on a nonrecurring basis that were still held at the end of the period, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related individual assets or portfolios at June 30, 2011 and September 30, 2010:

	Total	June 30, 2011		Level 3
		Level 1	Level 2	
(Dollars in thousands)				
Other real estate owned	\$2,088	\$-	\$-	\$2,088
Impaired loans	7,568	-	-	7,568
Total	\$9,656	\$-	\$-	\$9,656

  

	Total	September 30, 2010		Level 3
		Level 1	Level 2	
(Dollars in thousands)				
Other real estate owned	\$4,716	\$-	\$-	\$4,716
Impaired loans	10,747	-	-	10,747
Total	\$15,463	\$-	\$-	\$15,463

The table below presents a summary of activity in our other real estate owned during the nine months ended June 30, 2011:

Types of Property	Balance as of September 30, 2010	Additions	Sales, net	Write-downs	Balance as of June 30, 2011
Residential mortgage	\$1,538	\$3,418	\$1,478	\$ 60	\$ 3,418
Construction and Development:					
Residential and commercial	1,085	-	1,045	40	-
Commercial:					
Commercial real estate	2,602	2,390	2,112	942	1,938
Multi-family	70	1,064	-	406	728
Other	20	34	-	-	54
Total	\$5,315	\$6,906	\$4,635	\$ 1,448	\$ 6,138





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Malvern Federal Bancorp, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited)

Note 8 - Fair Value Measurements (Continued)

The following disclosure of the estimated fair value of financial instruments is made in accordance with the requirements of FASB ASC 825. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methods. 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 would 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. FASB ASC 825 excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

The fair value estimates presented herein are based on pertinent information available to management as of June 30, 2011 and September 30, 2010. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since June 30, 2011 and September 30, 2010 and, therefore, current estimates of fair value may differ significantly from the amounts presented herein.

The following assumptions were used to estimate the fair value of the Company's financial instruments:

**Cash and Cash Equivalents**—These assets are carried at historical cost. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

**Investment Securities**—Investment and mortgage-backed securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are measured at fair value on a recurring basis. Fair value measurements for these securities are typically obtained from independent pricing services that we have engaged for this purpose. When available, we, or our independent pricing service, use quoted market prices to measure fair value. If market prices are not available, fair value measurement is based upon models that incorporate available trade, bid and other market information and for structured securities, cash flow and, when available, loan performance data. Because many fixed income securities do not trade on a daily basis, our independent pricing service's applications apply available information through processes such as benchmark curves, benchmarking of like securities, sector groupings and matrix pricing to prepare evaluations. For each asset class, pricing applications and models are based on information from market sources and integrate relevant credit information. All of our securities available for sale are valued using either of the foregoing methodologies to determine fair value adjustments recorded to our financial statements. The Company had no Level 1 securities as of June 30, 2011 or September 30, 2010. Level 2 securities include corporate bonds, agency bonds, municipal bonds, mortgage-backed securities, and collateralized mortgage obligations.

**Loans Receivable**—We do not record loans at fair value on a recurring basis. As such, valuation techniques discussed herein for loans are primarily for estimating fair value for FASB ASC 825 disclosure purposes. However, from time to time, we record nonrecurring fair value adjustments to loans to reflect partial write-downs for impairment or the full charge-off of the loan carrying value. The valuation of impaired loans is discussed below. The fair value estimate for FASB ASC 825 purposes differentiates loans based on their financial characteristics, such as product classification, loan category, pricing features and remaining maturity. Prepayment and credit loss estimates are evaluated by loan type and rate. The fair value of one-to four-family residential mortgage loans is estimated by discounting contractual cash flows using discount rates based on current industry pricing, adjusted for prepayment and credit loss estimates. The fair value of loans is estimated by discounting contractual cash flows using discount rates based on our current

pricing for loans with similar characteristics, adjusted for prepayment and credit loss estimates.

Impaired Loans—Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or fair value. Fair value is measured based on the value of the collateral securing these loans and is classified at Level 3 in the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory and/or accounts receivable and is determined based on appraisals by qualified licensed appraisers hired by the Company. Appraised and reported values may be discounted based on management’s historical knowledge, changes in market conditions from the time of valuation, and/or management’s expertise and knowledge of the client’s business. Impaired loans are reviewed and evaluated on a monthly basis for additional impairment and adjusted accordingly, based on the same factors identified above.

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Malvern Federal Bancorp, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited)

Note 8 - Fair Value Measurements (Continued)

Accrued Interest Receivable—This asset is carried at historical cost. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

Restricted Stock—Although restricted stock is an equity interest in the 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.

Other Real Estate Owned— Other real estate owned includes foreclosed properties securing commercial, residential and construction loans. Real estate properties acquired through foreclosure are initially recorded at the fair value of the property at the date of foreclosure. After foreclosure, valuations are periodically performed by management and the real estate is carried at the lower of cost or fair value less estimated costs to sell. Fair value is generally based upon independent market prices or appraised value of the collateral. Our appraisals are typically performed by independent third party appraisers. For appraisals of commercial and construction properties, comparable properties within the area may not be available. In such circumstances, our appraisers will rely on certain judgments in determining how a specific property compares in value to other properties that are not identical in design or in geographic area. Our current portfolio of other real estate owned is comprised of such properties and, accordingly, we classify other real estate owned as Level 3.

Deposits—Deposit liabilities are carried at cost. As such, valuation techniques discussed herein for deposits are primarily for estimating fair value for FASB ASC 825 disclosure purposes. The fair value of deposits is discounted based on rates available for borrowings of similar maturities. A decay rate is estimated for non-time deposits. The discount rate for non-time deposits is adjusted for servicing costs based on industry estimates.

Long-Term Borrowings—Advances from the FHLB are carried at amortized cost. However, we are required to estimate the fair value of long-term debt under FASB ASC 825. The fair value is based on the contractual cash flows discounted using rates currently offered for new notes with similar remaining maturities.

Accrued Interest Payable—This liability is carried at historical cost. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

Commitments to Extend Credit and Letters of Credit—The majority of the Company'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 Company and the borrower. The estimated fair value approximates the recorded deferred fee amounts, which are not significant.

Mortgage Servicing Rights—The fair value of mortgage servicing rights is based on observable market prices when available or the present value of expected future cash flows when not available. Assumptions, such as loan default rates, costs to service, and prepayment speeds significantly affect the estimate of future cash flows. Mortgage servicing rights are carried at the lower of cost or fair value.



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Notes to Consolidated Financial Statements (Unaudited)

## Note 8 - Fair Value Measurements (Continued)

The carrying amount and estimated fair value of the Company's financial instruments as of June 30, 2011 and September 30, 2010 are presented below:

	June 30, 2011		September 30, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
	(Dollars in thousands)			
Financial assets:				
Cash and cash equivalents	\$28,599	\$28,599	\$81,395	\$81,395
Investment securities available for sale	76,769	76,769	40,719	40,719
Investment securities held to maturity	3,859	4,020	4,716	4,925
Loans receivable, net	517,750	536,060	547,323	564,936
Accrued interest receivable	2,068	2,068	2,113	2,113
Restricted stock	5,630	5,630	6,567	6,567
Mortgage servicing rights	152	152	134	134
Financial liabilities:				
Savings accounts	49,975	49,975	42,385	42,385
Checking and NOW accounts	113,128	113,128	101,868	101,868
Money market accounts	88,430	88,430	80,980	80,980
Certificates of deposit	307,116	314,282	371,625	372,388
FHLB advances	49,349	53,222	55,334	58,208
Accrued interest payable	233	233	267	267

## Note 9 – Income Taxes

The following is reconciliation between the statutory federal income tax rate of 34% and the effective income tax rate on income before income taxes:

	Nine Months Ended June 30,	
	2011	2010
	(Dollars in thousands)	
At federal statutory rate	\$(2,741	) \$(613
Adjustments resulting from:		
State tax, net of federal benefit	(4	) (115
Tax-exempt interest	(7	) (24
Low-income housing credit	(31	) (31
Earnings on bank-owned life insurance	(141	) (143
Other	(59	) 48
	\$(2,983	) \$(878

The Company's effective tax rate was (36.97%) and (48.65%) for the nine months ended June 30, 2011 and 2010, respectively.

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Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain forward looking statements (as defined in the Securities Exchange Act of 1934 and the regulations thereunder). Forward looking statements are not historical facts but instead represent only the beliefs, expectations or opinions of Malvern Federal Bancorp, Inc. and its management regarding future events, many of which, by their nature, are inherently uncertain. Forward looking statements may be identified by the use of such words as: “believe”, “expect”, “anticipate”, “intend”, “plan”, “estimate”, or words of similar meaning, or forward looking statements may be identified by the use of conditional terms such as “will”, “would”, “should”, “could”, “may”, “likely”, “probably”, or “possibly.” Forward looking statements include, but are not limited to, financial projections and estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, products and services; and statements regarding future performance. Such statements are subject to certain risks, uncertainties and assumptions, many of which are difficult to predict and generally are beyond the control of Malvern Federal Bancorp, Inc. and its management, that could cause actual results to differ materially from those expressed in, or implied or projected by, forward looking statements. The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward looking statements: (1) economic and competitive conditions which could affect the volume of loan originations, deposit flows and real estate values; (2) the levels of non-interest income and expense and the amount of loan losses; (3) competitive pressure among depository institutions increasing significantly; (4) changes in the interest rate environment causing reduced interest margins; (5) general economic conditions, either nationally or in the markets in which Malvern Federal Bancorp, Inc. is or will be doing business, being less favorable than expected; (6) political and social unrest, including acts of war or terrorism; or (7) legislation or changes in regulatory requirements adversely affecting the business in which Malvern Federal Bancorp, Inc. is engaged. Malvern Federal Bancorp, Inc. undertakes no obligation to update these forward looking statements to reflect events or circumstances that occur after the date on which such statements were made.

As used in this report, unless the context otherwise requires, the terms “we,” “our,” “us,” or the “Company” refer to Malvern Federal Bancorp, Inc., a Federal corporation, and the term the “Bank” refers to Malvern Federal Savings Bank, a federally chartered savings bank and wholly owned subsidiary of the Company. In addition, unless the context otherwise requires, references to the operations of the Company include the operations of the Bank.

General

In 2008, Malvern Federal Savings Bank (“Malvern Federal Savings” or the “Bank”) completed its reorganization to the mutual holding company form of organization and formed Malvern Federal Bancorp, Inc. (the “Company”) to serve as the stock holding company for the Bank. In connection with the reorganization, the Company sold 2,645,575 shares of its common stock to certain members of the Bank and the public at a purchase price of \$10.00 per share. In addition, the Company issued 3,383,875 shares, or 55% of the outstanding shares, of its common stock to Malvern Federal Mutual Holding Company, a federally chartered mutual holding company (the “Mutual Holding Company”), and contributed 123,050 shares (with a value of \$1.2 million), or 2.0% of the outstanding shares, to the Malvern Federal Charitable Foundation, a newly created Delaware charitable foundation.

The Company is a federally chartered corporation which owns all of the issued and outstanding shares of the Bank’s common stock, the only shares of equity securities which the Bank has issued. Malvern Federal Bancorp does not own or lease any property, but instead uses the premises, equipment and furniture of the Bank. At the present time, the Company employs only persons who are officers of Malvern Federal Savings to serve as officers of the Company. The Company also uses the Bank’s support staff from time to time. These persons are not separately compensated by Malvern Federal Bancorp.





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Malvern Federal Savings is a federally chartered community-oriented savings bank which was originally organized in 1887 and is headquartered in Paoli, Pennsylvania. The Bank currently conducts its business from its headquarters and eight additional financial centers.

The Bank is primarily engaged in attracting deposits from the general public and using those funds to invest in loans and investment securities. The Bank's principal sources of funds are deposits, repayments of loans and investment securities, maturities of investments and interest-bearing deposits, other funds provided from operations and wholesale funds borrowed from outside sources such as the Federal Home Loan Bank of Pittsburgh (the "FHLB"). These funds are primarily used for the origination of various loan types including single-family residential mortgage loans, commercial real estate mortgage loans, construction and development loans, home equity loans and lines of credit and other consumer loans. The Bank derives its income principally from interest earned on loans, investment securities and, to a lesser extent, from fees received in connection with the origination of loans and for other services. Malvern Federal Savings' primary expenses are interest expense on deposits and borrowings and general operating expenses. Funds for activities are provided primarily by deposits, amortization of loans, loan prepayments and the maturity of loans, securities and other investments and other funds from operations.

In October 2010, each of the Company and the Bank, and the Mutual Holding Company entered into Supervisory Agreement with the OTS which primarily addressed the issues identified in the OTS' reports of examination of the Company's, the Bank's, and the Mutual Holding Company's operations and financial condition in 2010. See "Item 1. Business" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010 for more information.

## Critical Accounting Policies

In reviewing and understanding financial information for Malvern Federal Bancorp, Inc., you are encouraged to read and understand the significant accounting policies used in preparing our consolidated financial statements. These policies are described in Note 2 of the notes to our unaudited consolidated financial statements included elsewhere herein. The accounting and financial reporting policies of Malvern Federal Bancorp, Inc. 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 unaudited consolidated 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 at the date of the unaudited consolidated 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 affect our reported results and financial condition for the period or in future periods.

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Allowance for Loan Losses. The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses represents management's estimate of losses inherent in the loan portfolio as of the statement of financial condition date and is recorded as a reduction to loans. The reserve for unfunded lending commitments represents management's estimate of losses inherent in its unfunded loan commitments and is recorded in other liabilities on the consolidated statement of financial condition. The allowance for loan losses ("ALLL") is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Non-residential consumer loans are generally charged off no later than when they become 120 days past due on a contractual basis or earlier in the event of the borrower's bankruptcy, or if there is an amount deemed uncollectible. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

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

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class including commercial loans not considered impaired, as well as smaller balance homogeneous loans, such as residential real estate, home equity and other consumer loans. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, as adjusted for qualitative factors.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. Once all factor adjustments are applied, general reserve allocations for each segment are calculated, summarized and reported on the ALLL summary. ALLL final schedules, calculations and the resulting evaluation process are reviewed quarterly by the Asset Classification Committee and the Board of Directors.

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

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines

the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and industrial loans, commercial real estate loans and commercial construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent.

An allowance for loan losses is established for an impaired collateral dependent loan if its carrying value exceeds its estimated fair value. The estimated fair values of substantially all of the Company's impaired loans are measured based on the estimated fair value of the loan's collateral. For additional information, see Note 2 to the Consolidated Financial Statements (Unaudited).

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**Income Taxes.** We make estimates and judgments to calculate some of our tax liabilities and determine the recoverability of some of our deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenues and expenses. The amount of our deferred tax assets has increased significantly in fiscal 2011. We have not, as of June 30, 2011, established a valuation allowance for our deferred tax assets as we believe that it is more likely than not that we will realize all such assets. In future periods, if, based on the available evidence, we conclude that it is more likely than not that some portion or all of the recorded deferred tax assets will not be realized, we will be required to record a valuation allowance for our deferred tax assets.

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. These estimates and judgments are inherently subjective. Any reduction in estimated future taxable income may require us to record a valuation allowance against our deferred tax assets. The establishment of, or any subsequent increase in, any such valuation allowance would result in additional income tax expense in the period and could have a significant impact on our future earnings.

**Other-Than-Temporary Impairment of Securities** – Securities are evaluated on a quarterly basis, and more frequently when market conditions warrant such an evaluation, to determine whether declines in their value are other-than-temporary. To determine whether a loss in value is other-than-temporary, management utilizes criteria such as the reasons underlying the decline, the magnitude and duration of the decline and whether or not management intends to sell or expects that it is more likely than not that it will be required to sell the security prior to an anticipated recovery of the fair value. The term “other-than-temporary” is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value for a debt security is determined to be other-than-temporary, the other-than-temporary impairment is separated into (a) the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and (b) the amount of the total other-than-temporary impairment related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income.

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## Comparison of Financial Condition at June 30, 2011 and September 30, 2010

The Company's total assets amounted to \$673.9 million at June 30, 2011 compared to \$720.5 million at September 30, 2010. The primary reason for the \$46.6 million decrease in assets during first nine months of fiscal 2011 was a decrease in cash and cash equivalents in the amount of \$52.8 million, as well as a \$29.6 million decrease in net loans receivable and a \$1.8 million decrease in other assets at June 30, 2011 compared to September 30, 2010. These decreases were partially offset by an aggregate \$35.2 million increase in investment securities. The decrease in cash and cash equivalents was mostly due to the use of cash for purchases of \$55.1 million of investment securities during the first nine months of fiscal 2011. The decrease in loans receivable was due to decreased demand from consumers and internal lending restrictions which we adopted early in fiscal 2010 as well as the restrictions imposed by the Supervisory Agreement that the Bank entered into with the OTS in October 2010, contributed to this reduction in the outstanding balance of our total loan portfolio. The Company's total real estate owned ("REO") amounted to \$6.1 million at June 30, 2011 compared to \$5.3 million at September 30, 2010. The \$823,000 increase in REO at June 30, 2011 was due to the transfer of \$6.9 million of loans to REO during the first nine months of fiscal 2011, which was partially offset by \$4.6 million in net sales and \$1.4 million in reductions in fair value, which reductions in fair value were reflected in other real estate owned expense during the first nine months of fiscal 2011. The \$4.6 million in sales of REO during the first nine months of fiscal 2011 was due primarily to our sales of a mixed-use (medical office and residential) building located in Philadelphia, Pennsylvania for \$1.5 million in December 2010, a mixed-use (a restaurant, retail space and one office) property located in Pottstown, Pennsylvania, sold in April 2011 for \$470,000, four single-family residential properties with an aggregate carrying value of \$1.4 million located in Chester and Delaware Counties, Pennsylvania, a construction property located in Chester County, Pennsylvania, sold in January 2011 for \$856,000 and two construction and development lots located in Chester County, Pennsylvania, sold in April 2011 for an aggregate amount of \$205,000. The \$6.9 million in additions in REO during the nine months ended June 30, 2011 included \$1.1 million for a multi-family residential loan on a 34-unit apartment building located in Delaware County, Pennsylvania, \$500,000 for a mixed-use property, located in Philadelphia, Pennsylvania, \$3.4 million for six single-family residential properties, located in Delaware and Montgomery Counties, Pennsylvania, \$578,000 for a commercial real estate property, located in Franklin County, Pennsylvania, \$913,000 for a mixed-use (retail space and rental units) property located in Delaware County, Pennsylvania and \$419,000 for a commercial real estate property, located in Lansdowne, Pennsylvania.

Our total liabilities at June 30, 2011, amounted to \$613.1 million compared to \$654.3 million at September 30, 2010. The \$41.2 million, or 6.3% decrease in total liabilities was due primarily to a decrease in total deposits of \$38.2 million in the first nine months of fiscal 2011. Our total deposits amounted to \$558.6 million at June 30, 2011 compared to \$596.9 million at September 30, 2010. There was a \$6.0 million decrease in our FHLB advances during the nine months ended June 30, 2011, which was attributable to \$5.0 million in long-term debt maturing during the first quarter of fiscal 2011.

Shareholders' equity decreased by \$5.3 million to \$60.9 million at June 30, 2011 compared to \$66.2 million at September 30, 2010 primarily due to a decrease in retained earnings and the effect of our accumulated other comprehensive loss at June 30, 2011. Retained earnings decreased by \$5.2 million to \$37.7 million at June 30, 2011 primarily as a result of the \$5.1 million net loss during the first nine months of fiscal 2011. In addition, the payment of \$81,000 in cash dividends during the first nine months of fiscal 2011 reduced our shareholders' equity at June 30, 2011 compared to September 30, 2010.

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The table below sets forth the amounts and categories of loans delinquent more than 30 days but less than 90 days at the dates indicated.

	June 30, 2011	March 31, 2011 (Dollars in thousands)	September 30, 2010
Loans 31-89 days delinquent:			
Residential mortgage(1)	\$ 878	\$ 1,245	\$ 1,678
Construction and Development:			
Residential and commercial	-	648	-
Commercial:			
Commercial real estate(2)	3,186	1,020	776
Other	-	253	209
Consumer:			
Home equity lines of credit	-	-	37
Second mortgages	1,074	1,739	1,608
Other	3	1	3
Total	\$ 5,141	\$ 4,906	\$ 4,311

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(1) Includes one TDR in the aggregate amount of \$114,000 which was more than 30 days past due at June 30, 2011.

(2) Includes ten TDRs in the aggregate amount of \$1.4 million which were more than 30 days past due at June 30, 2011.

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The table below sets forth our non-performing assets and performing troubled debt restructurings which were in accruing status at the dates indicated. Loans are generally placed on non-accrual status when they are 90 days or more past due as to principal or interest or when the collection of principal and/or interest becomes doubtful. There were no loans past due 90 days or more and still accruing interest at June 30, 2011, December 31, 2010 or September 30, 2010.

	June 30, 2011	March 31, 2011	September 30, 2010		
	(Dollars in thousands)				
Non-accruing loans:					
Residential mortgage	\$2,957	\$5,117	\$8,354		
Construction or development:					
Residential and commercial	7,389	1,358	1,393		
Commercial:					
Commercial real estate	6,462	7,075	4,476		
Multi-family	-	-	1,093		
Other	229	209	-		
Consumer:					
Home equity lines of credit	62	140	457		
Second mortgages	1,344	2,171	4,085		
Other	1	1	3		
Total non-accruing loans	18,444	16,071	19,861		
Other real estate owned and other foreclosed assets:					
Residential mortgage	3,418	2,823	1,538		
Construction or development:					
Residential and commercial	-	207	1,085		
Commercial:					
Commercial real estate	1,938	1,438	2,602		
Multi-family	728	907	70		
Other	54	54	20		
Total	6,138	5,429	5,315		
Total non-performing assets	24,582	21,500	25,176		
Performing troubled debt restructurings:					
Residential mortgage(1)	2,610	2,146	2,277		
Construction or development:					
Land	1,163	1,165	1,170		
Commercial:					
Commercial real estate(2)	7,930	7,940	7,742		
Multi-family	-	-	612		
Other	176	176	175		
Consumer:					
Home equity lines of credit	37	-	-		
Total	11,916	11,427	11,976		
Total non-performing assets and performing troubled debt restructurings	\$36,498	\$32,927	\$37,152		
Ratios:					
Total non-accrual loans as a percent of gross loans	3.51	%	3.05	%	3.60
Total non-performing assets as a percent of total assets	3.65	%	3.20	%	3.49
Total non-performing assets and performing troubled debt restructurings as a percent of total assets	5.42	%	4.89	%	5.16

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(1) Includes one TDR in the aggregate amount of \$114,000 which was more than 30 days past due at June 30, 2011.

(2) Includes ten TDRs in the aggregate amount of \$1.4 million which were more than 30 days past due at June 30, 2011.



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At June 30, 2011, our total non-performing assets amounted to \$24.6 million, an increase of \$3.1 million compared to total non-performing assets at March 31, 2011 and a decrease of \$594,000 compared to total non-performing assets at September 30, 2010. At June 30, 2011, the Company's total non-accruing loans amounted to \$18.4 million, or 3.51% of total loans, compared to \$16.1 million of non-accruing loans, or 3.05% of total loans at March 31, 2011 and \$19.9 million of non-accruing loans, or 3.60% of total loans at September 30, 2010. Total non-accruing loans increased by \$2.4 million on a linked quarter basis due primarily to a \$6.0 million increase in non-accruing construction and development loans, including a \$3.0 million participation interest in two loans for a proposed 198 unit age-restricted condominium community located in Delaware County, Pennsylvania, a \$2.4 million participation interest in a construction and development loan for a commercial mixed use development located in Mount Laurel, New Jersey, and \$600,000 for a single-family residential property located in Delaware County, Pennsylvania. This increase was partially offset by a \$2.2 million decrease in non-accruing residential mortgage loans, including the transfer of \$595,000 of such loans to REO during the third fiscal quarter, a \$613,000 reduction in non-accruing commercial real estate loans, which was due largely to the transfer of \$1.4 million of such loans to REO during the third fiscal quarter, and a \$905,000 decrease in non-accruing consumer home equity lines of credit and second mortgage loans during the third fiscal quarter. Included in our non-accrual loans at June 30, 2011 were 14 non-accruing single family residential mortgage loans with an aggregate outstanding balance of \$3.0 million at such date, 14 non-accruing second mortgage loans with an aggregate outstanding balance of \$1.3 million, and two home equity loans with an aggregate outstanding balance of \$62,000. Our non-accruing loans, at June 30, 2011, included the following significant items.

A \$1.4 million participation interest in a construction and development loan in a retirement community located in Montgomery County, Pennsylvania. This loan was placed on non-accrual status in August 2009, and during the quarter ended September 30, 2010, there was a partial charge-off in the amount of \$2.9 million, based on a September 2010 appraisal, reducing our loan principal balance from \$4.3 million to \$1.4 million. The borrower entered into an agreement of sale with respect to this property in May 2010 and we expect the sale to be consummated in the quarter ending September 30, 2011. Assuming that the sale is consummated as anticipated, we do not expect to incur any additional loss with respect to this loan.

A \$3.0 million participation interest in two construction and development loans for the construction of 64 units of a proposed 198 unit age-restricted condominium community located in Delaware County, Pennsylvania. Since the loan was originated in December 2007, a total of 64 units have been built of which 33 have been sold, with 31 units being marketed for sale. This loan was placed on non-accrual status in June 2011, and during the quarter ended June 30, 2011, the loan was classified as substandard/doubtful with \$509,000 allocated to the allowance for loan losses and recorded as doubtful. The lead lender and participants are continuing to work with the developer towards a satisfactory workout plan.

A \$2.4 million participation interest in a construction and development loan for the development of commercial and mixed use facilities on approximately 40 acres located in Mount Laurel, New Jersey. This loan was placed on non-accrual status in June 2011. While assemblage of the parcels of land has been completed, further development of the project has been stymied due to delays in receiving necessary zoning approvals from the township. The borrower has received letters of intent to occupy space in the development from a national fitness facility and large box retailer. The lead lender and participants are continuing to work with the developer towards a satisfactory workout plan.

Three non-accruing commercial real loans loan totaling \$3.6 million made to one borrower secured by a first mortgage on each of two mixed use (retail space and apartments) buildings and three apartment buildings (approximately 23 units) located in Philadelphia, Pennsylvania, one apartment building with five units located in Gloucester City, New Jersey, and one mixed use building (apartment and a one unit office space) located in Norristown, Pennsylvania. These three loans were deemed impaired at March 31, 2011. During the first nine months of fiscal 2011, an aggregate of \$658,000 was charged off on these loans and the current aggregate carrying

value of \$2.9 million is approximately the current fair value based upon an appraisal dated April 2011. These properties are expected to be transferred to REO during the September 2011 quarter, and we do not expect to incur any additional losses with respect to these loans.

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At June 30, 2011, our total REO assets amounted to \$6.1 million, an increase of \$709,000 compared to total REO at March 31, 2011 and an increase of \$823,000 compared to total REO assets at September 30, 2010. The increase, on a linked quarter basis, was due to \$1.9 million in additions, which included an aggregate of \$595,000 for two single family properties and two commercial mixed use properties in the aggregate amount of \$1.3 million. Partially offsetting these additions to REO were \$672,000 in net sales at a net gain of \$3,000 and \$545,000 in reductions in fair value, which are reflected in other REO expense during the June 2011 quarter. The \$823,000 increase in REO at June 30, 2011 compared to September 30, 2010, was due to \$6.9 million in additions in REO during the first nine months of fiscal 2011, which included an aggregate of \$3.4 million for six single-family residential properties, five commercial mixed use properties in the aggregate amount of \$2.4 million and one multi-family property in the amount of \$1.1 million. Partially offsetting these additions to REO during the first nine months of fiscal 2011 were \$4.6 million of net sales in REO, at a net loss of \$4,000, and \$1.4 million in reductions to REO fair values, which are reflected in other REO expense during the fiscal 2011 period. Our REO at June 30, 2011 included the following significant items.

A 34-unit apartment building located in Delaware County, Pennsylvania which was acquired as real estate owned in November 2010 and had a carrying value of \$728,000 at June 30, 2011. This property is under an agreement of sale and is anticipated to settle in the September 2011 quarter at no additional loss to the Company.

A single-family residential property and adjoining lot located in Montgomery County, Pennsylvania which was acquired as real estate owned in March 2011 and had a carrying value of \$1.5 million at June 30, 2011. We are currently marketing this property for sale.

A single-family residential rental property located in Delaware County, Pennsylvania which was acquired as real estate owned in March 2011 and had a carrying value of \$287,000 at June 30, 2011. This property was sold in July 2011 at a slight gain.

A mixed-use (retail space and rental units) property located in Delaware County, Pennsylvania, with a carrying value of \$564,000 at June 30, 2011, was acquired as real estate owned in April 2011. The Bank is currently negotiating an agreement of sale with a prospective buyer and expects to dispose of this property in the September 2011 quarter at no additional loss.

A single-family residential property located in Chester County, Pennsylvania, which was acquired as real estate owned in May 2011 and had a carrying value of \$418,000 at June 30, 2011. This property is under agreement of sale and scheduled to settle during the September 2011 quarter at no additional loss.

The relatively high levels of the Company's non-performing assets at June 30, 2011 primarily reflect the lingering effects of a slow economic recovery in the Company's market area. The Company is continuing its efforts to resolve its non-performing assets without additional loss. As a local community bank, we continue to be committed to helping the local community and have been working diligently with customers to assist them recover from the financial difficulties they have incurred.

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During the three months ended June 30, 2011, we added one single-family residential loan and a home equity line of credit loan made to one borrower with outstanding balances of \$593,000 and \$37,000, respectively, to our troubled debt restructurings (“TDRs”). As a result, at June 30, 2011, we had \$11.9 million of loans classified as performing TDRs. Our performing TDRs at June 30, 2011, were comprised of 27 loans and consisted of an aggregate of \$2.6 million of one- to four-family loans, \$7.9 million of commercial real estate loans, \$1.2 million of land loans, \$176,000 of commercial loans and \$37,000 of home equity lines of credit. Our performing troubled debt restructurings at June 30, 2011 included the following significant items.

A total of 16 loans to one borrower with an aggregate outstanding balance of \$2.3 million collateralized by first liens on single-family residential rental properties located primarily in Chester and Delaware Counties which were restructured during the quarter ended September 30, 2010 to require payments of interest only. The Bank is currently negotiating with the borrower to transfer 11 collateral properties, securing 11 loans, with an aggregate carrying value of \$1.5 million, to REO during the September 2011 quarter.

Four loans to one borrower with an aggregate outstanding balance of \$3.0 million at June 30, 2011 collateralized by first mortgages on commercial real estate and approved lots. Two of these loans, with an aggregate outstanding balance of \$2.0 million, are secured by owner occupied commercial real estate located in Montgomery County, Pennsylvania. The other two loans, with an aggregate outstanding balance of \$1.0 million, are secured by 23 acres of approved single-family lots located in Chester County, Pennsylvania. The four loans were restructured during the quarter ended March 31, 2010 to reduce the interest rate and/or require payments of interest only. The borrower has been making payments as agreed.

Two loans with an aggregate outstanding balance of \$1.8 million at June 30, 2011 collateralized by first mortgages on a three-story 17 unit multi-family property located in Pottstown, Pennsylvania. As a result of reduced net cash flows on the property due to recent increase in vacancies, on December 1, 2010 the Bank restructured the loans to interest only until January 1, 2012, when the payments will convert to principal and interest. The borrower has been paying as agreed under the terms of the restructuring and is expected to continue to pay as agreed.

One loan to one borrower with an outstanding balance in the amount of \$1.4 million at June 30, 2011 on a commercial real estate mixed use property located in Delaware County, Pennsylvania. As a result of slow sales, the borrower was experiencing financial difficulties and on April 1, 2011 the Bank agreed to restructure the loan from its original terms to interest only until October 1, 2011. The borrower has been paying as agreed under the terms of the restructuring and is expected to continue to pay as agreed.

One commercial real estate loan to one borrower with an outstanding balance in the amount of \$2.8 million at June 30, 2011 secured by a first mortgage on a 416 unit self-storage facility on approximately four acres located in Delaware County, Pennsylvania. Since the project was completed in April 2010, a total of 258 units have been rented, with 158 units being marketed for rent. The borrower has been paying as agreed under the terms of the restructuring and is expected to continue to pay as agreed.

The amount of our loans delinquent 31 to 89 days at June 30, 2011 increased compared to September 30, 2010. The increase in the amount of the Company’s loans delinquent 31 to 89 days increased to \$5.1 million due primarily to the addition of eleven loans in the amount of \$1.5 million in the aggregate, which are also classified as troubled debt restructuring, at June 30, 2011. The Company is attempting to work with its borrowers to bring all of its delinquent and non-performing loans current, but no assurance can be given that there may not be further increases in the Company’s non-performing assets in future periods.



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Comparison of Our Operating Results for the Three and Nine Months Ended June 30, 2011 and 2010

General. Our net income was \$364,000 for the three months ended June 30, 2011 compared to net income of \$287,000 for the three months ended June 30, 2010. On a per share basis, the net income was \$0.06 per share for the quarter ended June 30, 2011, compared to net income of \$0.05 per share for the quarter ended June 30, 2010. The primary reason for the \$77,000 difference in our results of operations in the third quarter of fiscal 2011 compared to the third quarter in fiscal 2010 was a decrease in the provision of loan losses of \$450,000. Our interest rate spread of 3.09% and net interest margin of 3.20% for the three months ended June 30, 2011 improved when compared to a net interest spread of 2.89% and a net interest margin of 3.06% for the three months ended June 30, 2010.

Our net loss was \$5.1 million for the nine months ended June 30, 2011 compared to net loss of \$926,000 for the nine months ended June 30, 2010. On a per share basis, the net loss was \$0.86 per share for the nine months ended June 30, 2011, compared to net loss of \$0.16 per share for the nine months ended June 30, 2010. The primary reason for the \$4.2 million difference in our results of operations in the first nine months of fiscal 2011 compared to the comparable prior fiscal year period was an increase in the provision of loan losses of \$5.0 million, a \$161,000 decrease in other income and a \$1.2 million increase in total other expenses, which were partially offset by a \$2.1 million increase in income tax benefit. Our interest rate spread of 2.96% and net interest margin of 3.07% for the nine months ended June 30, 2011 improved when compared to a net interest spread of 2.81% and a net interest margin of 3.00% for the nine months ended June 30, 2010.

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Average Balances, Net Interest Income, and Yields Earned and Rates Paid. The following tables show for the periods indicated the total dollar amount of interest from average interest-earning assets and the resulting yields, as well as the interest expense on average interest-bearing liabilities, expressed both in dollars and rates, and the net interest margin. 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 Ended June 30,						
	Average Balance	2011 Interest	Average Yield/Rate	Average Balance	2010 Interest	Average Yield/Rate	
(Dollars in Thousands)							
<b>Interest Earning Assets:</b>							
Loans receivable (1)	\$525,058	\$7,034	5.36	% \$580,124	\$7,983	5.52	%
Investment securities	80,709	390	1.93	35,632	259	2.92	
Deposits in other banks	14,482	6	0.17	33,708	9	0.11	
FHLB stock	5,724	-	0.00	6,567	-	0.00	
Total interest-earning assets	625,973	7,430	4.75	656,031	8,251	5.04	
Non-interest-earning assets	44,396			41,100			
Total assets	\$670,369			\$697,131			
<b>Interest Bearing Liabilities:</b>							
Demand and NOW accounts	\$93,432	123	0.53	\$84,530	170	0.81	
Money market accounts	89,056	252	1.13	65,161	167	1.03	
Savings accounts	46,570	22	0.19	41,967	28	0.27	
Time deposits	306,684	1,600	2.09	336,932	2,059	2.45	
Total deposits	535,742	1,997	1.49	528,590	2,424	1.84	
FHLB borrowings	49,476	431	3.48	76,477	824	4.32	
Total interest-bearing liabilities	585,218	2,428	1.66	605,067	3,248	2.15	
Non-interest-bearing liabilities	24,260			23,842			
Total liabilities	609,478			628,909			
Shareholders' Equity	60,891			68,222			
Total liabilities and shareholders' equity	\$ 670,369			\$697,131			
Net interest-earning assets	\$40,755			\$50,964			
Net interest income;							
average interest rate spread		\$5,002	3.09	%	\$5,003	2.89	%
Net interest margin (2)			3.20	%		3.06	%
Average interest-earning assets to average interest-bearing liabilities	106.96	%			108.42	%	

(1) Includes non-accrual loans during the respective periods. Calculated net of deferred fees and discounts and allowance for loan losses.

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





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	Nine Months Ended June 30,						
	Average Balance	2011 Interest	Average Yield/Rate (Dollars in Thousands)	Average Balance	2010 Interest	Average Yield/Rate	
<b>Interest Earning Assets:</b>							
Loans receivable (1)	\$534,284	\$21,398	5.33 %	\$589,750	\$24,345	5.52 %	
Investment securities	77,183	1,125	1.95	32,942	765	3.10	
Deposits in other banks	21,845	25	0.15	19,659	24	0.16	
FHLB stock	6,063	-	0.00	6,567	-	0.00	
Total interest-earning assets	639,375	22,548	4.71	648,918	25,134	5.18	
Non-interest-earning assets	45,951			40,369			
Total assets	\$685,326			\$689,287			
<b>Interest Bearing Liabilities:</b>							
Demand and NOW accounts	\$90,910	421	0.61	\$88,607	681	1.03	
Money market accounts	87,370	732	1.12	62,929	492	1.05	
Savings accounts	42,889	60	0.19	40,523	85	0.28	
Time deposits	326,502	5,316	2.17	318,135	6,437	2.71	
Total deposits	547,671	6,529	1.59	510,194	7,695	2.02	
FHLB borrowings	50,094	1,310	3.49	85,916	2,870	4.47	
Total interest-bearing liabilities	597,765	7,839	1.75	596,110	10,565	2.37	
Non-interest-bearing liabilities	23,462			23,937			
Total liabilities	621,227			620,047			
Shareholders' Equity	64,099			69,240			
Total liabilities and shareholders' equity	\$685,326			\$689,287			
Net interest-earning assets	\$41,610			\$52,808			
Net interest income; average interest rate spread		\$14,709	2.96 %		\$14,569	2.81 %	
Net interest margin (2)			3.07 %			3.00 %	
Average interest-earning assets to average interest-bearing liabilities	106.96 %			108.86 %			

(1) Includes non-accrual loans during the respective periods. Calculated net of deferred fees and discounts and allowance for loan losses.

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

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Interest and Dividend Income. The Company's interest and dividend income decreased for the three months ended June 30, 2011 by \$821,000 or 10.0% over the comparable 2010 period to \$7.4 million. Interest income decreased in the three months ended June 30, 2011 over the prior comparable period in fiscal 2010 due primarily to a decline in the average balance of loans and lower average yields on loans and investment securities. During the third quarter of fiscal 2011 compared to the third quarter of fiscal 2010, the average yield on the Company's loan portfolio decreased by 16 basis points to 5.36% from 5.52%. The average balance of loans receivable decreased by \$55.1 million, or 9.5% in the third quarter of fiscal 2011 compared to the third quarter of fiscal 2010, as a result of our efforts to reduce the concentration levels of some of our higher risk loan portfolios, the lending restrictions imposed by the Supervisory Agreement that the Bank entered into with the Office of Thrift Supervision (the "OTS"), stricter underwriting standards utilized by the Bank in recent periods and an overall reduction in loan demand of all loan types due primarily to a slow economy and some remaining uncertainty in the job market. The average yield on investment securities decreased to 1.93% for the three months ended June 30, 2011 from 2.92% for the same period ended 2010 while the average balance of investment securities increased by \$45.1 million during the three months ended June 30, 2011 compared to the comparable prior fiscal year period.

The Company's interest and dividend income decreased for the nine months ended June 30, 2011 by \$2.6 million or 10.3% over the comparable 2010 period to \$22.5 million. Interest income decreased in the nine months ended June 30, 2011 over the prior comparable period in fiscal 2010 due primarily to a decline in the average balance of loans and lower average yields on loans and investment securities. During the first nine months of fiscal 2011 compared to the first nine months of fiscal 2010, the average yield on the Company's loan portfolio decreased by 19 basis points to 5.33% from 5.52%. The average balance of loans receivable decreased by \$55.5 million, or 9.4% in the first nine months of fiscal 2011 compared to the first nine months of fiscal 2010, as a result of our efforts to reduce the concentration levels of some of our higher risk loans, the lending restrictions imposed by the Supervisory Agreement with the OTS, stricter underwriting standards utilized by the Bank in recent periods and a overall reduction in loan demand of all loan types due primarily to a slow economy and uncertainty in the job market. The average yield on investment securities decreased to 1.95% for the nine months ended June 30, 2011 from 3.10% for the same period ended 2010 while the average balance of investment securities increased by \$44.2 million during the nine months ended June 30, 2011 compared to the comparable prior fiscal year period.

Interest Expense. The Company's interest expense for the three month period ended June 30, 2011 was \$2.4 million, a decrease of \$820,000 from the three month period ended June 30, 2010. The Company had a \$427,000 decrease in interest expense on total deposits and a \$393,000 decrease in interest on FHLB borrowings during the third quarter of fiscal 2011 compared to the third quarter of fiscal 2010. The average balance of deposit accounts increased by \$7.2 million, or 1.4%, in the third quarter of fiscal 2011 compared to the third quarter of fiscal 2010, due primarily to our continuing marketing efforts to increase core deposits. The average rate paid on total deposits decreased to 1.49% for the three months ended June 30, 2011 from 1.84% for the same period in fiscal 2010 due to lower market rates and the replacement of higher costing certificates of deposit with lower rates. The average rate paid on borrowed funds decreased to 3.48% in the third quarter of fiscal 2011 compared to 4.32% in the third quarter of fiscal 2010.

The Company's interest expense for the nine month period ended June 30, 2011 was \$7.8 million, a decrease of \$2.7 million from the nine month period ended June 30, 2010. The Company had a \$1.2 million decrease in interest expense on total deposits and a \$1.6 million decrease in interest on FHLB borrowings during the first nine months of fiscal 2011 compared to the first nine months of fiscal 2010. The average balance of deposit accounts increased by \$37.5 million, or 7.3%, in the first nine months of fiscal 2011 compared to the first nine months of fiscal 2010, due primarily to our new Concordville, Delaware County branch which opened in mid-September 2010 and which had \$45.3 million in deposits at June 30, 2011. The average rate paid on total deposits decreased to 1.59% for the nine months ended June 30, 2011 from 2.02% for the same period in fiscal 2010, due primarily to certain higher costing certificates of deposit maturing during the fiscal 2011 period. The average rate paid on borrowed funds decreased to 3.49% in the first nine months of fiscal 2011 compared to 4.47% in the first nine months of fiscal 2010.



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Provision for Loan Losses. The provision for loan losses was \$600,000 and \$10.6 million for the three and nine months ended June 30, 2011, respectively. The provision for loan losses was \$1.1 million and \$5.6 million for the three and nine months ended June 30, 2010, respectively. The Company's net charge-offs to the allowance for loan losses amounted to approximately \$920,000 and \$8.8 million, respectively, for the three and nine months ended June 30, 2011. Net charge-offs increased in the quarter ended June 30, 2011, when compared to the third quarter in fiscal 2010, due primarily to two single-family residential mortgage loans with aggregate charge-offs of \$49,000, three commercial real estate loans with aggregate charge-offs of \$202,000, four commercial business loans with aggregate charge-offs in the amount of \$278,000, one home equity line of credit with a charge-off of \$40,000 and seven second mortgage loans with \$386,000 in aggregate charge-offs in the quarter.

During the June 30, 2011 quarter, we continued to see net charge-offs in the commercial real estate, commercial business loan and second mortgage loan classes, however they were significantly lower than the two most recent prior quarters. There were no net-charge-offs in the construction and development loan segment during the June 2011 quarter, with net charge-offs in the residential mortgage loan segment also significantly lower than the two most recent prior quarters. Local residential real estate market activity has picked up with relatively stronger sales for middle-and low-price homes and weaker for high-price homes with overall demand for new homes remaining flat. Commercial and industrial market conditions in our local market have stabilized with vacancy rates edging downward in some locations. The nonresidential real estate market continues to be somewhat volatile with prices varying by location. As of June 30, 2011, the balance of the allowance for loan losses was \$10.0 million, or 1.91% of gross loans and 54.47% of non-accruing loans, compared to an allowance for loan losses of \$9.1 million at June 30, 2010 or 1.59% of gross loans and 38.49% of non-accruing loans at such date.

At June 30, 2011, the Company's total non-accrual loans amounted to \$18.4 million, or 3.51% of total loans, compared to \$16.1 million of non-accrual loans, or 3.05% of total loans at March 31, 2011 and \$19.9 million of non-accrual loans, or 3.60% of total loans at September 30, 2010. Total non-accruing loans increased by \$2.4 million on a linked quarter basis due primarily to a \$6.0 million increase in non-accruing construction and development loans, including a \$3.0 million participation interest in two loans for a proposed 198 unit age-restricted condominium community located in Delaware County, Pennsylvania, a \$2.4 million participation interest in a loan for a commercial mixed use development located in Mount Laurel, New Jersey, and \$600,000 for a single-family residential property located in Delaware County, Pennsylvania. Prior to the quarter ended June 30, 2011, all of such loans previously had been classified by the Company and an aggregate of \$1.3 million of the Company's allowance for loan losses had been allocated to such loans. The increase in non-accruing construction and development loans was partially offset by a \$2.2 million decrease non-accruing residential mortgage loans, including the transfer of \$595,000 to other real estate owned ("REO"), a \$613,000 reduction in non-accruing commercial real estate loans, which was due largely to the transfer of \$1.4 million of such loans to REO, and a \$905,000 decrease in non-accruing consumer home equity lines of credit and second mortgage loans.

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The following table sets forth an analysis of our allowance for loan losses for the periods indicated.

	For the Nine Months Ended June 30,		For the Year Ended September 30,			
	2011	2010	2010			
	(Dollars in Thousands)					
Balance at beginning of period	\$ 8,157	\$ 5,718	\$ 5,718			
Provision for loan losses	10,642	5,632	9,367			
Charge-offs:						
Residential mortgage	2,319	824	824			
Construction and development						
Residential and commercial	107	960	4,133			
Commercial:						
Commercial real estate	2,417	-	927			
Multi-family	164	82	525			
Other	278	-	-			
Consumer:						
Home equity lines of credit	166	168	168			
Second mortgages	3,366	177	334			
Other	3	15	22			
Total charge-offs	8,820	2,226	6,933			
Recoveries:						
Residential mortgage	1	-	-			
Commercial:						
Commercial real estate	1	-	-			
Multi-family	1	-	1			
Other	2	-	-			
Consumer:						
Home equity lines of credit	3	-	-			
Second mortgages	50	-	-			
Other	9	3	4			
Total recoveries	67	3	5			
Net charge-offs	8,753	2,223	6,928			
Balance at end of period	\$ 10,046	\$ 9,127	\$ 8,157			
Ratios:						
Ratio of allowance for loan losses to non-accrual loans	54.47	%	38.49	%	41.07	%
Ratio of net charge-offs to average loans outstanding, Annualized for the nine-month periods ended June 30, 2011 and 2010	2.18	%	0.50	%	1.19	%
Ratio of net charge-offs to total allowance for loan losses (annualized for the nine-month periods ended June 30, 2011 and 2010)	116.18	%	32.47	%	84.93	%



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**Other Income.** Our total other, or non-interest, income increased by \$115,000 to \$434,000 for the three months ended June 30, 2011 over the comparable prior year period. The increase was due primarily to a \$3,000 net gain on sale of other real estate owned in the fiscal 2011 period compared to a net loss on the sale of REO in the amount of \$156,000 in the June 30, 2010 quarter, which was partially offset by a \$41,000 decrease in service charges, primarily related to declining checking account fees, as well as a decline in other loan fees.

Our total other income was \$1.3 million for the nine months ended June 30, 2011 compared to \$1.5 million for the nine months ended June 30, 2010. The \$161,000 decrease was due primarily to a \$329,000 decrease in service charges, primarily related to declining checking account related and debit card fees, as well as a decline in other loan fees. These items were partially offset by a \$169,000 improvement in the net loss on sale of other real owned to a \$4,000 net loss in the fiscal 2011 period compared to a \$173,000 net loss on the sale of REO in the first nine months of fiscal 2010.

**Other Expenses.** Other, or non-interest, expenses of the Company increased by \$568,000 in the quarter ended June 30, 2011 from the comparable prior year period. The increase in other operating expenses in the third quarter of fiscal 2011 compared to the third quarter of fiscal 2010 was due primarily to a \$190,000 increase in professional fees, a \$106,000 increase in occupancy expense related primarily to the costs associated with the Concordville branch that was opened in mid-September 2010, an \$87,000 increase in federal deposit insurance premiums and a \$422,000 increase in REO expense. The increase in REO expense was primarily due to write-downs of \$366,000 for a commercial real estate property located in Ardmore, Pennsylvania. The increase in professional fees was primarily due to legal costs associated with work out efforts on troubled loans. These increases were partially offset by an \$110,000 decrease in data processing costs and a \$99,000 decrease in other operating expenses. The decrease in data processing expense is attributable to the change in the Company's bank core processing vender in April 2010.

Other expenses of the Company increased by \$1.2 million in the nine months ended June 30, 2011 from the comparable prior year period. The increase in other operating expenses was due primarily to an \$862,000 increase in other REO expense, a \$516,000 increase in professional fees and a \$275,000 increase in occupancy expense. The increase in professional fees was primarily due to legal costs associated with work out efforts on troubled loans. The \$275,000 increase in occupancy expense is due to the addition of the Concordville branch in mid-September 2010. The increase in REO expense was primarily due to write-downs of existing REO properties to market values based on new appraisals received. These increases were partially offset by a \$78,000 decrease in federal deposit insurance premium and a \$324,000 decrease in data processing expense. The decrease of \$78,000 in federal deposit insurance premium for the first nine months of fiscal 2011 was primarily due to the absence of a premium credit in the first nine months of fiscal 2010. The \$324,000 decrease in data processing expense is attributable to the change in the Company's bank core processing vender in April 2010.

**Income Tax Expense.** Our income tax benefit was \$4,000 for the three months ended June 30, 2011 compared to income tax expense of \$77,000 for the three months ended June 30, 2010. The difference in income taxes for the third quarter in fiscal 2011 compared to the third quarter of fiscal 2010 was due to fiscal year 2009 and 2010 corporate income tax return true-up adjustments. The Company's effective tax rate was (1.07%) and 21.17% for the three months ended June 30, 2011 and 2010, respectively. The change in the effective income tax rate from the three months ended June 30, 2010 compared to the three months ended June 30, 2011, was due to corporate income tax adjustments, as well as, various fluctuations in the permanent and temporary tax differences associated with BOLI income, ESOP dividend received deductions, state income tax credits and net operating losses.

Our income tax benefit was \$3.0 million for the nine months ended June 30, 2011 compared to income tax benefit of \$878,000 for the nine months ended June 30, 2010. The increase in tax benefit for the first nine months in fiscal 2011 was due to an increase in pre-tax loss for the nine months ended June 30, 2011 compared to the nine months ended June 30, 2010. The Company's effective tax rate was (36.97%) and (48.65%) for the nine months ended June 30, 2011

and 2010, respectively.

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## Liquidity and Capital Resources

Our primary sources of funds are from deposits, FHLB borrowings, amortization of 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 prepayments can be greatly influenced by general interest rates, economic conditions and competition. We also maintain excess funds in short-term, interest-bearing assets that provide additional liquidity. At June 30, 2011, our cash and cash equivalents amounted to \$28.6 million. In addition, at such date our available for sale investment securities amounted to \$76.8 million.

In addition to cash flow 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. In recent years we have utilized borrowings as a cost efficient addition to deposits as a source of funds. Our borrowings consist primarily of advances from the Federal Home Loan Bank of Pittsburgh, of which we are a member. Under terms of the collateral agreement with the Federal Home Loan Bank, we pledge residential mortgage loans and mortgage-backed securities as well as our stock in the Federal Home Loan Bank as collateral for such advances.

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 June 30, 2011, we had certificates of deposit maturing within the next 12 months amounting to \$109.6 million. Based upon historical experience, we anticipate that a significant portion of the maturing certificates of deposit will be remaining with us. For the nine months ended June 30, 2011, the average balance of our outstanding FHLB advances was \$50.1 million. At June 30, 2011, we had \$49.3 million in outstanding long-term FHLB advances and we had \$286.9 million in potential FHLB advances available to us. In addition, at June 30, 2011, we had \$50.0 million available pursuant to an existing line of credit with the FHLB.

The following table summarizes our contractual cash obligations at June 30, 2011.

	Payments Due by Period				Total
	To One Year	After One to Three Years	After Three to Five Years	After Five Years	
	(Dollars in Thousands)				
Long-term debt obligations	\$-	\$1,349	\$-	\$48,000	\$49,349
Certificates of deposit	109,599	117,236	29,735	50,546	307,116
Operating lease obligations	279	558	453	4,831	6,121
Total contractual obligations	\$109,878	\$119,143	\$30,188	\$103,377	\$362,586

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

## 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 the changes in purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of operations. Most of our assets and liabilities are monetary in nature; therefore, the impact of interest rates has a greater impact on our

performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

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Item 3 - Quantitative and Qualitative Disclosures About Market Risk

For a discussion of the Company's asset and liability management policies as well as the methods used to manage its exposure to the risk of loss from adverse changes in market prices and rates market, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – How We Manage Market Risk" in the Company's Annual Report on Form 10-K for the year ended September 30, 2010. There has been no material change in the Company's asset and liability position since September 30, 2010.

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 Rules 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 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 Rules 13a-15(f) or 15(d)-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 - OTHER INFORMATION

Item 1 - Legal Proceedings

On June 3, 2011, a lawsuit was filed by Stilwell Value Partners VI, L.P., on its own behalf and on a derivative basis as a shareholder with respect to certain claims, in the Court of Common Pleas of Chester County, Pennsylvania, naming as defendants each of the Company's directors, the Mutual Holding Company and the Company. Stilwell Value Partners VI, L.P. v. Hughes, et al. The complaint alleges that the directors have breached their fiduciary duties by not undertaking a "second step" conversion of the mutual holding company and requests, among other things, that the Company's board of directors be increased by at least three new members, that such new members be given responsibility to determine whether the Company should engage in a second step conversion and that the Court order the Company engage in a second step conversion. In a separate derivative demand letter, plaintiff asserts damages ranging from \$25.0 million to in excess of \$60.0 million. The Company believes that the claims asserted are without merit and intends to vigorously defend the case.

Item 1A - Risk Factors

See Item 1A, "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended September 30, 2010. There have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended September 30, 2010.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

- |     |                |
|-----|----------------|
| (a) | Not applicable |
| (b) | Not applicable |

(c) Purchases of Equity Securities

Not applicable

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Item 3 - Defaults Upon Senior Securities

There are no matters required to be reported under this item.

Item 4 - (Removed and Reserved)

Item 5 - Other Information

There are no matters required to be reported under this item.

Item 6 - Exhibits

- 31.1 Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Section 302 Certification of the Chief Financial Officer
- 32.1 Section 1350 Certification

The following Exhibits are being furnished\* as part of this report:

No.	Description
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.*

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\*These interactive data files are being furnished as part of this Quarterly Report, and, in accordance with Rule 402 of Regulation S-T, shall not be deemed filed for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

MALVERN FEDERAL BANCORP, INC.

August 12, 2011

By: /s/ Ronald Anderson  
Ronald Anderson  
President and Chief Executive  
Officer

August 12, 2011

By: /s/ Dennis Boyle  
Dennis Boyle  
Senior Vice President and Chief  
Financial Officer

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