MALVERN BANCORP, INC.
Form 10-Q
May 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)
x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended: March 31, 2014
or
o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ______ to ______

Commission File Number: 000-54835

MALVERN BANCORP, INC.
(Exact name of Registrant as specified in its charter)

Pennsylvania (State or Other Jurisdiction of Incorporation or Organization)	45-5307782 (I.R.S. Employer Identification Number)
42 E. Lancaster Avenue, Paoli, Pennsylvania (Address of Principal Executive Offices)	19301 (Zip Code)

(610) 644-9400
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.
YES x NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
YES x NO o

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

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	x

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's class of common stock, as of the latest practicable date: As of May 12, 2014, 6,558,473 shares of the Registrant's common stock were issued and outstanding.

MALVERN BANCORP, INC.

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Malvern Bancorp, Inc. and Subsidiaries
Consolidated Statements of Financial Condition (Unaudited)

	March 31, 2014		September 30, 2013	
	(Dollars in thousands, except per share data)			
Assets				
Cash and due from depository institutions	$	1,336	$	1,251
Interest bearing deposits in depository institutions		12,909		22,436
Cash and Cash Equivalents		14,245		23,687
Investment securities available for sale, at fair value		122,208		124,667
Restricted stock, at cost		3,376		3,038
Loans held for sale		-		10,367
Loans receivable, net of allowance for loan losses of $4,847 and $5,090, respectively		409,058		401,857
Other real estate owned		2,358		3,962
Accrued interest receivable		1,380		1,404
Property and equipment, net		7,031		7,259
Deferred income taxes, net		2,532		2,464
Bank-owned life insurance		20,863		21,341
Other assets		1,503		1,508
Total Assets	$	584,554	$	601,554
Liabilities and Shareholders' Equity				
Liabilities				
Deposits:				
Deposits-noninterest-bearing	$	24,756	$	24,761
Deposits-interest-bearing		433,967		459,835
Total Deposits		458,723		484,596
Federal Home Loan Bank (FHLB) line of credit		2,000		-
FHLB advances		43,000		38,000
Advances from borrowers for taxes and insurance		3,132		1,118
Accrued interest payable		128		139
Other liabilities		2,302		2,295
Total Liabilities		509,285		526,148
Commitments and Contingencies		-		-
Shareholders' Equity				
Preferred stock, $0.01 par value, 10,000,000 shares authorized, none issued		-		-

Common stock, $0.01 par value, 40,000,000 shares authorized, issued and outstanding: 6,558,473		66			66	
Additional paid-in capital		60,313			60,302	
Retained earnings		19,431			19,793	
Unearned Employee Stock Ownership Plan (ESOP) shares		(1,994	)		(2,067	)
Accumulated other comprehensive loss		(2,547	)		(2,688	)
Total Shareholders' Equity		75,269			75,406	
Total Liabilities and Shareholders' Equity	$	584,554		$	601,554	

See notes to unaudited consolidated financial statements.

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Malvern Bancorp, Inc. and Subsidiaries
Consolidated Statements of Operations (Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
	(Dollars in thousands, except per share data)			
Interest and Dividend Income				
Loans, including fees	$4,445	$5,001	$8,972	$10,534
Investment securities, taxable	549	366	1,104	695
Investment securities, tax-exempt	54	57	108	109
Dividends, restricted stock	19	3	33	8
Interest-bearing cash accounts	12	36	27	67
Total Interest and Dividend Income	5,079	5,463	10,244	11,413
Interest Expense				
Deposits	999	1,417	2,066	2,934
FHLB borrowings	262	421	525	851
Total Interest Expense	1,261	1,838	2,591	3,785
Net Interest Income	3,818	3,625	7,653	7,628
Provision for Loan Losses	-	1,045	80	1,445
Net Interest Income after Provision for Loan Losses	3,818	2,580	7,573	6,183
Other Income				
Service charges and other fees	224	208	482	539
Rental income – other	64	63	128	126
Gain on sale of investments, net	-	183	14	210
Gain on sale of loans, net	29	22	56	186
Earnings on bank-owned life insurance	140	148	285	870
Total Other Income	457	624	965	1,931
Other Expense				
Salaries and employee benefits	2,072	1,947	4,139	3,795
Occupancy expense	589	529	1,105	1,011
Federal deposit insurance premium	177	220	368	437
Advertising	216	282	374	462
Data processing	308	313	638	632
Professional fees	690	451	1,175	815
Other real estate owned expense, net	84	220	97	645
Other operating expenses	564	630	1,000	1,088
Total Other Expenses	4,700	4,592	8,896	8,885
Loss before income tax expense (benefit)	(425)	(1,388)	(358)	(771)

Income tax expense (benefit)	1	(543)	4	(597)
Net Loss	$(426)	$(845)	$(362)	$(174)
Basic Loss Per Share	$(0.07)	$(0.13)	$(0.06)	$(0.03)
Dividends Declared Per Share	$0.00	$0.00	$0.00	$0.00

See notes to unaudited consolidated financial statements.

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Malvern Bancorp, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
	(In thousands)			
Net Loss	$ (426)	$ (845)	$ (362)	$ (174)
Other Comprehensive Income (Loss):				
Changes in net unrealized gains and losses on securities available for sale	1,582	(319)	228	(314)
Gains realized in net income(1)	-	(183)	(14)	(210)
	1,582	(502)	214	(524)
Deferred income tax effect	(538)	170	(73)	178
Total other comprehensive income (loss)	1,044	(332)	141	(346)
Total comprehensive income (loss)	$ 618	$ (1,177)	$ (221)	$ (520)

(1) Amounts are included in net gains on sales of securities on the Consolidated Statements of Operations in total other income. Related income tax expense in the amount of $0, $62, $4 and $71, respectively, are included in income tax expense (benefit).

See notes to unaudited consolidated financial statements.

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Malvern 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	Total Shareholders' Equity
	(Dollars in thousands, except share and per share data)						
Balance, October 1, 2012	$62	$25,846	$38,596	$(477)	$(2,032)	$ 641	$ 62,636
Net Loss	-	-	(174)	-	-	-	(174)
Other comprehensive loss	-	-	-	-	-	(346)	(346)
Cancellation of common stock	(62)	62	-	-	-	-	-
Cancellation of treasury stock	-	(477)	-	477	-	-	-
Additional ESOP shares converted at exchange rate of 1.0748 (18,040 shares at $10/share)	-	180	-	-	(180)	-	-
Dissolution of mutual holding company	-	100	-	-	-	-	100
Proceeds from issuance of common stock, net of offering expenses of $1.6 million	66	34,567	-	-	-	-	34,633
Committed to be released ESOP shares (7,171 shares)	-	13	-	-	72	-	85
Balance, March 31, 2013	$66	$60,291	$38,422	$-	$(2,140)	$ 295	$ 96,934
Balance, October 1, 2013	$66	$60,302	$19,793	$-	$(2,067)	$ (2,688)	$ 75,406
Net Loss	-	-	(362)	-	-	-	(362)
	-	-	-	-	-	141	141

Other comprehensive income							
Committed to be released ESOP shares (7,200 shares)	-	11	-	-	73	-	84
Balance, March 31, 2014	$66	$60,313	$19,431	$-	$(1,994)	$ (2,547)	$ 75,269

See notes to unaudited consolidated financial statements.

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Malvern Bancorp, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended March 31,	
	2014	2013
	(In thousands)	
Cash Flows from Operating Activities		
Net loss	$(362)	$(174)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	321	347
Provision for loan losses	80	1,445
Deferred income taxes benefit	(141)	(477)
ESOP expense	84	85
Accretion of premiums and discounts on investment securities, net	(628)	(82)
Amortization of loan origination fees and costs	(333)	(574)
Amortization of mortgage servicing rights	7	10
Net gain on sale of investment securities available for sale	(14)	(210)
Net gain on sale of loans	-	(186)
Net gain on sale of secondary market loans	(56)	-
Proceeds on sale of secondary market loans	3,626	-
Originations of secondary market loans	(3,570)	-
Gain on sale of other real estate owned	-	(97)
Write down of other real estate owned	56	652
Decrease in accrued interest receivable	24	148
Decrease in accrued interest payable	(11)	(2)
Increase in other liabilities	7	244
Earnings on bank-owned life insurance	(285)	(870)
Decrease (increase) in other assets	23	(529)
Decrease in prepaid FDIC assessment	-	200
Net Cash Used in Operating Activities	(1,172)	(70)
Cash Flows from Investing Activities		
Proceeds from maturities and principal collections of investment securities available for sale	6,757	15,882
Proceeds from sales of investment securities available for sale	824	14,020
Purchases of investment securities available for sale	(4,266)	(53,162)
Proceeds from sale of loans	10,367	7,856
Loan buyback from sale of loans	(1,117)	-
Loan purchases	(15,934)	(11,843)
Loan originations and principal collections, net	10,021	13,408
Proceeds from sale of other real estate owned	1,629	454
Additions to mortgage servicing rights	(24)	(31)
Purchases of bank-owned life insurance	-	(6,000)
Proceeds from cash surrender on bank-owned life insurance	763	-
Proceeds from death benefit of bank-owned life insurance	-	1,121
Net (increase) decrease in restricted stock	(338)	436
Purchases of property and equipment	(93)	(124)

Net Cash Provided by (Used in) Investing Activities	8,589	(17,983)
Cash Flows from Financing Activities		
Net decrease in deposits	(25,873)	(6,891)
Net increase in FHLB line of credit	2,000	-
Proceeds for FHLB advances	5,000	-
Repayment of FHLB advances	-	(85)
Increase in advances from borrowers for taxes and insurance	2,014	1,477
Return of excess stock subscription funds	-	(20,841)
Cash from mutual holding company reorganization	-	100
Net Cash Used in Financing Activities	(16,859)	(26,240)
Net Decrease in Cash and Cash Equivalents	(9,442)	(44,293)
Cash and Cash Equivalents - Beginning	23,687	131,910
Cash and Cash Equivalents – Ending	$14,245	$87,617
Supplementary Cash Flows Information		
Interest paid	$2,602	$3,785
Income taxes paid	$17	$10
Non-cash transfer of loans to other real estate owned	$81	$754
Stock subscription funds transferred to shareholders’ equity	$-	$34,633

See notes to unaudited consolidated financial statements.

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Notes to Consolidated Financial Statements (Unaudited)

Note 1 – Organizational Structure and Nature of Operations

Malvern Bancorp, Inc., a Pennsylvania company (the "Company" or "Malvern Bancorp"), is the holding company for the Malvern Federal Savings Bank ("Malvern Federal Savings" or the "Bank") and owns all of the issued and outstanding shares of the common stock of the Bank. In connection with the "second-step" conversion and reorganization which we completed in October 2012, 3,636,875 shares of common stock, par value $0.01 per share, of Malvern Bancorp were sold in a subscription offering to certain depositors of the Bank and other investors for $10 per share, or $36.4 million in the aggregate, and 2,921,598 shares of common stock were issued in exchange for the outstanding shares of common stock of the former federally chartered mid-tier holding company, Malvern Federal Bancorp, Inc. (the "Mid-Tier Holding Company"), held by the "public" shareholders of the Mid-Tier Holding Company (all shareholders except Malvern Federal Mutual Holding Company). Each share of common stock of the Mid-Tier Holding Company was converted into the right to receive 1.0748 shares of common stock of the new Malvern Bancorp, Inc. in the conversion and reorganization.

The Bank was originally organized in 1887 and is headquartered in Paoli, Pennsylvania. The Bank operates eight full service financial center offices in Chester and Delaware Counties, Pennsylvania. The Bank is primarily engaged in attracting deposits from the general public through its branch offices and using such deposits primarily to (i) originate 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 and (ii) invest in securities issued by the U.S. Government and agencies thereof, municipal and corporate debt securities and mortgage-backed securities. The Bank derives its income principally from interest earned on loans, mortgage-backed securities and investments and, to a lesser extent, from fees received in connection with the origination of loans and for other services. The Bank's primary expenses are interest expense on deposits and borrowings and general operating expenses.

The Bank, as a federally chartered savings association, is subject to federal regulation and oversight by the Office of the Comptroller of the Currency (the "OCC") extending to all aspects of its operations. The Bank is also subject to regulation and examination by the Federal Deposit Insurance Corporation ("FDIC"), which insures its deposits to the maximum extent permitted by law, and requirements established by the Federal Reserve Board. As a registered savings and loan holding company, the Company is subject to examination and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board" or the "FRB").

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation and Consolidation - The consolidated financial statements include the accounts of the Company and its subsidiaries, Malvern Federal Holdings, Inc., a Delaware company, and the Bank and the Bank's subsidiaries, Strategic Asset Management Group, Inc. ("SAMG") and Malvern Federal Investments, Inc., a Delaware company. SAMG owns 50% of Malvern Insurance Associates, LLC. Malvern Insurance Associates, LLC offers a full line of business and personal lines of insurance products.

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 ("US GAAP"). 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. The results for the three and six months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2014, or any other period. All significant intercompany transactions and balances have been eliminated. The unaudited consolidated financial statements presented herein should be read in conjunction with the audited consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2013.

Use of Estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated 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, other real estate owned, the valuation of deferred tax assets, the evaluation of other-than-temporary impairment of investment securities and fair value measurements.

Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

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 March 31, 2014 and September 30, 2013, the Company had no investment securities classified as trading or held to maturity. 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 ("AOCI"). 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.

Loans Receivable - The Company, through the Bank, grants mortgage, construction, 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.

Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

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 construction and development loans 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 residential 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.

Loans Held-For-Sale - Loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value on the consolidated balance sheet. Gains and losses on loan sales (sales proceeds minus carrying value) are recorded in noninterest income, and direct loan origination costs and fees are deferred at origination of the loan and are recognized in noninterest income upon sale of the loan. Servicing is retained at the Bank for loans sold in the secondary market and are placed as a mortgage servicing asset on the consolidated balance sheet (see “Loan Servicing” for more detail). There were no loans classified as held for sale as of March 31, 2014. As of September 30, 2013, there were $10.4 million in loans classified as held for sale. The loans held for sale at September 30, 2013 were sold in a bulk transaction to one purchaser in October 2013, they were not sold in the secondary market for residential mortgage loans.

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. Reserves 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.

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Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

The allowance for loan 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 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 value of underlying collateral.

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.

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 classified as “Pass” are those protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral. 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, five or seven years and then adjusts annually.

Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

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 Bank's 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. We originate construction loans for residential and, to a lesser extent, commercial uses within our market area. We generally limit construction loans to builders and developers with whom we have an established relationship, or who are 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.

Commercial Lending. 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.

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Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

Consumer Lending. 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 continued uncertainty in the market value of real estate and 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. Based on management's comprehensive analysis of the loan portfolio, management believes the level of the allowance for loan losses at March 31, 2014 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.

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 whose terms are modified are classified as troubled debt restructurings (“TDRs”) 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 may be modified by means of extending the maturity date of the loan, reducing the interest rate on the loan to a rate which is below market, a combination of rate adjustments and maturity extensions, or by other means including covenant modifications, forbearances or other concessions. However, the Company generally only restructures loans by modifying the payment structure to interest only or by reducing the actual interest rate.

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Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

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 continue to accrue interest on troubled debt restructurings which were performing in accordance with their terms prior to the restructure and continue to perform in accordance with their restructured terms. Management evaluates the ALLL with respect to TDRs under the same policy and guidelines as all other performing loans are evaluated with respect to the ALLL.

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.

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 March 31, 2014 and September 30, 2013, restricted stock consisted solely of the common stock of the Federal Home Loan Bank of Pittsburgh (“FHLB”).

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.

Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

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 operations.

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

Income Taxes - Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. These calculations are based on many complex factors including estimates of the timing of reversals of temporary differences, the interpretation of federal income tax laws and a determination of the differences between the tax and the financial reporting basis of assets and liabilities. Actual results could differ significantly from the estimates and interpretations used in determining the current and deferred income tax assets and liabilities.

A valuation allowance is required to be recognized if it is "more likely than not" that a portion of the deferred tax assets will not be realized. The Company's policy is to evaluate the deferred tax asset on a quarterly basis and record a valuation allowance for our deferred tax asset if we do not have sufficient positive evidence indicating that it is more likely than not that some or all of the deferred tax asset will be realized. The Company's policy is to account for interest and penalties as components of income tax expense.

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.

Recent Accounting Pronouncements - In January 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-04, "Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40) - Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." The amendments are intended to clarify when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan should be derecognized and the real estate recognized. These amendments clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either: (a) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure; or (b) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additional disclosures are required. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2014. We have not determined the effect that the adoption of this ASU will have on our financial position or results of operations.

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Notes to Consolidated Financial Statements (Unaudited)

Note 2 – Summary of Significant Accounting Policies (Continued)

In July 2013, the FASB issued ASU No. 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." This amendment provides that an unrecognized tax benefit, or a portion thereof, be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except to the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from disallowance of a tax position, or the tax law does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, then the unrecognized tax benefit should be presented as a liability. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

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 March 31, 2014 and for the three and six months ended March 31, 2014 and 2013, 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.

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

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
	(Dollars in thousands, except per share amounts)			
Net Loss	$(426)	$(845)	$(362)	$(174)
Weighted average shares outstanding	6,558,473	6,558,473	6,558,473	6,530,914
Average unearned ESOP shares	(181,352)	(195,752)	(183,166)	(196,491)
Weighted average shares outstanding – basic	6,377,121	6,362,721	6,375,307	6,334,423
Loss per share – basic	$(0.07)	$(0.13)	$(0.06)	$(0.03)

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 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 six months ended March 31, 2014, there were 3,600 and 7,200 shares, respectively, committed to be released. During the three and six months ended March 31, 2013, there were 3,600 and 7,171 shares, respectively, committed to be released. At March 31, 2014, there were 179,565 unallocated shares and 79,653 allocated shares held by the ESOP which had an aggregate fair value of approximately $1.8 million.

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Notes to Consolidated Financial Statements (Unaudited)

Note 5 - Investment Securities

At March 31, 2014 and September 30, 2013, the Company's mortgage-backed securities consisted solely of securities backed by residential mortgage loans. The Company held no mortgage-backed securities backed by commercial mortgage loans at either date.

Investment securities available for sale at March 31, 2014 and September 30, 2013 consisted of the following:

	March 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
U.S. government agencies	$20,566	$5	$(645)	$19,926
State and municipal obligations	11,558	6	(325)	11,239
Single issuer trust preferred security	1,000	-	(165)	835
Corporate debt securities	1,505	27	(2)	1,530
	34,629	38	(1,137)	33,530
Mortgage-backed securities:				
Federal National Mortgage Association (FNMA):				
Adjustable-rate	1,763	49	-	1,812
Fixed-rate	18,263	8	(817)	17,454
Federal Home Loan Mortgage Corporation (FHLMC):				
Adjustable-rate	5,738	31	(7)	5,762
Fixed-rate	12,894	-	(476)	12,418
Collateralized mortgage obligations (CMO), fixed-rate	52,779	100	(1,647)	51,232
	91,437	188	(2,947)	88,678
	$126,066	$226	$(4,084)	$122,208

	September 30, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
U.S. government agencies	$20,108	$7	$(683)	$19,432
State and municipal obligations	12,381	19	(462)	11,938
Single issuer trust preferred security	1,000	-	(190)	810
Corporate debt securities	1,756	28	(2)	1,782
	35,245	54	(1,337)	33,962
Mortgage-backed securities:				
Federal National Mortgage Association:				
Adjustable-rate	1,967	52	(5)	2,014
Fixed-rate	18,967	6	(882)	18,091

Federal Home Loan Mortgage Corporation:				
Adjustable-rate	5,032	11	(22)	5,021
Fixed-rate	13,391	-	(541)	12,850
Collateralized mortgage obligations, fixed-rate	54,137	122	(1,530)	52,729
	93,494	191	(2,980)	90,705
	$128,739	$245	$(4,317)	$124,667

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Notes to Consolidated Financial Statements (Unaudited)

Note 5 - Investment Securities (Continued)

During the first six months of fiscal 2014, proceeds from sales of securities available for sale were $824,000. Gross gains of $14,000 were realized on these sales. Proceeds from sales of securities available for sale during the first six months of fiscal 2013 were $14.0 million. Gross gains of $229,000 and gross losses of $19,000 were realized on these sales.

The following tables summarize the aggregate investments at March 31, 2014 and September 30, 2013 that were in an unrealized loss position.

	March 31, 2014					
	Less than 12 Months		More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Investment Securities Available for Sale:						
U.S. government obligations and agencies	$18,113	$(645)	$-	$-	$18,113	$(645)
State and municipal obligations	9,145	(263)	1,720	(62)	10,865	(325)
Single issuer trust preferred security	-	-	835	(165)	835	(165)
Corporate securities	249	(2)	-	-	249	(2)
Mortgage-backed securities:						
FNMA, fixed rate	17,358	(817)	-	-	17,358	(817)
FHLMC:						
Adjustable-rate	920	(7)	-	-	920	(7)
Fixed-rate	11,076	(412)	1,342	(64)	12,418	(476)
CMO, fixed rate	35,394	(1,178)	7,351	(469)	42,745	(1,647)
	$92,255	$(3,324)	$11,248	$(760)	$103,503	$(4,084)

	September 30, 2013					
	Less than 12 Months		More than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(In thousands)			
Investment Securities Available for Sale:						
U.S. government obligations and agencies	$18,104	$(683)	$-	$-	$18,104	$(683)
State and municipal obligations	10,748	(462)	-	-	10,748	(462)
Single issuer trust preferred security	-	-	810	(190)	810	(190)

Corporate securities	249	(2)	-	-	249	(2)
Mortgage-backed securities:						
FNMA:						
Adjustable-rate	966	(5)	-	-	966	(5)
Fixed-rate	17,990	(882)	-	-	17,990	(882)
FHLMC:						
Adjustable-rate	4	(22)	-	-	4	(22)
Fixed-rate	12,850	(541)	-	-	12,850	(541)
CMO, fixed-rate	43,271	(1,530)	-	-	43,271	(1,530)
	$104,182	$(4,127)	$810	$(190)	$104,992	$(4,317)

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Notes to Consolidated Financial Statements (Unaudited)

Note 5 - Investment Securities (Continued)

As of March 31, 2014, 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 March 31, 2014, the Company held 21 U.S. government agency securities, 30 tax-free municipal bonds, one corporate bond, 67 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 March 31, 2014 represents other-than-temporary impairment.

During the six months ended March 31, 2014, the gross unrealized loss of the single issuer trust preferred security improved by $25,000 from an unrealized loss at September 30, 2013 of $190,000 to an unrealized loss of $165,000 as of March 31, 2014. Increases in long-term interest rate, specifically the 10-year U.S. Treasury bond during the period, caused the pricing of agency securities, mortgage-backed securities, and trust preferred securities to decrease. On a quarterly basis, management will continue to monitor the performance of this security and the markets to determine the true economic value of this security.

At March 31, 2014 and September 30, 2013 the Company had no securities pledged to secure public deposits.

The amortized cost and fair value of debt securities by contractual maturity at March 31, 2014 follows:

	Available for Sale	
	Amortized Cost	Fair Value
	(In thousands)	
Within 1 year	$1,821	$1,660
Over 1 year through 5 years	7,505	7,432
After 5 years through 10 years	24,810	23,950
Over 10 years	493	488
	34,629	33,530
Mortgage-backed securities	91,437	88,678
	$126,066	$122,208

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Notes to Consolidated Financial Statements (Unaudited)

Note 6 - Loans Receivable and Related Allowance for Loan Losses

Loans receivable in the Company's portfolio (which does not include loans held for sale) consisted of the following at the dates indicated below:

	March 31, 2014	September 30, 2013
	(In thousands)	
Residential mortgage	$ 250,280	$ 239,900
Construction and Development:		
Residential and commercial	8,500	6,672
Land	1,908	2,439
Total Construction and Development	10,408	9,111
Commercial:		
Commercial real estate	69,992	70,571
Multi-family	2,065	1,971
Other	5,510	5,573
Total Commercial	77,567	78,115
Consumer:		
Home equity lines of credit	20,147	20,431
Second mortgages	50,170	54,532
Other	3,074	2,648
Total Consumer	73,391	77,611
Total loans	411,646	404,737
Deferred loan costs, net	2,259	2,210
Allowance for loan losses	(4,847)	(5,090)
Total loans receivable, net	$ 409,058	$ 401,857

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Notes to Consolidated Financial Statements (Unaudited)

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

The following tables summarize the primary classes of the allowance for loan losses, segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of March 31, 2014 and September 30, 2013. Activity in the allowance is presented for the three and six months ended March 31, 2014 and 2013 and the year ended September 30, 2013, respectively.

Three Months Ended March 31, 2014		Construction and Development		Commercial			Consumer				
	Residential Mortgage	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other	Unallocated	Total
	(In thousands)										
Allowance for loan losses:											
Beginning balance	$1,680	$193	$53	$1,433	$ 26	$74	$130	$ 1,142	$23	$ 91	$4,845
Charge-offs	(5)	-	-	-	-	-	-	(83)	(3)	-	(91)
Recoveries	1	72	-	3	-	-	-	17	-	-	93
Provision	107	190	(21)	(213)	41	(19)	22	(87)	19	(39)	-
Ending balance	$1,783	$455	$32	$1,223	$ 67	$55	$152	$ 989	$39	$ 52	$4,847

Three Months Ended March 31, 2013		Construction and Development		Commercial			Consumer				
	Residential Mortgage	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other	Unallocated	Total
	(In thousands)										
Allowance for loan losses:											
Beginning balance	$1,485	$1,202	$8	$2,989	$102	$85	$169	$ 1,485	$12	$ 34	$7,571
Charge-offs	(252)	(1,485)	-	(400)	-	-	-	(328)	(1)	-	(2,466)
Recoveries	12	-	-	1	-	-	2	136	1	-	152
Provision	186	1,006	1	(186)	9	(6)	(35)	68	(5)	7	1,045
Ending Balance	$1,431	$723	$9	$2,404	$111	$79	$136	$ 1,361	$7	$ 41	$6,302

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Notes to Consolidated Financial Statements (Unaudited)

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

	Six Months Ended March 31, 2014										
		Construction and Development		Commercial			Consumer				
	Residential Mortgage	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other	Unallocated	
	(In thousands)										
Allowance for loan losses:											
Beginning balance	$1,414	$164	$56	$1,726	$40	$59	$137	$1,393	$22	$79	$5
Charge-offs	(5)	(37)	-	-	-	-	(14)	(403)	(5)	-	(
Recoveries	12	72	-	5	-	1	-	50	1	-	1
Provision	362	256	(24)	(508)	27	(5)	29	(51)	21	(27)	8
Ending balance	$1,783	$455	$32	$1,223	$67	$55	$152	$989	$39	$52	$4
Ending balance: individually evaluated for impairment	$-	$-	$-	$-	$-	$-	$-	$-	$-	$-	$-
Ending balance: collectively evaluated for impairment	$1,783	$455	$32	$1,223	$67	$55	$152	$989	$39	$52	$4
Loans receivable:											
Ending balance	$250,280	$8,500	$1,908	$69,992	$2,065	$5,510	$20,147	$50,170	$3,074		$4
Ending balance: individually evaluated for impairment	$2,161	$802	$237	$-	$-	$900	$205	$533	$-		$4
Ending balance: collectively evaluated for impairment	$248,119	$7,698	$1,671	$69,992	$2,065	$4,610	$19,942	$49,637	$3,074		$4

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Notes to Consolidated Financial Statements (Unaudited)

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

	Six Months Ended March 31, 2013										
		Construction and Development		Commercial			Consumer				
	Residential Mortgage	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other	Unallocated	
	(In thousands)										
Allowance for loan losses:											
Beginning balance	$1,487	$724	$11	$3,493	$10	$226	$160	$1,389	$16	$65	$7
Charge-offs	(296)	(1,535)	-	(555)	-	-	-	(512)	(5)	-	(
Recoveries	12	-	-	1	-	21	2	142	1	-	1
Provision	228	1,534	(2)	(535)	101	(168)	(26)	342	(5)	(24)	1
Ending Balance	$1,431	$723	$9	$2,404	$111	$79	$136	$1,361	$7	$41	$6
Ending balance: individually evaluated for impairment	$-	$79	$-	$-	$-	$-	$-	$-	$-	$-	$7
Ending balance: collectively evaluated for impairment	$1,431	$644	$9	$2,404	$111	$79	$136	$1,361	$7	$41	$6
Loans receivable:											
Ending balance	$239,794	$16,069	$2,990	$100,736	$2,161	$6,685	$20,802	$60,080	$833		$4
Ending balance: individually evaluated for impairment	$4,004	$9,496	$-	$4,894	$-	$175	$22	$654	$-		$1
Ending balance: collectively evaluated for impairment	$235,790	$6,573	$2,990	$95,842	$2,161	$6,510	$20,780	$59,426	$833		$4

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Notes to Consolidated Financial Statements (Unaudited)

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

	Year Ended September 30, 2013										
		Construction and Development		Commercial			Consumer				
	Residential Mortgage	Residential and Commercial	Land	Commercial Real Estate	Multi-family	Other	Home Equity Lines of Credit	Second Mortgages	Other	Unallocated	T
	(In thousands)										
Allowance for loan losses:											
Beginning balance	$1,487	$724	$11	$3,493	$10	$226	$160	$1,389	$16	$65	$7
Charge-offs	(994)	(5,768)	(99)	(6,315)	-	(94)	-	(1,042)	(9)	-	(
Recoveries	199	-	-	117	-	23	17	235	4	-	5
Provision	722	5,208	144	4,431	30	(96)	(40)	811	11	14	1
Ending Balance	$1,414	$164	$56	$1,726	$40	$59	$137	$1,393	$22	$79	$5
Ending balance: individually evaluated for impairment	$-	$-	$-	$-	$-	$-	$-	$-	$-	$-	$-
Ending balance: collectively evaluated for impairment	$1,414	$164	$56	$1,726	$40	$59	$137	$1,393	$22	$79	$5
Loans receivable:											
Ending balance	$239,900	$6,672	$2,439	$70,571	$1,971	$5,573	$20,431	$54,532	$2,648		$4
Ending balance: individually evaluated for impairment	$1,295	$209	$237	$-	$-	$900	$34	$572	$-		$3
Ending balance: collectively evaluated for impairment	$238,605	$6,463	$2,202	$70,571	$1,971	$4,673	$20,397	$53,960	$2,648		$4

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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 in portfolio by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of March 31, 2014 and September 30, 2013.

	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
			(In thousands)		
March 31, 2014:					
Residential mortgage	$-	$-	$ 2,161	$2,161	$2,396
Construction and Development:					
Residential and commercial	-	-	802	802	1,291
Land	-	-	237	237	337
Commercial:					
Other	-	-	900	900	900
Consumer:					
Home equity lines of credit	-	-	205	205	222
Second mortgages	-	-	533	533	882
Total impaired loans	$-	$-	$ 4,838	$4,838	$6,028
September 30, 2013:					
Residential mortgage	$-	$-	$ 1,295	$1,295	$1,510
Construction and Development:					
Residential and commercial	-	-	209	209	297
Land	-	-	237	237	337
Commercial:					
Other	-	-	900	900	900
Consumer:					
Home equity lines of credit	-	-	34	34	50
Second mortgages	-	-	572	572	1,101
Total impaired loans	$-	$-	$ 3,247	$3,247	$4,195

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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 the average recorded investment in impaired loans in portfolio and related interest income recognized for the three and six months ended March 31, 2014 and 2013.

	Three Months Ended March 31, 2014			Six Months Ended March 31, 2014		
	Average Impaired Loans	Interest Income Recognized on Impaired Loans	Cash Basis Collection on Impaired Loans	Average Impaired Loans	Interest Income Recognized on Impaired Loans	Cash Basis Collection on Impaired Loans
	(In thousands)					
Residential mortgage	$1,992	$-	$26	$1,674	$-	$42
Construction and Development:						
Residential and commercial	973	6	469	769	9	1,368
Land	237	4	4	237	7	7
Commercial:						
Other	900	7	8	900	14	15
Consumer:						
Home equity lines of credit	120	-	2	70	-	2
Second mortgages	564	-	11	567	-	20
Total	$4,786	$17	$520	$4,217	$30	$1,454

	Three Months Ended March 31, 2013			Six Months Ended March 31, 2013		
	Average Impaired Loans	Interest Income Recognized on Impaired Loans	Cash Basis Collection on Impaired Loans	Average Impaired Loans	Interest Income Recognized on Impaired Loans	Cash Basis Collection on Impaired Loans
	(In thousands)					
Residential mortgage	$4,214	$16	$26	$4,188	$29	$47
Construction and Development:						
Residential and commercial	3,840	-	100	3,697	-	297
Commercial:						
Commercial real estate	4,852	54	78	4,865	118	167
Other	176	2	2	176	4	4
Consumer:						
Home equity lines of credit	22	-	1	22	1	2
Second mortgages	678	-	1	601	1	3
Total	$13,782	$72	$208	$13,549	$153	$520

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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 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 March 31, 2014 and September 30, 2013.

	Pass	Special Mention	Substandard (In thousands)	Doubtful	Total
March 31, 2014:					
Residential mortgage	$247,870	$140	$2,270	$-	$250,280
Construction and Development:					
Residential and commercial	7,358	-	1,142	-	8,500
Land	1,671	-	237	-	1,908
Commercial:					
Commercial real estate	64,585	4,148	1,259	-	69,992
Multi-family	2,065	-	-	-	2,065
Other	3,651	959	900	-	5,510
Consumer:					
Home equity lines of credit	19,942	-	205	-	20,147
Second mortgages	49,615	22	533	-	50,170
Other	3,056	18	-	-	3,074
Total	$399,813	$5,287	$6,546	$-	$411,646
September 30, 2013:					
Residential mortgage	$238,461	$144	$1,295	$-	$239,900
Construction and Development:					
Residential and commercial	5,564	159	949	-	6,672
Land	2,202	-	237	-	2,439
Commercial:					
Commercial real estate	67,028	3,166	377	-	70,571
Multi-family	1,971	-	-	-	1,971
Other	4,363	310	900	-	5,573
Consumer:					
Home equity lines of credit	20,397	-	34	-	20,431
Second mortgages	53,790	14	728	-	54,532
Other	2,625	23	-	-	2,648
Total	$396,401	$3,816	$4,520	$-	$404,737

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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 loans that are no longer accruing interest by portfolio class.

	March 31, 2014		September 30, 2013	
	(In thousands)			
Non-accrual loans:				
Residential mortgage	$	2,161	$	1,295
Construction and Development:				
Residential and commercial		393		-
Consumer:				
Home equity lines of credit		205		34
Second mortgages		533		572
Total non-accrual loans	$	3,292	$	1,901

Under the Bank's loan policy, once a loan has been placed on non-accrual status, we do not resume interest accruals until the loan has been brought current and has maintained a current payment status for not less than six consecutive months. Interest income that would have been recognized on nonaccrual loans had they been current in accordance with their original terms was $32,000 and $196,000 for the three months ended March 31, 2014 and 2013, respectively, and was $75,000 and $348,000 for the six months ended March 31, 2014 and 2013, respectively. There were no loans past due 90 days or more and still accruing interest at March 31, 2014 or September 30, 2013.

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Notes to Consolidated Financial Statements (Unaudited)

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 March 31, 2014 and September 30, 2013.

	Current	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Total Loans Receivable
	(In thousands)					
March 31, 2014:						
Residential mortgage	$247,602	$517	$-	$2,161	$2,678	$250,280
Construction and Development:						
Residential and commercial	8,107	-	-	393	393	8,500
Land	1,908	-	-	-	-	1,908
Commercial:						
Commercial real estate	69,992	-	-	-	-	69,992
Multi-family	2,065	-	-	-	-	2,065
Other	5,510	-	-	-	-	5,510
Consumer:						
Home equity lines of credit	19,942	-	-	205	205	20,147
Second mortgages	48,958	679	-	533	1,212	50,170
Other	3,074	-	-	-	-	3,074
Total	$407,158	$1,196	$-	$3,292	$4,488	$411,646
September 30, 2013:						
Residential mortgage	$237,584	$820	$201	$1,295	$2,316	$239,900
Construction and Development:						
Residential and commercial	6,672	-	-	-	-	6,672
Land	2,439	-	-	-	-	2,439
Commercial:						
Commercial real estate	70,416	-	155	-	155	70,571
Multi-family	1,971	-	-	-	-	1,971
Other	5,573	-	-	-	-	5,573
Consumer:						
Home equity lines of credit	20,397	-	-	34	34	20,431
Second mortgages	52,698	1,022	240	572	1,834	54,532
Other	2,643	4	1	-	5	2,648
Total	$400,393	$1,846	$597	$1,901	$4,344	$404,737

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Notes to Consolidated Financial Statements (Unaudited)

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

Restructured loans deemed to be TDRs are typically the result of extension of the loan maturity date or a reduction of the interest rate of the loan to a rate that is below market, a combination of rate and maturity extension, or by other means including covenant modifications, forbearance and other concessions. However, the Company generally only restructures loans by modifying the payment structure to require payments of interest only for a specified period or by reducing the actual interest rate. Once a loan becomes a TDR, it will continue to be reported as a TDR during the term of the restructure.

The Company had seven loans classified as TDRs with an outstanding balance of $1.9 million and $1.3 million at March 31, 2014 and September 30, 2013, respectively. All of our TDR loans at March 31, 2014 were also classified as impaired; however, they were performing prior to the restructure and all except one loan continued to perform under their restructured terms through March 31, 2014, and, accordingly, were deemed to be performing loans at March 31, 2014 and we continued to accrue interest on such loans through such date. At March 31, 2014, one construction and development TDR loan with a balance of $393,000 was deemed a non-accruing TDR, which was also deemed impaired at March 31, 2014. At September 30, 2013, seven loans deemed TDRs with an aggregate balance of $1.3 million were classified as impaired; however, they were performing prior to the restructure and continued to perform under their restructured terms as of September 30, 2013, and, accordingly, were deemed to be performing loans at September 30, 2013 and we continued to accrue interest on such loans through such date. At September 30, 2013, none of our TDRs were deemed non-accruing TDRs. All of such loans have been classified as TDRs since we modified the payment terms and in some cases interest rate from the original agreements and allowed the borrowers, who were experiencing financial difficulty, to make interest only payments for a period of time in order to relieve some of their overall cash flow burden. Some loan modifications classified as TDRs may not ultimately result in the full collection of principal and interest, as modified, and result in potential incremental losses. These potential incremental losses have been factored into our overall estimate of the allowance for loan losses. The level of any defaults will likely be affected by future economic conditions. A default on a troubled debt restructured loan for purposes of this disclosure occurs when the borrower is 90 days past due or a foreclosure or repossession of the applicable collateral has occurred.

The following table presents our TDR loans as of March 31, 2014 and September 30, 2013.

	Total Troubled Debt Restructurings		Troubled Debt Restructured Loans That Have Defaulted on Modified Terms Within the Past 12 Months	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
	(Dollars in thousands)			
At March 31, 2014:				
Construction and Development:				
Residential and commercial	5	$802	1	$ 393

Land	1	237	-	-
Commercial:				
Other	1	900	-	-
Total	7	$1,939	1	$ 393
At September 30, 2013:				
Construction and Development:				
Residential and commercial	5	$209	-	$ -
Land	1	237	-	-
Commercial:				
Other	1	900	-	-
Total	7	$1,346	-	$ -

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Notes to Consolidated Financial Statements (Unaudited)

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

The following table reports the performing status of TDR loans. The performing status is determined by the loan's compliance with the modified terms.

	March 31, 2014		September 30, 2013	
	Performing	Non-Performing	Performing	Non-Performing
	(In thousands)			
Construction and Development:				
Residential and commercial	$ 409	$ 393	$ 209	$ -
Land	237	-	237	-
Commercial:				
Other	900	-	900	-
Total	$ 1,546	$ 393	$ 1,346	$ -

The following table shows the activity in loans which were first deemed to be TDRs during the three months and six months ended March 31, 2014 and 2013. No loans were first deemed TDRs during the three months ended March 31, 2014.

	For the Three Months Ended March 31,					
	2014			2013		
	Restructured During Period					
	Number of Loans	Pre-Modifications Outstanding Recorded Investments	Post-Modifications Outstanding Recorded Investments	Number of Loans	Pre-Modifications Outstanding Recorded Investments	Post-Modifications Outstanding Recorded Investments
	(Dollars in thousands)					
Troubled Debt Restructurings:						
Construction and Development:						
Residential and commercial	-	$ -	$ -	4	$ 8,434	$ 7,375
Total troubled debt restructurings	-	$ -	$ -	4	$ 8,434	$ 7,375

	For the Six Months Ended March 31,					
	2014			2013		
	Restructured During Period					
	Number of Loans	Pre-Modifications Outstanding Recorded Investments	Post-Modifications Outstanding Recorded Investments	Number of Loans	Pre-Modifications Outstanding Recorded Investments	Post-Modifications Outstanding Recorded Investments
	(Dollars in thousands)					

Troubled Debt Restructurings:						
Construction and Development:						
Residential and commercial	1	$ 437	$ 437	4	$ 8,434	$ 7,375
Total troubled debt restructurings	1	$ 437	$ 437	4	$ 8,434	$ 7,375

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Notes to Consolidated Financial Statements (Unaudited)

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 March 31, 2014, that the Bank met all capital adequacy requirements to which it was subject including individual minimum capital ratios imposed by the Office of the Comptroller of the Currency of 8.5% Tier 1 capital to adjusted total assets, 10.5% Tier 1 risk-based capital to risk-weighted assets and 12.5% total risk-based capital to risk-weighted assets.

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
	(Dollars in thousands)					
As of March 31, 2014:						
Tangible Capital (to tangible assets)	$ 64,201	11.17 %	$ ≥ 8,619	≥1.50 %	N/A	
Core Capital (to adjusted tangible assets)	64,201	11.17	≥22,983	≥4.00	$ ≥28,729	≥ 5.00%
Tier 1 Capital (to risk-weighted assets)	64,201	18.28	≥14,047	≥4.00	≥21,070	≥ 6.00
Total Risk-Based Capital (to risk-weighted assets)	68,597	19.53	≥28,093	≥8.00	≥35,117	≥10.00
As of September 30, 2013:						
Tangible Capital (to tangible assets)	$ 64,524	10.91 %	$ ≥ 8,874	≥1.50 %	N/A	
Core Capital (to adjusted tangible assets)	64,524	10.91	≥23,664	≥4.00	$ ≥29,580	≥ 5.00%
Tier 1 Capital (to risk-weighted assets)	64,524	17.72	≥14,566	≥4.00	≥21,849	≥ 6.00
Total Risk-Based Capital (to risk-weighted assets)	69,084	18.97	≥29,132	≥8.00	≥36,415	≥10.00

Notes to Consolidated Financial Statements (Unaudited)

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 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, 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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Notes to Consolidated Financial Statements (Unaudited)

Note 8 - Fair Value Measurements (Continued)

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

	March 31, 2014			
	Total	Level 1	Level 2	Level 3
	(In thousands)			
Investment securities available for sale:				
Debt securities:				
U.S. government agencies	$19,926	$-	$19,926	$-
State and municipal obligations	11,239	-	11,239	-
Single issuer trust preferred security	835	-	835	-
Corporate debt securities	1,530	-	1,530	-
Total investment securities available for sale	33,530	-	33,530	-
Mortgage-backed securities available for sale:				
FNMA:				
Adjustable-rate	1,812	-	1,812	-
Fixed-rate	17,454	-	17,454	-
FHLMC:				
Adjustable-rate	5,762		5,762	
Fixed-rate	12,418	-	12,418	-
CMO, fixed-rate	51,232	-	51,232	-
Total mortgage-backed securities available for sale	88,678	-	88,678	-
Total	$122,208	$-	$122,208	$-

	September 30, 2013			
	Total	Level 1	Level 2	Level 3
	(In thousands)			
Investment securities available for sale:				
Debt securities:				
U.S. government agencies	$19,432	$-	$19,432	$-
State and municipal obligations	11,938	-	11,938	-
Single issuer trust preferred security	810	-	810	-
Corporate debt securities	1,782	-	1,782	-
Total investment securities available for sale	33,962	-	33,962	-
Mortgage-backed securities available for sale:				
FNMA:				
Adjustable-rate	2,014	-	2,014	-
Fixed-rate	18,091	-	18,091	-
FHLMC:				

Adjustable-rate	5,021	-	5,021	
Fixed-rate	12,850	-	12,850	-
CMO, fixed-rate	52,729	-	52,729	-
Total mortgage-backed securities available for sale	90,705	-	90,705	-
Total	$124,667	$-	$124,667	$-

The Company monitors and evaluates available data to perform fair value measurements on an ongoing basis and recognizes transfers among the levels of the fair value hierarchy as of the date event or a change in circumstances that affects the valuation method chosen. There were no changes at March 31, 2014 and September 30, 2013.

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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 March 31, 2014 and September 30, 2013:

	March 31, 2014			
	Total	Level 1	Level 2	Level 3
	(In thousands)			
Other real estate owned	$ 810	$ -	$ -	$ 810
Impaired loans	580		-	580
Mortgage servicing rights	368	-	368	-
Total	$ 1,758	$ -	$ 368	$ 1,390

	March 31, 2014			
	Fair Value at March 31, 2014	Valuation Technique	Unobservable Input	Range/(Weighted Average)
	(Dollars in thousands)			
Other real estate owned	$ 810	Appraisal of collateral(1)	Collateral discounts(2)	0-6%/(6%)
Impaired loans(3)	580	Appraisal of collateral(1)	Collateral discounts(2)	1-73%/(15%)
Total	$ 1,390			

(1) Fair value is generally determined through independent appraisals of the underlying collateral primarily using comparable sales.
(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.
(3) Includes assets directly charged-down to fair value during the year-to-date period.

	September 30, 2013			
	Total	Level 1	Level 2	Level 3
	(In thousands)			
Loans held for sale	$10,367	$10,367	$-	$-
Other real estate owned	2,341			2,341
Impaired loans	1,047			1,047
Mortgage servicing rights	337	-	337	-
Total	$14,092	$10,367	$337	$3,388

September 30, 2013

	Fair Value at September 30, 2013		Valuation Technique	Unobservable Input	Range/(Weighted Average)
			(Dollars in thousands)		
Other real estate owned	$	2,341	Appraisal of collateral(1)	Collateral discounts(2)	14-84%/(39%)%
Impaired loans(3)		1,047	Appraisal of collateral(1)	Collateral discounts(2)	1-73%/(28%)
Total	$	3,388			

(1) Fair value is generally determined through independent appraisals of the underlying collateral primarily using comparable sales.
(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.
(3) Includes assets directly charged-down to fair value during the year-to-date period.

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Notes to Consolidated Financial Statements (Unaudited)

Note 8 - Fair Value Measurements (Continued)

The following table shows quantitative information regarding significant techniques and inputs used at March 31, 2014 for assets measured using observable inputs (Level 2):

	Fair Value at March 31, 2014 (In thousands)	Valuation Technique	Observable Input	Method or Value as of March 31, 2014	
Servicing rights	$368	Discounted rate	Discount rate	11.00-12.00%	Rate used through modeling period
			Loan prepayment speeds	14.03%	Weighted-average CPR
			Servicing fees	0.25%	Of loan balance
			Servicing costs	6.25%	Monthly servicing cost per account
				$300-$400	Additional monthly servicing cost per loan on loans more than 30 days delinquent

The following table shows quantitative information regarding significant techniques and inputs used at September 30, 2013 for assets measured using observable inputs (Level 2):

	Fair Value at September 30, 2013 (In thousands)	Valuation Technique	Observable Input	Method or Value as of September 30, 2013	
Servicing rights	$337	Discounted rate	Discount rate	11.00-12.00%	Rate used through modeling period
			Loan prepayment speeds	15.58%	Weighted-average CPR
			Servicing fees	0.25%	Of loan balance
			Servicing costs	6.25%	

		Monthly servicing cost per account
	$150	Additional monthly servicing cost per loan on loans more than 30 days delinquent

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.

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Notes to Consolidated Financial Statements (Unaudited)

Note 8 - Fair Value Measurements (Continued)

The fair value estimates presented herein are based on pertinent information available to management as of March 31, 2014 and September 30, 2013. 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 March 31, 2014 and September 30, 2013 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 or Level 3 securities as of March 31, 2014 or September 30, 2013.

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 loans is estimated by discounting contractual cash flows using discount rates based on current industry pricing, adjusted for prepayment and credit loss estimates.

Loans Held-For-Sale—The fair values of mortgage loans originated and intended for sale in the secondary market are based on current quoted market prices. There were no loans held for sale at March 31, 2014. The loans held for sale at September 30, 2013 were sold in a bulk transaction to one purchaser in October 2013, they were not sold in the secondary market for residential mortgage loans.

Impaired Loans—Impaired loans are valued utilizing independent appraisals that rely upon quoted market prices for similar assets in active markets. These appraisals include adjustments to comparable assets based on the appraisers' market knowledge and experience. The appraisals are adjusted downward by management, as necessary, for changes in relevant valuation factors subsequent to the appraisal date and are considered level 3 inputs.

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.

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Notes to Consolidated Financial Statements (Unaudited)

Note 8 - Fair Value Measurements (Continued)

Other Real Estate Owned—Assets acquired through foreclosure or deed in lieu of foreclosure are recorded at estimated fair value less estimated selling costs when acquired, thus establishing a new cost basis. Fair value is generally based on independent appraisals. These appraisals include adjustments to comparable assets based on the appraisers' market knowledge and experience, and are considered level 3 inputs. When an asset is acquired, the excess of the loan balance over fair value, less estimated selling costs, is charged to the allowance for loan losses. If the estimated fair value of the asset declines, a write-down is recorded through expense. The valuation of foreclosed assets is subjective in nature and may be adjusted in the future because of, among other factors, changes in the economic conditions.

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 March 31, 2014 and September 30, 2013 are presented below:

	March 31, 2014				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
			(In thousands)		
Financial assets:					
Cash and Cash Equivalents	$14,245	$14,245	$14,245	$-	$-
Investment securities available for sale	122,208	122,208	-	122,208	-
Loans receivable, net	409,059	410,963	-	-	410,963
Accrued interest receivable	1,380	1,380	-	1,380	-
Restricted stock	3,376	3,376	-	3,376	-
Mortgage servicing rights	288	368	-	368	-
Financial liabilities:					
Savings accounts	44,601	44,601	-	44,601	-
Checking and NOW accounts	114,366	114,366	-	114,366	-
Money market accounts	63,542	63,542	-	63,542	-
Certificates of deposit	236,214	241,310	-	241,310	-
FHLB line of credit	2,000	2,000	-	2,000	-
FHLB advances	43,000	45,476	-	45,476	-
Accrued interest payable	128	128	-	128	-

	September 30, 2013				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
			(In thousands)		
Financial assets:					
Cash and cash equivalents	$23,687	$23,687	$23,687	$-	$-
Investment securities available for sale	124,667	124,667	-	124,667	-
Loans receivable, net	401,857	405,802	-	-	405,802
Loans held for sale	10,367	10,367	10,367	-	-
Accrued interest receivable	1,404	1,404	-	1,404	-
Restricted stock	3,038	3,038	-	3,038	-
Mortgage servicing rights	271	337	-	337	-
Financial liabilities:					
Savings accounts	42,932	42,932	-	42,932	-
Checking and NOW accounts	112,338				