ESSA Bancorp, Inc.
Form 10-Q
May 10, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2013

OR

¨ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from _________ to _________

Commission File No. 001-33384

ESSA Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania	**20-8023072**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
200 Palmer Street, Stroudsburg, Pennsylvania	**18360**
(Address of Principal Executive Offices)	**(Zip Code)**

(570) 421-0531

(Registrant s telephone number)

N/A

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

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

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

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

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

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

As of May 6, 2013 there were 12,532,140 shares of the Registrant s common stock, par value $0.01 per share, outstanding.

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Part I. Financial Information

Item 1. Financial Statements

ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET

(UNAUDITED)

	March 31, 2013	September 30, 2012
	(dollars in thousands)	
Cash and due from banks	$ 11,006	$ 11,034
Interest-bearing deposits with other institutions	12,954	4,516
Total cash and cash equivalents	23,960	15,550
Certificates of deposit	1,766	1,266
Investment securities available for sale, at fair value	314,961	329,585
Loans receivable, held for sale		346
Loans receivable (net of allowance for loan losses of $7,671 and $7,302)	938,782	950,009
Regulatory stock, at cost	16,262	21,914
Premises and equipment, net	16,017	16,170
Bank-owned life insurance	28,323	27,848
Foreclosed real estate	1,699	2,998
Intangible assets, net	2,957	3,457
Goodwill	8,541	8,541
Deferred income taxes	11,413	11,336
Other assets	21,195	29,766
TOTAL ASSETS	$ 1,385,876	$ 1,418,786
LIABILITIES		
Deposits	$ 1,004,032	$ 995,634
Short-term borrowings	33,038	43,281
Other borrowings	158,060	191,460
Advances by borrowers for taxes and insurance	9,425	3,432
Other liabilities	9,564	9,568
TOTAL LIABILITIES	1,214,119	1,243,375
STOCKHOLDERS EQUITY		
Preferred Stock ($.01 par value; 10,000,000 shares authorized, none issued)		
Common stock ($.01 par value; 40,000,000 shares authorized, 18,133,095 issued; 12,589,699 and 13,229,908 outstanding at March 31, 2013 and September 30, 2012)	181	181
Additional paid in capital	182,288	181,220
Unallocated common stock held by the Employee Stock Ownership Plan (ESOP)	(10,759)	(10,985)
Retained earnings	68,918	65,181
Treasury stock, at cost; 5,543,396 and 4,903,187 shares outstanding at March 31, 2013 and September 30, 2012, respectively	(69,034)	(61,944)
Accumulated other comprehensive income	163	1,758

TOTAL STOCKHOLDERS EQUITY	171,757	175,411
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 1,385,876	$ 1,418,786

See accompanying notes to the unaudited consolidated financial statements.

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ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF INCOME

(UNAUDITED)

	For the Three Months Ended March 31,		For the Six Months Ended March 31,	
	2013	2012	2013	2012
	(dollars in thousands, except per share data)			
INTEREST INCOME				
Loans receivable, including fees	$ 11,041	$ 9,145	$ 23,278	$ 18,486
Investment securities:				
Taxable	1,558	1,628	3,188	3,266
Exempt from federal income tax	73	55	127	103
Other investment income	18	6	47	8
Total interest income	12,690	10,834	26,640	21,863
INTEREST EXPENSE				
Deposits	1,848	1,836	3,819	3,747
Short-term borrowings	46	6	82	11
Other borrowings	912	2,221	2,136	4,626
Total interest expense	2,806	4,063	6,037	8,384
NET INTEREST INCOME	9,884	6,771	20,603	13,479
Provision for loan losses	850	650	1,850	1,150
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	9,034	6,121	18,753	12,329
NONINTEREST INCOME				
Service fees on deposit accounts	711	661	1,518	1,388
Services charges and fees on loans	268	200	497	384
Trust and investment fees	196	207	411	422
Gain on sale of investments, net	708	147	738	147
Gain on sale of loans, net	81	8	415	8
Earnings on bank-owned life insurance	248	196	474	394
Insurance commissions	232	195	407	386
Other	14	9	24	18
Total noninterest income	2,458	1,623	4,484	3,147
NONINTEREST EXPENSE				
Compensation and employee benefits	5,068	3,980	9,624	7,916
Occupancy and equipment	1,030	776	1,979	1,532
Professional fees	592	403	904	744
Data processing	805	507	1,468	989

Advertising	145	67	255	153
Federal Deposit Insurance Corporation (FDIC) premiums	293	167	478	329
Loss (Gain) on foreclosed real estate	(172)	40	(398)	107
Merger related costs		227		376
Amortization of intangible assets	249	81	499	162
Other	780	626	1,486	1,228
Total noninterest expense	8,790	6,874	16,295	13,536
Income before income taxes	2,702	870	6,942	1,940
Income taxes	662	211	2,023	395
NET INCOME	$ 2,040	$ 659	$ 4,919	$ 1,545
Earnings per share				
Basic	$ 0.17	$ 0.06	$ 0.41	$ 0.14
Diluted	$ 0.17	$ 0.06	$ 0.41	$ 0.14
Dividends per share	$ 0.05	$ 0.05	$ 0.10	$ 0.10

See accompanying notes to the unaudited consolidated financial statements.

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ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(UNAUDITED)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2013	2012	2013	2012
	(dollars in thousands)			
Net income	$ 2,040	$ 659	$ 4,919	$ 1,545
Other comprehensive loss:				
Investment securities available for sale:				
Unrealized holding loss	(946)	(336)	(1,877)	(2,207)
Tax effect	321	115	638	751
Reclassification of gains recognized in net income	(708)	(147)	(738)	(147)
Tax effect	241	50	251	50
Net of tax amount	(1,092)	(318)	(1,726)	(1,553)
Pension plan adjustment:				
Related to actuarial losses and prior service cost	99	118	196	237
Tax effect	(32)	(40)	(65)	(81)
Net of tax amount	67	78	131	156
Total other comprehensive loss	(1,025)	(240)	(1,595)	(1,397)
Comprehensive income	$ 1,015	$ 419	$ 3,324	$ 148

See accompanying notes to the unaudited consolidated financial statements.

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ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

(UNAUDITED)

	Common Stock							
	Number of Shares	Amount	Additional Paid In Capital	Unallocated Common Stock Held by the ESOP	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
				(dollars in thousands)				
Balance, September 30, 2012	13,229,908	$ 181	$ 181,220	$ (10,985)	$ 65,181	$ (61,944)	$ 1,758	$ 175,411
Net income					4,919			4,919
Other comprehensive loss:								
Unrealized loss on securities available for sale, net of income tax benefit of $327							(1,726)	(1,726)
Change in unrecognized pension cost, net of income taxes of $33							131	131
Cash dividends declared ($.05 per share)					(1,182)			(1,182)
Stock based compensation			1,055					1,055
Allocation of ESOP stock			13	226				239
Treasury shares purchased	(640,209)					(7,090)		(7,090)
Balance, March 31, 2013	12,589,699	$ 181	$ 182,288	$ (10,759)	$ 68,918	$ (69,034)	$ 163	$ 171,757

See accompanying notes to the unaudited consolidated financial statements.

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ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

	For the Six Months Ended March 31, 2013	2012
	(dollars in thousands)	
OPERATING ACTIVITIES		
Net income	$ 4,919	$ 1,545
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,850	1,150
Provision for depreciation and amortization.	569	483
Amortization and accretion of discounts and premiums, net	891	812
Net gain on sale of investment securities	(738)	(147)
Gain on sale of loans, net	(415)	(8)
Origination of mortgage loans sold	(18,821)	(1,247)
Proceeds from sale of mortgage loans originated for sale	19,582	1,255
Compensation expense on ESOP	239	234
Stock based compensation	1,055	1,065
Decrease in accrued interest receivable	257	277
Decrease in accrued interest payable	(281)	(79)
Earnings on bank-owned life insurance	(474)	(394)
Deferred federal income taxes	745	392
Decrease in prepaid FDIC premiums	449	298
Increase in accrued pension liability	408	
(Gain) loss on foreclosed real estate, net	(398)	107
Amortization of identifiable intangible assets	499	162
Other, net	2,084	629
Net cash provided by operating activities	12,420	6,534
INVESTING ACTIVITIES		
Purchase of certificates of deposit	(500)	
Investment securities available for sale:		
Proceeds from sale of investment securities	39,189	8,072
Proceeds from principal repayments and maturities	65,070	39,421
Purchases	(92,372)	(82,676)
Increase (decrease) in loans receivable, net	8,689	(4,712)
Redemption of FHLB stock	5,652	1,646
Investment in limited partnership	(110)	(2,619)
Proceeds from sale of foreclosed real estate	2,393	879
Capital improvements to foreclosed real estate	(39)	
Purchase of premises, equipment, and software	(481)	(352)
Net cash provided by (used for) investing activities	27,491	(40,341)
FINANCING ACTIVITIES		
Increase in deposits, net	14,395	37,946
Net increase (decrease) in short-term borrowings	(10,243)	6,000
Proceeds from other borrowings	16,800	1,250

Repayment of other borrowings	(50,200)	(32,750)
Increase in advances by borrowers for taxes and insurance	5,993	3,828
Purchase of treasury stock shares.	(7,064)	
Dividends on common stock	(1,182)	(1,096)
Net cash (used for) provided by financing activities	(31,501)	15,178
Increase (decrease) in cash and cash equivalents	8,410	(18,629)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	15,550	41,694
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 23,960	$ 23,065
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Cash Paid:		
Interest	$ 6,317	$ 8,463
Income taxes	655	200
Noncash items:		
Transfers from loans to foreclosed real estate	$ 657	$ 513
Treasury stock payable	26	

See accompanying notes to the unaudited consolidated financial statements.

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ESSA BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(unaudited)

1. Nature of Operations and Basis of Presentation

The consolidated financial statements include the accounts of ESSA Bancorp, Inc. (the Company), and its wholly owned subsidiary, ESSA Bank & Trust (the Bank), and the Bank s wholly owned subsidiaries, ESSACOR, Inc.; Pocono Investments Company; ESSA Advisory Services, LLC; Integrated Financial Corporation; Integrated Delaware, Inc. and Integrated Abstract Incorporated, a wholly owned subsidiary of Integrated Financial Corporation. The primary purpose of the Company is to act as a holding company for the Bank. The Company is subject to regulation and supervision as a savings and loan holding company by the Federal Reserve Board. The Bank is a Pennsylvania-chartered savings association located in Stroudsburg, Pennsylvania. The Bank s primary business consists of the taking of deposits and granting of loans to customers generally in Monroe, Northampton and Lehigh counties, Pennsylvania. The Bank is subject to regulation and supervision by the Pennsylvania Banking Department and the Federal Deposit Insurance Corporation. The investment in subsidiary on the parent company s financial statements is carried at the parent company s equity in the underlying net assets.

ESSACOR, Inc. is a Pennsylvania corporation that has been used to purchase properties at tax sales that represent collateral for delinquent loans of the Bank. Pocono Investment Company is a Delaware corporation formed as an investment company subsidiary to hold and manage certain investments, including certain intellectual property. ESSA Advisory Services, LLC is a Pennsylvania limited liability company owned 100 percent by ESSA Bank & Trust. ESSA Advisory Services, LLC is a full-service insurance benefits consulting company offering group services such as health insurance, life insurance, short-term and long-term disability, dental, vision, and 401(k) retirement planning as well as individual health products. Integrated Financial Corporation is a Pennsylvania Corporation that provided investment advisory services to the general public as a former subsidiary of First Star Bank. The Company acquired First Star Bank in a transaction that closed on July 31, 2012. Integrated Financial Corporation is currently inactive. Integrated Delaware, Inc. is a Delaware Investment Corporation and was previously owned by First Star Bank. Integrated Abstract Incorporated is a Pennsylvania Corporation that provides title insurance services. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited consolidated financial statements reflect all adjustments, which in the opinion of management, are necessary for a fair presentation of the results of the interim periods and are of a normal and recurring nature. Operating results for the six month periods ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending September 30, 2013.

2. Earnings per Share

The following table sets forth the composition of the weighted-average common shares (denominator) used in the basic and diluted earnings per share computation for the six month period ended March 31, 2013 and 2012.

	Three Months ended		Six Months ended	
	March 31, 2013	**March 31, 2012**	**March 31, 2013**	**March 31, 2012**
Weighted-average common shares outstanding	18,133,094	16,980,900	18,133,094	16,980,900
Average treasury stock shares	(5,261,181)	(4,871,278)	(5,081,861)	(4,871,278)
Average unearned ESOP shares	(1,069,387)	(1,114,661)	(1,075,107)	(1,120,351)
Average unearned non-vested shares	(38,945)	(154,357)	(43,587)	(160,244)
Weighted average common shares and common stock equivalents used to calculate basic earnings per share	11,763,581	10,840,604	11,932,539	10,829,027
Additional common stock equivalents (non-vested stock) used to calculate diluted earnings per share				

Additional common stock equivalents (stock options) used to calculate diluted earnings per share				
Weighted average common shares and common stock equivalents used to calculate diluted earnings per share	11,763,581	10,840,604	11,932,539	10,829,027

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At March 31, 2013 and 2012 there were options to purchase 1,458,379 shares of common stock outstanding at a price of $12.35 per share that were not included in the computation of diluted EPS because to do so would have been anti-dilutive. At March 31, 2013 and 2012 there were 19,110 and 134,322 shares, respectively, of nonvested stock outstanding at a price of $12.35 per share that were not included in the computation of diluted EPS because to do so would have been anti-dilutive.

3. Use of Estimates in the Preparation of Financial Statements

The accounting principles followed by the Company and its subsidiaries and the methods of applying these principles conform to U.S. generally accepted accounting principles (GAAP) and to general practice within the banking industry. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the Consolidated Balance Sheet date and related revenues and expenses for the period. Actual results could differ significantly from those estimates.

4. Recent Accounting Pronouncements:

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this Update affect all entities that have financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement. The requirements amend the disclosure requirements on offsetting in Section 210-20-50. This information will enable users of an entity s financial statements to evaluate the effect or potential effect of netting arrangements on an entity s financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this Update. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. This ASU is not expected to have a significant impact on the Company s financial statements.

In October, 2012, the FASB issued ASU 2012-06, *Business Combinations (Topic 805) - Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution*. ASU 2012-06 requires that when a reporting entity recognizes an indemnification asset (in accordance with Subtopic 805-20) as a result of a government assisted acquisition of a financial institution and subsequently a change in the cash flows expected to be collected on the indemnification asset occurs (as a result of a change in cash flows expected to be collected on the assets subject to indemnification), the reporting entity should subsequently account for the change in the measurement of the indemnification asset on the same basis as the change in the assets subject to indemnification. Any amortization of changes in value should be limited to the contractual term of the indemnification agreement (that is, the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets). ASU 2012-06 is effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2012. Early adoption is permitted. The amendments should be applied prospectively to any new indemnification assets acquired after the date of adoption and to indemnification assets existing as of the date of adoption arising from a government-assisted acquisition of a financial institution. This ASU is not expected to have a significant impact on the Company s financial statements.

In January 2013, the FASB issued ASU 2013-01*, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. The amendments clarify that the scope of Update 2011-11 applies to derivatives accounted for in accordance with Topic 815, *Derivatives and Hedging*, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. An entity is required to apply the amendments for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods presented. The effective date is the same as the effective date of Update 2011-11. This ASU is not expected to have a significant impact on the Company s financial statements.

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In February 2013, the FASB issued ASU 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. The amendments in this Update require an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. generally accepted accounting principles (GAAP) to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. For nonpublic entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2013. Early adoption is permitted. The Company has provided the necessary disclosures in Note 12.

In February 2013, the FASB issued ASU 2013-04, *Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date*. The objective of the amendments in this Update is to provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. generally accepted accounting principles (GAAP). Examples of obligations within the scope of this Update include debt arrangements, other contractual obligations, and settled litigation and judicial rulings. U.S. GAAP does not include specific guidance on accounting for such obligations with joint and several liability, which has resulted in diversity in practice. Some entities record the entire amount under the joint and several liability arrangement on the basis of the concept of a liability and the guidance that must be met to extinguish a liability. Other entities record less than the total amount of the obligation, such as an amount allocated, an amount corresponding to the proceeds received, or the portion of the amount the entity agreed to pay among its co-obligors, on the basis of the guidance for contingent liabilities. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. This ASU is not expected to have a significant impact on the Company s financial statements.

5. Investment Securities

The amortized cost and fair value of investment securities available for sale are summarized as follows (in thousands):

	March 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for Sale				
Fannie Mae	$ 112,229	$ 2,787	$ (213)	$ 114,803
Freddie Mac	49,614	1,325	(87)	50,852
Governmental National Mortgage Association	46,107	726	(39)	46,794
Other mortgage-backed securities	3,490		(2)	3,488
Total mortgage-backed securities	211,440	4,838	(341)	215,937
Obligations of states and political subdivisions	23,791	1,160	(115)	24,836
U.S. government agency securities	53,229	423	(12)	53,640
Corporate obligations	11,143	223	(2)	11,364
Trust-preferred securities	4,897	608		5,505
Other debt securities	1,477	45		1,522
Total debt securities	305,977	7,297	(470)	312,804
Equity securities - financial services	2,191	14	(48)	2,157
Total	$ 308,168	$ 7,311	$ (518)	$ 314,961

	September 30, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for Sale				
Fannie Mae	$ 111,145	$ 4,652	$ (3)	$ 115,794
Freddie Mac	48,913	1,952	(11)	50,854
Governmental National Mortgage Association	43,164	803	(16)	43,951
Other mortgage-backed securities	5,043	162		5,205
Total mortgage-backed securities	208,265	7,569	(30)	215,804
Obligations of states and political subdivisions	18,611	906		19,517
U.S. government agency securities	74,106	379	(1)	74,484
Corporate obligations	8,602	146	(91)	8,657
Trust-preferred securities	5,852	382	(1)	6,233
Other debt securities	1,476	36		1,512
Total debt securities	316,912	9,418	(123)	326,207
Equity securities - financial services	3,267	111		3,378
Total	$ 320,179	$ 9,529	$ (123)	$ 329,585

The amortized cost and fair value of debt securities at March 31, 2013, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands):

	Available For Sale	
	Amortized Cost	Fair Value
Due in one year or less	$ 2,951	$ 2,985
Due after one year through five years	36,987	37,523
Due after five years through ten years	56,267	57,553
Due after ten years	209,772	214,743
Total	$ 305,977	$ 312,804

For the three months ended March 31, 2013, the Company realized gross gains of $725,000 and gross losses of $17,000 and proceeds from the sale of investment securities of $38.1 million. For the six months ended March 31, 2013, the Company realized gross gains of $756,000 and gross losses of $18,000 and proceeds from the sale of investment securities of $39.2 million. For the three and six months ended March 31, 2012, the Company realized gross gains of $147,000 and proceeds from the sale of investment securities of $8.1 million.

6. Unrealized Losses on Securities

The following table shows the Company s gross unrealized losses and fair value, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position (in thousands):

	March 31, 2013						
		Less than Twelve Months		Twelve Months or Greater		Total	
	Number of Securities	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Fannie Mae	14	$ 25,365	$ (210)	$ 1,233	$ (3)	$ 26,598	$ (213)

Freddie Mac	5	9,391	(87)			9,391	(87)
Governmental National Mortgage Association	4	8,148	(39)			8,148	(39)
Other mortgage-backed securities	2	2,501	(2)			2,501	(2)
Obligations of states and political subdivisions	4	5,228	(115)			5,228	(115)
U.S. government agency securities	3	7,972	(12)			7,972	(12)
Corporate obligations	2	1,687	(2)			1,687	(2)
Equity securities-financial services	1	2,012	(48)			2,012	(48)
Total	35	$ 62,304	$ (515)	$ 1,233	$ (3)	$ 63,537	$ (518)

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		September 30, 2012					
		Less than Twelve Months		Twelve Months or Greater		Total	
	Number of Securities	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Fannie Mae	3	$ 4,083	$ (3)	$	$	$ 4,083	$ (3)
Freddie Mac	1	2,002	(11)			2,002	(11)
Governmental National Mortgage Association	5	6,090	(16)			6,090	(16)
U.S. government agency securities	1	999	(1)			999	(1)
Corporate obligations	5	1,059	(25)	1,434	(66)	2,493	(91)
Trust-preferred securities	1	998	(1)			998	(1)
Total	16	$ 15,231	$ (57)	$ 1,434	$ (66)	$ 16,665	$ (123)

The Company s investment securities portfolio contains unrealized losses on securities, including mortgage-related instruments issued or backed by the full faith and credit of the United States government, or generally viewed as having the implied guarantee of the U.S. government, debt obligations of a U.S. state or political subdivision and corporate debt obligations.

The Company reviews its position quarterly and has determined that, at March 31, 2013, the declines outlined in the above table represent temporary declines and the Company would not be required to sell the security before its anticipated recovery in market value.

The Company has concluded that any impairment of its investment securities portfolio is not other than temporary but is the result of interest rate changes that are not expected to result in the non-collection of principal and interest during the period.

7. Loans Receivable, Net and Allowance for Loan Losses

Loans receivable consist of the following (in thousands):

	March 31, 2013	September 30, 2012
Held for investment:		
Real Estate Loans:		
Residential	$ 684,876	$ 696,350
Construction	3,401	3,805
Commercial	166,183	160,192
Commercial	10,905	12,818
Obligations of states and political subdivisions	34,062	33,736
Home equity loans and lines of credit	44,740	47,925
Other	2,286	2,485
	946,453	957,311
Less allowance for loan losses	7,671	7,302
Net loans	$ 938,782	$ 950,009
Held for sale:		
Real Estate Loans:		
Residential		346

	Real Estate Loans					Home Equity and		
	Residential	Construction (dollars in thousands)	Commercial	Commercial Loans	Obligations of States and Political Subdivisions	Lines of Credit	Other Loans	Total
March 31, 2013								
Total Loans	$ 684,876	$ 3,401	$ 166,183	$ 10,905	$ 34,062	$ 44,740	$ 2,286	$ 946,453
Individually evaluated for impairment	13,948		18,720	273		254		33,195
Loans acquired with deteriorated credit quality	319		6,280	566		16		7,181
Collectively evaluated for impairment	670,609	3,401	141,183	10,066	34,062	44,470	2,286	906,077

	Real Estate Loans					Home Equity and		
	Residential	Construction (dollars in thousands)	Commercial	Commercial Loans	Obligations of States and Political Subdivisions	Lines of Credit	Other Loans	Total
September 30, 2012								
Total Loans	$ 696,350	$ 3,805	$ 160,192	$ 12,818	$ 33,736	$ 47,925	$ 2,485	$ 957,311
Individually evaluated for impairment	7,942		17,415	423		191		25,971
Loans acquired with deteriorated credit quality	271		6,159	1,007		44	19	7,500
Collectively evaluated for impairment	688,137	3,805	136,618	11,388	33,736	47,690	2,466	923,840

We maintain a loan review system that allows for a periodic review of our loan portfolio and the early identification of potential impaired loans. Such system takes into consideration, among other things, delinquency status, size of loans, type and market value of collateral and financial condition of the borrowers. Specific loan loss allowances are established for identified losses based on a review of such information. A loan evaluated for impairment is considered to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. All loans identified as impaired are evaluated independently. We do not aggregate such loans for evaluation purposes. Impairment is measured on a loan-by-loan basis for commercial and construction loans by the present value of expected future cash flows discounted at the loan s effective interest rate, the loan s obtainable market price, or the fair value of the collateral if the loan is collateral-dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential mortgage loans for impairment disclosures, unless such loans are part of a larger relationship that is impaired, or are classified as a troubled debt restructuring.

A loan is considered to be a troubled debt restructuring (TDR) loan when the Company grants a concession to the borrower because of the borrower s financial condition that it would not otherwise consider. Such concessions include the reduction of interest rates, forgiveness of principal or interest, or other modifications of interest rates that are less than the current market rate for new obligations with similar risk. TDR loans that are in compliance with their modified terms and that yield a market rate may be removed from the TDR status after a period of performance.

The following table includes the recorded investment and unpaid principal balances for impaired loans with the associated allowance amount, if applicable. Also presented are the average recorded investments in the impaired loans and the related amount of interest recognized during the time within the period that the impaired loans were impaired.

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	Recorded Investment	Unpaid Principal Balance	Associated Allowance	Average Recorded Investment	Interest Income Recognized
March 31, 2013					
With no specific allowance recorded:					
Real Estate Loans					
Residential	$ 11,218	$ 11,215	$	$ 8,185	$ 75
Construction					
Commercial	24,104	24,145		23,089	302
Commercial	798	797		1,069	4
Obligations of states and political subdivisions					
Home equity loans and lines of credit	261	261		248	1
Other				19	
Total	36,381	36,418		32,610	382
With an allowance recorded:					
Real Estate Loans					
Residential	3,049	3,051	706	2,944	46
Construction					
Commercial	896	898	234	913	1
Commercial	41	41	9	42	
Obligations of states and political subdivisions					
Home equity loans and lines of credit	9	9	8	9	
Other					
Total	3,995	3,999	957	3,908	47
Total:					
Real Estate Loans					
Residential	14,267	14,266	706	11,129	121
Construction					
Commercial	25,000	25,043	234	24,002	303
Commercial	839	838	9	1,111	4
Obligations of states and political subdivisions					
Home equity loans and lines of credit	270	270	8	257	1
Other				19	
Total Impaired Loans	$ 40,376	$ 40,417	$ 957	$ 36,518	$ 429

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September 30, 2012	Recorded Investment	Unpaid Principal Balance	Associated Allowance	Average Recorded Investment	Interest Income Recognized
With no specific allowance recorded:					
Real Estate Loans					
Residential	$ 5,182	$ 5,177	$	$ 4,687	$ 82
Construction					
Commercial	22,290	22,341		13,584	457
Commercial	1,386	1,385		581	28
Obligations of states and political subdivisions					
Home equity loans and lines of credit	226	226		238	
Other	19	19		25	
Total	29,103	29,148		19,115	567
With an allowance recorded:					
Real Estate Loans					
Residential	3,031	3,030	661	1,892	68
Construction					
Commercial	1,284	1,286	270	1,326	13
Commercial	44	44	12	47	
Obligations of states and political subdivisions					
Home equity loans and lines of credit	9	9	9	13	1
Other					
Total	4,368	4,369	952	3,278	82
Total:					
Real Estate Loans					
Residential	8,213	8,207	661	6,579	150
Construction					
Commercial	23,574	23,627	270	14,910	470
Commercial	1,430	1,429	12	628	28
Obligations of states and political subdivisions					
Home equity loans and lines of credit	235	235	9	251	1
Other	19	19		25	
Total Impaired Loans	$ 33,471	$ 33,517	$ 952	$ 22,393	$ 649

Management uses a ten point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as Pass rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a Substandard classification. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. The portion of any loan that represents a specific allocation of the allowance for loan losses is placed in the Doubtful category. Any portion of a loan that has been charged off is placed in the Loss category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank s Commercial Loan Officers are responsible for the timely and accurate risk rating of the loans in their portfolios at origination and on an ongoing basis. The Bank s Commercial Loan Officers perform an annual review of all commercial relationships $250,000 or greater. Confirmation of the appropriate risk grade is included in the review on an ongoing basis. The Bank engages an external consultant to conduct loan reviews on at least a semi-annual basis. Generally, the external consultant reviews commercial relationships greater than $500,000 and/or all criticized relationships. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate consideration in the determination of the allowance.

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The following tables present the classes of the loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention, Substandard and Doubtful within the internal risk rating system as of March 31, 2013 and September 30, 2012 (in thousands):

	Pass	Special Mention	Substandard	Doubtful	Total
March 31, 2013					
Commercial real estate loans	$ 138,062	$ 4,190	$ 23,931	$	$ 166,183
Commercial	10,151	481	273		10,905
Obligations of states and political subdivisions	34,062				34,062
Total	$ 182,275	$ 4,671	$ 24,204	$	$ 211,150

	Pass	Special Mention	Substandard	Doubtful	Total
September 30, 2012					
Commercial real estate loans	$ 132,841	$ 5,502	$ 21,849	$	$ 160,192
Commercial	12,035	360	423		12,818
Obligations of states and political subdivisions	33,736				33,736
Total	$ 178,612	$ 5,862	$ 22,272	$	$ 206,746

All other loans are underwritten and structured using standardized criteria and characteristics, primarily payment performance, and are normally risk rated and monitored collectively on a monthly basis. These are typically loans to individuals in the consumer categories and are delineated as either performing or non-performing. The following tables present the risk ratings in the consumer categories of performing and non-performing loans at March 31, 2013 and September 30, 2012 (in thousands):

	Performing	Non-performing	Total
March 31, 2013			
Real estate loans:			
Residential	$ 671,931	$ 12,945	$ 684,876
Construction	3,401		3,401
Home Equity loans and lines of credit	44,444	296	44,740
Other	2,271	15	2,286
Total	$ 722,047	$ 13,256	$ 735,303

	Performing	Non-performing	Total
September 30, 2012			
Real estate loans:			
Residential	$ 685,814	$ 10,536	$ 696,350
Construction	3,805		3,805
Home Equity loans and lines of credit	47,552	373	47,925
Other	2,466	19	2,485
Total	$ 739,637	$ 10,928	$ 750,565

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Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following tables present the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of March 31, 2013 and September 30, 2012 (in thousands):

	Current	31-60 Days Past Due	61-90 Days Past Due	Greater than 90 Days Past Due and still accruing	Non-Accrual	Total Past Due and Non-Accrual	Total Loans
March 31, 2013							
Real estate loans							
Residential	$ 668,915	$ 2,442	$ 574	$	$ 12,945	$ 15,961	$ 684,876
Construction	3,401						3,401
Commercial	154,040	357			11,786	12,143	166,183
Commercial	9,623				1,282	1,282	10,905
Obligations of states and political subdivisions	34,062						34,062
Home equity loans and lines of credit	43,923	433	88		296	817	44,740
Other	2,271				15	15	2,286
Total	$ 916,235	$ 3,232	$ 662	$	$ 26,324	$ 30,218	$ 946,453

	Current	31-60 Days Past Due	61-90 Days Past Due	Greater than 90 Days Past Due and still accruing	Non-Accrual	Total Past Due and Non-Accrual	Total Loans
September 30, 2012							
Real estate loans							
Residential	$ 680,876	$ 3,664	$ 1,274	$	$ 10,536	$ 15,474	$ 696,350
Construction	3,805						3,805
Commercial	142,277	3,658	3,348		10,909	17,915	160,192
Commercial	10,948				1,870	1,870	12,818
Obligations of states and political subdivisions	33,736						33,736
Home equity loans and lines of credit	46,967	447	138		373	958	47,925
Other	2,452	14			19	33	2,485
Total	$ 921,061	$ 7,783	$ 4,760	$	$ 23,707	$ 36,250	$ 957,311

Our allowance for loan losses is maintained at a level necessary to absorb loan losses that are both probable and reasonably estimable. Management, in determining the allowance for loan losses, considers the losses inherent in its loan portfolio and changes in the nature and volume of loan activities, along with the general economic and real estate market conditions. Our allowance for loan losses consists of two elements: (1) an allocated allowance, which comprises allowances established on specific loans and class allowances based on historical loss experience and current trends, and (2) an allocated allowance based on general economic conditions and other risk factors in our markets and portfolios. We maintain a loan review system, which allows for a periodic review of our loan portfolio and the early identification of potential impaired loans. Such system takes into consideration, among other things, delinquency status, size of loans, type and market value of collateral and financial condition of the borrowers. General loan loss allowances are based upon a combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions, management s judgment and losses which are probable and reasonably estimable. The allowance is increased through provisions charged against current earnings and recoveries of previously charged-off loans. Loans that are determined to be uncollectible are charged against the allowance. While management uses available information to recognize probable and reasonably estimable loan losses, future loss provisions may be necessary, based on changing economic conditions. Payments received on impaired loans generally are either applied against principal or reported as interest income, according to management s judgment as to the collectability of principal. The allowance for loan losses as of March 31, 2013 is maintained at a level that represents management s best estimate of losses inherent in the loan portfolio, and such losses were both probable and reasonably estimable.

In addition, the FDIC and the Pennsylvania Department of Banking, as an integral part of their examination process, have periodically reviewed our allowance for loan losses. The banking regulators may require that we recognize additions to the allowance based on its analysis and review of information available to it at the time of its examination.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

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The following table summarizes the primary segments of the ALL, 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, 2013 (in thousands):

	Real Estate Loans			Commercial Loans	Obligations of States and Political Subdivisions	Home Equity Loans and Lines of Credit	Other Loans	Unallocated	Total
	Residential	Construction	Commercial						
ALL balance at December 31, 2012	$ 5,549	$ 8	$ 784	$ 384	$ 116	$ 377	$ 133	$ 204	$ 7,555
Charge-offs	(598)		(108)			(32)	(6)		(744)
Recoveries	4		1			5			10
Provision	836	20	160	(34)	(10)	146	(108)	(160)	850
ALL balance at March 31, 2013	$ 5,791	$ 28	$ 837	$ 350	$ 106	$ 496	$ 19	$ 44	$ 7,671

	Real Estate Loans			Commercial Loans	Obligations of States and Political Subdivisions	Home Equity Loans and Lines of Credit	Other Loans	Unallocated	Total
	Residential	Construction	Commercial						
ALL balance at September 30, 2012	$ 5,401	$ 29	$ 699	$ 474	$ 127	$ 499	$ 22	$ 51	$ 7,302
Charge-offs	(1,243)		(214)			(67)	(6)		(1,530)
Recoveries	41		2			6			49
Provision	1,592	(1)	350	(124)	(21)	58	3	(7)	1,850
ALL balance at March 31, 2013	$ 5,791	$ 28	$ 837	$ 350	$ 106	$ 496	$ 19	$ 44	$ 7,671

	Real Estate Loans			Commercial Loans	Obligations of States and Political Subdivisions	Home Equity Loans and Lines of Credit	Other Loans	Unallocated	Total
	Residential	Construction	Commercial						
ALL balance at December 31, 2011	$ 5,562	$ 8	$ 1,448	$ 507	$ 74	$ 525	$ 135	$ 134	$ 8,393
Charge-offs	(502)		(345)			(132)	(6)		(985)
Recoveries	33		5				2		40
Provision	526		324	(164)	7	76	4	(123)	650
ALL balance at March 31, 2012	$ 5,619	$ 8	$ 1,432	$ 343	$ 81	$ 469	$ 135	$ 11	$ 8,098

	Real Estate Loans			Commercial Loans	Obligations of States and Political Subdivisions	Home Equity Loans and Lines of Credit	Other Loans	Unallocated	Total
	Residential	Construction	Commercial						
ALL balance at September 30, 2011	$ 5,220	$ 8	$ 1,255	$ 500	$ 74	$ 622	$ 80	$ 411	$ 8,170
Charge-offs	(682)		(345)			(246)	(9)		(1,282)
Recoveries	33		5	20			2		60
Provision	1,048		517	(177)	7	93	62	(400)	1,150

ALL balance at March 31, 2012	$ 5,619	$ 8	$ 1,432	$ 343	$ 81	$ 469	$ 135	$ 11	$ 8,098

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	Real Estate Loans Residential	Construction	Commercial	Commercial Loans	Obligations of States and Political Subdivisions	Home Equity Loans and Lines of Credit	Other Loans	Unallocated	Total
Individually evaluated for impairment	$ 706	$	$ 234	$ 9	$	$ 8	$	$	$ 957
Collectively evaluated for impairment	5,085	28	603	341	106	488	19	44	6,714
ALL balance at March 31, 2013	$ 5,791	$ 28	$ 837	$ 350	$ 106	$ 496	$ 19	$ 44	$ 7,671

	Real Estate Loans Residential	Construction	Commercial	Commercial Loans	Obligations of States and Political Subdivisions	Home Equity Loans and Lines of Credit	Other Loans	Unallocated	Total
Individually evaluated for impairment	$ 661	$	$ 270	$ 12	$	$ 9	$	$	$ 952
Collectively evaluated for impairment	4,740	29	429	462	127	490	22	51	6,350
ALL balance at September 30, 2012	$ 5,401	$ 29	$ 699	$ 474	$ 127	$ 499	$ 22	$ 51	$ 7,302

The allowance for loan losses is based on estimates, and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date. The Company allocated increased provisions to the residential real estate, commercial real estate and other loan segments for the six month period ending March 31, 2013 due to increased charge off activity and impairment evaluations in those segments. Despite the above allocations, the allowance for loan losses is general in nature and is available to absorb losses from any loan segment.

The following is a summary of troubled debt restructuring granted during the three and six months ended March 31, 2013 and 2012 (dollars in thousands).

	For the Three Months Ended March 31, 2013		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Real estate loans:			
Residential	3	$ 471	$ 475
Construction			
Commercial			
Commercial			
Obligations of states and political subdivisions			
Home equity loans and lines of credit			
Other			
Total	3	$ 471	$ 475

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	For the Six Months Ended March 31, 2013				
	Number of Contracts		Pre-Modification Outstanding Recorded Investment		Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings					
Real estate loans:					
Residential	4	$	600	$	604
Construction					
Commercial					
Commercial					
Obligations of states and political subdivisions					
Home equity loans and lines of credit					
Other					
Total	4	$	600	$	604

	For the Three Months Ended March 31, 2012				
	Number of Contracts		Pre-Modification Outstanding Recorded Investment		Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings					
Real estate loans:					
Residential	6	$	965	$	879
Construction					
Commercial	1		147		146
Commercial					
Obligations of states and political subdivisions					
Home equity loans and lines of credit	1		42		42
Other					
Total	8	$	1,154	$	1,067

	For the Six Months Ended March 31, 2012				
	Number of Contracts		Pre-Modification Outstanding Recorded Investment		Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings					
Real estate loans:					
Residential	7	$	1,284	$	1,198
Construction					
Commercial	6		1,761		1,745
Commercial	3		217		212
Obligations of states and political subdivisions					
Home equity loans and lines of credit	1		42		42
Other					
Total	17	$	3,304	$	3,197

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The following is a summary of troubled debt restructurings that have subsequently defaulted within one year of modification.

	For the Twelve Months Ended March 31, 2013	
	Number of Contracts	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings		
Real estate loans:		
Residential	1	$ 77
Construction		
Commercial		
Commercial		
Obligations of states and political subdivisions		
Home equity loans and lines of credit	1	5
Other		
Total	2	$ 82

	For the Twelve Months Ended March 31, 2012	
	Number of Contracts	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings		
Real estate loans:		
Residential	1	$ 88
Construction		
Commercial	2	98
Commercial		
Obligations of states and political subdivisions		
Home equity loans and lines of credit	1	36
Other		
Total	4	$ 222

8. Deposits

Deposits consist of the following major classifications (in thousands):

	March 31, 2013	September 30, 2012
Non-interest bearing demand accounts	$ 56,457	$ 41,767
NOW accounts	92,452	109,923
Money market accounts	137,289	155,666
Savings and club accounts	107,118	102,143
Certificates of deposit	610,716	586,135

Total	$ 1,004,032	$ 995,634

9. Net Periodic Benefit Cost-Defined Benefit Plan

For a detailed disclosure on the Bank s pension and employee benefits plans, please refer to Note 13 of the Company s Consolidated Financial Statements for the year ended September 30, 2012 included in the Company s Form 10-K.

The following table comprises the components of net periodic benefit cost for the periods ended (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2013	2012	2013	2012
Service Cost	$ 175	$ 150	$ 351	$ 299
Interest Cost	179	178	358	356
Expected return on plan assets	(259)	(204)	(517)	(407)
Amortization of prior service cost				
Amortization of unrecognized loss	99	118	196	237
Net periodic benefit cost	$ 194	$ 242	$ 388	$ 485

The Bank contributed $600,000 to its pension plan in March 2013.

10. Equity Incentive Plan

The Company maintains an Equity Incentive Plan (the Plan). The Plan provides for a total of 2,377,326 shares of common stock for issuance upon the grant or exercise of awards. Of the shares available under the Plan, 1,698,090 may be issued in connection with the exercise of stock options and 679,236 may be issued as restricted stock. The Plan allows for the granting of non-qualified stock options (NSOs), incentive stock options (ISOs), and restricted stock. Options are granted at no less than the fair value of the Company s common stock on the date of the grant.

Certain officers, employees and outside directors were granted in aggregate 1,140,469 NSOs; 317,910 ISOs; and 590,320 shares of restricted stock. In accordance with generally accepted accounting principles for *Share-Based Payments,* the Company expenses the fair value of all share-based compensation grants over the requisite service periods.

The Company classifies share-based compensation for employees and outside directors within Compensation and employee benefits in the consolidated statement of income to correspond with the same line item as compensation paid. Additionally, generally accepted accounting principles require the Company to report: (1) the expense associated with the grants as an adjustment to operating cash flows and (2) any benefits of realized tax deductions in excess of previously recognized tax benefits on compensation expense as a financing cash flow.

Stock options vest over a five-year service period and expire ten years after grant date. The Company recognizes compensation expense for the fair values of these awards, which vest on a straight-line basis over the requisite service period of the awards.

Restricted shares vest over a five-year service period. The product of the number of shares granted and the grant date market price of the Company s common stock determines the fair value of restricted shares under the Company s restricted stock plan. The Company recognizes compensation expense for the fair value of restricted shares on a straight-line basis over the requisite service period for the entire award.

For the six months ended March 31, 2013 and 2012, the Company recorded $1.1 million of share-based compensation expense, respectively, comprised of stock option expense of $344,000 and restricted stock expense of $711,000 for the March 31, 2013 period and stock option expense of $344,000 and restricted stock expense of $722,000 for the March 31, 2012 period. Expected future expenses relating to the 288,675 non-vested options outstanding as of March 31, 2013, is $115,000 over the remaining vesting period of 0.17 years. Expected future compensation expense relating to the 115,212 restricted shares at March 31, 2013, is $237,000 over the remaining vesting period of 0.42 years.

The following is a summary of the Company s stock option activity and related information for its option grants for the six month period ended March 31, 2013.

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	Number of Stock Options	Weighted-average Exercise Price	Weighted-average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, September 30, 2012	1,458,379	$ 12.35	5.67	$
Granted				
Exercised				
Forfeited				
Outstanding, March 31, 2013	1,458,379	$ 12.35	5.17	$
Exercisable at March 31, 2013	1,169,704	$ 12.35	5.17	$

The weighted-average grant date fair value of the Company s non-vested options as of March 31, 2013 and 2012 was $2.38.

The following is a summary of the status of the Company s restricted stock as of March 31, 2013, and changes therein during the six month period then ended:

	Number of Restricted Stock	Weighted-average Grant Date Fair Value
Nonvested at September 30, 2012	115,212	$ 12.35
Granted		
Vested		
Forfeited		
Nonvested at March 31, 2013	115,212	$ 12.35

11. Fair Value Measurement

The following disclosures show the hierarchal disclosure framework associated within the level of pricing observations utilized in measuring assets and liabilities at fair value. The definition of fair value maintains the exchange price notion in earlier definitions of fair value but focuses on the exit price of the asset or liability. The exit price is the price that would be received to sell the asset or paid to transfer the liability adjusted for certain inherent risks and restrictions. Expanded disclosures are also required about the use of fair value to measure assets and liabilities.

The following table presents information about the Company s securities, other real estate owned and impaired loans measured at fair value as of March 31, 2013 and September 30, 2012 and indicates the fair value hierarchy of the valuation techniques utilized by the Bank to determine such fair value:

	Fair Value Measurement at March 31, 2013			
Fair Value Measurements Utilized for the Company s Financial Assets (in thousands):	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balances as of March 31, 2013

Securities available-for-sale measured on a recurring basis								
Mortgage backed securities	$		$	215,937	$		$	215,937
Obligations of states and political subdivisions				24,836				24,836
U.S. government agencies				53,640				53,640
Corporate obligations				11,364				11,364
Trust-preferred securities				3,745		1,760		5,505
Other debt securities				1,522				1,522
Equity securities-financial services		2,157						2,157
Total debt and equity securities	$	2,157	$	311,044	$	1,760	$	314,961
Foreclosed real estate owned measured on a non-recurring basis	$		$		$	1,699	$	1,699
Impaired loans measured on a non-recurring basis	$		$		$	39,460	$	39,460

Fair Value Measurement at September 30, 2012

Fair Value Measurements Utilized for the Company s Financial Assets (in thousands):	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balances as of September 30, 2012
Securities available-for-sale measured on a recurring basis				
Mortgage backed securities	$	$ 215,804	$	$ 215,804
Obligations of states and political subdivisions		19,517		19,517
U.S. government agencies		74,484		74,484
Corporate obligations		8,657		8,657
Trust-preferred securities		4,493	1,740	6,233
Other debt securities		1,512		1,512
Equity securities-financial services	3,378			3,378
Total debt and equity securities	$ 3,378	$ 324,467	$ 1,740	$ 329,585
Foreclosed real estate owned measured on a non-recurring basis	$	$	$ 2,998	$ 2,998
Impaired loans measured on a non-recurring basis	$	$	$ 32,519	$ 32,519

The following table presents a summary of changes in the fair value of the Company s Level III investments for the three month and six month periods ended March 31, 2013. The Company had no Level III investments for the three month and six month periods ended March 31, 2012.

	Fair Value Measurement Using Significant Unobservable Inputs (Level III)	
	Three Months Ended March 31, 2013	Six Months Ended March 31, 2013
Beginning balance	$ 1,760	$ 1,740
Purchases, sales, issuances, settlements, net		
Total unrealized gain:		
Included in earnings		
Included in other comprehensive income		20
Transfers in and/or out of Level III		
	$ 1,760	$ 1,760

Each financial asset and liability is identified as having been valued according to a specified level of input, 1, 2 or 3. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Bank has the ability to access at the measurement date. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset, either directly or indirectly. Level 2 inputs include quoted prices for similar assets in active markets, and inputs other than quoted prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset, and include situations where there is little, if any, market activity for the asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset.

The measurement of fair value should be consistent with one of the following valuation techniques: market approach, income approach, and/or cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). For example, valuation techniques consistent with the market approach often use market multiples derived from a set of comparables. Multiples might lie in ranges with a different multiple for each comparable. The selection of where within the range the appropriate multiple falls requires judgment, considering factors specific to the measurement (qualitative and quantitative). Valuation techniques consistent with the market approach include matrix pricing. Matrix pricing is a mathematical technique used principally to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on a security s relationship to other benchmark quoted securities. Most of the securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quoted market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things. Securities reported at fair value utilizing Level 1 inputs are limited to actively traded equity securities whose market price is readily available from the New York Stock Exchange or the NASDAQ exchange. Foreclosed real estate is measured at fair value, less cost to sell at the date of foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value, less cost to sell. Income and expenses from operations and changes in valuation allowance are included in the net expenses from foreclosed real estate. Impaired loans are reported at fair value utilizing level three inputs. For these loans, a review of the collateral is conducted and an appropriate allowance for loan losses is allocated to the loan. At March 31, 2013, 220 impaired loans with a carrying value of $40.4 million were reduced by specific valuation allowance totaling $957,000 resulting in a net fair value of $39.5 million based on Level 3 inputs.

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

	Quantitative Information about Level 3 Fair Value Measurements			
(unaudited, in thousands)	**Fair Value Estimate**	**Valuation Techniques**	**Unobservable Input**	**Range**
March 31, 2013:				
Impaired loans	39,419	Appraisal of collateral (1)	Appraisal adjustments (2)	0% to 30%
Foreclosed real estate owned	1,699	Appraisal of collateral (1), (3)	Appraisal adjustments (2)	0% to 30%

	Quantitative Information about Level 3 Fair Value Measurements			
(unaudited, in thousands)	**Fair Value Estimate**	**Valuation Techniques**	**Unobservable Input**	**Range**
September 30, 2012:				
Impaired loans	32,519	Appraisal of collateral (1)	Appraisal adjustments (2)	0% to 30%
Foreclosed real estate owned	2,998	Appraisal of collateral (1), (3)	Appraisal adjustments (2)	0% to 30%

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various level 3 inputs which are not identifiable.
(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.
(3) Includes qualitative adjustments by management and estimated liquidation expenses.

The fair values presented represent the Company s best estimate of fair value using the methodologies discussed below.

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Disclosures about Fair Value of Financial Instruments

The fair values presented represent the Company s best estimate of fair value using the methodologies discussed below.

	March 31, 2013			
	Level I	Level II	Level III	Total Fair Value
Financial assets:				
Cash and cash equivalents	$ 23,960	$	$	$ 23,960
Investment and mortgage backed securities Available for sale	397	312,804	1,760	314,961
Loans receivable, held for sale, net				
Loans receivable, net			971,054	971,504
Accrued interest receivable	4,672			4,672
FHLB stock	16,262			16,262
Mortgage servicing rights			421	421
Bank owned life insurance	28,323			28,323
Financial liabilities:				
Deposits	$ 386,517	$	$ 619,343	$ 1,005,860
Short-term borrowings	33,038			33,038
Other borrowings			160,501	160,501
Advances by borrowers for taxes and insurance	9,425			9,425
Accrued interest payable	847			847

	September 30, 2012			
	Level I	Level II	Level III	Total Fair Value
Financial assets:				
Cash and cash equivalents	$ 15,550	$	$	$ 15,550
Investment and mortgage backed securities Available for sale	3,378	324,467	1,740	329,585
Loans receivable, held for sale, net			346	346
Loans receivable, net			997,685	997,685
Accrued interest receivable	4,929			4,929
FHLB stock	21,914			21,914
Mortgage servicing rights			365	365
Bank owned life insurance	27,848			27,848
Financial liabilities:				
Deposits	$ 409,499	$ 597,028	$	$ 1,006,527
Short-term borrowings	43,281			43,281
Other borrowings		195,636		195,636
Advances by borrowers for taxes and insurance	3,432			3,432
Accrued interest payable	1,128			1,128

	March 31, 2013		September 30, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets:				
Cash and cash equivalents	$ 23,960	$ 23,960	$ 15,550	$ 15,550
Investment securities available for sale	314,961	314,961	329,585	329,585
Loans receivable, held for sale, net			346	346
Loans receivable, net	938,782	971,504	950,009	997,339
Accrued interest receivable	4,672	4,672	4,929	4,929
FHLB stock	21,914	21,914	21,914	21,914
Mortgage servicing rights	421	421	365	365
Bank owned life insurance	28,323	28,323	27,848	27,848

Financial liabilities:				
Deposits	$ 1,004,032	$ 1,005,860	$ 995,634	$ 1,006,527
Short-term borrowings	33,038	33,038	43,281	43,281
Other borrowings	158,060	160,501	191,460	195,636
Advances by borrowers for taxes and insurance	9,425	9,425	3,432	3,432
Accrued interest payable	847	847	1,128	1,128

Financial instruments are defined as cash, evidence of an ownership interest in an entity, or a contract which creates an obligation or right to receive or deliver cash or another financial instrument from/to a second entity on potentially favorable or unfavorable terms.

Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. If a quoted market price is available for a financial instrument, the fair value would be calculated based upon the market price per trading unit of the instrument.

If no readily available market exists, the fair value for financial instruments should be based upon management s judgment regarding current economic conditions, interest rate risk, expected cash flows, future estimated losses, and other factors as determined through various option pricing formulas or simulation modeling.

As many of these assumptions result from judgments made by management based upon estimates which are inherently uncertain, the resulting values may not be indicative of the amount realizable in the sale of a particular financial instrument. In addition, changes in the assumptions on which the values are based may have a significant impact on the resulting estimated values.

As certain assets and liabilities, such as deferred tax assets, premises and equipment, and many other operational elements of the Bank, are not considered financial instruments but have value, this fair value of financial instruments would not represent the full market value of the Company.

The Company employed simulation modeling in determining the fair value of financial instruments for which quoted market prices were not available based upon the following assumptions:

Cash and Cash Equivalents, Accrued Interest Receivable, Short-Term Borrowings, Advances by Borrowers for Taxes and Insurance, and Accrued Interest Payable

The fair value approximates the current book value.

Bank-Owned Life Insurance

The fair value is equal to the cash surrender value of the Bank-owned life insurance.

Investment and Mortgage-Backed Securities Available for Sale and FHLB Stock

The fair value of investment and mortgage-backed securities available for sale is equal to the available quoted market price. If no quoted market price is available, fair value is estimated using the quoted market price for similar securities. Since the FHLB stock is not actively traded on a secondary market and held exclusively by member financial institutions, the fair market value approximates the carrying amount.

Loans Receivable

The fair values of loans are estimated using discounted cash flow analyses, using market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values.

Mortgage Servicing Rights

The Company utilizes a third party provider to estimate the fair value of certain loan servicing rights. Fair value for the purpose of this measurement is defined as the amount at which the asset could be exchanged in a current transaction between willing parties, other than in a forced liquidation.

Deposit Liabilities

The fair values disclosed for demand, savings, and money market deposit accounts are valued at the amount payable on demand as of quarter-end. Fair values for time deposits are estimated using a discounted cash flow calculation that applies contractual costs currently being offered in the existing portfolio to current market rates being offered for deposits of similar remaining maturities.

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Other Borrowings

Fair values for other borrowings are estimated using a discounted cash flow calculation that applies contractual costs currently being offered in the existing portfolio to current market rates being offered for other borrowings of similar remaining maturities.

Commitments to Extend Credit

These financial instruments are generally not subject to sale, and fair values are not readily available. The carrying value, represented by the net deferred fee arising from the unrecognized commitment, and the fair value, determined by discounting the remaining contractual fee over the term of the commitment using fees currently charged to enter into similar agreements with similar credit risk, are not considered material for disclosure.

12. Accumulated Other Comprehensive Income

The activity in accumulated other comprehensive income for the three and six months ended March 31, 2013 and 2012 is as follows:

	Accumulated Other Comprehensive Income/(Loss)		
	Defined Benefit Pension Plan	Unrealized Gains (Losses) on Securities Available for Sale	Total
Balance at December 31, 2012	$ (4,385)	$ 5,573	$ 1,188
Other comprehensive income before reclassifications	67	(625)	(558)
Amounts reclassified from accumulated other comprehensive income		(467)	(467)
Period change	67	(1,092)	(1,025)
Balance at March 31, 2013	$ (4,318)	$ 4,481	$ 163
Balance at September 30, 2012	$ (4,450)	$ 6,208	$ 1,758
Other comprehensive income before reclassifications	131	(1,239)	(1,108)
Amounts reclassified from accumulated other comprehensive income		(487)	(487)
Period change	131	(1,726)	(1,595)
Balance at March 31, 2013	$ (4,319)	$ 4,482	$ 163
Balance at December 31, 2011	$ (5,002)	$ 4,431	$ (571)
Other comprehensive income before reclassifications	78	(221)	(143)
Amounts reclassified from accumulated other comprehensive income		(97)	(97)
Period change	78	(318)	(240)
Balance at March 31, 2012	$ (4,924)	$ 4,113	$ (811)
Balance at September 30, 2011	$ (5,080)	$ 5,666	$ 586

Other comprehensive income before reclassifications	156	(1,456)	(1,300)
Amounts reclassified from accumulated other comprehensive income		(97)	(97)
Period change	156	(1,553)	(1,397)
Balance at March 31, 2012	$ (4,924)	$ 4,113	$ (811)

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	Amount Reclassified from Accumulated Other Comprehensive Income for the Three Months Ended March 31, 2013	2012	Affected Line Item in the Consolidated Statement of Income
Securities available for sale:			
Net securities gains reclassified into earnings	$ (708)	$ (147)	Gain on sale of investments, net
Related income tax expense	241	50	Provision for income taxes
Net effect on accumulated other comprehensive income for the period	(467)	(97)	Net of tax
Defined benefit pension plan:			
Amortization of net loss and prior service costs	99	118	Compensation and employee benefits
Related income tax expense	$ (32)	$ (40)	Provision for income taxes
Net effect on accumulated other	67	78	Net of tax
Total reclassification for the period	$ (400)	$ (19)	Net of tax

	Amount Reclassified from Accumulated Other Comprehensive Income for the Six Months Ended March 31, 2013	2012	Affected Line Item in the Consolidated Statement of Income
Securities available for sale			
Net securities gains reclassified into earnings	$ (738)	$ (147)	Gain on sale of investments, net
Related income tax expense	251	50	Provision for income taxes
Net effect on accumulated other comprehensive income for the period	(487)	(97)	Net of tax
Defined benefit pension plan:			
Amortization of net loss and prior service costs	196	237	Compensation and employee benefits
Related income tax expense	(65)	(81)	Provision for income taxes
Net effect on accumulated other	131	156	Net of tax
Total reclassification for the period	$ (356)	$ 59	Net of tax

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

Forward Looking Statements

This quarterly report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include:

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

By identifying these forward-looking statements for you in this manner, we are alerting you to the possibility that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Important factors that could cause our actual results and financial condition to differ from those indicated in the forward-looking statements include, among others, those discussed under Risk Factors in Part I, Item 1A of the Company s Annual Report on Form 10-K and Part II, Item 1A of this Report on Form 10-Q, as well as the following factors:

- significantly increased competition among depository and other financial institutions;

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

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

- adverse changes in the securities markets;

- legislative or regulatory changes that adversely affect our business;

- our ability to enter new markets successfully and take advantage of growth opportunities, and the possible short-term dilutive effect of potential acquisitions or *de novo* branches, if any;

- changes in consumer spending, borrowing and savings habits;

- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies and the Financial Accounting Standards Board; and

- changes in our organization, compensation and benefit plans.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

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Comparison of Financial Condition at March 31, 2013 and September 30, 2012

Total Assets. Total assets decreased by $32.9 million, or 2.3%, to $1,385.9 million at March 31, 2013 from $1,418.7 million at September 30, 2012. Decreases in loans receivable and investment securities available for sale were offset, in part, by increases in interest bearing deposits with other institutions.

***Interest-Bearing Deposits with Other Institutions*.** Interest-bearing deposits with other institutions increased $8.4 million, or 186.9%, to $13.0 million at March 31, 2013 from $4.5 million at September 30, 2012. This increase was primarily the result of the cash generated from the increase in sales of loans receivable and investment securities available for sale from September 30, 2012 through March 31, 2013.

Net Loans. Net loans decreased $11.2 million, or 1.2%, to $938.8 million at March 31, 2013 from $950.0 million at September 30, 2012. During this period, residential real estate loans outstanding decreased by $11.5 million to $684.9 million. Commercial loans decreased $1.9 million to $10.9 million, home equity loans and lines of credit decreased $3.2 million to $44.7 million, and other loans decreased $199,000 to $2.3 million. These decreases were partially offset by increases in commercial real estate loans outstanding of $6.0 million to $166.2 million and obligations of states and political subdivisions of $326,000 to $34.1 million.

Other Assets. Other assets decreased $8.6 million, or 28.8%, to $21.2 million at March 31, 2013 from $29.8 million at September 30, 2012. The primary reason for the decrease was a decrease in accounts receivable of $6.9 million at March 31, 2013 compared to September 30, 2012. At September 30, 2012, the Company had approximately $6.0 million in accounts receivable for brokered deposits that the Company contracted for prior to September 30, 2012 but for which the funds were not received until October 1, 2012.

Investment Securities Available for Sale. Investment securities available for sale decreased $14.6 million, or 4.4%, to $315.0 million at March 31, 2013 from $329.6 million at September 30, 2012. The decrease was due primarily to the sale of $15.1 million in investment securities to provide some necessary liquidity to our holding company, in order to fund our continued stock repurchase program.

Deposits. Deposits increased $8.4 million, or 0.84%, to $1,004.0 million at March 31, 2013 from $995.6 million at September 30, 2012. At March 31, 2013 compared to September 30, 2012 certificates of deposit accounts increased $24.6 million to $610.7 million, non-interest bearing demand accounts increased $15.3 million to $57.0 million and savings and club accounts increased $5.0 million to $107.1 million,. These increases were offset in part during the same period by decreases in NOW accounts of $18.1 million to $91.8 million and money market accounts of $18.4 million to $137.3 million. Included in the certificates of deposit at March 31, 2013 was an increase in brokered certificates of $36.4 million to $193.3 million.

Borrowed Funds. Borrowed funds decreased by $43.4 million, or 18.6%, to $191.1 million at March 31, 2013, from $234.7 million at September 30, 2012. The decrease in borrowed funds was primarily due to decreases in short term FHLBank Pittsburgh borrowings of $10.2 million and other borrowings of $33.4 million.

Stockholders Equity. Stockholders equity decreased by $3.7 million, or 2.1%, to $171.8 million at March 31, 2013 from $175.4 million at September 30, 2012. This decrease was primarily the result of the stock repurchase program announced during the first fiscal quarter. For the six months ended March 31, 2013, the Company repurchased 640,209 shares at an average cost of $11.07 per share.

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Average Balance Sheets for the Three and Six Months Ended March 31, 2013 and 2012

The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. All average balances are daily average balances, the yields set forth below include the effect of deferred fees and discounts and premiums that are amortized or accreted to interest income.

	For the Three Months Ended March 31,					
	2013			2012		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
			(dollars in thousands)			
Interest-earning assets:						
Loans (1)	$ 943,923	$ 11,041	4.74%	$ 749,029	$ 9,145	4.95%
Investment securities						
Taxable (2)	86,730	413	1.93%	44,714	237	2.15%
Exempt from federal income tax (2) (3)	14,244	73	3.15%	9,342	55	3.62%
Total investment securities	100,974	486	2.10%	54,056	292	2.40%
Mortgage-backed securities	226,911	1,145	2.04%	206,015	1,391	2.74%
Federal Home Loan Bank stock	17,828	16	0.36%	15,706	4	0.10%
Other	10,647	2	0.08%	18,006	2	0.05%
Total interest-earning assets	1,300,283	12,690	3.97%	1,042,812	10,834	4.22%
Allowance for loan losses	(7,572)			(8,517)		
Noninterest-earning assets	100,293			62,313		
Total assets	$ 1,393,004			$ 1,096,608		
Interest-bearing liabilities:						
NOW accounts	$ 86,540	12	0.06%	$ 58,027	4	0.03%
Money market accounts	142,646	75	0.21%	109,103	76	0.28%
Savings and club accounts	102,272	12	0.05%	73,493	20	0.11%
Certificates of deposit	590,621	1,749	1.20%	373,864	1,736	1.88%
Borrowed funds	219,953	958	1.77%	273,273	2,227	3.31%
Total interest-bearing liabilities	1,142,032	2,806	1.00%	887,760	4,063	1.86%
Non-interest bearing NOW accounts	56,126			32,814		
Noninterest-bearing liabilities	19,149			13,086		
Total liabilities	1,217,307			933,660		
Equity	175,697			162,948		
Total liabilities and equity	$ 1,393,004			$ 1,096,608		
Net interest income		$ 9,884			$ 6,771	
Interest rate spread			2.97%			2.36%
Net interest-earning assets	$ 158,251			$ 155,052		
Net interest margin (4)			3.08%			2.63%
		113.86%			117.47%	

Average interest-earning assets to average interest-bearing liabilities

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	For the Six Months Ended March 31,					
	2013			2012		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
	(dollars in thousands)					
Interest-earning assets:						
Loans (1)	$ 948,506	$ 23,278	4.92%	$ 748,622	$ 18,486	4.95%
Investment securities						
Taxable (2)	91,758	836	1.83%	40,743	468	2.28%
Exempt from federal income tax (2) (3)	12,141	127	3.18%	8,542	103	3.66%
Total investment securities	103,899	963	1.99%	49,285	571	2.55%
Mortgage-backed securities	222,761	2,352	2.12%	206,197	2,798	2.72%
Federal Home Loan Bank stock	18,871	40	0.43%	15,994	4	0.05%
Other	8,152	7	0.17%	19,894	4	0.04%
Total interest-earning assets	1,302,189	26,640	4.11%	1,039,992	21,863	4.23%
Allowance for loan losses	(7,490)			(8,387)		
Noninterest-earning assets	101,171			62,577		
Total assets	$ 1,395,870			$ 1,094,182		
Interest-bearing liabilities:						
NOW accounts	$ 90,978	25	0.06%	$ 58,479	8	0.03%
Money market accounts	147,974	191	0.26%	110,965	156	0.28%
Savings and club accounts	101,482	25	0.05%	72,231	43	0.12%
Certificates of deposit	584,761	3,578	1.23%	363,880	3,540	1.95%
Borrowed funds	224,331	2,218	1.98%	281,844	4,637	3.30%
Total interest-bearing liabilities	1,149,526	6,037	1.05%	887,399	8,384	1.89%
Non-interest bearing NOW accounts	52,459			32,528		
Noninterest-bearing liabilities	17,368			11,841		
Total liabilities	1,219,353			931,768		
Equity	176,517			162,414		
Total liabilities and equity	$ 1,395,870			$ 1,094,182		
Net interest income		$ 20,603			$ 13,479	
Interest rate spread			3.06%			2.34%
Net interest-earning assets	$ 152,663			$ 152,593		
Net interest margin (4)			3.17%			2.60%
Average interest-earning assets to average interest-bearing liabilities		113.28%			117.20%	

(1) Non-accruing loans are included in the outstanding loan balances.
(2) Available for sale securities are reported at fair value.
(3) Yields on tax exempt securities have been calculated on a fully tax equivalent basis assuming a tax rate of 34%.
(4) Represents the difference between interest earned and interest paid, divided by average total interest earning assets.

Comparison of Operating Results for the Three Months Ended March 31, 2013 and March 31, 2012

Net Income. Net income increased $1.4 million, or 209.6%, to $2.0 million for the three months ended March 31, 2013 compared to net income of $659,000 for the comparable period in 2012. The increase was due primarily to increases in net interest income and noninterest income, offset in part by an increase in noninterest expenses.

Net Interest Income. Net interest income increased $3.1 million, or 46.0%, to $9.9 million for the three months ended March 31, 2013 from $6.8 million for the comparable period in 2012. The increase was primarily attributable to an increase in the Company s interest rate spread to 2.97% for the three months ended March 31, 2013, from 2.36% for the comparable period in 2012, combined with an increase of $3.2 million in the Company s average net earnings assets.

Interest Income. Interest income increased $1.9 million, or 17.1%, to $12.7 million for the three months ended March 31, 2013 from $10.8 million for the comparable 2012 period. The increase resulted primarily from additional earning assets added as a result of the merger with First Star Bank on July 31, 2012. Average interest earning assets increased $257.5 million and was offset in part by a decline in the average yield on interest earning assets of 26 basis points. The average yield on interest earning assets was 3.97% for the three months ended March 31, 2013, as compared to 4.22% for the comparable 2012 period. Loans increased on average $194.9 million between the two periods. In addition, average investment securities increased $46.9 million, mortgage-backed securities increased $20.9 million, Federal Home Loan Bank stock increased $2.1 million and other interest earning assets decreased $7.4 million. The decrease in other interest earning assets was primarily due to a corresponding decrease in the average balance of cash held at FHLBank Pittsburgh. Interest income for the fiscal second quarter 2013 also includes the recapture of approximately $443,000, before tax, of a net accretion of fair market value adjustments for credit and yield to loans acquired as part of the First Star acquisition.

Interest Expense. Interest expense decreased $1.3 million, or 30.9%, to $2.8 million for the three months ended March 31, 2013 from $4.1 million for the comparable 2012 period. The decrease resulted from an 86 basis point decrease in the overall cost of interest bearing liabilities to 1.00% for the three months ended March 31, 2013 from 1.86% for the comparable 2012 period, partially offset by a $254.3 million increase in average interest-bearing liabilities. Average interest bearing liabilities increased primarily as a result of the merger with First Star Bank in the fourth quarter of 2012. The yield on borrowed funds declined primarily as a result of the prepayment of $37.0 million in higher yielding borrowings in the fourth quarter of 2012. Yields on certificates of deposits declined due primarily to the replacement of maturing brokered certificates of deposit with shorter duration lower cost certificates of deposit.

Provision for Loan Losses. In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect a borrower s ability to repay, the estimated value of any underlying collateral, peer group information and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are subject to interpretation and revision as more information becomes available or as future events occur. After an evaluation of these factors, management made a provision for loan losses of $850,000 for the three month period ended March 31, 2013 as compared to $650,000 for the three month period ended March 31, 2012. The allowance for loan losses was $7.7 million, or 0.81% of loans outstanding, at March 31, 2013, compared to $7.3 million, or 0.76% of loans outstanding at September 30, 2012.

Non-interest Income. Non-interest income increased $835,000, or 51.5%, to $2.5 million for the three months ended March 31, 2013 from $1.6 million for the comparable period in 2012. The primary reasons for the increase were increases in gain on sale of investments, net of $561,000 and gain on sale of loans, net of $73,000 during the 2013 period. As part of its overall interest rate risk management strategy, the Company sold $8.1 million of long-term, fixed-rate mortgage loans during the quarter ended March 31, 2013 compared to $1.2 million for the comparable 2012 period.

Non-interest Expense. Non-interest expense increased $1.9 million, or 27.9%, to $8.8 million for the three months ended March 31, 2013 from $6.9 million for the comparable period in 2012. The primary reasons for the increase were increases in compensation and employee benefits of $1.1 million, occupancy and equipment of $254,000 and data processing expense of $298,000. These increases were partially offset by decreases in the cost to liquidate foreclosed real estate of $212,000 and merger related costs of $227,000. The increases in noninterest expense were due primarily to the larger organization in fiscal second quarter 2013 compared with fiscal second quarter 2012 as a result of the First Star merger.

Income Taxes. Income tax expense increased $451,000 to $662,000 for the three months ended March 31, 2013 from $211,000 for the comparable 2012 period. The increase was primarily a result of the increase in income before taxes of $1.8 million for the three months ended March 31, 2013. The effective tax rate was 24.5% for the three months ended March 31, 2013, compared to 24.3% for the 2012 period.

Comparison of Operating Results for the Six Months Ended March 31, 2013 and March 31, 2012

Net Income. Net income increased $3.4 million, or 218.4%, to $4.9 million for the six months ended March 31, 2013 compared to net income of $1.5 million for the comparable period in 2012. The increase was due primarily to increases in net interest income and noninterest income, offset in part, by an increase in noninterest expenses.

Net Interest Income. Net interest income increased $7.1 million, or 52.9%, to $20.6 million for the six months ended March 31, 2013 from $13.5 million for the comparable period in 2012. The increase was primarily attributable to an increase in the Company s interest rate spread to 3.06% for the six months ended March 31, 2013, from 2.34% for the comparable period in 2012, along with an increase of $70,000 in the Company s average net earnings assets.

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Interest Income. Interest income increased $4.8 million, or 21.9%, to $26.6 million for the six months ended March 31, 2013 from $21.9 million for the comparable 2012 period. The increase resulted primarily from additional earning assets added as a result of the merger with First Star Bank on July 31, 2012 offset, in part by a decline in the yield on average interest earning assets. Average interest earning assets increased $262.2 million. The average yield on interest earning assets decreased 11 basis points. The average yield on interest earning assets was 4.11% for the six months ended March 31, 2013, as compared to 4.23% for the comparable 2012 period. Loans increased on average $199.9 million between the two periods. In addition, average investment securities increased $54.6 million, mortgage-backed securities increased $16.6 million, Federal Home Loan Bank stock increased $2.9 million and other interest earning assets decreased $11.7 million. The decrease in other interest earning assets was primarily due to a corresponding decrease in the average balance of cash held at FHLBank Pittsburgh. Interest income for the fiscal first quarter 2013 also includes the recapture of approximately $866,000, before tax, of a previously recorded net accretion of fair value for credit and yield adjustments to loans acquired as part of the First Star acquisition. An additional $1.2 million, before tax, was recaptured for fair value adjustments to loans acquired as part of the First Star acquisition during the quarter related to similar loans that were either fully or partially repaid.

Interest Expense. Interest expense decreased $2.3 million, or 28.0%, to $6.0 million for the six months ended March 31, 2013 from $8.4 million for the comparable 2012 period. The decrease resulted from an 84 basis point decrease in the overall cost of interest bearing liabilities to 1.05% for the six months ended March 31, 2013 from 1.89% for the comparable 2012 period, partially offset by a $262.1 million increase in average interest-bearing liabilities. Average interest bearing liabilities increased primarily as a result of the merger with First Star Bank in the fourth quarter of 2012. The yield on borrowed funds declined primarily as a result of the prepayment of $37.0 million in higher yielding borrowings in the fourth quarter of 2012. Yields on certificates of deposits declined due primarily to the replacement of maturing brokered certificates of deposit with shorter duration lower cost certificates of deposit.

Provision for Loan Losses. In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect a borrower s ability to repay, the estimated value of any underlying collateral, peer group information and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are subject to interpretation and revision as more information becomes available or as future events occur. After an evaluation of these factors, management made a provision for loan losses of $1.9 million for the six month period ended March 31, 2013 as compared to $1.2 million for the six month period ended March 31, 2012. The allowance for loan losses was $7.7 million, or 0.81% of loans outstanding, at March 31, 2013, compared to $7.3 million, or 0.76% of loans outstanding at September 30, 2012.

Non-interest Income. Non-interest income increased $1.3 million, or 42.5%, to $4.5 million for the six months ended March 31, 2013 from $3.1 million for the comparable period in 2012. The primary reasons for the increase were increases in gain on sale of loans, net of $407,000 and gains on sale of investment, net of $591,000 during the 2013 period. As part of its overall interest rate risk management strategy, the Company sold $19.6 million of long-term, fixed-rate mortgage loans during the six months ended March 31, 2013 compared to $1.2 million for the comparable 2012 period.

Non-interest Expense. Non-interest expense increased $2.8 million, or 20.4%, to $16.3 million for the six months ended March 31, 2013 from $13.5 million for the comparable period in 2012. The primary reasons for the increase were increases in compensation and employee benefits of $1.7 million, occupancy and equipment of $447,000 and data processing expense of $479,000. These increases were partially offset by decreases in the cost to liquidate foreclosed real estate of $505,000 and merger related expenses of $376,000. The increases in noninterest expense were due primarily to the larger organization in fiscal first six months 2013 compared with fiscal first six months 2012 as a result of the First Star merger.

Income Taxes. Income tax expense increased $1.6 million to $2.0 million for the six months ended March 31, 2013 from $395,000 for the comparable 2012 period. The increase was primarily a result of the increase in income before taxes of $5.0 million for the six months ended March 31, 2013. The effective tax rate was 29.1% for the six months ended March 31, 2013, compared to 20.4% for the 2012 period. The increase in the effective tax rate was primarily due to the decrease in the portion of pre-tax income derived from non-taxable loan and investment income for the six months ended March 31, 2013 compared to the 2012 period.

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Non-Performing Assets

The following table provides information with respect to the Bank s non-performing assets at the dates indicated. (Dollars in thousands)

	March 31, 2013	September 30, 2012
Non-performing assets:		
Non-accruing loans	$ 26,324	$ 23,707
Troubled debt restructures	569	533
Total non-performing loans	26,893	24,240
Foreclosed real estate	1,699	2,998
Total non-performing assets	$ 28,592	$ 27,238
Ratio of non-performing loans to total loans	2.84%	2.53%
Ratio of non-performing loans to total assets	1.94%	1.71%
Ratio of non-performing assets to total assets	2.06%	1.92%
Ratio of allowance for loan losses to total loans	0.81%	0.76%

Loans are reviewed on a regular basis and are placed on non-accrual status when they become more than 90 days delinquent. When loans are placed on non-accrual status, unpaid accrued interest is fully reserved, and further income is recognized only to the extent received. Non-performing assets increased $1.4 million to $28.6 million at March 31, 2013 from $27.2 million at September 30, 2012. Non-performing loans increased $2.7 million to $26.9 million at March 31, 2013 from $24.2 million at September 30, 2012. The increase was primarily due to increases of $289,000 in nonperforming commercial loans and $2.4 million in nonperforming residential loans. The number of nonperforming residential loans increased to 97 at March 31, 2013, from 79 at September 30, 2012. The $25.5 million of non-accruing loans at March 31, 2013 included 91 residential loans with an aggregate outstanding balance of $11.6 million that were past due 90 or more days at March 31, 2013, 90 commercial and commercial real estate loans with aggregate outstanding balances of $13.1 million and 12 consumer loans with aggregate balances of $311,000. Within the residential loan balance are $1.4 million of loans less than 90 days past due. In the quarter ended March 31, 2013, the Company identified eight residential loans which, although paying as agreed, have a high probability of default. Foreclosed real estate decreased $1.3 million to $1.7 million at March 31, 2013 from $3.0 million at September 30, 2012. Foreclosed real estate consists of 23 residential properties, two building lots and one commercial property.

At March 31, 2013 the principal balance of troubled debt restructures was $9.4 million as compared to $13.1 million at September 30, 2012. Of the $9.4 million of troubled debt restructures at March 31, 2013, $4.9 million are performing loans and $4.5 million are non-accrual loans. An additional $569,000 of performing troubled debt restructures are classified as non-performing assets because they were non-performing assets at the time they were restructured.

Of the 64 loans that comprise our troubled debt restructures at March 31, 2013, no loans were granted a rate concession at a below market interest rate. Thirteen loans with balances totaling $2.4 million were granted market rate and terms concessions, and 53 loans with balances totaling $7.1 million were granted term concessions.

As of March 31, 2013, troubled debt restructures were comprised of 45 residential loans totaling $7.0 million, 16 commercial and commercial real estate loans totaling $2.3 million, and five consumer (home equity loans, home equity lines and credit, and other) totaling $144,000.

For the six month period ended March 31, 2013, twelve loans totaling $3.9 million were removed from TDR status. One loan for $172,000 was transferred to foreclosed real estate, one loan for $322,000 paid off and ten loans totaling $3.4 million completed 12 months of consecutive on time payments.

We have modified terms of loans that do not meet the definition of a TDR. The vast majority of such loans were rate modifications of residential first mortgage loans in lieu of refinancing. The non-TDR rate modifications were all performing loans when the rates were reset to current market rates. For the six months ended March 31, 2013, we modified 189 loans ($27.1 million) in this fashion. With regard to commercial loans, including commercial real estate loans, various non-troubled loans were modified, either for the purpose of a rate reduction to reflect current market rates (in lieu of a refinance) or the extension of a loan s maturity date. In total, there were 17 such loans in the six months ended

March 31, 2013 with an aggregate balance of approximately $6.7 million.

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Liquidity and Capital Resources

We maintain liquid assets at levels we consider adequate to meet both our short-term and long-term liquidity needs. We adjust our liquidity levels to fund deposit outflows, repay our borrowings and to fund loan commitments. We also adjust liquidity as appropriate to meet asset and liability management objectives.

Our primary sources of liquidity are deposits, prepayment and repayment of loans and mortgage-backed securities, maturities of investment securities and other short-term investments, and earnings and funds provided from operations, as well as access to FHLBank advances and other borrowing sources. While scheduled principal repayments on loans and mortgage-backed securities are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competition. We set the interest rates on our deposits to maintain a desired level of total deposits.

A portion of our liquidity consists of cash and cash equivalents and borrowings, which are a product of our operating, investing and financing activities. At March 31, 2013, $24.0 million of our assets were invested in cash and cash equivalents. Our primary sources of cash are principal repayments on loans, proceeds from the maturities of investment securities, principal repayments of mortgage-backed securities and increases in deposit accounts. Short-term investment securities (maturing in one year or less) totaled $3.0 million at March 31, 2013. As of March 31, 2013, we had $181.1 million in borrowings outstanding from FHLBank Pittsburgh and $10.0 million in borrowings through repurchase agreements with other financial institutions. We have access to additional FHLBank advances of up to approximately $571.3 million.

At March 31, 2013, we had $66.1 million in loan commitments outstanding, which included, in part, $20.9 million in undisbursed construction loans and land development loans, $32.0 million in unused home equity lines of credit, $5.0 million in commercial lines of credit and commitments to originate commercial loans, $3.2 million in performance standby letters of credit and $5.0 million in other unused commitments which are primarily to originate residential mortgage loans and multifamily loans. Certificates of deposit due within one year of March 31, 2013 totaled $344.2 million, or 56.5% of certificates of deposit. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before March 31, 2013. We believe, however, based on past experience that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered

As reported in the Consolidated Statements of Cash Flows, our cash flows are classified for financial reporting purposes as operating, investing or financing cash flows. Net cash provided by operating activities was $12.4 million and $6.5 million for the six months ended March 31, 2013 and 2012, respectively. These amounts differ from our net income because of a variety of cash receipts and disbursements that did not affect net income for the respective periods. Net cash provided (used) in investing activities was $27.5 million and $(40.3) million for the six months ended March 31, 2013 and 2012, respectively, principally reflecting our loan and investment security activities. Deposit and borrowing cash flows have comprised most of our financing activities which resulted in net cash (used) provided of $(31.5) million and $15.2 million for the six months ended March 31, 2013 and 2012, respectively.

Critical Accounting Policies

We consider accounting policies that require management to exercise significant judgment or discretion or make significant assumptions that have, or could have, a material impact on the carrying value of certain assets or on income, to be critical accounting policies. We consider the following to be our critical accounting policies:

Allowance for Loan Losses. The allowance for loan losses is the estimated amount considered necessary to cover credit losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses which is charged against income. In determining the allowance for loan losses, management makes significant estimates and has identified this policy as one of our most critical. The methodology for determining the allowance for loan losses is considered a critical accounting policy by management due to the high degree of judgment involved, the subjectivity of the assumptions utilized and the potential for changes in the economic environment that could result in changes to the amount of the recorded allowance for loan losses.

As a substantial amount of our loan portfolio is collateralized by real estate, appraisals of the underlying value of property securing loans and discounted cash flow valuations of properties are critical in determining the amount of the allowance required for specific loans. Assumptions for appraisals and discounted cash flow valuations are instrumental in determining the value of properties. Overly optimistic assumptions or negative changes to assumptions could significantly impact the valuation of a property securing a loan and the related allowance determined. The assumptions supporting such appraisals and discounted cash flow valuations are carefully reviewed by management to determine that the resulting values reasonably reflect amounts realizable on the related loans.

Management performs a quarterly evaluation of the adequacy of the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, delinquency statistics, geographic and industry concentrations, the adequacy of the underlying collateral, the financial strength of the borrower, results of internal and external loan reviews and other relevant factors. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revision based on changes in economic and real estate market conditions.

The analysis of the allowance for loan losses has two components: specific and general allocations. Specific allocations are made for loans that are determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. The general allocation is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. We also analyze historical loss experience, delinquency trends, general economic conditions and geographic and industry concentrations. This analysis establishes factors that are applied to the loan groups to determine the amount of the general allocations. Actual loan losses may be significantly more than the allowance for loan losses we have established which could have a material negative effect on our financial results.

Other-than-Temporary Investment Security Impairment. Securities are evaluated periodically to determine whether a decline in their value is other-than-temporary. Management utilizes criteria such as the magnitude and duration of the decline, in addition to the reasons underlying the decline, to determine whether the loss in value is other-than-temporary. The term other-than-temporary is not intended to indicate that the decline is permanent, but indicates that the prospect 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 is determined to be other-than-temporary, the value of the security is reduced and a corresponding charge to earnings is recognized.

Deferred Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance is established. We consider the determination of this valuation allowance to be a critical accounting policy because of the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amount of taxes recoverable through loss carryback declines, or if we project lower levels of future taxable income. Such a valuation allowance would be established through a charge to income tax expense which would adversely affect our operating results.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements (as such term is defined in applicable Securities and Exchange Commission rules) that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

During the first six months of fiscal 2013, the Company s contractual obligations did not change materially from those discussed in the Company s Financial Statements for the year ended September 30, 2012.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits and borrowings. As a result, a principal part of our business strategy is to manage interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, our Board of Directors has approved guidelines for managing the interest rate risk inherent in our assets and liabilities, given our business strategy, operating environment, capital, liquidity and performance objectives. Senior management monitors the level of interest rate risk on a regular basis and the asset/liability committee meets quarterly to review our asset/liability policies and interest rate risk position.

We have sought to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. The net proceeds from the Company s stock offering increased our capital and provided management with greater flexibility to manage our interest rate risk. In particular, management used the majority of the capital we received to increase our interest-earning assets. There have been no material changes in our interest rate risk since September 30, 2012.

Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

There were no changes made in the Company s internal controls over financial reporting (as defined by Rule 13a-15(f) under the Securities Exchange Act of 1934) or in other factors that could significantly affect, or are reasonably likely to materially affect, the Company s internal controls over financial reporting during the period covered by this report.

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Part II Other Information

Item 1. Legal Proceedings

The Company and its subsidiaries are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company s financial condition or results of operations.

Item 1A. Risk Factors

There have been no material changes in the Risk Factors as disclosed in the Company s response to Item 1A to part 1 of Form 10-K for the year ended September 30, 2012 filed on December 14, 2012.

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

The following table presents a summary of the company s share repurchases during the quarter ended March 31, 2013.

Company Purchases of Common Stock

Month Ending	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
January 31, 2013 (1)	101,800	$ 10.96	101,800	1,182,291
February 28, 2013 (2)	429,100	11.14	429,100	753,191
March 31, 2013 (3)	70,409	11.14	70,409	682,782
Total	601,309	$ 11.11	601,309	682,782

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

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Item 6. Exhibits

The following exhibits are either filed as part of this report or are incorporated herein by reference:

3.1	Certificate of Incorporation of ESSA Bancorp, Inc.*
3.2	Bylaws of ESSA Bancorp, Inc.*
4	Form of Common Stock Certificate of ESSA Bancorp, Inc.*
10.2	Amended and Restated Employment Agreement for Gary S. Olson**
10.3	Amended and Restated Employment Agreement for Robert S. Howes**
10.4	Amended and Restated Employment Agreement for Allan A. Muto**
10.5	Amended and Restated Employment Agreement for Diane K. Reimer**
10.6	Amended and Restated Employment Agreement for V. Gail Warner**
10.7	Supplemental Executive Retirement Plan**
10.8	Endorsement Split Dollar Life Insurance Agreement for Gary S. Olson**
10.9	Endorsement Split Dollar Life Insurance Agreement for Robert S. Howes**
21	Subsidiaries of Registrant***
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Interactive data files pursuant to Rule 405 of Regualtion S-T: (i) the Consolidated Statements of Condition; (ii) the Consolidated Statement of Income; (iii) the Consolidated Statement of Changes in Stockholder Equity; the Consolidated Statement of Cash Flows; and (iv) the Notes to Consolidated Financial Statements. ****

*	Incorporated by reference to the Registration Statement on Form S-1 of ESSA Bancorp, Inc. (file no. 333-139157), originally filed with the Securities and Exchange Commission on December 7, 2006.
**	Incorporated by reference to ESSA Bancorp, Inc. s current report on Form 8-K filed with the Securities and Exchange Commission on October 6, 2008.
***	Incorporated by reference to ESSA Bancorp, Inc. s Form 10-K filed with the Securities and Exchange Commission on December 14, 2012.
****	As provided in Pub. 406 of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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SIGNATURES

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

	ESSA BANCORP, INC.
Date: May 10, 2013	/s/ Gary S. Olson Gary S. Olson President and Chief Executive Officer
Date: May 10, 2013	/s/ Allan A. Muto Allan A. Muto Executive Vice President and Chief Financial Officer