

TRANSCANADA PIPELINES LTD
Form SUPPL
October 02, 2007

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SUBJECT TO COMPLETION, DATED OCTOBER 2, 2007

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these notes and are not soliciting an offer to buy these notes in any jurisdiction where the offer or sale is not permitted.

Preliminary Prospectus Supplement
(To Prospectus dated September 12, 2007)

TransCanada PipeLines Limited

US\$

% Senior Notes Due 2037

Interest payable _____ *and* _____

Issue price:

The notes will mature on _____, 2037. Interest will accrue from _____, 2007. We may redeem some or all of the notes at any time at the redemption price described under "Description of the notes Optional redemption" in this prospectus supplement.

Investing in the notes involves risk. See "Risk factors" on page S-6 of this prospectus supplement and on page 20 of the accompanying prospectus.

We are permitted, as a Canadian issuer under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus supplement and the accompanying prospectus in accordance with Canadian disclosure requirements. You should be aware that such requirements are different from those of the United States. The financial statements included or incorporated by reference herein have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and are subject to Canadian auditing and auditor independence standards, and as a result may not be comparable to financial statements of United States companies. Information regarding the impact upon the Corporation's financial statements of significant differences between Canadian and United States generally accepted accounting principles is contained in the Corporation's restated audited related supplemental note entitled "Restated Reconciliation to United States GAAP" as at December 31, 2006 and 2005 and for each of the years in the three year period ended December 31, 2006 and the unaudited related supplemental note entitled "Reconciliation to United States GAAP" as at June 30, 2007 and for the three and six month periods ended June 30, 2007 and 2006.

Owning the notes may have tax consequences for you both in the United States and Canada. This prospectus supplement and the accompanying prospectus may not describe these tax consequences fully. You should read the tax discussion under "Certain income tax considerations" in this prospectus supplement.

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Your ability to enforce civil liabilities under the United States federal securities laws may be affected adversely because we are incorporated or organized under the laws of Canada, some or all of our officers and directors may be residents of Canada, some or all of the experts named in this prospectus supplement or the accompanying prospectus may be residents of Canada and a substantial portion of our assets and all or a substantial portion of the assets of those officers, directors and experts may be located outside of the United States.

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Price To Public	Underwriting Commission	Proceeds
Per Note	%	%	%
Total	US\$	US\$	US\$

The public offering price set forth above does not include accrued interest, if any.

We expect to deliver the notes to investors through the book-entry delivery system of The Depository Trust Company and its direct and indirect participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, Luxembourg, on or about , 2007.

Joint Book-Running Managers

JPMorgan

HSBC

Co-Managers

Citi

Deutsche Bank Securities

Lazard Capital Markets

Mizuho Securities USA Inc.

SOCIETE GENERALE

The date of this prospectus supplement is , 2007.

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Important notice about information in this prospectus supplement and accompanying prospectus

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are offering. The second part, the base shelf prospectus, gives more general information, some of which may not apply to the notes we are offering. The accompanying base shelf prospectus, dated September 12, 2007, is referred to as the "prospectus" in this prospectus supplement. References in this prospectus supplement to "we", "us", "our", or the "Corporation" refer to TransCanada PipeLines Limited and not to any of its parent or subsidiary companies.

If the description of the notes varies between this prospectus supplement and the prospectus, you should rely on the information in this prospectus supplement.

Exchange rate data

We publish our consolidated financial statements in Canadian dollars. In this prospectus supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars and references to "Cdn.\$" or "\$" are to Canadian dollars and references to "US\$" are to United States dollars.

The following table sets forth certain exchange rates based on the noon buying rate in Toronto, Ontario as reported by the Bank of Canada. Such rates are set forth as United States dollars per Cdn.\$1.00 and are the inverse of rates quoted by the Bank of Canada for Canadian dollars per US\$1.00. On September 28, 2007, the inverse of the noon buying rate was US\$1.0037 per Cdn.\$1.00.

	Six months ended June 30,		Year ended December 31,	
	2007	2006	2006	2005
High	0.9491	0.9134	0.9099	0.8690
Low	0.8419	0.8479	0.8528	0.7872
Average ⁽¹⁾	0.8915	0.8843	0.8846	0.8281
Period end	0.9404	0.8969	0.8581	0.8577

(1) The average of the daily exchange rates on the last day of each month during the applicable period.

**Special note
regarding forward-looking statements**

This prospectus supplement and the prospectus and the documents incorporated by reference herein and therein include "forward-looking statements" within the meaning of securities laws, including the "safe harbor" provisions of the Securities Act (Alberta), the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 27A of the United States Securities Act of 1933, as amended (the "Securities Act"). All forward-looking statements are based on our beliefs as well as assumptions made by and information currently available to us and relate to, among other things, anticipated financial performance, business prospects, strategies, regulatory developments, new services, market forces, commitments and technological developments. Forward-looking statements may be identified by the use of words like "believes", "intends", "expects", "may", "will", "should", or "anticipates", or the negative equivalents of those words or comparable terminology, and by discussions of strategies that involve risks and uncertainties.

The risks and uncertainties of our business, including those discussed and incorporated by reference herein and in the prospectus and as described under "Risk Factors" in the Annual Information Form (as defined herein), could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed. The material assumptions in making these forward-looking statements are disclosed in the 2006 MD&A (as defined herein), as may be modified or superseded by documents incorporated or deemed to be incorporated by reference herein, under the headings "TCPL's Strategy", "Pipelines Opportunities and Developments", "Pipelines Outlook", "Energy Opportunities and Developments" and "Energy Outlook" and comparable sections in the Interim MD&A (as defined herein). In addition, we base forward-looking statements on assumptions about future events, which may not prove to be accurate. In light of these risks, uncertainties and assumptions, prospective investors should not place undue reliance on forward-looking statements and should be aware that the events described in the forward-looking statements set out in this prospectus supplement and the documents incorporated by reference in this prospectus supplement and the prospectus may not occur.

We cannot assure prospective investors that our future results, levels of activity and achievements will occur as we expect, and neither we nor any other person assumes responsibility for the accuracy or completeness of the forward-looking statements. Except as required by law, we assume no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Where you can find more information

We have filed with the SEC, under the Securities Act, a registration statement on Form F-9 relating to the notes. This prospectus supplement and the prospectus, which constitute a part of the registration statement, do not contain all of the information contained in the registration statement, certain items of which are contained in the exhibits to the registration statement as permitted by the rules and regulations of the SEC. Statements included or incorporated by reference in this prospectus supplement and the prospectus about the contents of any contract, agreement or other documents referred to are not necessarily complete, and in each instance, prospective investors should refer to the exhibits for a complete description of the matter involved. Each such statement is qualified in its entirety by such reference.

We file annual and quarterly financial information and material change reports and other material with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada and with the SEC. Under the multijurisdictional disclosure system adopted by the United States, documents and other information that we file with the SEC may be prepared in accordance with the disclosure requirements of Canada, which are different from those of the United States. Prospective investors may read and download any public document that we have filed with the securities commissions or similar authorities in each of the provinces and territories of Canada on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. Prospective investors may read and copy any document we have filed with the SEC at the SEC's public reference room in Washington D.C., and may also obtain copies of those documents from the public reference room of the SEC at 100 F Street, N.E., Washington, D.C. 20549 by paying a fee. In addition, prospective investors may read and download some of the documents we have filed with the SEC's Electronic Data Gathering, Analysis and Retrieval system ("EDGAR") at www.sec.gov.

Documents incorporated by reference

This prospectus supplement is deemed, as of the date hereof, to be incorporated by reference into the prospectus only for the purposes of the offering of the notes offered hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the prospectus and reference should be made to the prospectus for full details.

The following documents, which were filed by us with the securities commission or similar authority in each of the provinces and territories of Canada and with the SEC, are specifically incorporated by reference into and form an integral part of this prospectus supplement and the prospectus:

- (a) Audited comparative consolidated financial statements as at December 31, 2006 and 2005 and for each of the years in the three year period ended December 31, 2006, the notes thereto, and the auditors' report thereon;
- (b) Management's discussion and analysis of financial condition and results of operations as at and for the year ended December 31, 2006 (the "2006 MD&A");
- (c) Annual Information Form for the year ended December 31, 2006 dated February 22, 2007 (the "Annual Information Form");
- (d) Restated audited related supplemental note entitled "Restated Reconciliation to United States GAAP" as at December 31, 2006 and 2005 and for each of the years in the three year period ended December 31, 2006 and the auditors' report thereon;
- (e) Comments by Auditors for United States Readers on Canada-United States Reporting Differences, dated February 22, 2007;
- (f) Management's Report on Internal Control over Financial Reporting, dated February 22, 2007 and the auditors' report thereon;
- (g) Unaudited interim comparative consolidated financial statements as at June 30, 2007 and December 31, 2006 and for the three and six month periods ended June 30, 2007 and 2006 and the notes thereto;
- (h) Management's discussion and analysis of financial condition and results of operations as at and for the three and six month periods ended June 30, 2007 (the "Interim MD&A", and together with the 2006 MD&A, the "MD&A"); and
- (i) Unaudited related supplemental note entitled "Reconciliation to United States GAAP" as at June 30, 2007 and for the three and six month periods ended June 30, 2007 and 2006.

Any documents of the type referred to above, including all annual information forms, all information circulars, all annual and interim financial statements and management's discussion and analysis relating thereto, all material change reports (excluding confidential material change reports), press releases containing financial information for financial periods more recent than the most recent annual or interim financial statements, any business acquisition reports, all updated earnings coverage ratio information, as well as all prospectus supplements disclosing additional or updated information subsequently filed by us with the Alberta Securities Commission after the date of this prospectus supplement and prior to the

termination of any offering hereunder shall be deemed to be incorporated by reference into the prospectus. These documents are available through the internet on SEDAR, which can be accessed at www.sedar.com. In addition, any similar documents filed by us with the SEC in our periodic reports on Form 6-K or annual report on Form 40-F, and any other documents filed with or furnished to the SEC pursuant to Section 13(a), 13(c) or 15(d) of the Exchange Act, in each case after the date of this prospectus supplement, shall be deemed to be incorporated by reference into this prospectus supplement and the registration statement of which this prospectus supplement forms a part, if and to the extent expressly provided in such reports. Our periodic reports on Form 6-K and our annual reports on Form 40-F are available on the SEC's web site at www.sec.gov.

Any statement contained in the prospectus, this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in the prospectus or this prospectus supplement shall be deemed to be modified or superseded, for the purposes of the prospectus and this prospectus supplement, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of the prospectus or this prospectus supplement, except as so modified or superseded.

Risk factors

Before making an investment decision, investors should carefully consider the risks and uncertainties described below and under the heading "Risk Factors" in the accompanying prospectus and in our Annual Information Form for the year ended December 31, 2006, dated February 22, 2007 and incorporated by reference herein. These risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any such risks actually occur, our business, financial condition and operating results could be materially harmed.

Risks related to the notes

There is no market through which the notes may be sold.

There is no market through which the notes may be sold and purchasers may not be able to resell notes purchased under this prospectus supplement and the prospectus. This may adversely affect the pricing of the notes in the secondary market, the transparency and availability of trading prices, the liquidity of the notes, and the extent of issuer regulation.

The Corporation

We operate primarily in two business segments: Pipelines and Energy. The Pipelines segment is principally comprised of our pipelines in Canada, the United States and Mexico and our natural gas storage business in the United States. The Energy segment includes our power operations in Canada and the United States, natural gas storage business in Canada and liquefied natural gas projects in Canada and the United States.

Our significant subsidiaries as of December 31, 2006 are listed under the heading "TransCanada PipeLines Limited Significant Subsidiaries" in the Annual Information Form. The Corporation's registered office and head office are located at 450 - 1st Street S.W., Calgary, Alberta, Canada, T2P 5H1.

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Selected consolidated financial data

The following table sets forth selected consolidated financial data and other data as at the dates or for the periods indicated. Our consolidated financial statements have been prepared in accordance with Canadian GAAP. The financial data should be read in conjunction with our consolidated financial statements and the related notes and MD&A included in the documents described under "Documents incorporated by reference" in this prospectus supplement. Historical results are not necessarily indicative of the results that may be expected for any future period.

	Six months ended June 30,		Year ended December 31,	
	2007	2006	2006	2005
	(unaudited)		(audited)	
	(millions of dollars)			
Consolidated statement of earnings data:				
Revenues	\$ 4,461	\$ 3,579	\$ 7,520	\$ 6,124
Operating expenses				
Plant operating costs and other	1,493	1,103	2,411	1,825
Commodity purchases resold	1,103	842	1,707	1,232
Depreciation	590	523	1,059	1,017
	3,186	2,468	5,177	4,074
	1,275	1,111	2,343	2,050
Other expenses/(income)				
Income from equity investments	(11)	(24)	(33)	(247)
Financial charges ⁽¹⁾	481	391	797	840
Gains on sale of assets		(23)	(23)	(445)
Income from continuing operations before income taxes and non-controlling interests	805	767	1,602	1,902
Income taxes	240	243	475	610
Non-controlling interests	37	25	56	62
Net income from continuing operations	528	499	1,071	1,230
Net income from discontinued operations		28	28	
Net income	528	527	1,099	1,230
Preferred share dividends	11	11	22	22
Net income applicable to common shares	\$ 517	\$ 516	\$ 1,077	\$ 1,208

(1)

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Includes financial charges of joint ventures and interest and other income.

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	Six months ended June 30,		Year ended December 31,	
	2007	2006	2006	2005
	(unaudited)		(audited)	
	(millions of dollars)			
Cash flow data:⁽¹⁾				
Funds generated from operations	\$ 1,170	\$ 1,055	\$ 2,374	\$ 1,950
Decrease/(increase) in operating working capital	126	(93)	(300)	(48)
Net cash provided by operations	\$ 1,296	\$ 962	\$ 2,074	\$ 1,902
Capital expenditures and acquisitions ⁽²⁾	\$ (4,916)	\$ (988)	\$ (2,042)	\$ (2,071)
Dividends on common and preferred shares	(349)	(316)	(639)	(608)

(1) We use the measure "funds generated from operations". This measure does not have any standardized meaning in Canadian GAAP and is therefore not considered to be a Canadian GAAP measure. This measure may not be comparable to similar measures presented by other entities. This measure has been used to provide potential investors with additional information on our liquidity and our ability to generate funds to finance our operations.

Funds generated from operations is comprised of net cash provided by operations before changes in operating working capital. A reconciliation of funds generated from operations to net cash provided by operations is presented in the MD&A incorporated herein by reference.

(2) Does not include proceeds from disposition of assets.

	As at June 30,		As at December 31,	
	2007	2006	2006	2005
	(unaudited)		(audited)	
	(millions of dollars)			
Balance sheet data:				
Cash and short-term investments	\$ 325	\$ 401	\$ 212	
Total assets				
Pipelines	22,753	18,320	17,872	
Energy	6,509	6,500	5,303	
Corporate	1,045	1,088	938	
Total assets	\$ 30,307	\$ 25,908	\$ 24,113	
Notes payable	\$ 209	\$ 467	\$ 962	
Current portion of long-term debt	759	616	393	
Current portion of long-term debt of joint ventures	32	142	41	
Long-term debt	11,766	10,887	9,640	

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Long-term debt of joint ventures	913	1,136	937
Junior subordinated notes	1,050		
Preferred securities	489	536	536
Preferred shares	389	389	389
Common shareholders' equity	9,027	7,618	7,164

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Use of proceeds

We estimate that the net proceeds of the offering of the notes, after deducting the estimated expenses of the offering and the underwriting discounts, will be approximately US\$ million. We intend to use the net proceeds of this offering to repay short-term indebtedness and for other general corporate purposes.

Earnings coverage

The following financial ratios have been calculated on a consolidated basis for the respective 12 month periods ended December 31, 2006 and June 30, 2007 and are based on audited financial information in the case of the 12 month period ended December 31, 2006 and unaudited financial information in the case of the 12 month period ended June 30, 2007. The following ratios give pro forma effect to the issuance of the notes pursuant to this prospectus supplement, the redemption on July 5, 2007 of US\$460 million aggregate principal amount of 8.25% preferred securities and the redemption on September 1, 2007 of £25 million aggregate principal amount of 16.50% First Mortgage Pipe Line Bonds. Adjustments for other normal course issuances and repayments of long-term debt subsequent to June 30, 2007 would not materially affect the ratios and, as a result, have not been made. The financial ratios have been calculated based on financial information prepared in accordance with Canadian GAAP.

	June 30, 2007	December 31, 2006
Earnings coverage on long-term debt	times	times
Earnings coverage on long-term debt and First Preferred Shares	times	times

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Description of the notes

The notes will be issued under an amended and restated debt indenture, dated as of November 30, 2000, as supplemented or amended from time to time (the "Indenture"), between us and The Bank of New York, as Trustee. The following summary of certain provisions of the Indenture and the notes does not purport to be complete and is qualified in its entirety by reference to the actual provisions of the Indenture.

The following description of the terms of the notes offered hereby supplements, and to the extent inconsistent therewith supersedes, the description of the general terms and provisions of debt securities set forth under the heading "Description of Debt Securities" in the accompanying prospectus, and should be read in conjunction with that description.

General

The trustee under the Indenture shall be referred to herein as the "Trustee", which term shall include, unless the context otherwise requires, its successors and assigns. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture. The term "debt securities", as used in this prospectus supplement, refers to all debt securities issued and issuable from time to time under the Indenture and includes the notes.

The notes will be issued under the Indenture in a single series in an aggregate principal amount of US\$. The notes will mature on , 2037. The notes will bear interest at a rate of % per year. Interest will be payable semi-annually on and of each year, commencing , 2008, to the persons in whose names the notes are registered at the close of business on the preceding or , respectively. The principal and interest on the notes will be paid in lawful money of the United States in the manner and on terms set out in the Indenture.

We may from time to time without notice to, or the consent of, the holders of the notes, create and issue additional notes under the Indenture, equal in rank to the notes in all respects so that the new notes may be consolidated and form a single series with the notes and have the same terms as to status, redemption and otherwise as the notes issued under this prospectus supplement.

The notes will be our direct unsecured obligations issued under the Indenture and will rank equally with all of our other unsecured and unsubordinated indebtedness other than preferred claims imposed by statute. In addition, our business operations are conducted in part through our subsidiaries and through joint ventures. As a result, the notes will be effectively subordinated to all existing and future liabilities of our subsidiaries and joint ventures. As at June 30, 2007, the long-term debt (excluding guarantees and intercompany obligations between us and our subsidiaries) of our wholly owned subsidiaries totaled approximately \$3.3 billion. At June 30, 2007, as determined under Canadian GAAP, our total consolidated long-term debt, long-term debt due within one year and amount of outstanding preferred securities was, in aggregate principal amount, approximately \$14.1 billion (excluding our proportionate share of long-term debt of joint ventures). There are no terms of the Indenture that limit our or our subsidiaries' or joint ventures' ability to incur additional indebtedness, including in the case of us and our subsidiaries and joint ventures, indebtedness that ranks,

either effectively or by contract, senior to the notes. See "Description of Debt Securities Unsubordinated Debt" and "Description of Debt Securities Certain Covenants of the Corporation" in the accompanying prospectus.

The notes will be denominated in United States dollars and payments of principal (and premium, if any) and interest on the notes will be made in United States dollars.

The notes will not be entitled to any benefits of a sinking fund.

Optional redemption

The notes will be redeemable, in whole or in part, at our option at any time or from time to time at a redemption price equal to the greater of:

100% of the principal amount of the notes to be redeemed, and

as determined by the Quotation Agent (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed (not including any portion of the payments of interest accrued as of the date of redemption), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined below) plus basis points,

plus, in either case, accrued interest thereon to the date of redemption.

Notice of any redemption will be delivered by first-class mail at least 30 days, but not more than 60 days, before the redemption date to each holder of the notes to be redeemed.

Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or portions of the notes called for redemption.

"Adjusted Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for the redemption date.

"Business Day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which commercial banks are authorized or required by law, regulation or executive order to close in The City of New York.

"Comparable Treasury Issue" means the United States Treasury security or securities selected by the Quotation Agent as having an actual or interpolated maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes.

"Comparable Treasury Price" means, with respect to any redemption date, (i) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (ii) if fewer than four such Reference Treasury Dealer Quotations are obtained, the average of all such quotations.

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"Quotation Agent" means one of the Reference Treasury Dealers, which is appointed by us.

"Reference Treasury Dealer" means J.P. Morgan Securities Inc. and HSBC Securities (USA) Inc. plus three others or their affiliates which are primary U.S. Government securities dealers and their respective successors, provided, however, that if any of the foregoing or their affiliates shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), we shall substitute another Primary Treasury Dealer.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Quotation Agent, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Quotation Agent by such Reference Treasury Dealer at 3:30 p.m. (New York time) on the third Business Day preceding such redemption date.

Payment of principal and interest

Payments of principal of, and premium, if any, and interest on, the notes will be made by us through the Trustee to the Depository (as defined below). See "Description of the notes Book-entry system."

Interest payments for the notes will include accrued interest from and including the date of issue or from and including the last date in respect of which interest has been paid, as the case may be, to, but excluding, the interest payment date or the date of maturity, as the case may be. If any interest payment date or the maturity date of the notes falls on a day that is not a Business Day, the related payment of principal, premium, if any, or interest will be postponed to the next succeeding Business Day, and no interest on such payment will accrue for the period from and after such interest payment date or the maturity date, as the case may be.

Book-entry system

Upon issuance, the notes will be represented by one or more fully registered global securities (the "Global Securities") registered in the name of Cede & Co. (the nominee of The Depository Trust Company (the "Depository")), or such other name as may be requested by an authorized representative of the Depository. The authorized denominations of each note will be US\$1,000 and integral multiples thereof. The provisions set forth under "Description of Debt Securities Global Securities" in the accompanying prospectus will be applicable to the notes. Accordingly, notes may be transferred or exchanged only through the Depository and its participants. Except as described under "Description of Debt Securities Global Securities" in the accompanying prospectus, owners of beneficial interests in the Global Securities will not be entitled to receive notes in definitive form.

Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in the Depository. Investors may elect to hold interests in the notes in global form through either the Depository in the United States or Clearstream Banking, société anonyme ("Clearstream, Luxembourg"), or the Euroclear System ("Euroclear"), if they are participants in those systems, or indirectly through organizations which are participants in those systems. Clearstream, Luxembourg and Euroclear will hold interests on behalf of their participants through customers' securities accounts in Clearstream, Luxembourg's and Euroclear's names on the

books of their respective depositories, which in turn will hold such interests in customers' securities accounts in the depositories' names on the books of the Depository.

Each person owning a beneficial interest in a Global Security must rely on the procedures of the Depository and, if such person is not a participant, on the procedures of the participant through which such person owns its interest in order to exercise any rights of a holder under the Indenture. The laws of some jurisdictions require that certain purchasers of securities take physical delivery of such securities in certificated form. Such limits and such laws may impair the ability to transfer beneficial interests in a Global Security representing the notes.

The following is based on information furnished by the Depository:

The Depository is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. The Depository holds securities that its participants ("Participants") deposit with the Depository. The Depository also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Participants' accounts, thereby eliminating the need for physical movement of securities certificates. These direct Participants ("Direct Participants") include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. The Depository is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the Depository's system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The rules applicable to the Depository and its Participants are on file with the SEC.

Purchases of the notes under the Depository's system must be made by or through Direct Participants, which will receive a credit for such notes on the Depository's records. The ownership interest of each actual purchaser of each note represented by a Global Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from the Depository of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participants through which such Beneficial Owner entered into the transaction. Transfers of ownership interests in a Global Security representing notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners of a Global Security representing the notes will not receive notes in definitive form representing their ownership interests therein, except in the event that use of the book-entry system for such notes is discontinued.

To facilitate subsequent transfers, the Global Securities representing the notes which are deposited with the Depository are registered in the name of the Depository's nominee, Cede & Co., or such other name as may be requested by an authorized representative of the Depository. The deposit of Global Securities with the Depository and their registration in the name of Cede & Co. or such other nominee effect no change in beneficial ownership. The

Depository has no knowledge of the actual Beneficial Owners of the Global Securities representing the notes; the Depository's records reflect only the identity of the Direct Participants to whose accounts such notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by the Depository to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither the Depository nor Cede & Co. (nor such other nominee of the Depository) will consent or vote with respect to the Global Securities representing the notes. Under its usual procedures, the Depository mails an "omnibus proxy" to us as soon as possible after the applicable record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the notes are credited on the applicable record date (identified in a listing attached to the omnibus proxy).

Principal, premium, if any, and interest payments on the Global Securities representing the notes will be made to Cede & Co. (or such other nominee as may be requested by an authorized representative of the Depository). The Depository's practice is to credit Direct Participants' accounts, upon the Depository's receipt of funds and corresponding detailed information from us or the applicable Trustee, on the applicable payment date in accordance with their respective holdings shown on the Depository's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of the Depository, the applicable Trustee or us, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of the Depository) is the responsibility of us or the applicable Trustee, disbursement of such payments to Direct Participants shall be the responsibility of the Depository, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

The Depository may discontinue providing its services as securities depository with respect to the notes at any time by giving reasonable notice to us or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, notes in definitive form are required to be printed and delivered to each holder.

We may decide to discontinue use of the system of book-entry transfers through the Depository (or a successor securities depository). In that event, notes in definitive form will be printed and delivered.

Clearstream, Luxembourg advises that it is incorporated under the laws of Luxembourg as a professional depository. Clearstream, Luxembourg holds securities for its participating organizations ("Clearstream participants"), and facilitates the clearance and settlement of securities transactions between Clearstream participants through electronic book-entry changes in accounts of Clearstream participants, thereby eliminating the need for physical movement of certificates. Clearstream Luxembourg provides to Clearstream participants, among

other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream, Luxembourg interfaces with domestic markets in several countries. As a professional depositary, Clearstream, Luxembourg is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Sector (Commission de Surveillance du Secteur Financier). Clearstream participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations and may include the underwriters. Indirect access to Clearstream, Luxembourg is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream participant, either directly or indirectly.

Distributions with respect to interests in the notes held beneficially through Clearstream, Luxembourg will be credited to cash accounts of Clearstream participants in accordance with its rules and procedures, to the extent received by the Depositary for Clearstream, Luxembourg.

Euroclear advises that it was created in 1968 to hold securities for participants of Euroclear ("Euroclear participants"), and to clear and settle transactions between Euroclear participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear includes various other services, including securities lending and borrowing and interfaces with domestic markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V. ("Euroclear Operator"). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator. Euroclear participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly.

Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law (collectively, the "Terms and Conditions"). The Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payment with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts under the Terms and Conditions only on behalf of Euroclear participants, and has no records of or relationship with persons holding through Euroclear participants.

Distributions with respect to the notes held beneficially through Euroclear will be credited to the cash accounts of Euroclear participants in accordance with the Terms and Conditions, to the extent received by the Depositary for Euroclear.

The information in this section concerning the Depositary and the Depositary's book-entry system, Clearstream, Luxembourg and Euroclear has been obtained from sources that we believe to be reliable, but is subject to any changes to the arrangements between us and the Depositary and any changes to such procedures that may be instituted unilaterally by the Depositary, Clearstream, Luxembourg and Euroclear.

Certain income tax considerations

Certain U.S. income tax considerations

The following is a general summary of certain U.S. federal income tax consequences of the purchase, ownership and disposition of the notes by U.S. Holders (as defined below). The summary is for general information only and is based on the U.S. Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations promulgated or proposed thereunder, and judicial and administrative interpretations thereof, all as in effect on the date hereof and all of which are subject to change (possibly with retroactive effect). The U.S. federal income tax treatment of a holder of the notes may vary depending upon the particular situation of the holder. Certain holders (including, but not limited to, insurance companies, tax-exempt organizations, financial institutions, persons subject to the alternative minimum tax, U.S. persons whose functional currency is not the U.S. dollar, holders that are not U.S. Holders, traders in securities that elect mark-to-market accounting treatment, broker-dealers in securities or holders who will hold the notes as a hedge against currency risks or as part of a straddle, synthetic security, conversion transaction, or other integrated investment comprised of the notes and one or more other investments) may be subject to special rules not discussed below. The following summary is applicable only to purchasers of the notes on original issue at the issue price and does not address other purchasers. In addition, the summary is limited to investors who will hold the notes as "capital assets" within the meaning of Section 1221 of the Code. The discussion below also does not address the effect of any state, local or non-U.S. law on a holder of the notes.

As used herein, the term "U.S. Holder" means a beneficial owner of a note that is for U.S. federal income tax purposes:

an individual who is a citizen or resident of the United States;

a corporation or other entity treated as a corporation for U.S. federal income tax purposes organized in or under the laws of the United States, any state thereof, or the District of Columbia;

an estate that is subject to U.S. federal income taxation without regard to the source of its income; or

a trust if, in general, (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (ii) the trust has elected to be treated as a U.S. person.

If a partnership (including for this purpose any other entity, organized within or without the United States, treated as a partnership for U.S. federal income tax purposes) holds notes, the tax treatment of a partner as beneficial owner of notes generally will depend on the status of the partner and the activities of the partnership.

The summary does not constitute, and should not be considered as, legal or tax advice to holders of notes. Each holder of the notes should consult a tax advisor as to the particular tax consequences to such holder of holding the notes, including the applicability and effect of any state, local or foreign tax laws.

Payments of interest

Interest on a note will be taxable to a U.S. Holder as ordinary interest income at the time it is accrued or is received in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes. Interest on the notes will constitute income from sources without the United States and generally will be "passive category" or "general category" income for purposes of computing the foreign tax credit allowable under the U.S. federal income tax laws.

Sale and retirement of the notes

A U.S. Holder will recognize a gain or loss on the sale or retirement of a note equal to the difference between the amount realized on the sale or retirement (except to the extent of accrued and unpaid interest, which will be taxable as such) and the U.S. Holder's tax basis in the note (generally, the price the U.S. Holder paid for the note). As a general rule, such gain or loss recognized on the sale or retirement of a note will be capital gain or loss and will be long-term capital gain or loss if the note was held for more than one year. Such income or loss will generally constitute income or loss from sources within the United States for purposes of computing the foreign tax credit allowable under the U.S. federal income tax laws.

For noncorporate U.S. Holders, including individuals, the excess of net long-term capital gains over net short-term capital losses generally is taxed at a lower rate (currently at a maximum rate of 15%) than ordinary income. The deductibility of capital losses is subject to limitations.

Backup withholding

A U.S. Holder of a note may be subject to backup withholding of U.S. federal income tax (currently at a rate of 28%) with respect to payments of principal and interest made on the note, or the proceeds of a sale or exchange of the note before maturity, unless such U.S. Holder (a) is a corporation or comes within certain other exempt categories and, when required, certifies to this fact or (b) provides a U.S. taxpayer identification number ("TIN"), certifies that such U.S. Holder is not subject to backup withholding, and otherwise complies with applicable requirements of the backup withholding rules. A U.S. Holder of a note that does not provide us with a correct U.S. TIN or an adequate basis for exemption may be subject to penalties imposed by the Internal Revenue Service ("IRS"). The backup withholding tax is not an additional tax and will be credited against a U.S. Holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable depending upon a holder's particular situation. Holders should consult their tax advisors regarding the tax consequences to them of the purchase, ownership and disposition of the notes, including the tax consequences under state, local, foreign and other tax laws.

Certain Canadian income tax considerations

In the opinion of Stikeman Elliott LLP, Canadian counsel to the Corporation, the following is a summary of the material Canadian federal income tax considerations generally applicable, as of the date of this prospectus supplement, to the acquisition, holding, disposition and redemption of the notes. This summary only addresses the tax consequences to purchasers who acquire the notes on their original issue pursuant to this prospectus supplement and who, at all relevant

times, for the purposes of the Income Tax Act (Canada) (the "Canada Tax Act") are not resident (and are not deemed to be resident) in Canada and deal at arm's length with the Corporation, and for the purposes of the Canada-United States Tax Convention (the "Canada-U.S. Treaty") are residents of the United States ("United States Resident Holders").

This summary is based upon the facts set out in this prospectus supplement, the current provisions of the Canada Tax Act and the regulations thereunder, the current provisions of the Canada-U.S. Treaty, all specific proposals (the "Tax Proposals") to amend the Canada Tax Act and the regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, and counsel's understanding of the current published administrative practices of the Canada Revenue Agency. This summary is not exhaustive of all possible Canadian federal income tax considerations and assumes that the Tax Proposals will be enacted as currently proposed, but does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, and does not take into account tax legislation or considerations of any province or territory of Canada or any non-Canadian jurisdiction.

Under the Canada Tax Act, no Canadian tax will be required to be deducted or withheld from amounts paid or credited to a United States Resident Holder by the Corporation on the notes. No other taxes on income (including taxable capital gains) will be payable under the Canada Tax Act by a United States Resident Holder in respect of the acquisition, holding, disposition or redemption of the notes, provided that such United States Resident Holder does not have a "permanent establishment" or "fixed base" (both within the meaning of the Canada U.S. Treaty) in Canada to which such notes pertain, does not use or hold and is not deemed or considered to use or hold the notes in, or in the course of, carrying on a business in Canada and, in the case of a United States Resident Holder that carries on an insurance business in Canada and elsewhere, establishes that the notes are not effectively connected with its insurance business carried on in Canada.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular United States Resident Holder. Prospective United States Resident Holders should consult their own Canadian tax advisers with respect to the Canadian income tax consequences of purchasing notes pursuant to this offering.

Credit ratings

The notes have been rated A- by Standard & Poor's ("S&P"), A2 by Moody's Investors Service, Inc. ("Moody's") and A by DBRS Limited ("DBRS") (S&P, Moody's and DBRS are each a "Rating Agency"). The rating outlook from each of the Rating Agencies is stable. Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities. The Rating Agencies' ratings for debt instruments range from a high of AAA to a low of D for both S&P and DBRS and, in the case of Moody's long-term issuer rating, from a high of Aaa to a low of C.

According to the S&P rating system, an obligation rated A is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

According to the Moody's rating system, debt securities rated A possess many favorable investment attributes and are to be considered as upper-medium-grade obligations. Numerical modifiers 1, 2 and 3 are applied to each rating classification from Aa through Caa. Modifier 1 indicates that the obligation ranks in the higher end of its generic rating category, modifier 2 indicates a mid-range ranking and modifier 3 indicates a ranking in the lower end of that generic rating category.

According to the DBRS rating system, debt securities rated A are of satisfactory credit quality. Protection of interest and principal is still substantial, but the degree of strength is less than with AA rated entities. While a respectable rating, entities in the A category are considered to be more susceptible to adverse economic conditions and have greater cyclical tendencies than higher rated securities. "High" or "low" grades are used to indicate the relative standing within a rating category. The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

The credit ratings accorded to the notes by the Rating Agencies are not recommendations to purchase, hold or sell the notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a Rating Agency in the future if, in its judgment, circumstances so warrant. The lowering of any rating of the notes may negatively affect the quoted market price, if any, of the notes.

Underwriting

Subject to the terms and conditions of the underwriting agreement, dated October , 2007 among us and the underwriters named below, through their representatives J.P. Morgan Securities Inc. and HSBC Securities (USA) Inc., we have agreed to sell and the underwriters have severally agreed to purchase from us, as principals, the following respective principal amounts of notes listed opposite their names below at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement subject to prior sale, if, as and when issued by us and accepted by the underwriters:

Underwriters	Principal amount of notes	
J.P. Morgan Securities Inc.	US\$	
HSBC Securities (USA) Inc.		
Citigroup Global Markets Inc.		
Deutsche Bank Securities Inc.		
Lazard Capital Markets LLC		
Total Liabilities and Stockholders' Equity	\$ 2,862,780	\$2,904,136
See notes to consolidated financial statements.		

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In Thousands, Except Per Share Data, Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
Interest Income				
Loans	\$16,216	\$14,878	\$32,684	\$28,679
Mortgage-backed securities	7,933	7,297	15,915	14,695
Securities:				
Taxable	334	1,379	826	2,787
Tax-exempt	11	238	55	395
Other interest-earning assets	182	241	377	420
Total Interest Income	24,676	24,033	49,857	46,976
Interest Expense				
Deposits	5,223	6,015	10,815	12,338
Borrowings	2,035	2,146	4,077	4,221
Total Interest Expense	7,258	8,161	14,892	16,559
Net Interest Income	17,418	15,872	34,965	30,417
Provision for Loan Losses	1,323	876	2,388	2,127
Net Interest Income after Provision for Loan Losses	16,095	14,996	32,577	28,290
Non-Interest (Loss) Income				
Fees and service charges	639	427	1,265	769
Loss on sale of securities	(5)	-	(5)	-
Gain on sale of loans	123	13	309	13
Income from bank owned life insurance	185	174	375	337
Electronic banking fees and charges	236	167	471	281
Loss from REO operations	(2,049)	(36)	(2,203)	(50)
Miscellaneous	41	29	76	55
Total Non-Interest (Loss) Income	(830)	774	288	1,405
Non-Interest Expenses				
Salaries and employee benefits	8,383	7,397	16,544	14,350
Net occupancy expense of premises	1,596	1,152	3,181	2,201
Equipment and systems	1,774	1,385	3,743	2,562
Advertising and marketing	321	270	622	516
Federal deposit insurance premium	496	517	981	964
Directors' compensation	158	250	324	808
Merger-related expenses	-	3,150	-	3,190
Miscellaneous	1,895	1,281	3,509	2,455
Total Non-Interest Expenses	\$14,623	\$15,402	\$28,904	\$27,046

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (Continued)
(In Thousands, Except Per Share Data, Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2011	2010	2011	2010
Income Before Income Taxes	\$642	\$368	\$3,961	\$2,649
Income Taxes	172	373	1,473	1,319
Net Income (Loss)	\$470	\$(5)	\$2,488	\$1,330
Net Income (Loss) per Common Share (EPS):				
Basic and Diluted	\$0.01	\$0.00	\$0.04	\$0.02
Weighted Average Number of Common Shares Outstanding:				
Basic and Diluted	66,498	67,042	66,733	67,130
Dividends Declared Per Common Share	\$0.05	\$0.05	\$0.10	\$0.10

See notes to consolidated financial statements.

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Six Months Ended December 31, 2010
(In Thousands, Except Per Share Data, Unaudited)

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Retained Earnings	Unearned ESOP Shares	Treasury Stock	Other Comprehensive Income	Total
Balance - June 30, 2010	68,344	\$ 7,274	\$ 213,529	\$ 312,844	\$ (9,698)	\$ (54,738)	\$ 16,715	\$ 485,926
Comprehensive loss:								
Net income	-	-	-	1,330	-	-	-	1,330
Unrealized loss on securities available for sale, net of deferred income tax benefit of \$5,342	-	-	-	-	-	-	(7,793)	(7,793)
Benefit plans, net of deferred income tax benefit of \$3	-	-	-	-	-	-	(5)	(5)
Total comprehensive loss								(6,468)
ESOP shares committed to be released (72 shares)	-	-	(84)	-	727	-	-	643
Dividends contributed for payment of ESOP loan	-	-	64	-	-	-	-	64
Stock option expense	-	-	745	-	-	-	-	745
Treasury stock purchases	(369)	-	-	-	-	(3,316)	-	(3,316)

Restricted stock plan shares earned (111 shares)	-	-	1,198	-	-	-	-	1,198
Tax effect from stock based compensation	-	-	(240)	(124)	-	-	-	(364)
Cash dividends declared (\$0.10/ public share)	-	-	-	(1,608)	-	-	-	(1,608)
Balance - December 31, 2010	67,975	\$ 7,274	\$ 215,212	\$ 312,442	\$ (8,971)	\$ (58,054)	\$ 8,917	\$ 476,820

See notes to consolidated financial statements.

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KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Six Months Ended December 31, 2011
(In Thousands, Except Per Share Data, Unaudited)

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Retained Earnings	Unearned ESOP Shares	Treasury Stock	Other Comprehensive Income	Total
Balance - June 30, 2011	67,851	\$ 7,274	\$ 215,258	\$ 317,354	\$ (8,244)	\$ (59,200)	\$ 15,432	\$ 487,874
Comprehensive income:								
Net income	-	-	-	2,488	-	-	-	2,488
Unrealized gain on securities available for sale, net of deferred income tax expense of \$2,629	-	-	-	-	-	-	3,828	3,828
Benefit plans, net of deferred income tax expense of \$124	-	-	-	-	-	-	179	179
Total Comprehensive income								6,495
ESOP shares committed to be released (72 shares)	-	-	(55)	-	728	-	-	673
Dividends contributed for payment of ESOP loan	-	-	73	-	-	-	-	73
Stock option expense	-	-	21	-	-	-	-	21
Treasury stock purchases	(771)	-	-	-	-	(7,094)	-	(7,094)

Restricted stock plan shares earned (8 shares)	-	-	84	-	-	-	-	84
Cash dividends declared (\$0.10/ public share)	-	-	-	(1,556)	-	-	-	(1,556)
Balance - December 31, 2011	67,080	\$ 7,274	\$ 215,381	\$ 318,286	\$ (7,516)	\$ (66,294)	\$ 19,439	\$ 486,570

See notes to consolidated financial statements.

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KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands, Unaudited)

	Six Months Ended December 31,	
	2011	2010
Cash Flows from Operating Activities:		
Net income	\$2,488	\$1,330
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	1,310	944
Net amortization of premiums, discounts and loan fees and costs	4,086	1,681
Deferred income taxes	365	(756)
Amortization of intangible assets	81	-
Amortization of benefit plans' unrecognized net loss	20	34
Provision for loan losses	2,388	2,127
Loss on write-down and sales of real estate owned	2,056	35
Realized gain on sale of loans	(309)	(13)
Proceeds from sale of loans	3,551	1,049
Realized loss on sale of mortgage-backed securities held to maturity	5	-
Realized gain on disposition of premises and equipment	(3)	-
Increase in cash surrender value of bank owned life insurance	(375)	(337)
ESOP, stock option plan and restricted stock plan expenses	778	2,586
Decrease in interest receivable	979	-
Increase in other assets	(437)	(1,242)
Decrease in interest payable	(24)	(36)
Decrease in other liabilities	(430)	(1,194)
 Net Cash Provided by Operating Activities	 16,529	 6,208
Cash Flows from Investing Activities:		
Proceeds from calls and maturities of securities available for sale	30,088	405
Proceeds from repayments of securities available for sale	590	585
Purchase of securities held to maturity	(1,068)	(65,555)
Proceeds from calls and maturities of securities held to maturity	61,522	115,230
Proceeds from repayments of securities held to maturity	458	148
Purchase of loans	(27,907)	(1,437)
Net decrease in loans receivable	58,011	41,223
Proceeds from sale of real estate owned	224	60
Purchases of mortgage-backed securities available for sale	(311,817)	(245,211)
Principal repayments on mortgage-backed securities available for sale	149,045	105,597
Principal repayments on mortgage-backed securities held to maturity	110	181
Proceeds from sale of mortgage-backed securities held to maturity	27	-
Purchase of FHLB stock	-	(2,250)
Redemption of FHLB stock	2	2,250
Cash paid in merger, net of cash acquired	-	(24,529)
Proceeds from cash settlement of premises and equipment	3	-

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Additions to premises and equipment	(1,293)	(434)
Net Cash Used in Investing Activities	\$(42,005)	\$(73,737)

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KEARNY FINANCIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In Thousands, Unaudited)

	Six Months Ended December 31,	
	2011	2010
Cash Flows from Financing Activities:		
Net (decrease) increase in deposits	\$(31,739)	\$31,157
Repayment of long-term FHLB advances	(39)	(6)
Decrease in other short-term borrowings	(9,516)	(9,009)
Decrease in advance payments by borrowers for taxes	(570)	(474)
Dividends paid to stockholders of Kearny Financial Corp.	(1,587)	(1,617)
Purchase of common stock of Kearny Financial Corp. for treasury	(7,094)	(3,316)
Dividends contributed for payment of ESOP loan	73	64
Tax effect from stock based compensation	-	(364)
 Net Cash (Used in) Provided by Financing Activities	 (50,472)	 16,435
 Net Decrease in Cash and Cash Equivalents	 (75,948)	 (51,094)
 Cash and Cash Equivalents – Beginning	 222,580	 181,422
 Cash and Cash Equivalents – Ending	 \$146,632	 \$130,328
Supplemental Disclosures of Cash Flows Information:		
Cash paid during the year for:		
Income taxes, net of refunds	\$2,027	\$3,603
 Interest	 \$14,916	 \$16,595
Non-cash investing and financing activities:		
Acquisition of real estate owned in settlement of loans	\$1,157	\$435
Fair value of assets acquired, net of cash and cash equivalents acquired	\$-	\$559,113
 Fair value of liabilities assumed	 \$-	 \$534,584

See notes to consolidated financial statements.

KEARNY FINANCIAL CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Kearny Financial Corp. (the “Company”), its wholly-owned subsidiaries, Kearny Federal Savings Bank (the “Bank”) and Kearny Financial Securities, Inc., and the Bank’s wholly-owned subsidiaries, KFS Financial Services, Inc., KFS Investment Corp. and CJB Investment Corp. and its wholly owned subsidiary, Central Delaware Investment Corp. Kearny Financial Securities, Inc. and Central Delaware Investment Corp. were each dissolved during the quarter ended September 30, 2011. The Company conducts its business principally through the Bank. Management prepared the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, including the elimination of all significant inter-company accounts and transactions during consolidation.

2. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and Regulation S-X and do not include information or footnotes necessary for a complete presentation of financial condition, income, changes in stockholders’ equity and cash flows in conformity with generally accepted accounting principles (“GAAP”). However, in the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the consolidated financial statements have been included. The results of operations for the three and six month periods ended December 31, 2011, are not necessarily indicative of the results that may be expected for the entire fiscal year or any other period.

The data in the consolidated statements of financial condition for June 30, 2011 was derived from the Company’s annual report on Form 10-K. That data, along with the interim financial information presented in the consolidated statements of financial condition, operations, changes in stockholders’ equity and cash flows should be read in conjunction with the 2011 consolidated financial statements, including the notes thereto included in the Company’s annual report on Form 10-K.

3. NET INCOME PER COMMON SHARE (“EPS”)

Basic EPS is based on the weighted average number of common shares actually outstanding including restricted stock awards (see following paragraph) adjusted for Employee Stock Ownership Plan (“ESOP”) shares not yet committed to be released. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as outstanding stock options, were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. Diluted EPS is calculated by adjusting the weighted average number of shares of common stock outstanding to include the effect of contracts or securities exercisable or which could be converted into common stock, if dilutive, using the treasury stock method. Shares issued and reacquired during any period are weighted for the portion of the period they were outstanding.

The Financial Accounting Standards Board (“FASB”) has issued guidance on determining whether instruments granted in share-based payment transactions are participating securities. This guidance clarifies that all outstanding unvested share-based payment awards that contain rights to non-forfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied.

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations:

	Three Months Ended December 31, 2011			Six Months Ended December 31, 2011		
	Income	Shares	Per Share	Income	Shares	Per Share
	(Numerator) (In Thousands, Except Per Share Data)	(Denominator)	Amount	(Numerator) (In Thousands, Except Per Share Data)	(Denominator)	Amount
Net income	\$470			\$2,488		
Basic earnings per share, income available to common stockholders	\$470	66,498	\$0.01	\$2,488	66,733	\$0.04
Effect of dilutive securities:						
Stock options	-	-		-	-	
	\$470	66,498	\$0.01	\$2,488	66,733	\$0.04

	Three Months Ended December 31, 2010			Six Months Ended December 31, 2010		
	Income	Shares	Per Share	Income	Shares	Per Share
	(Numerator) (In Thousands, Except Per Share Data)	(Denominator)	Amount	(Numerator) (In Thousands, Except Per Share Data)	(Denominator)	Amount
Net (loss) income	\$(5)			\$1,330		
Basic earnings per share, income available to common stockholders	\$(5)	67,042	\$0.00	\$1,330	67,130	\$0.02
Effect of dilutive securities:						
Stock options	-	-		-	-	
	\$(5)	67,042	\$0.00	\$1,330	67,130	\$0.02

During the three and six months ended December 31, 2011, the average number of options which were considered anti-dilutive totaled approximately 3,233,000 and 3,233,000, respectively. During the three and six months ended December 31, 2010, the average number of options which were considered anti-dilutive totaled approximately 3,182,000 and 3,201,000, respectively.

4. SUBSEQUENT EVENTS

The Company has evaluated events and transactions occurring subsequent to the statement of financial condition date of December 31, 2011, for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date this document was filed.

5. RECENT ACCOUNTING PRONOUNCEMENTS

In January 2010, the FASB issued guidance concerning fair value measurement and disclosures. The guidance mandates additional disclosure requiring that a reporting entity should disclose separately

the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers while also requiring that in the reconciliation for fair value measurements using significant unobservable inputs (Level 3), a reporting entity should present separately information about purchases, sales, issuances, and settlements (that is, on a gross basis rather than as one net number). The guidance clarifies existing fair value disclosure requirements such that a reporting entity should provide fair value measurement disclosures for each class of assets and liabilities. A class is often a subset of assets or liabilities within a line item in the statement of financial position.

A reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities. Moreover, a reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. Those disclosures are required for fair value measurements that fall in either Level 2 or Level 3. This guidance also includes conforming amendments regarding employers' disclosures about postretirement benefit plan assets. The conforming amendments change the terminology from "major categories" of assets to "classes" of assets and provide a cross reference to the guidance in Subtopic 820-10 on how to determine appropriate classes to present fair value disclosures. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The implementation of the new pronouncement did not have a material impact on the Company's consolidated financial position or results of operations.

In December 2010, the FASB issued amended guidance concerning goodwill impairment testing. The amended guidance modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The qualitative factors are consistent with the existing guidance and related examples, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. These amendments eliminate an entity's ability to assert that a reporting unit is not required to perform Step 2 because the carrying amount of the reporting unit is zero or negative despite the existence of qualitative factors that indicate the goodwill is more likely than not impaired. As a result, goodwill impairments may be reported sooner than under current practice.

For public entities, the amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. Upon adoption of the amendments, an entity with reporting units that have carrying amounts that are zero or negative is required to assess whether it is more likely than not that the reporting units' goodwill is impaired. If the entity determines that it is more likely than not that the goodwill of one or more of its reporting units is impaired, the entity should perform Step 2 of the goodwill impairment test for those reporting unit(s). Any resulting goodwill impairment should be recorded as a cumulative-effect adjustment to beginning retained earnings in the period of adoption. Any goodwill impairments occurring after the initial adoption of the amendments should be included in earnings as required by existing guidance. The implementation of the new pronouncement did not have a material impact on the Company's consolidated financial position or results of operations.

In April 2011, the FASB issued Accounting Standards Update 2011-03 which clarifies the accounting principles applied to repurchase agreements, as set forth by FASB ASC Topic 860, Transfers and Servicing. This ASU, entitled Reconsideration of Effective Control for Repurchase Agreements, amends one of three criteria used to determine whether or not a transfer of assets may be treated as a sale by the transferor. Under Topic 860, the transferor may not maintain effective control over the transferred assets in order to qualify as a sale. This ASU eliminates the criteria under which the transferor must retain collateral sufficient to repurchase or redeem the collateral on substantially agreed upon terms as a method of maintaining effective control. This ASU is effective for interim and annual reporting periods beginning on or after December 31, 2011, and requires prospective application to transactions or modifications of transactions which occur on or after the effective date. Early adoption is not permitted. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update 2011-05 which amends FASB ASC Topic 220, Comprehensive Income, to facilitate the continued alignment of U.S. GAAP with International Accounting Standards. The ASU prohibits the presentation of the components of comprehensive income in the statement of stockholder's equity. Reporting entities are allowed to present either: a statement of comprehensive income, which reports both net income and other comprehensive income; or separate, but consecutive, statements of net income and other comprehensive income. Under previous GAAP, all 3 presentations were acceptable. Regardless of the presentation selected, the Reporting Entity is required to present all reclassifications between other comprehensive and net income on the face of the new statement or statements. The provisions of this ASU are effective for fiscal years and interim periods beginning after December 31, 2011 for public entities. As the two remaining options for presentation existed prior to the issuance of this ASU, early adoption is permitted. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

In September, 2011, the FASB issued Accounting Standards Update 2011-08, Testing Goodwill for Impairment. The purpose of this ASU is to simplify how entities test goodwill for impairment by adding a new first step to the preexisting goodwill impairment test under ASC Topic 350, Intangibles – Goodwill and Other. This amendment gives the entity the option to first assess a variety of qualitative factors such as economic conditions, cash flows, and competition to determine whether it was more likely than not that the fair value of goodwill has fallen below its carrying value. If the entity determines that it is not likely that the fair value has fallen below its carrying value, then the entity will not have to complete the original two-step test under Topic 350. The amendments in this ASU are effective for impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

In September, 2011, the FASB issued Accounting Standards Update 2011-09, Disclosures about an Employer's Participation in a Multiemployer Plan. This update creates additional disclosures for employers participating in multiemployer pension plans to provide clarity with regard to the employer's involvement in the plan, as well as the financial health of the plan itself. Participating employers will now be required to disclose plan names, contribution amounts, funded status, minimum contribution requirements, and other relevant plan information for all years presented on the statement of income. The ASU does not amend the accounting requirements for such contributions and liabilities, and as such will only impact the level of disclosure made with regard to the plan. For public companies, the amendments of this ASU are effective for annual periods for fiscal years ending after December 15, 2011. Early adoption by both public and nonpublic entities is permitted. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

In December, 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update 2011-05. In response to stakeholder concerns regarding the operational ramifications of the presentation of these reclassifications for current and previous years, the FASB has deferred the implementation date of this provision to allow time for further consideration. The requirement in ASU 2011-05, Presentation of Comprehensive Income, for the presentation of a combined statement of comprehensive income or separate, but consecutive, statements of net income and other comprehensive income is still effective for fiscal years and interim periods beginning after December 15, 2011 for public companies. The Company is currently evaluating the potential impact the new pronouncement will have on its consolidated financial statements.

6. STOCK REPURCHASE PLANS

On August 17, 2011, the Company announced the completion of its stock repurchase plan originally announced on May 26, 2010 through which it repurchased a total of 889,506 shares at an average cost of \$9.07 per share. On that same day, the Company announced that the Board of Directors authorized a new stock repurchase plan to acquire up to 845,031 shares, or 5% of the Company's outstanding stock held by persons other than Kearny MHC. Through December 31, 2011 the Company has repurchased a total of 736,500 shares in accordance with this repurchase plan at a total cost of \$6.8 million and at an average cost per share of \$9.20.

7. DIVIDEND WAIVER

During the six months ended December 31, 2011, Kearny MHC, the federally chartered mutual holding company of the Company waived its right, in accordance with the non-objection previously granted by the Federal Reserve Bank ("FRB"), to receive cash dividends of approximately \$5.1 million declared on the 50,916,250 shares of Company common stock it owns.

8. SECURITIES AVAILABLE FOR SALE

The amortized cost, gross unrealized gains and losses and estimated fair values of securities at December 31, 2011 and June 30, 2011 and stratification by contractual maturity of securities at December 31, 2011 are presented below:

	Amortized Cost	At December 31, 2011		Carrying Value
		Gross Unrealized Gains	Gross Unrealized Losses	
(In Thousands)				
Securities:				
Debt securities:				
Trust preferred securities	\$8,866	\$-	\$2,418	\$6,448
U.S. agency securities	6,017	28	1	6,044
Obligations of state and political subdivisions	512	-	-	512
Total securities	15,395	28	2,419	13,004
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	2,959	33	-	2,992
Total collateralized mortgage obligations	2,959	33	-	2,992
Mortgage pass-through securities:				
Government National Mortgage Association	11,615	973	20	12,568
Federal Home Loan Mortgage Corporation	386,090	10,963	30	397,023
Federal National Mortgage Association	789,342	23,335	38	812,639
Total mortgage pass-through securities	1,187,047	35,271	88	1,222,230
Total mortgage-backed securities	1,190,006	35,304	88	1,225,222
Total securities available for sale	\$1,205,401	\$35,332	\$2,507	\$1,238,226

	At December 31, 2011	
	Amortized Cost	Carrying Value
(In Thousands)		
Debt securities:		
Due in one year or less	\$ 511	\$ 512
Due after one year through five years	-	-
Due after five years through ten years	59	59
Due after ten years	14,825	12,433

Total	\$ 15,395	\$ 13,004
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		At June 30, 2011		
	Amortized	Gross	Gross	Carrying
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
		(In Thousands)		
Securities:				
Debt securities:				
Trust preferred securities	\$8,863	\$-	\$1,416	\$7,447
U.S. agency securities	6,657	-	66	6,591
Obligations of state and political subdivisions	30,625	10	-	30,635
Total securities	46,145	10	1,482	44,673
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	3,437	28	-	3,465
Total collateralized mortgage obligations	3,437	28	-	3,465
Mortgage pass-through securities:				
Government National Mortgage Association	12,614	991	24	13,581
Federal Home Loan Mortgage Corporation	380,387	10,092	31	390,448
Federal National Mortgage Association	635,969	17,175	391	652,753
Total mortgage pass-through securities	1,028,970	28,258	446	1,056,782
Total mortgage-backed securities	1,032,407	28,286	446	1,060,247
Total securities available for sale	\$1,078,552	\$28,296	\$1,928	\$1,104,920

There were no sales of securities from the available for sale portfolio during the six months ended December 31, 2011 and December 31, 2010. At December 31, 2011 and June 30, 2011, securities available for sale with carrying values of approximately \$314.6 million and \$317.8 million, respectively, were utilized as collateral for borrowings through the FHLB of New York. As of those same dates, securities available for sale with carrying values of approximately \$8.7 million and \$10.6 million, respectively, were pledged to secure public funds on deposit.

The Company's available for sale mortgage-backed securities are generally secured by residential mortgage loans with original contractual maturities of ten to thirty years. However, the effective lives of those securities are generally shorter than their contractual maturities due to principal amortization and prepayment of the mortgage loans comprised within those securities. Investors in mortgage pass-through securities generally share in the receipt of principal repayments on a pro-rata basis as paid by the borrowers. By comparison, collateralized mortgage obligations generally represent individual tranches within a larger investment vehicle that is designed to distribute cash flows received on securitized mortgage loans to investors in a manner determined by the overall terms and structure of the investment vehicle and those applying to the individual tranches within that structure.

9. SECURITIES HELD TO MATURITY

The amortized cost, gross unrealized gains and losses and estimated fair values of securities at December 31, 2011 and June 30, 2011 and stratification by contractual maturity of securities at December 31, 2011 are presented below:

	Carrying Value	December 31, 2011 Gross Unrealized Gains (In Thousands)	December 31, 2011 Gross Unrealized Losses	Fair Value
Securities:				
Debt securities:				
U.S. agency securities	\$42,962	\$430	\$-	\$43,392
Obligations of state and political subdivisions	2,555	3	-	2,558
Total securities	45,517	433	-	45,950
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal Home Loan Mortgage Corporation	49	8	-	57
Federal National Mortgage Association	573	66	-	639
Non-agency securities	162	-	13	149
Total collateralized mortgage obligations	784	74	13	845
Mortgage pass-through securities:				
Federal Home Loan Mortgage Corporation	131	4	-	135
Federal National Mortgage Association	292	9	-	301
Total mortgage pass-through securities	423	13	-	436
Total mortgage-backed securities	1,207	87	13	1,281
Total securities held to maturity	\$46,724	\$520	\$13	\$47,231

	At December 31, 2011	
	Carrying Value	Fair Value
	(In Thousands)	
Debt securities:		
Due in one year or less	\$ 2,555	\$ 2,558
Due after one year through five years	32,975	33,382

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Due after five years through ten years	-	-
Due after ten years	9,987	10,010
Total	\$ 45,517	\$ 45,950

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		At June 30, 2011		
	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In Thousands)		
Securities:				
Debt securities:				
U.S. agency securities	\$ 103,458	\$ 576	\$ 1	\$ 104,033
Obligations of state and political subdivisions	3,009	10	-	3,019
Total securities	106,467	586	1	107,052
Mortgage-backed securities:				
Collateralized mortgage obligations:				
Federal Home Loan Mortgage Corporation	67	5	-	72
Federal National Mortgage Association Non-agency securities	618	68	-	686
	203	1	17	187
Total collateralized mortgage obligations	888	74	17	945
Mortgage pass-through securities:				
Federal Home Loan Mortgage Corporation	145	4	-	149
Federal National Mortgage Association	312	10	-	322
Total mortgage pass-through securities	457	14	-	471
Total mortgage-backed securities	1,345	88	17	1,416
Total securities held to maturity	\$ 107,812	\$ 674	\$ 18	\$ 108,468

During the six months ended December 31, 2011, proceeds from sales of securities held to maturity totaled \$27,000 resulting in a loss of approximately \$5,000. The proceeds and losses were fully attributable to the sale of one non-investment grade, non-agency collateralized mortgage obligation. The security was originally acquired as an investment grade security upon the in-kind redemption of the Bank's interest in the AMF Ultra Short Mortgage Fund during the first quarter of fiscal 2009. The rating of the security subsequently declined below investment grade resulting in its eligibility for sale from the held-to-maturity portfolio without tainting the status of the remaining securities within the portfolio. There were no sales of securities from the held to maturity portfolio during the six months ended December 31, 2010.

At December 31, 2011 and June 30, 2011, held to maturity securities were not utilized as collateral for borrowings nor pledged to secure public funds on deposit.

The Company's held to maturity mortgage-backed securities are generally secured by residential mortgage loans with original contractual maturities of ten to thirty years. However, the effective lives of those securities are generally shorter than their contractual maturities due to principal amortization and prepayment of the mortgage loans comprised within those securities. Investors in mortgage pass-through securities generally share in the receipt of principal repayments on a pro-rata basis as paid by the borrowers. By comparison, collateralized mortgage obligations generally represent individual tranches within a larger investment vehicle that is designed to distribute cash flows received on securitized mortgage loans to investors in a manner determined by the overall terms and structure of the investment vehicle and those applying to the individual tranches within that structure.

10. IMPAIRMENT OF SECURITIES

The following two tables summarize the fair values and gross unrealized losses within the available for sale and held to maturity portfolios at December 31, 2011 and June 30, 2011. The gross unrealized losses, presented by security type, represent temporary impairments of value within each portfolio as of the dates presented. Temporary impairments within the available for sale portfolio have been recognized through other comprehensive income as reductions in stockholders' equity on a tax-effected basis.

The tables are followed by a discussion that summarizes the Company's rationale for recognizing the reported impairments as "temporary" versus "other-than-temporary". Such rationale is presented by investment type and generally applies consistently to both the available for sale and held to maturity portfolios, except where specifically noted.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(In Thousands)						
Securities Available for Sale:						
At December 31, 2011:						
Trust preferred securities	\$-	\$-	\$5,448	\$2,418	\$5,448	\$2,418
U.S. agency securities	-	-	496	1	496	1
Mortgage pass-through securities	56,808	17	1,141	71	57,949	88
Total	\$56,808	\$17	\$7,085	\$2,490	\$63,893	\$2,507
At June 30, 2011:						
Trust preferred securities	\$-	\$-	\$6,447	\$1,416	\$6,447	\$1,416
U.S. agency securities	3,631	63	2,896	3	6,527	66
Mortgage pass-through securities	85,831	366	1,221	80	87,052	446
Total	\$89,462	\$429	\$10,564	\$1,499	\$100,026	\$1,928

The number of available for sale securities with unrealized losses at December 31, 2011 totaled 28 comprising four single-issuer trust preferred securities, two U.S. agency securities, and 22 mortgage pass-through securities. The number of available for sale securities with unrealized losses at June 30, 2011 totaled 42 comprising four single-issuer trust preferred securities, six U.S. agency securities and 32 mortgage pass-through securities.

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(In Thousands)						
Securities Held to Maturity:						
At December 31, 2011:						
Collateralized mortgage obligations	\$-	\$-	\$133	\$13	\$133	\$13
Total	\$-	\$-	\$133	\$13	\$133	\$13
At June 30, 2011:						
U.S. agency securities	\$13,388	\$1	\$-	\$-	\$13,388	\$1
Collateralized mortgage obligations	-	-	149	17	149	17
Total	\$13,388	\$1	\$149	\$17	\$13,537	\$18

The number of held to maturity securities with unrealized losses at December 31, 2011 totaled 10 collateralized mortgage obligations. The number of held to maturity securities with unrealized losses at June 30, 2011 totaled 13 comprising 11 collateralized mortgage obligations and two U.S. agency securities.

Mortgage-backed Securities. The carrying value of the Company's mortgage-backed securities totaled \$1.23 billion at December 31, 2011 and comprised 95.4% of total investments and 42.8% of total assets as of that date. This category of securities primarily includes mortgage pass-through securities and collateralized mortgage obligations issued by U.S. government-sponsored entities such as Ginnie Mae, Fannie Mae and Freddie Mac who guarantee the contractual cash flows associated with those securities. Those guarantees were strengthened during the 2008-2009 financial crisis during which time Fannie Mae and Freddie Mac were placed into receivership by the federal government. Through those actions, the U.S. government effectively reinforced the guarantees of their agencies thereby strengthening the creditworthiness of the mortgage-backed securities issued by those agencies.

With credit risk being reduced to negligible levels due primarily to the U.S. government's support of most of these agencies, the unrealized losses on the Company's investment in U.S. agency mortgage-backed securities are due largely to the combined effects of several market-related factors. First, movements in market interest rates significantly impact the average lives of mortgage-backed securities by influencing the rate of principal prepayment attributable to refinancing activity. Changes in the expected average lives of such securities significantly impact their fair values due to the extension or contraction of the cash flows that an investor expects to receive over the life of the security.

Generally, lower market interest rates prompt greater refinancing activity thereby shortening the average lives of mortgage-backed securities and vice-versa. The historically low mortgage rates currently prevalent in the marketplace have created significant refinancing incentive for qualified borrowers. However, prepayment rates are also influenced by fluctuating real estate values and the overall availability of credit in the marketplace which significantly impacts the ability of borrowers to qualify for refinancing. The deteriorating real estate market values and reduced availability of credit that have characterized the residential real estate marketplace in recent years have stifled demand for residential real estate while reducing the ability of certain borrowers to qualify for the refinancing of existing loans.

To some extent, these factors have offset the effects of historically low interest rates on mortgage-backed security prepayment rates.

The market price of mortgage-backed securities, being the key measure of the fair value to an investor in such securities, is also influenced by the overall supply and demand for such securities in the marketplace. Absent other factors, an increase in the demand for, or a decrease in the supply of a security increases its price. Conversely, a decrease in the demand for, or an increase in the supply of a security decreases its price. During fiscal 2008 and fiscal 2009, the volatility and uncertainty in the marketplace had reduced the overall level of demand for mortgage-backed securities which generally had an adverse impact on their prices in the open market. This was further exacerbated by many larger institutions shedding mortgage-related assets to shrink their balance sheets for capital adequacy purposes thereby increasing the supply of such securities.

During fiscal 2010 and fiscal 2011, however, institutional demand for mortgage-backed securities increased reflecting greater stability and liquidity in the financial markets coupled with the intervention of the Federal Reserve as a buyer/holder of such securities. Moreover, many financial institutions, including the Bank, are experiencing the effect of diminished loan origination volume resulting in increased institutional demand for mortgage-backed securities as investment alternatives to loans. These factors have continued into fiscal 2012 with market prices of agency mortgage-backed securities generally reflecting the increased institutional demand for such securities.

In sum, the factors influencing the fair value of the Company's U.S. agency mortgage-backed securities, as described above, generally result from movements in market interest rates and changing real estate and financial market conditions which affect the supply and demand for such securities. Inasmuch as such market conditions fluctuate over time, the impairments of value arising from these changing market conditions are both "noncredit-related" and "temporary" in nature.

The Company has the stated ability and intent to "hold to maturity" those securities so designated. Moreover, the Company has both the ability and intent, as of the periods presented, to hold the temporarily impaired available for sale securities until the fair value of the securities recovers to a level equal to or greater than the Company's amortized cost. As such, the Company has not decided to sell the securities as of December 31, 2011 and has further concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date. Moreover, the Company purchased these securities at either par or nominal premiums. Accordingly, the Company expects that the securities will not be settled for a price less than its amortized cost.

In light of the factors noted above, the Company does not consider its U.S. agency mortgage-backed securities with unrealized losses at December 31, 2011 to be "other-than-temporarily" impaired as of that date.

In addition to those mortgage-backed securities issued by U.S. agencies, the Company also maintains a nominal balance of non-agency mortgage-backed securities at December 31, 2011. Unlike agency mortgage-backed securities, non-agency collateralized mortgage obligations are not explicitly guaranteed by a U.S. government sponsored entity. Rather, such securities generally utilize the structure of the larger investment vehicle to reallocate credit risk among the individual tranches comprised within that vehicle. Through this process, investors in different tranches are subject to varying degrees of risk that the cash flows of their tranche will be adversely impacted by borrowers defaulting on the underlying mortgage loans. The creditworthiness of certain tranches may also be further enhanced by additional credit insurance protection embedded within the terms of the total investment vehicle.

The fair values of the non-agency mortgage-backed securities are subject to many of the factors applicable to the agency securities that may result in “temporary” impairments in value. However, due to the lack of agency guaranty, the Company also monitors the general level of credit risk for each of its non-agency mortgage-backed securities based upon the ratings assigned to its specific tranches by one or more credit rating agencies. The level of such ratings, and changes thereto, is one of several factors considered by the Company in identifying those securities that may be other-than-temporarily impaired.

The classification of impairment as “temporary” is generally reinforced by the Company’s stated intent and ability to “hold to maturity” all of its non-agency mortgage-backed securities which allows for an adequate timeframe during which the fair values of the impaired securities are expected to recover to the level of their amortized cost. However, in the event of a severe deterioration of a security’s credit characteristics – including, but not limited to, a reduction in credit rating from investment grade to below investment grade and/or the recognition of credit-related impairment resulting from actual or expected deterioration of cash flows - the Company may re-evaluate and restate its intent to hold an impaired security until the expected recovery of its amortized cost.

For example, during both fiscal 2011 and the first six months of fiscal 2012, the Company re-evaluated its intent regarding the retention or sale of its impaired, non-agency collateralized mortgage obligations whose credit-ratings had fallen below investment grade. The Company considered the combined effects of the severe deterioration of the securities’ credit ratings since their acquisition as investment grade securities and the actual and anticipated cash flow losses that characterized most of the securities. Based on these factors, the Company modified its intent regarding these impaired securities from “hold to recovery of amortized cost” to “sell” and sold such securities during the periods noted.

At December 31, 2011, the Company's remaining portfolio of non-agency CMOs included 11 held-to-maturity securities totaling \$162,000 of which 10 securities totaling \$146,000 were impaired but retained their investment grade rating by one or more rating agencies. The Company has not decided to sell the impaired securities as of December 31, 2011 and has further concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date.

In light of the factors noted above, the Company does not consider its balance of non-agency mortgage-backed securities with unrealized losses at December 31, 2011 to be “other-than-temporarily” impaired as of that date.

U.S. Agency Securities. The carrying value of the Company’s U.S. agency debt securities totaled \$49.0 million at December 31, 2011 and comprised 3.8% of total investments and 1.7% of total assets as of that date. Such securities are comprised of \$43.0 million of U.S. agency debentures and \$6.0 million of securitized pools of loans issued and fully guaranteed by the Small Business Administration (“SBA”), a U.S. government sponsored entity.

With credit risk being reduced to negligible levels due to the issuer’s guarantee, the unrealized losses on the Company’s investment in U.S. agency debt securities are due largely to the combined effects of several market-related factors including movements in market interest rates and general level of liquidity of such securities in the marketplace based on supply and demand.

With regard to interest rates, the Company’s SBA securities are variable rate investments whose interest coupons are generally based on the Prime index minus a margin. Based upon the historically low level of short term market interest rates, of which the Prime index is one measure, the current yields on these securities are comparatively low. Consequently, the fair value of the SBA securities, as determined

based upon the market price of these securities, reflects the adverse effects of the historically low short term, market interest rates at December 31, 2011.

Like the mortgage-backed securities described earlier, the currently diminished fair value of the Company's SBA securities also reflects the extended average lives of the underlying loans resulting from loan prepayment prohibitions that may be embedded in the underlying loans coupled with the generally reduced availability of credit in the marketplace reducing borrower refinancing opportunities. Such influences extend the timeframe over which an investor would anticipate holding the security at a "below market" yield. Similarly, the price of securitized SBA loan pools also reflects fluctuating supply and demand in the marketplace attributable to similar factors as those applying to mortgage-backed securities, as presented above.

Unlike its SBA securities, the Company's U.S. agency debentures are fixed rate investments whose fair values over time generally reflect movements in comparatively longer term market interest rates. At December 31, 2011, there were no unrealized losses applicable to the Company's fixed rate, U.S. agency debentures.

In sum, the factors influencing the fair value of the Company's U.S. agency securities, as described above, generally result from movements in market interest rates and changing market conditions which affect the supply and demand for such securities. Inasmuch as such market conditions fluctuate over time, the "noncredit-related" impairments of value arising from these changing market conditions are "temporary" in nature.

The Company has the stated ability and intent to "hold to maturity" those securities so designated. Moreover, the Company has both the ability and intent, as of the periods presented, to hold the temporarily impaired available for sale securities until the fair value of the securities recovers to a level equal to or greater than the Company's amortized cost. As such, the Company has not decided to sell the securities as of December 31, 2011 and has further concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date. Moreover, the Company purchased these securities at either par or nominal premiums. Accordingly, the Company expects that the securities will not be settled for a price less than its amortized cost.

In light of the factors noted above, the Company does not consider its balance of U.S. agency securities with unrealized losses at December 31, 2011 to be "other-than-temporarily" impaired as of that date.

Trust Preferred Securities. The outstanding balance of the Company's trust preferred securities totaled \$6.4 million at December 31, 2011 and comprised less than one percent of total investments and total assets as of that date. The category comprises a total of five "single-issuer" (i.e. non-pooled) trust preferred securities, four of which are impaired as of December 31, 2011, that were originally issued by four separate financial institutions. As a result of bank mergers involving the issuers of these securities, the Company's five trust preferred securities currently represent the de-facto obligations of three separate financial institutions.

The Company generally evaluates the level of credit risk for each of its trust preferred securities based upon ratings assigned by one or more credit rating agencies where such ratings are available. For those trust preferred securities that are impaired, the Company uses such ratings as a practical expedient to identify those securities whose impairments are potentially "credit-related" versus "noncredit-related".

Specifically, impairments associated with investment-grade trust preferred securities are generally categorized as “noncredit-related” given the nominal level of credit losses that would be expected based upon such ratings. At December 31, 2011, the Company owned two securities at an amortized cost of \$2.9 million that were consistently rated as investment grade by Moody’s and Standard & Poor’s Financial Services (“S&P”). The securities were originally issued through Chase Capital II and currently represent de-facto obligations of JPMorgan Chase & Co.

The Company has attributed the unrealized losses on these securities to the combined effects of several market-related factors including movements in market interest rates and general level of liquidity of such securities in the marketplace based on overall supply and demand.

With regard to interest rates, the Company’s impaired trust preferred securities are variable rate securities whose interest rates generally float with three month Libor plus a margin. Based upon the historically low level of short term market interest rates, the current yield on these securities is comparatively low. Consequently, the fair value of the securities, as determined based upon their market price, reflects the adverse effects of the historically low market interest rates at December 31, 2011.

More significantly, the market prices of the impaired trust preferred securities also currently reflect the effect of reduced demand for such securities given the increasingly credit risk-averse nature of financial institutions in the current marketplace. Additionally, such prices reflect the effects of increased supply arising from financial institutions selling such investments and reducing assets for capital adequacy purposes, as noted earlier.

In sum, the factors influencing the fair value of the Company’s investment-grade trust preferred securities, as described above, generally result from movements in market interest rates and changing market conditions which affect the supply and demand for such securities. Inasmuch as such market conditions fluctuate over time, the “noncredit-related” impairments of value arising from these changing market conditions are “temporary” in nature.

The impairments of the Company’s trust preferred securities with one or more non-investment grade ratings are further evaluated to determine if such impairments are “credit-related”. Factors considered in this evaluation include, but may not be limited to, the financial strength and viability of the issuer and its parent company, the security’s historical performance through prior business and economic cycles, rating consistency or variability among rating companies, the security’s current and anticipated status regarding payment default or deferral of contractual payments to investors and the impact of these factors on the present value of the security’s expected future cash flows in relation to its amortized cost basis.

At December 31, 2011, the Company owned two securities at an amortized cost of \$4.9 million that were rated as below investment grade by both S&P and Moody’s. The securities were originally issued through BankBoston Capital Trust IV and MBNA Capital B and currently represent de-facto obligations of Bank of America Corporation.

In evaluating the impairment associated with these securities, the Company noted the overall financial strength and continuing expected viability of the issuing entity’s parent, particularly given their systemically critical role in the marketplace. The Company noted the security’s absence of historical defaults or payment deferrals throughout prior business cycles including the recent fiscal crisis that triggered the current economic weaknesses prevalent in the marketplace. Given these factors, the Company had no basis upon which to estimate an adverse change in the expected cash flows over the securities’ remaining terms to maturity.

While all of its trust preferred securities are classified as available for sale, the Company has both the ability and intent, as of the periods presented, to hold the impaired securities until their fair values recover to a level equal to or greater than the Company's amortized cost. As such, the Company has not decided to sell the securities as of December 31, 2011 and has further concluded that the possibility of being required to sell the securities prior to their anticipated recovery is unlikely based upon its strong liquidity, asset quality and capital position as of that date. Moreover, the Company purchased these securities at nominal discounts. Accordingly, the Company expects that the securities will not be settled for a price less than its amortized cost.

In light of the factors noted above, the Company does not consider its investments in trust preferred securities with unrealized losses at December 31, 2011 to be "other-than-temporarily" impaired as of that date.

11. LOAN QUALITY AND ALLOWANCE FOR LOAN LOSSES

Past Due Loans. A loan's "past due" status is generally determined based upon its "P&I delinquency" status in conjunction with its "past maturity" status, where applicable. A loan's "P&I delinquency" status is based upon the number of calendar days between the date of the earliest P&I payment due and the "as of" measurement date. A loan's "past maturity" status, where applicable, is based upon the number of calendar days between a loan's contractual maturity date and the "as of" measurement date. Based upon the larger of these criteria, loans are categorized into the following "past due" tiers for financial statement reporting and disclosure purposes: Current (including 1-29 days past due), 30-59 days past due, 60-89 days and 90 or more days.

Nonaccrual Loans. Loans are generally placed on nonaccrual status when contractual payments become 90 days or more past due, and are otherwise placed on nonaccrual when the Company does not expect to receive all P&I payments owed substantially in accordance with the terms of the loan agreement. Loans that become 90 days past maturity, but remain non-delinquent with regard to ongoing P&I payments may remain on accrual status if: (1) the Company expects to receive all P&I payments owed substantially in accordance with the terms of the loan agreement, past maturity status notwithstanding, and (2) the borrower is working actively and cooperatively with the Company to remedy the past maturity status through an expected refinance, payoff or modification of the loan agreement that is not expected to result in a troubled debt restructuring classification. The sum of nonaccrual loans plus accruing loans that are 90 days or more past due are generally defined as "nonperforming loans".

Payments received in cash on nonaccrual loans, including both the principal and interest portions of those payments, are generally applied to reduce the carrying value of the loan for financial statement purposes. When a loan is returned to accrual status, any accumulated interest payments previously applied to the carrying value of the loan during its nonaccrual period are recognized as interest income.

Loans that are not considered to be TDRs are generally returned to accrual status when payments due are brought current and the Company expects to receive all remaining P&I payments owed substantially in accordance with the terms of the loan agreement. Non-TDR loans may also be returned to accrual status when a loan's payment status falls below 90 days past due and the Company: (1) expects receipt of the remaining past due amounts within a reasonable timeframe, and (2) expects to receive all remaining P&I payments owed substantially in accordance with the terms of the loan agreement.

Acquired Loans. Loans that we acquire in acquisitions subsequent to January 1, 2009 are recorded at fair value with no carryover of the related allowance for credit losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest.

The excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable discount and is recognized into interest income over the remaining life of the loan. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable discount. The nonaccretable discount represents estimated future credit losses expected to be incurred over the life of the loan. Subsequent decreases to the expected cash flows require us to evaluate the need for an allowance for credit losses. Subsequent improvements in expected cash flows result in the reversal of a corresponding amount of the nonaccretable discount which we then reclassify as accretable discount that is recognized into interest income over the remaining life of the loan using the interest method. Our evaluation of the amount of future cash flows that we expect to collect is performed in a similar manner as that used to determine our allowance for credit losses. Charge-offs of the principal amount on acquired loans would be first applied to the nonaccretable discount portion of the fair value adjustment.

Acquired loans that met the criteria for nonaccrual of interest prior to the acquisition may be considered performing upon acquisition, regardless of whether the customer is contractually delinquent, if we can reasonably estimate the timing and amount of the expected cash flows on such loans and if we expect to fully collect the new carrying value of the loans. As such, we may no longer consider the loan to be nonaccrual or nonperforming and may accrue interest on these loans, including the impact of any accretable discount.

At December 31, 2011, the remaining outstanding principal balance and carrying amount of the credit-impaired loans acquired from Central Jersey totaled approximately \$14,072,000 and \$10,061,000, respectively. By comparison, at June 30, 2011, the remaining outstanding principal balance and carrying amount of such loans totaled approximately \$14,379,000 and \$10,636,000, respectively.

The carrying amount of credit-impaired loans acquired from Central Jersey for which interest is not being recognized due to the uncertainty of the cash flows relating to such loans totaled \$5,246,000 and \$3,601,000 at December 31, 2011 and June 30, 2011, respectively.

The balance of the allowance for loan losses at December 31, 2011 included approximately \$28,000 of valuation allowances for specifically identified impairments attributable to one credit-impaired loan acquired from Central Jersey. The net increase in the valuation allowance was recorded through the provision for loan losses in recognition of the additional impairment recognized on the applicable loan subsequent to its acquisition. The amount of that impairment totaled \$40,000 at June 30, 2011 and declined by \$12,000 to approximately \$28,000 during the six months ended December 31, 2011 resulting from payments received from the borrower which reduced the carrying value of the applicable loan thereby reducing the amount of the impairment.

The following tables present the changes in the accretable yield relating to the impaired loans acquired from Central Jersey for the three and six months ended December 31, 2011 and December 31, 2010.

	Three Months Ended December 31, 2011 (in thousands)	Three Months Ended December 31, 2010 (in thousands)
Beginning balance	\$ 1,621	\$ -
Additions resulting from acquisition	-	2,105
Accretion to interest income	(67)	(30)
Disposals	-	-
Reclassifications from/(to) nonaccretable difference	-	-
Ending balance	\$ 1,554	\$ 2,075

	Six Months Ended December 31, 2011 (in thousands)	Six Months Ended December 31, 2010 (in thousands)
Beginning balance	\$ 1,718	\$ -
Additions resulting from acquisition	-	2,105
Accretion to interest income	(164)	(30)
Disposals	-	-
Reclassifications from/(to) nonaccretable difference	-	-
Ending balance	\$ 1,554	\$ 2,075

Classification of Assets. In compliance with the regulatory guidelines, the Company's loan review system includes an evaluation process through which certain loans exhibiting adverse credit quality characteristics are classified "Special Mention", "Substandard", "Doubtful" or "Loss".

An asset is classified as "Substandard" if it is inadequately protected by the paying capacity and net worth of the obligor or the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. Assets classified as "Doubtful" have all of the weaknesses inherent in those classified as "Substandard", with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable, on the basis of currently existing facts, conditions and values. Assets, or portions thereof, classified as "Loss" are considered uncollectible or of so little value that their continuance as assets is not warranted.

Management evaluates loans classified as substandard or doubtful for impairment in accordance with applicable accounting requirements. As discussed in greater detail below, a valuation allowance is established through the provision for loan losses for any impairment identified through such evaluations. To the extent that impairment identified on a loan is classified as "Loss", that portion of the loan is charged off against the allowance for loan losses. In a limited number of cases, the entire net carrying value of a loan may be determined to be impaired based upon a collateral-dependent impairment analysis. However, the borrower's adherence to contractual repayment terms precludes the recognition of a "Loss" classification and charge off. In these limited cases, a valuation allowance equal to 100% of the impaired loan's carrying value may be maintained against the net carrying value of the asset.

In the past, the Company's impaired loans with impairment were characterized by "split classifications" (ex. Substandard/Loss) with all loan impairment being ascribed a "Loss" classification by default and charge offs being recorded against the allowance for loan loss at the time such losses were realized. For loans primarily secured by real estate, which have historically comprised over 90% of the Company's loan portfolio, the recognition of impairments as "charge offs" typically coincided with the

foreclosure of the property securing the impaired loan at which time the property was brought into real estate owned at its fair value, less estimated selling costs, and any portion of the loan's carrying value in excess of that amount was charged off against the ALLL.

During the quarter ended December 31, 2011, the Bank modified its loan classification and charge off practices to more closely align them to those of other institutions regulated by the Office of the Controller of the Currency ("OCC"). The OCC succeeded the Office of Thrift Supervision ("OTS") as the Bank's primary regulator effective July 21, 2011. The classification of loan impairment as "Loss" is now based upon a confirmed expectation for loss, rather than simply equating impairment with a "Loss" classification by default. For loans primarily secured by real estate, the expectation for loss is generally confirmed when: (a) impairment is identified on a loan individually evaluated in the manner described below and, (b) the loan is presumed to be collateral-dependent such that the source of loan repayment is expected to arise solely from sale of the collateral securing the applicable loan. Impairment identified on non-collateral-dependent loans may or may not be eligible for a "Loss" classification depending upon the other salient facts and circumstances that effect the manner and likelihood of loan repayment. However, loan impairment that is classified as "Loss" is now charged off against the ALLL concurrent with that classification rather than deferring the charge off of confirmed expected losses until they are "realized".

Assets which do not currently expose the Company to a sufficient degree of risk to warrant an adverse classification but have some credit deficiencies or other potential weaknesses are designated as "Special Mention" by management. Adversely classified assets, together with those rated as "Special Mention", are generally referred to as "Classified Assets". Non-classified assets are internally rated within one of four "Pass" categories or as "Watch" with the latter denoting a potential deficiency or concern that warrants increased oversight or tracking by management until remediated.

Management performs a classification of assets review, including the regulatory classification of assets, generally on a monthly basis. The results of the classification of assets review are validated by the Company's third party loan review firm during their quarterly, independent review. In the event of a difference in rating or classification between those assigned by the internal and external resources, the Company will generally utilize the more critical or conservative rating or classification. Final loan ratings and regulatory classifications are presented monthly to the Board of Directors and are reviewed by regulators during the examination process.

Allowance for Loan Losses. The allowance for loan losses is a valuation account that reflects the Company's estimation of the losses in its loan portfolio to the extent they are both probable and reasonable to estimate. The balance of the allowance is generally maintained through provisions for loan losses that are charged to income in the period that estimated losses on loans are identified by the Company's loan review system. The Company charges confirmed losses on loans against the allowance as such losses are identified. Recoveries on loans previously charged-off are added back to the allowance.

The Company's allowance for loan loss calculation methodology utilizes a "two-tier" loss measurement process that is performed monthly. Based upon the results of the classification of assets and credit file review processes described earlier, the Company first identifies the loans that must be reviewed individually for impairment. Factors considered in identifying individual loans to be reviewed include, but may not be limited to, loan type, classification status, contractual payment status, performance/accrual status and impaired status.

Traditionally, the loans considered by the Company to be eligible for individual impairment review have generally represented its larger and/or more complex loans including its commercial mortgage loans, comprising multi-family and nonresidential real estate loans, as well as its construction

loans and commercial business loans. During fiscal 2011, the Company expanded the scope of loans that it considers eligible for individual impairment review to also include all one-to-four family mortgage loans as well as its home equity loans and home equity lines of credit.

A reviewed loan is deemed 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. Once a loan is determined to be impaired, management measures the amount of impairment associated with that loan.

In measuring the impairment associated with collateral dependent loans, the fair value of the real estate collateralizing the loan is generally used as a measurement proxy for that of the impaired loan itself as a practical expedient. Such values are generally determined based upon a discounted market value obtained through an automated valuation module or prepared by a qualified, independent real estate appraiser.

The Company generally obtains independent appraisals on properties securing mortgage loans when such loans are initially placed on nonperforming or impaired status with such values updated approximately every six to twelve months thereafter throughout the collections, bankruptcy and/or foreclosure processes. Appraised values are typically updated at the point of foreclosure, where applicable, and approximately every six to twelve months thereafter while the repossessed property is held as real estate owned.

As supported by accounting and regulatory guidance, the Company reduces the fair value of the collateral by estimated selling costs, such as real estate brokerage commissions, to measure impairment when such costs are expected to reduce the cash flows available to repay the loan.

The Company establishes valuation allowances in the fiscal period during which the loan impairments are identified. The results of management's individual loan impairment evaluations are validated by the Company's third party loan review firm during their quarterly, independent review. Such valuation allowances are adjusted in subsequent fiscal periods, where appropriate, to reflect any changes in carrying value or fair value identified during subsequent impairment evaluations which are updated monthly by management.

The second tier of the loss measurement process involves estimating the probable and estimable losses which addresses loans not otherwise reviewed individually for impairment as well as those individually reviewed loans that are determined to be non-impaired. Such loans include groups of smaller-balance homogeneous loans that may generally be excluded from individual impairment analysis, and therefore collectively evaluated for impairment, as well as the non-impaired loans within categories that are otherwise eligible for individual impairment review.

Valuation allowances established through the second tier of the loss measurement process utilize historical and environmental loss factors to collectively estimate the level of probable losses within defined segments of the Company's loan portfolio. These segments aggregate homogeneous subsets of loans with similar risk characteristics based upon loan type. For allowance for loan loss calculation and reporting purposes, the Company currently stratifies its loan portfolio into seven primary categories: residential mortgage loans, commercial mortgage loans, construction loans, commercial business loans, home equity loans, home equity lines of credit and other consumer loans. Each primary category is further stratified into subcategories that distinguish between loans originated, loans acquired through business combinations and, where relevant, loans purchased from third parties. Subcategories within commercial business loans and consumer loans also distinguish between secured and unsecured loan

types while commercial business loan subcategories also identify loans originated through SBA programs.

In regard to historical loss factors, the Company's allowance for loan loss calculation calls for an analysis of historical charge-offs and recoveries for each of the defined segments within the loan portfolio. The Company currently utilizes a two-year moving average of annual net charge-off rates (charge-offs net of recoveries) by loan segment, where available, to calculate its actual, historical loss experience. The outstanding principal balance of the non-impaired portion of each loan segment is multiplied by the applicable historical loss factor to estimate the level of probable losses based upon the Company's historical loss experience.

The timeframe between when loan impairment is first identified by the Company and when such impairment may ultimately be charged off varies by loan type. For example, unsecured consumer and commercial loans are generally classified as "Loss" at 120 days past due resulting in their outstanding balances being charged off at that time.

By contrast, the timing of charges offs regarding the impairment associated with secured loans has historically been far more variable. The Company's secured loans, comprising a large majority of its loan total portfolio, consist primarily of residential and nonresidential mortgage loans and commercial/business loans secured by properties located in New Jersey where the foreclosure process currently takes 24-36 months to complete. During prior periods, charge offs of the impairment identified on loans secured by real estate were generally recognized upon completion of foreclosure at which time: (a) the property was brought into real estate owned at its fair value, less estimated selling costs, (b) any portion of the loan's carrying value in excess of that amount was charged off against the ALLL, and (c) the historical loss factors used in the Company's ALLL calculations were updated to reflect the actual realized loss. Accordingly, the historical loss factors used in the Company's allowance for loan loss calculations during prior periods did not reflect the probable losses on impaired loans until such time that the losses were realized as charge offs.

As a result of the noted changes to the Company's loan classification and charge off practices during the quarter ended December 31 2011, the charge off of impairments relating to secured loans are now generally recognized upon the confirmation of an expected loss rather than deferring the charge off of loan impairments until such losses are realized.

For the Company's secured loans, the condition of collateral dependency generally serves as the basis upon which a "Loss" classification is ascribed to a loan's impairment thereby confirming an expected loss and triggering charge off of that impairment. While the facts and circumstances that effect the manner and likelihood of repayment vary from loan to loan, the Company generally considers the referral of a loan to foreclosure, coupled with the absence of other viable sources of loan repayment, to be demonstrable evidence of collateral dependency. Depending upon the nature of the collections process applicable to a particular loan, an early determination of collateral dependency could result in a nearly concurrent charge off of a newly identified impairment. By contrast, a presumption of collateral dependency may only be determined after the completion of lengthy loan collection and/or workout efforts, including bankruptcy proceedings, which may extend several months or more after a loan's impairment is first identified.

Regardless, the Company expects that the recognition of charge offs based upon confirmed expected losses rather than realized losses will generally accelerate the timing of their recognition in the future compared to prior periods. Toward that end, the adoption of this change to the Company's ALLL methodology during the quarter ended December 31, 2011 resulted in the charge off of approximately \$4.2 million of confirmed expected losses during the quarter for which valuation allowances had been

established for impairments identified during prior periods. The historical loss factors used in the Company's allowance for loan loss calculations as of December 31, 2011 were updated to reflect these charge offs and will continue to reflect the charge off of confirmed expected losses in future periods.

As noted, the second tier of the Company's allowance for loan loss calculation also utilizes environmental loss factors to estimate the probable losses within the loan portfolio. Environmental loss factors are based upon specific qualitative criteria representing key sources of risk within the loan portfolio. Such risk criteria includes the level of and trends in nonperforming loans; the effects of changes in credit policy; the experience, ability and depth of the lending function's management and staff; national and local economic trends and conditions; credit risk concentrations and changes in local and regional real estate values. For each category of the loan portfolio, a level of risk, developed from a number of internal and external resources, is assigned to each of the qualitative criteria utilizing a scale ranging from zero (negligible risk) to 15 (high risk). The sum of the risk values, expressed as a whole number, is multiplied by .01% to arrive at an overall environmental loss factor, expressed in basis points, for each loan category.

During prior periods, the aggregate outstanding principal balance of the non-impaired loans within each loan category was simply multiplied by the applicable environmental loss factor, as described above, to estimate the level of probable losses based upon the qualitative risk criteria. To more closely align its ALLL calculation methodology to that of other institutions regulated by the OCC, the Company modified its ALLL calculation methodology to explicitly incorporate its existing credit-rating classification system into the calculation of environmental loss factors by loan type. Toward that end, the Company implemented the use of risk-rating classification "weights" into its calculation of environmental loss factors as of December 31, 2011.

The Company's existing risk-rating classification system ascribes a numerical rating of "1" through "9" to each loan within the portfolio. The ratings "5" through "9" represent the numerical equivalents of the traditional loan classifications "Watch", "Special Mention", "Substandard", "Doubtful" and "Loss", respectively, while lower ratings, "1" through "4", represent risk-ratings within the least risky "Pass" category. The environmental loss factor applicable to each non-impaired loan within a category, as described above, is "weighted" by a multiplier based upon the loan's risk-rating classification. Within any single loan category, a "higher" environmental loss factor is now ascribed to those loans with comparatively higher risk-rating classifications resulting in a proportionately greater ALLL requirement attributable to such loans compared to the comparatively lower risk-rated loans within that category.

In evaluating the impact of the level and trends in nonperforming loans on environmental loss factors, the Company first broadly considers the occurrence and overall magnitude of prior losses recognized on such loans over an extended period of time. For this purpose, losses are considered to include both charge offs as well as loan impairments for which valuation allowances have been recognized through provisions to the allowance for loan losses, but have not yet been charged off. To the extent that prior losses have generally been recognized on nonperforming loans within a category, a basis is established to recognize existing losses on loans collectively evaluated for impairment based upon the current levels of nonperforming loans within that category. Conversely, the absence of material prior losses attributable to delinquent or nonperforming loans within a category may significantly diminish, or even preclude, the consideration of the level of nonperforming loans in the calculation of the environmental loss factors attributable to that category of loans.

Once the basis for considering the level of nonperforming loans on environmental loss factors is established, the Company then considers the current dollar amount of nonperforming loans by loan type in relation to the total outstanding balance of loans within the category. A greater portion of

nonperforming loans within a category in relation to the total suggests a comparatively greater level of risk and expected loss within that loan category and vice-versa.

In addition to considering the current level of nonperforming loans in relation to the total outstanding balance for each category, the Company also considers the degree to which those levels have changed from period to period. A significant and sustained increase in nonperforming loans over a 12-24 month period suggests a growing level of expected loss within that loan category and vice-versa.

As noted above, the Company considers these factors in a qualitative, rather than quantitative fashion when ascribing the risk value, as described above, to the level and trends of nonperforming loans that is applicable to a particular loan category. As with all environmental loss factors, the risk value assigned ultimately reflects the Company's best judgment as to the level of expected losses on loans collectively evaluated for impairment.

The sum of the probable and estimable loan losses calculated through the first and second tiers of the loss measurement processes as described above, represents the total targeted balance for the Company's allowance for loan losses at the end of a fiscal period. As noted earlier, the Company establishes all additional valuation allowances in the fiscal period during which additional individually identified loan impairments and additional estimated losses on loans collectively evaluated for impairment are identified. The Company adjusts its balance of valuation allowances through the provision for loan losses as required to ensure that the balance of the allowance for loan losses reflects all probable and estimable loans losses at the close of the fiscal period. Notwithstanding calculation methodology and the noted distinction between valuation allowances established on loans collectively versus individually evaluated for impairment, the Company's entire allowance for loan losses is available to cover all charge-offs that arise from the loan portfolio.

Although management believes that the Company's allowance for loans losses is established in accordance with management's best estimate, actual losses are dependent upon future events and, as such, further additions to the level of loan loss allowances may be necessary.

The following tables present the balance of the allowance for loan losses at December 31, 2011 and June 30, 2011 based upon the calculation methodology described above. The table identifies the valuation allowances attributable to identified impairments on individually evaluated loans, including those acquired with deteriorated credit quality, as well as those valuation allowances for impairments on loans evaluated collectively. The underlying balance of loans receivable applicable to each category is also presented. The balance of loans receivable reported in the tables below excludes yield adjustments and the allowance for loan loss.

Allowance for Loan Losses and Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of allowance for loan losses:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$1,169	\$ 481	\$ -	\$ -	\$10	\$-	\$ -	\$1,660
Loans collectively evaluated for impairment	3,157	2,008	188	223	271	31	12	5,890
Allowance for loan losses on originated and purchased loans	4,326	2,489	188	223	281	31	12	7,550
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	-	-	28	-	-	-	28
Other acquired loans individually evaluated for impairment	-	-	-	407	-	-	-	407
Loans collectively evaluated for impairment	3	175	19	339	49	23	3	611
Allowance for loan losses on loans acquired at fair value	3	175	19	774	49	23	3	1,046
Total allowance for loan losses	\$4,329	\$ 2,664	\$ 207	\$ 997	\$330	\$54	\$ 15	\$8,596

Allowance for Loan Losses and Loans Receivable
at December 31, 2011 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Changes in the allowance for loan losses for the three months ended December 31, 2011:								
At September 30, 2011:								
Allocated	\$6,745	\$ 3,306	\$ 241	\$ 1,104	\$340	\$55	\$ 16	\$11,807
Unallocated	-	-	-	-	-	-	-	233
Total allowance for loan losses	6,745	3,306	241	1,104	340	55	16	12,040
Total charge offs	(3,862)	(483)	(73)	(320)	(62)	-	(4)	(4,804)
Total recoveries	1	36	-	-	-	-	-	37
Total allocated provisions	1,445	(195)	39	213	52	(1)	3	1,556
Total unallocated provisions	-	-	-	-	-	-	-	(233)
At December 31, 2011:								
Allocated	4,329	2,664	207	997	330	54	15	8,596
Unallocated	-	-	-	-	-	-	-	-
Total allowance for loan losses	\$4,329	\$ 2,664	\$ 207	\$ 997	\$330	\$54	\$ 15	\$8,596

Allowance for Loan Losses and Loans Receivable
at December 31, 2011 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Changes in the allowance for loan losses for the six months ended December 31, 2011:								
At June 30, 2011:								
Allocated	\$6,644	\$ 3,336	\$ 289	\$ 880	\$322	\$49	\$ 14	\$11,534
Unallocated	-	-	-	-	-	-	-	233
Total allowance for loan losses	6,644	3,336	289	880	322	49	14	11,767
Total charge offs	(4,607)	(483)	(73)	(326)	(103)	-	(6)	(5,598)
Total recoveries	1	36	-	-	2	-	-	39
Total allocated provisions	2,291	(225)	(9)	443	109	5	7	2,621
Total unallocated provisions	-	-	-	-	-	-	-	(233)
At December 31, 2011:								
Allocated	4,329	2,664	207	997	330	54	15	8,596
Unallocated	-	-	-	-	-	-	-	-
Total allowance for loan losses	\$4,329	\$ 2,664	\$ 207	\$ 997	\$330	\$54	\$ 15	\$8,596

Allowance for Loan Losses and Loans Receivable
at December 31, 2011 (continued)

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of loans receivable:								
Originated and purchased loans								
Loans individually evaluated								
for impairment	\$18,346	\$ 6,645	\$ 507	\$ 2,345	\$618	\$87	\$-	\$28,548
Loans collectively evaluated								
for impairment	553,537	238,393	9,086	22,353	78,607	9,605	3,658	915,239
Total originated and purchased loans	571,883	245,038	9,593	24,698	79,225	9,692	3,658	943,787
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	2,469	316	7,276	-	-	-	10,061
Other acquired loans individually evaluated for impairment	-	2,213	935	808	996	-	-	4,952
Loans collectively evaluated								
for impairment	2,466	149,083	9,440	64,030	23,297	22,091	376	270,783
Total loans acquired at fair value	2,466	153,765	10,691	72,114	24,293	22,091	376	285,796
Total loans	\$574,349	\$ 398,803	\$ 20,284	\$ 96,812	\$103,518	\$31,783	\$4,034	1,229,583
Unamortized yield adjustments								(1,236)
Loans receivable								\$1,228,347

Allowance for Loan Losses and Loans Receivable
at June 30, 2011

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of allowance for loan losses:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$ 4,061	\$ 1,503	\$ 105	\$ 275	\$ -	\$ -	\$ -	\$ 5,944
Loans collectively evaluated for impairment	2,581	1,738	177	147	304	36	10	4,993
Allowance for loan losses on originated and purchased loans	6,642	3,241	282	422	304	36	10	10,937
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	-	-	40	-	-	-	40
Other acquired loans individually evaluated for impairment	-	-	-	377	-	-	-	377
Loans collectively evaluated for impairment	2	95	7	41	18	13	4	180
Allowance for loan losses on loans acquired at fair value	2	95	7	458	18	13	4	597
Allocated allowance for loan losses	\$ 6,644	\$ 3,336	\$ 289	\$ 880	\$ 322	\$ 49	\$ 14	\$ 11,534
Unallocated allowance for loan losses								233
Total allowance for loan losses								\$11,767

Allowance for Loan Losses and Loans Receivable
at June 30, 2011 (continued)

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Balance of loans receivable:								
Originated and purchased loans								
Loans individually evaluated for impairment	\$ 16,051	\$ 3,064	\$ 612	\$ 2,625	\$ 167	\$ 93	\$ -	\$ 22,612
Loans collectively evaluated for impairment	592,209	216,885	7,666	20,203	81,731	9,874	3,288	931,856
Total originated and purchased loans	608,260	219,949	8,278	22,828	81,898	9,967	3,288	954,468
Loans acquired at fair value								
Loans acquired with deteriorated credit quality	-	2,583	316	7,737	-	-	-	10,636
Other acquired loans								
individually evaluated for impairment	-	2,123	726	1,198	37	-	-	4,084
Loans collectively evaluated for impairment	2,641	159,035	12,278	73,238	29,543	22,958	491	300,184
Total loans acquired at fair value	2,641	163,741	13,320	82,173	29,580	22,958	491	314,904
	\$ 610,901	\$ 383,690	\$ 21,598	\$ 105,001	\$ 111,478	\$ 32,925	\$ 3,779	1,269,372

Total loans Unamortized yield adjustments	(1,021)
Loans receivable	\$ 1,268,351

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The following tables present key indicators of credit quality regarding the Company's loan portfolio based upon loan classification and contractual payment status at December 31, 2011 and June 30, 2011.

Credit-Rating Classification of Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Non-classified	\$552,063	\$ 232,454	\$ 9,086	\$ 21,387	\$78,358	\$9,550	\$ 3,656	\$906,554
Classified:								
Special mention	919	3,356	-	928	248	56	-	5,507
Substandard	18,901	8,890	507	2,383	619	86	2	31,388
Doubtful	-	338	-	-	-	-	-	338
Loss	-	-	-	-	-	-	-	-
Total classified loans	19,820	12,584	507	3,311	867	142	2	37,233
Total originated and purchased loans	571,883	245,038	9,593	24,698	79,225	9,692	3,658	943,787
Loans acquired at fair value								
Non-classified	2,466	141,729	7,370	54,358	23,173	21,670	346	251,112
Classified:								
Special mention	-	6,336	2,070	8,263	70	421	9	17,169
Substandard	-	5,700	1,251	8,896	1,050	-	21	16,918
Doubtful	-	-	-	597	-	-	-	597
Loss	-	-	-	-	-	-	-	-
Total classified loans	-	12,036	3,321	17,756	1,120	421	30	34,684
Total loans acquired at fair value	2,466	153,765	10,691	72,114	24,293	22,091	376	285,796
Total loans	\$574,349	\$ 398,803	\$ 20,284	\$ 96,812	\$103,518	\$31,783	\$ 4,034	\$1,229,583

Credit-Rating Classification of Loans Receivable
at June 30, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Non-classified	\$586,813	\$ 213,042	\$ 7,666	\$ 20,203	\$81,454	\$9,850	\$ 3,284	\$922,312
Classified:								
Special mention	1,084	1,052	-	151	277	24	-	2,588
Substandard	16,302	4,352	507	2,199	167	93	4	23,624
Doubtful	-	-	-	-	-	-	-	-
Loss	4,061	1,503	105	275	-	-	-	5,944
Total classified loans	21,447	6,907	612	2,625	444	117	4	32,156
Total originated and purchased loans	608,260	219,949	8,278	22,828	81,898	9,967	3,288	954,468
Loans acquired at fair value								
Non-classified	2,641	153,231	11,698	70,544	29,136	22,111	490	289,851
Classified:								
Special mention	-	4,791	580	2,135	200	847	-	8,553
Substandard	-	5,719	1,042	8,463	244	-	1	15,469
Doubtful	-	-	-	614	-	-	-	614
Loss	-	-	-	417	-	-	-	417
Total classified loans	-	10,510	1,622	11,629	444	847	1	25,053
Total loans acquired at fair value	2,641	163,741	13,320	82,173	29,580	22,958	491	314,904
Total loans	\$610,901	\$ 383,690	\$ 21,598	\$ 105,001	\$111,478	\$32,925	\$ 3,779	\$1,269,372

Contractual Payment Status of Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Current	\$551,301	\$ 238,413	\$ 9,086	\$ 21,404	\$78,856	\$9,550	\$ 3,585	\$912,195
Past due:								
30-59 days	5,085	318	-	949	92	-	29	6,473
60-89 days	1,034	-	-	-	112	56	42	1,244
90+ days	14,463	6,307	507	2,345	165	86	2	23,875
Total past due	20,582	6,625	507	3,294	369	142	73	31,592
Total originated and purchased loans	571,883	245,038	9,593	24,698	79,225	9,692	3,658	943,787
Loans acquired at fair value								
Current	2,466	149,644	7,183	63,860	23,126	21,374	325	267,978
Past due:								
30-59 days	-	893	187	3,539	433	371	22	5,445
60-89 days	-	520	2,070	726	70	346	8	3,740
90+ days	-	2,708	1,251	3,989	664	-	21	8,633
Total past due	-	4,121	3,508	8,254	1,167	717	51	17,818
Total loans acquired at fair value	2,466	153,765	10,691	72,114	24,293	22,091	376	285,796
Total loans	\$574,349	\$ 398,803	\$ 20,284	\$ 96,812	\$103,518	\$31,783	\$ 4,034	\$1,229,583

Contractual Payment Status of Loans Receivable
at June 30, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Current	\$586,028	\$ 215,220	\$ 7,432	\$ 20,203	\$81,416	\$9,850	\$ 3,183	\$923,332
Past due:								
30-59 days	2,608	2,624	234	-	235	-	10	5,711
60-89 days	1,084	61	-	-	99	24	74	1,342
90+ days	18,540	2,044	612	2,625	148	93	21	24,083
Total past due	22,232	4,729	846	2,625	482	117	105	31,136
Total originated and purchased loans	608,260	219,949	8,278	22,828	81,898	9,967	3,288	954,468
Loans acquired at fair value								
Current	2,641	156,066	11,698	75,351	28,698	21,898	456	296,808
Past due:								
30-59 days	-	416	-	1,510	496	683	34	3,139
60-89 days	-	4,642	580	2,237	349	377	-	8,185
90+ days	-	2,617	1,042	3,075	37	-	1	6,772
Total past due	-	7,675	1,622	6,822	882	1,060	35	18,096
Total loans acquired at fair value	2,641	163,741	13,320	82,173	29,580	22,958	491	314,904
Total loans	\$610,901	\$ 383,690	\$ 21,598	\$ 105,001	\$111,478	\$32,925	\$ 3,779	\$1,269,372

The following tables present information relating to the Company's nonperforming and impaired loans at December 31, 2011 and June 30, 2011. Loans reported as "90+ days past due and accruing" in the table immediately below are also reported in the preceding contractual payment status table under the heading "90+ days past due".

Performance Status of Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Performing	\$554,260	\$ 238,393	\$ 9,086	\$ 22,315	\$78,607	\$9,605	\$ 3,656	\$915,922
Nonperforming:								
90+ days past due								
accruing	89	-	-	-	-	-	-	89
Nonaccrual	17,534	6,645	507	2,383	618	87	2	27,776
Total nonperforming	17,623	6,645	507	2,383	618	87	2	27,865
Total originated and purchased loans	571,883	245,038	9,593	24,698	79,225	9,692	3,658	943,787
Loans acquired at fair value								
Performing	2,466	149,407	9,440	67,488	23,297	22,091	355	274,544
Nonperforming:								
90+ days past due								
accruing	-	-	-	1,070	-	-	-	1,070
Nonaccrual	-	4,358	1,251	3,556	996	-	21	10,182
Total nonperforming	-	4,358	1,251	4,626	996	-	21	11,252
Total loans acquired at fair value	2,466	153,765	10,691	72,114	24,293	22,091	376	285,796
Total loans	\$574,349	\$ 398,803	\$ 20,284	\$ 96,812	\$103,518	\$31,783	\$4,034	\$1,229,583

Performance Status of Loans Receivable
at June 30, 2011

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Originated and purchased loans								
Performing	\$589,281	\$ 216,885	\$ 7,666	\$ 20,203	\$81,731	\$9,874	\$ 3,267	\$928,907
Nonperforming:								
90+ days past due								
accruing	14,923	-	-	-	-	-	-	14,923
Nonaccrual	4,056	3,064	612	2,625	167	93	21	10,638
Total nonperforming	18,979	3,064	612	2,625	167	93	21	25,561
Total originated and purchased loans	608,260	219,949	8,278	22,828	81,898	9,967	3,288	954,468
Loans acquired at fair value								
Performing	2,641	159,376	12,278	78,214	29,543	22,958	490	305,500
Nonperforming:								
90+ days past due								
accruing	-	-	-	1,718	-	-	-	1,718
Nonaccrual	-	4,365	1,042	2,241	37	-	1	7,686
Total nonperforming	-	4,365	1,042	3,959	37	-	1	9,404
Total loans acquired at fair value	2,641	163,741	13,320	82,173	29,580	22,958	491	314,904
Total loans	\$610,901	\$ 383,690	\$ 21,598	\$ 105,001	\$111,478	\$32,925	\$ 3,779	\$1,269,372

Impairment Status of Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Carrying value of impaired loans:								
Originated and purchased loans								
Non-impaired loans	\$553,536	\$ 238,393	\$ 9,086	\$ 22,353	\$78,607	\$9,605	\$ 3,658	\$915,238
Impaired loans:								
Impaired loans with no allowance for impairment	11,818	6,164	507	2,345	600	87	-	21,521
Impaired loans with allowance for impairment:								
Unpaid principal balance	6,529	481	-	-	18	-	-	7,028
Allowance for impairment	(1,169)	(481)	-	-	(10)	-	-	(1,660)
Balance of impaired loans net of allowance for impairment	5,360	-	-	-	8	-	-	5,368
Total impaired loans, excluding allowance	18,347	6,645	507	2,345	618	87	-	28,549
Total originated and purchased loans	571,883	245,038	9,593	24,698	79,225	9,692	3,658	943,787
Loans acquired at fair value								
Non-impaired loans	2,466	149,083	9,440	64,030	23,297	22,091	376	270,783
Impaired loans:								
Impaired loans with no allowance for impairment	-	4,682	1,251	7,639	996	-	-	14,568
Impaired loans with allowance for impairment:								
Unpaid principal balance	-	-	-	445	-	-	-	445

Allowance for impairment	-	-	-	(435)	-	-	-	(435)
Balance of impaired loans net of allowance for impairment	-	-	-	10	-	-	-	10
Total impaired loans, excluding allowance	-	4,682	1,251	8,084	996	-	-	15,013
Total loans acquired at fair value	2,466	153,765	10,691	72,114	24,293	22,091	376	285,796
Total loans	\$574,349	\$ 398,803	\$ 20,284	\$ 96,812	\$103,518	\$31,783	\$4,034	\$1,229,583

Impairment Status of Loans Receivable
at December 31, 2011 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
(in Thousands)								
Unpaid principal balance of impaired loans:								
Originated and purchased loans	\$22,152	\$ 6,709	\$ 525	\$ 2,355	\$626	\$91	\$ -	\$32,458
Loans acquired at fair value	-	5,157	1,763	11,278	1,012	-	-	19,210
Total impaired loans	\$22,152	\$ 11,866	\$ 2,288	\$ 13,633	\$1,638	\$91	\$ -	\$51,668
For the three months ended December 31, 2011								
Average balance of impaired loans	\$19,752	\$ 11,572	\$ 1,789	\$ 11,033	\$1,292	\$88	\$ -	\$45,526
Interest earned on impaired loans	\$275	\$ 8	\$ -	\$ 62	\$5	\$-	\$ -	\$350
For the six months ended December 31, 2011								
Average balance of impaired loans	\$17,901	\$ 10,959	\$ 1,873	\$ 11,416	\$947	\$148	\$ -	\$43,244
Interest earned on impaired loans	\$577	\$ 56	\$ -	\$ 155	\$19	\$-	\$ -	\$807

Impairment Status of Loans Receivable
at June 30, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Carrying value of impaired loans:								
Originated and purchased loans								
Non-impaired loans	\$592,209	\$ 216,885	\$ 7,666	\$ 20,203	\$81,731	\$9,874	\$ 3,288	\$931,856
Impaired loans:								
Impaired loans with no allowance for impairment	2,850	1,561	507	2,350	167	93	-	7,528
Impaired loans with allowance for impairment:								
Unpaid principal balance	13,201	1,503	105	275	-	-	-	15,084
Specific allowance for impairment	(4,061)	(1,503)	(105)	(275)	-	-	-	(5,944)
Balance of impaired loans net of allowance for impairment	9,140	-	-	-	-	-	-	9,140
Total impaired loans, excluding allowance	16,051	3,064	612	2,625	167	93	-	22,612
Total originated and purchased loans	608,260	219,949	8,278	22,828	81,898	9,967	3,288	954,468
Loans acquired at fair value								
Non-impaired loans	2,641	159,035	12,278	73,238	29,543	22,958	491	300,184
Impaired loans:								
Impaired loans with no allowance for impairment	-	4,706	1,042	7,829	37	-	-	13,614
Impaired loans with allowance for impairment:								
Unpaid principal balance	-	-	-	1,106	-	-	-	1,106
	-	-	-	(417)	-	-	-	(417)

Specific allowance for impairment								
Balance of impaired loans net of allowance for impairment	-	-	-	689	-	-	-	689
Total impaired loans, excluding allowance	-	4,706	1,042	8,935	37	-	-	14,720
Total loans acquired at fair value	2,641	163,741	13,320	82,173	29,580	22,958	491	314,904
Total loans	\$610,901	\$ 383,690	\$ 21,598	\$ 105,001	\$111,478	\$32,925	\$ 3,779	\$1,269,372

Impairment Status of Loans Receivable
at June 30, 2011 (continued)

	Residential Mortgage	Commercial Mortgage	Construction	Commercial Business (in Thousands)	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
Unpaid principal balance of impaired loans:								
Originated and purchased loans	\$ 16,089	\$ 3,107	\$ 631	\$ 2,632	\$ 169	\$ 95	\$ -	\$ 22,723
Loans acquired at fair value	-	5,106	1,553	11,863	37	-	-	18,559
Total impaired loans	\$ 16,089	\$ 8,213	\$ 2,184	\$ 14,495	\$ 206	\$ 95	\$ -	\$ 41,282

All impaired loans are reviewed individually for impairment in accordance with the Company's allowance for loan loss calculation methodology described earlier. The Company has identified a total of \$36.1 million of impaired loans for which no allowance for impairment was recognized at December 31, 2011. As highlighted in the table above, approximately \$14.6 million of these loans were acquired from Central Jersey. Any impairment identified at the time of acquisition relating to these loans was reflected as an adjustment to their fair value at that time.

The remaining \$21.5 million of loans reported as impaired with no allowance for impairment represent those originated or purchased in the secondary market by the Company. These loans reflect, in part, the Company's practice of identifying all "non-homogeneous" loans on nonaccrual status as impaired in acknowledgment of the probable non-receipt of interest accrued in accordance with the loans contractual terms. Despite the nonaccrual and impaired statuses, however, the individual analyses performed on these loans preclude the recognition of impairment. Such loans also include loans for which previously identified impairments have been fully charged off.

The Company's loans reported above as impaired with no allowance for impairment are primarily secured by real estate and, to a lesser degree, other forms of collateral. As noted earlier, the impairment analyses performed on these loans generally utilize the fair value of the securing collateral, less certain estimated selling costs, as a measurement proxy for the fair value of the loan as a practical expedient. Based upon that assumption, at December 31, 2011 the Company would expect to recover the net carrying value of its loans identified as impaired without allowance for impairment through the liquidation of the collateral. However, continued deterioration in real estate values could result in the identification of impairment in the future attributable to these loans resulting in additional provisions to the allowance for loan losses.

Troubled Debt Restructurings ("TDRs"). A modification to the terms of a loan is generally considered a TDR if the Bank grants a concession to the borrower that it would not otherwise consider for economic or legal reasons related to the debtor's financial difficulties. In granting the concession, the Bank's general objective is to make the best of a difficult situation by obtaining more cash or other value from the borrower or otherwise increase the probability of repayment.

A TDR may include, but is not necessarily limited to, the modification of loan terms such as a temporary or permanent reduction of the loan's stated interest rate, extension of the maturity date and/or reduction or deferral of amounts owed under the terms of the loan agreement. TDRs also include the transfer of real estate or other assets to fully or partially satisfy a borrower's loan obligations. Consequently, real estate owned acquired through foreclosure or deed-in-lieu thereof is considered a TDR.

In measuring the impairment associated with restructured loans that qualify as TDRs, the Company compares the cash flows under the loan's existing terms with those that are expected to be received in accordance with its modified terms. The difference between the comparative cash flows is discounted at the loan's effective interest rate prior to modification to measure the associated impairment. The impairment is charged off directly against the allowance for loan loss at the time of restructuring resulting in a reduction in carrying value of the modified loan that is accreted into interest income as a yield adjustment over the remaining term of the modified cash flows.

All restructured loans that qualify as TDRs are placed on nonaccrual status for a period of no less than six months after restructuring, irrespective of the borrower's adherence to a TDR's modified repayment terms during which time TDRs continue to be adversely classified and reported as impaired. TDRs may be returned to accrual status if (1) the borrower has paid timely P&I payments in accordance with the terms of the restructured loan agreement for no less than six consecutive months after restructuring, and (2) the Company expects to receive all P&I payments owed substantially in accordance with the terms of the restructured loan agreement at which time the loan may also be returned to a non-adverse classification while retaining its impaired status.

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The following tables present information regarding the restructuring of the Company's troubled debts during the three and six months ended December 31, 2011 and any defaults during that period of TDRs that were restructured within 12 months of the date of default.

Troubled Debt Restructurings of Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
(in Thousands)								
Troubled debt restructuring activity for the three months ended December 31, 2011								
Originated and purchased loans								
Number of loans	5	-	-	-	2	-	-	7
Pre-modification outstanding recorded investment	\$ 1,011	\$ -	\$ -	\$ -	\$ 321	\$ -	\$ -	\$ 1,332
Post-modification outstanding recorded investment	991	-	-	-	293	-	-	1,284
Charge offs against the allowance for loan loss for impairment recognized at modification	64	-	-	-	30	-	-	94
Loans acquired at fair value								
Number of loans	-	-	-	-	1	-	-	1
Pre-modification outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ 211	\$ -	\$ -	\$ 211
Post-modification outstanding recorded investment	-	-	-	-	176	-	-	176
Charge offs against the allowance for loan loss for impairment recognized at modification	-	-	-	-	32	-	-	32

Troubled debt
restructuring defaults

Originated and purchased
loans

Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Loans acquired at fair
value

Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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Troubled Debt Restructurings of Loans Receivable
at December 31, 2011

	Residential Mortgage	Commercial Mortgage	Commercial Construction	Commercial Business	Home Equity Loans	Home Equity Lines of Credit	Other Consumer	Total
	(in Thousands)							
Troubled debt restructuring activity for the six months ended December 31, 2011								
Originated and purchased loans								
Number of loans	10	-	-	-	3	-	-	13
Pre-modification outstanding recorded investment	\$ 2,431	\$ -	\$ -	\$ -	\$ 436	\$ -	\$ -	\$ 2,867
Post-modification outstanding recorded investment	2,324	-	-	-	396	-	-	2,720
Charge offs against the allowance for loan loss for impairment recognized at modification	198	-	-	-	40	-	-	238
Loans acquired at fair value								
Number of loans	-	-	-	-	2	-	-	2
Pre-modification outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ 340	\$ -	\$ -	\$ 340
Post-modification outstanding recorded investment	-	-	-	-	277	-	-	277
Charge offs against the allowance for loan loss for impairment recognized at modification	-	-	-	-	57	-	-	57
Troubled debt restructuring defaults								
Originated and purchased loans								
Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Loans acquired at fair value								
Number of loans	-	-	-	-	-	-	-	-
Outstanding recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

The following summarizes the modified terms applicable to TDRs restructured during the three months ended December 31, 2011 by loan type and includes the aggregate number of loans as well as the Company's aggregate recorded investment in the TDRs prior to restructuring and its post-restructured recorded investment in the TDRs at December 31, 2011.

Residential Mortgage TDRs.

- Interest Rate Reduction with Capitalization of Prior Past Dues: Three loans with aggregate pre- and post-restructured recorded investments totaling \$921,000 and \$914,000, respectively.
- Interest Rate Reduction with Maturity or Balloon Date Modification: One loan with an aggregate pre- and post-restructured recorded investment totaling \$63,000 and \$51,000, respectively.
- Interest Rate Reduction with Capitalization of Prior Past Dues and Maturity or Balloon Date Modification: One loan with an aggregate pre- and post-restructured recorded investment totaling \$26,000 and \$26,000, respectively.

Home Equity Loan TDRs.

- Interest Rate Reduction Only: Two with aggregate pre- and post-restructured recorded investments totaling \$255,000 and \$215,000, respectively.
- Interest Rate Reduction with Maturity or Balloon Date Modification: One loan with an aggregate pre- and post-restructured recorded investment totaling \$277,000 and \$255,000, respectively.

The following summarizes the modified terms applicable to TDRs restructured during the six months ended December 31, 2011 by loan type and includes the aggregate number of loans as well as the Company's aggregate recorded investment in the TDRs prior to restructuring and its post-restructured recorded investment in the TDRs at December 31, 2011.

Residential Mortgage TDRs.

- Interest Rate Reduction Only: Three loans with aggregate pre- and post-restructured recorded investments totaling \$655,000 and \$583,000, respectively.
- Interest Rate Reduction with Capitalization of Prior Past Dues: Four loans with aggregate pre- and post-restructured recorded investments totaling \$1,324,000 and \$1,358,000, respectively.
- Interest Rate Reduction with Maturity or Balloon Date Modification: One loan with an aggregate pre- and post-restructured recorded investment totaling \$63,000 and \$51,000, respectively.
- Interest Rate Reduction with Capitalization of Prior Past Dues and Maturity or Balloon Date Modification: Two loans with an aggregate pre- and post-restructured recorded investment totaling \$389,000 and \$332,000, respectively.

Home Equity Loan TDRs.

- Interest Rate Reduction Only: Two with aggregate pre- and post-restructured recorded investments totaling \$255,000 and \$215,000, respectively.
- Interest Rate Reduction with Maturity or Balloon Date Modification: One loan with an aggregate pre- and post-restructured recorded investment totaling \$277,000 and \$255,000, respectively.
- Interest Rate Reduction with Capitalization of Prior Past Dues and Maturity or Balloon Date Modification: Two loans with an aggregate pre- and post-restructured recorded investment totaling \$244,000 and \$203,000, respectively.

12. BENEFIT PLANS – COMPONENTS OF NET PERIODIC EXPENSE

The following table sets forth the aggregate net periodic benefit expense for the Bank's Benefit Equalization Plan, Postretirement Welfare Plan and Directors' Consultation and Retirement Plan:

	Three Months		Six Months	
	Ended December 31,		Ended December 31,	
	2011	2010	2011	2010
	(In Thousands)		(In Thousands)	
Service cost	\$39	\$40	\$77	\$80
Interest cost	85	83	171	165
Amortization of unrecognized past service liability	16	18	32	35
Amortization of unrecognized net actuarial gain	(6)	(1)	(12)	(1)
Net periodic benefit expense	\$134	\$140	\$268	\$279

13. FAIR VALUE OF FINANCIAL INSTRUMENTS

The guidance on fair value measurement establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy describes three levels of inputs that may be used to measure fair value:

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

In addition, the guidance requires the Company to disclose the fair value for assets and liabilities on both a recurring and non-recurring basis.

Those assets and liabilities measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements Using			
	Quoted			
	Prices in			
	Active	Significant	Significant	
	Markets for	Other	Unobservable	
	Identical	Observable	Inputs	
	Assets	Inputs	(Level 3)	Balance
	(Level 1)	(Level 2)		
	(In Thousands)			
At December 31, 2011:				
Debt securities available for sale:				
Trust preferred securities	\$ -	\$ 5,448	\$ 1,000	\$ 6,448
U.S. agency securities	-	6,044	-	6,044
Obligations of political subdivisions	-	512	-	512
Total debt securities	-	12,004	1,000	13,004
Mortgage-backed securities available for sale:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	-	2,992	-	2,992
Mortgage pass-through securities:				
Government National Mortgage Association	-	12,568	-	12,568
Federal Home Loan Mortgage Corporation	-	397,023	-	397,023
Federal National Mortgage Association	-	812,639	-	812,639
Total mortgage-backed securities	-	1,225,222	-	1,225,222
Total securities available for sale	\$ -	\$ 1,237,226	\$ 1,000	\$ 1,238,226

	Fair Value Measurements Using			
	Quoted			
	Prices in	Significant	Significant	
	Active	Other	Unobservable	
	Markets for	Observable	Inputs	
	Identical	Inputs	(Level 3)	Balance
	Assets	(Level 2)		
	(Level 1)			
At June 30, 2011:				
Debt securities available for sale:				
Trust preferred securities	\$ -	\$ 6,447	\$ 1,000	\$ 7,447
U.S. agency securities	-	6,591	-	6,591
Obligations of political subdivisions	-	30,635	-	30,635
Total debt securities	-	43,673	1,000	44,673
Mortgage-backed securities available for sale:				
Collateralized mortgage obligations:				
Federal National Mortgage Association	-	3,465	-	3,465
Mortgage pass-through securities:				
Government National Mortgage Association	-	13,581	-	13,581
Federal Home Loan Mortgage Corporation	-	390,448	-	390,448
Federal National Mortgage Association	-	652,753	-	652,753
Total mortgage-backed securities	-	1,060,247	-	1,060,247
Total securities available for sale	\$ -	\$ 1,103,920	\$ 1,000	\$ 1,104,920

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

The Company holds a trust preferred security with a par value of \$1.0 million, a de-facto obligation of Mercantile Commercebank Florida Bancorp, Inc., whose fair value has been determined by using Level 3 inputs. It is a part of a \$40.0 million private placement with a coupon of 8.90% issued in 1998 and maturing in 2028. Generally management has been unable to obtain a market quote due to a lack of trading activity for this security. Consequently, the security's fair value as reported at December 31, 2011 and June 30, 2011 is based upon the present value of its expected future cash flows assuming

the security continues to meet all its payment obligations and utilizing a discount rate based upon the security's contractual interest rate. For the six months ended December 31, 2011, there were no purchases, sales, issuances, or settlements of assets or liabilities whose fair values are determined based upon Level 3 inputs on a recurring basis.

Those assets and liabilities measured at fair value on a non-recurring basis are summarized below:

	Fair Value Measurements Using			Balance
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
At December 31, 2011				
Impaired loans	\$ -	\$ -	\$ 8,952	\$ 8,952
Real estate owned	-	-	5,852	5,852
At June 30, 2011				
Impaired loans	\$ -	\$ -	\$ 9,829	\$ 9,829
Real estate owned	-	-	224	224

An impaired loan is evaluated and valued at the time the loan is identified as impaired at the lower of cost or market value. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Market value is measured based on the value of the collateral securing the loan and is classified at a Level 3 in the fair value hierarchy. Once a loan is identified as individually impaired, management measures impairment in accordance with the FASB's guidance on accounting by creditors for impairment of a loan with the fair value estimated using the market value of the collateral reduced by estimated selling costs. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceeds the recorded investments in such loans. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

At December 31, 2011, impaired loans valued using Level 3 inputs comprised loans with carrying values totaling \$11.1 million and valuation allowances of \$2.1 million reflecting fair values of \$9.0 million. By comparison, at June 30, 2011, impaired loans valued using Level 3 inputs comprised loans with carrying values totaling \$16.2 million and valuation allowances of \$6.4 million reflecting fair values of \$9.8 million.

Once a loan is foreclosed, the fair value of the real estate owned continues to be evaluated based upon the market value of the repossessed real estate originally securing the loan. At December 31, 2011, real estate owned whose carrying value was written down utilizing Level 3 inputs during the first six months of fiscal 2012 comprised eight properties with a fair value totaling \$5.9 million. By comparison, at June 30, 2011 real estate owned whose carrying value was written down utilizing Level 3 inputs included one property totaling \$224,000.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments at December 31, 2011 and June 30, 2011:

Cash and Cash Equivalents, Interest Receivable and Interest Payable. The carrying amounts for cash and cash equivalents, interest receivable and interest payable approximate fair value because they mature in three months or less.

Securities. See the discussion presented on Page 53 concerning assets measured at fair value on a recurring basis.

Loans Receivable. Except for certain impaired loans as previously discussed, the fair value of loans receivable is estimated by discounting the future cash flows, using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities, of such loans.

Loan Servicing Rights. Fair value is based on market prices for comparable loan servicing contracts, when available, or alternately, is based on a valuation model that calculates the present value of estimated future net servicing income.

Deposits. The fair value of demand, savings and club accounts is equal to the amount payable on demand at the reporting date. The fair value of certificates of deposit is estimated using rates currently offered for deposits of similar remaining maturities. The fair value estimates do not include the benefit that results from the low-cost funding provided by deposit liabilities compared to the cost of borrowing funds in the market.

Advances from FHLB. Fair value is estimated using rates currently offered for advances of similar remaining maturities.

Commitments. The fair value of commitments to fund credit lines and originate or participate in loans is estimated using fees currently charged to enter into similar agreements taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed rate loan commitments, fair value also considers the difference between current levels of interest and the committed rates. 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, is not considered material for disclosure. The contractual amounts of unfunded commitments are presented on Page 83.

The carrying amounts and estimated fair values of financial instruments are as follows:

	December 31, 2011		At June 30, 2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
	(In Thousands)			
Financial assets:				
Cash and cash equivalents	\$ 146,632	\$ 146,632	\$ 222,580	\$ 222,580
Securities available for sale	13,004	13,004	44,673	44,673
Securities held to maturity	45,517	45,950	106,467	107,052
Loans receivable	1,219,751	1,263,069	1,256,584	1,282,865
Mortgage-backed securities available for sale	1,225,222	1,225,222	1,060,247	1,060,247
Mortgage-backed securities held to maturity	1,207	1,281	1,345	1,416
Loan servicing rights	428	428	416	416
Interest receivable	8,761	8,761	9,740	9,740
Financial liabilities:				
Deposits (A)	2,117,246	2,129,299	2,149,353	2,159,867
Borrowings	238,012	273,850	247,642	287,099
Interest payable on borrowings	984	984	988	988

(A) Includes accrued interest payable on deposits of \$63,000 and \$84,000, respectively, at December 31, 2011 and June 30, 2011.

Limitations. Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time the entire holdings of a particular financial instrument. Because no market value exists for a significant portion of the financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature, involve uncertainties and matters of judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to value anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets and liabilities that are not considered financial assets and liabilities include premises and equipment, and advances from borrowers for taxes and insurance. In addition, the ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

Finally, reasonable comparability between financial institutions may not be likely due to the wide range of permitted valuation techniques and numerous estimates which must be made given the absence of active secondary markets for many of the financial instruments. This lack of uniform valuation methodologies introduces a greater degree of subjectivity to these estimated fair values.

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

Forward-Looking Statements

This Form 10-Q may include certain forward-looking statements based on current management expectations. Such forward-looking statements may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as “may”, “will”, “believe”, “expect”, “estimate”, “anticipate”, “continue”, or similar to those terms, or variations on those terms, or the negative of those terms. The actual results of the Company could differ materially from those management expectations. Factors that could cause future results to vary from current management expectations include, but are not limited to, general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities. Additional potential factors include changes in interest rates, deposit flows, cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of loan and investment portfolios of the Bank. Other factors that could cause future results to vary from current management expectations include changes in accounting principles, policies or guidelines, and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and prices. Further description of the risks and uncertainties to the business are included in the Company's other filings with the Securities and Exchange Commission.

Acquisition of Central Jersey

On November 30, 2010, the Company completed its acquisition of Central Jersey Bancorp (“Central Jersey”) and its wholly owned subsidiary, Central Jersey Bank, National Association (“Central Jersey Bank”) as contemplated by the Agreement and Plan of Merger, dated as of May 25, 2010, by and among the Company, Kearny Federal Savings Bank, Central Jersey and Central Jersey Bank (the “Agreement”) in a tax-free reorganization. The aggregate consideration for the acquisition was \$82.1 million which included \$70.5 million paid to the shareholders of Central Jersey to acquire all the outstanding shares of Central Jersey common stock at \$7.50 per share and \$11.6 million paid to the U.S. Department of the Treasury for the redemption of 11,300 shares of Fixed Rate Cumulative Preferred Stock, Series A and the related warrant issued to the U.S. Treasury under the Troubled Asset Relief Program Capital Purchase Program.

As a result of the merger, the Company now has a total of 41 branches located in Bergen, Hudson, Passaic, Morris, Middlesex, Monmouth, Essex, Union and Ocean Counties. The Central Jersey Bank branches are currently being operated under the name “Central Jersey Bank, A Division of Kearny Federal Savings Bank” (“CJB Division”).

Comparison of Financial Condition at December 31, 2011 and June 30, 2011

General. Total assets decreased by \$41.4 million to \$2.86 billion at December 31, 2011 from \$2.90 billion at June 30, 2011. The decrease in total assets was primarily reflected in the decreased balances of cash and cash equivalents, non-mortgage-backed securities and loans which were partially offset by an increase in the balance of mortgage-backed securities. The overall decrease in total assets was complemented by decreases in the balances of deposits and borrowings.

Cash and Cash Equivalents. Cash and cash equivalents, which consist of interest-earning and noninterest-earning deposits in other banks, decreased \$75.9 million to \$146.6 million at December 31, 2011 from \$222.6 million at June 30, 2011.

In accordance with the overall goals of its strategic business plan, the Company may, at times, defer the reinvestment of excess liquidity into the investment portfolio in favor of retaining comparatively higher average balances of short term, liquid assets as a funding source for future loan originations. Toward that end, the Bank's pipeline of "in process" loans has generally increased compared to one year earlier due largely to the continued expansion of the Bank's commercial loan origination resources including those acquired from Central Jersey.

Notwithstanding the overall increase in the Bank's loan origination pipeline, management had previously determined that the opportunity cost to earnings of maintaining a growing level of short-term liquid assets to fund potential loan growth outweighs the related benefits. Consequently, a significant portion of the Company's excess liquidity that had accumulated during prior periods was deployed into comparatively higher yielding mortgage-backed securities during the six months ended December 31, 2011. The Company expects to continue to maintain the average balance of interest-earning cash and equivalents at comparatively lower levels than had been previously reported during recent preceding quarters. Management will continue to monitor the level of short term, liquid assets in relation to the expected need for such liquidity to fund the Company's strategic initiatives. The Company may alter its liquidity reinvestment strategies based upon the timing and relative success of those initiatives.

Securities Available for Sale. Non-mortgage-backed securities classified as available for sale decreased by \$31.7 million to \$13.0 million at December 31, 2011 from \$44.7 million at June 30, 2011. The net decrease in the portfolio primarily reflected the repayment of maturing municipal securities during the first six months of fiscal 2012. At December 31, 2011, the available for sale non-mortgage-backed securities portfolio consisted of \$6.4 million of single issuer trust preferred securities, \$6.0 million of SBA pass-through certificates and \$512,000 of municipal obligations with amortized costs of \$8.9 million, \$6.0 million and \$512,000, respectively.

The net unrealized loss for this portfolio increased by \$919,000 to \$2.4 million at December 31, 2011 from \$1.5 million at June 30, 2011. The increase in the net unrealized loss was primarily attributable to a decline in the fair value of the Company's investment in single issuer, trust preferred securities whose unrealized losses increased by \$1.0 million to \$2.4 million at December 31, 2011 from \$1.4 million at June 30, 2011. The decline in market value coincided with Moody's Investors Service rating downgrade of the Bank of America Corporation ("BAC") trust preferred securities held by the Company from Baa3 to Ba1 during September 2011. As discussed in greater detail above, management has concluded that the impairment within this segment of the portfolio, including that relating to the BAC trust preferred securities, is not "other-than-temporary" at December 31, 2011.

Additional information regarding available for sale securities at December 31, 2011 is presented in Note 8 and Note 10 of the consolidated financial statements.

Securities Held to Maturity. Non-mortgage-backed securities classified as held to maturity decreased by \$61.0 million to \$45.5 million at December 31, 2011 from \$106.5 million at June 30, 2011. The net decline in the balance of the portfolio primarily reflected the repayment of U.S. agency debentures called by the issuers prior to their maturities. At December 31, 2011, the held to maturity non-mortgage-backed securities portfolio included \$43.0 million of U.S. agency debentures. Of those debentures, \$33.0 million mature within one to five years while \$10.0 million mature in greater than ten years. Non-mortgage backed securities held to maturity at December 31, 2011 also included \$2.6 million of short term municipal obligations that mature within one year. Based on its evaluation, management

has concluded that no other-than-temporary impairment is present within this segment of the investment portfolio at December 31, 2011.

Additional information regarding held to maturity securities at December 31, 2011 is presented in Note 9 and Note 10 to consolidated financial statements.

Loans Receivable. Loans receivable, net of unamortized premiums, deferred costs and the allowance for loan losses, decreased by \$36.8 million to \$1.22 billion at December 31, 2011 from \$1.26 billion at June 30, 2011. The decrease in net loans receivable was primarily attributable to loan repayments that outpaced new loan originations during the first six months of fiscal 2012.

Residential mortgage loans, in aggregate, decreased by \$45.7 million to \$709.7 million at December 31, 2011 from \$755.3 million at June 30, 2011. The components of the aggregate decrease included a net reduction in the balance of one-to-four family first mortgage loans of \$36.6 million to \$574.3 million at December 31, 2011 as well as net decreases in the balance of home equity loans and home equity lines of credit of \$8.0 million and \$1.1 million, respectively, whose ending balances at December 31, 2011 were \$103.5 million and \$31.8 million, respectively. The reduction in the balance of residential mortgage loans reflects management's continued adherence to its disciplined pricing policy coupled with the effects of diminished loan demand in the marketplace arising from challenging economic conditions and declining real estate values which have adversely impacted residential real estate purchase and refinancing activity. In total, residential mortgage loan origination and purchase volume for the six months ended December 31, 2011 was \$25.9 million and \$5.1 million, respectively, while aggregate originations of home equity loans and home equity lines of credit totaled \$17.3 million for that same period.

Commercial loans, in aggregate, increased by \$6.9 million to \$495.6 million at December 31, 2011 from \$488.7 million at June 30, 2011. The components of the aggregate increase included increases in commercial mortgage loans totaling \$15.1 million that were partially offset by a decline in commercial business loans of \$8.2 million. The ending balances of commercial mortgage loans and commercial business loans at December 31, 2011 were \$398.8 million and \$96.8 million, respectively. Commercial loan origination volume for the first six months of fiscal 2012 totaled \$22.2 million comprising \$17.0 million and \$5.2 million of commercial mortgage and commercial business loans originations, respectively. The increase in commercial loans for the six months ended December 31, 2011 also reflected purchases of commercial mortgage loan participations totaling \$22.3 million.

The outstanding balance of construction loans, net of loans-in-process, decreased by \$1.3 million to \$20.3 million at December 31, 2011 from \$21.6 million at June 30, 2011. Construction loan disbursements for first six months of fiscal 2012 totaled \$4.9 million.

Finally, other loans, primarily comprising account loans, deposit account overdraft lines of credit and other consumer loans, increased \$255,000 to \$4.0 million at December 31, 2011 from \$3.8 million at June 30, 2011. Other loan originations for the first six months of fiscal 2012 totaled approximately \$1.5 million.

Nonperforming Loans. For the six months ended December 31, 2011, nonperforming loans increased by \$4.2 million to \$39.1 million or 3.18% of total loans from \$35.0 million or 2.76% of total loans as of June 30, 2011. The comparative increase in nonperforming loans was attributable, in part, to the addition of three commercial nonresidential mortgage loan with aggregate outstanding balances at December 31, 2011 of \$4.6 million. The first loan with an outstanding balance at December 31, 2011 of \$1.9 million, is secured by a full service car wash facility also located in northern New Jersey with the borrower working cooperatively with the Bank as the loan progresses through the collection and workout

processes. The second loan, with an outstanding balance at December 31, 2011 of \$1.7 million, is secured by a retail strip center in which the borrower's anchor tenant filed for bankruptcy and closed numerous outlets nationwide. The borrower has filled the vacancy with a new anchor tenant and is in discussions with the Bank to reinstate the loan. The third loan, with an outstanding balance at December 31, 2011 of \$1.7 million, financed the development of a retail facility that was to be occupied by a regional dollar store. The Bank has contacted the borrower in an effort to reinstate the loan.

In addition to the additions noted above, the change in the aggregate balance of nonperforming loans reflected the addition of several nonaccrual loans with comparatively smaller principal balances across a variety of loan categories that were more than offset by the combined effects of nonaccrual loan reinstatements, payoffs and charge offs.

At December 31, 2011, nonperforming loans comprised \$1.2 million of "accruing loans over 90 days past due" and \$37.9 million of "nonaccrual" loans compared to balances of \$16.7 million and \$18.3 million, respectively, at June 30, 2011. A significant portion of the non-performing loans reported as "accruing loans over 90 days past due" during prior periods were originally acquired from Countrywide Home Loans, Inc. ("Countrywide") and continue to be serviced by their acquirer, Bank of America through its subsidiary, BAC Home Loans Servicing, LP ("BOA"). In accordance with our agreement, BOA advances scheduled principal and interest payments to the Bank when such payments are not made by the borrower. During those earlier periods, the timely receipt of principal and interest from the servicer resulted in such loans being reported in that manner. However, the delinquency status reported for these nonperforming loans continued to reflect the borrower's actual delinquency irrespective of the Bank's receipt of advances. In recognition that advances would ultimately be recouped by BOA from the Bank in the event the borrower did not reinstate the loan, the Bank included its obligation to refund such advances to the servicer, where applicable, in its impairment analyses of such loans.

Notwithstanding its prior practice, at December 31, 2011 the Bank reclassified the applicable nonperforming BOA loans from "accruing loans over 90 days past due" to "nonaccrual". The reclassification of the loans to nonaccrual status did not have a significant impact on interest income during the quarter ended December 31, 2011. However, future interest payments received on the applicable BOA loans will be applied to reduce the carrying value of the loan for financial statement purposes rather than being recognized as interest income.

In total, the 36 nonperforming Countrywide loans totaled \$12.7 million or 32.4% of total nonperforming loans at December 31, 2011. As of that same date, the Bank owned a total of 124 residential mortgage loans with an aggregate outstanding balance of \$59.1 million that were originally acquired from Countrywide. Of these loans, an additional six loans totaling \$2.5 million are 30-89 days past due and are in various stages of collection.

Including the Countrywide loans noted above, nonperforming residential first mortgage loans at December 31, 2011 included a total of 59 mortgage loans with aggregate outstanding balances of \$17.6 million comprising 58 nonaccrual loans with outstanding balances of \$17.5 million plus one accruing loan over 90 days past due with an outstanding balance of \$89,000.

As of that same date, nonperforming loans included a total of 17 nonaccrual home equity loans totaling \$1.6 million and one nonaccrual home equity line of credit totaling \$87,000.

A total of four nonaccrual construction loans with an aggregate outstanding balance of \$1.8 million were reported as nonperforming at December 31, 2011.

Nonperforming commercial mortgage loans at December 31, 2011 included 22 nonaccrual loans with aggregate outstanding balances totaling \$11.0 million.

Commercial business loans reported as nonperforming at December 31, 2011 included 23 loans totaling \$7.0 million including six loans totaling \$1.1 million reported as 90 days or more past due and still accruing with the remaining 17 loans totaling \$5.9 million reported as nonaccrual.

Finally, nonperforming loans at December 31, 2011 included five nonaccrual consumer loans totaling \$23,000.

Allowance for Loan Losses. During the six months ended December 31, 2011, the balance of the allowance for loan losses decreased by approximately \$3.2 million to \$8,596,000 or 0.70% of total loans at December 31, 2011 from \$11,767,000 or 0.93% of total loans at June 30, 2011. The decrease resulted from charge offs, net of recoveries, totaling \$5,559,000 that were partially offset by additional provisions of \$2,388,000 during the six months ended December 31, 2011.

With regard to loans individually evaluated for impairment, the balance of the Company's allowance for loan losses attributable to such loans decreased by \$4,266,000 to \$2,095,000 at December 31, 2011 from \$6,361,000 at June 30, 2011. The balance at December 31, 2011 reflected the impairment identified on \$7.5 million of impaired loans while an additional \$36.1 million of impaired loans had no impairment as of that date. By comparison, the balance of the allowance at June 30, 2011 reflected the impairment identified on \$16.2 million of impaired loans while an additional \$21.1 million of impaired loans had no impairment as of that date. The outstanding balances of impaired loans reflect the cumulative effects of various adjustments including, but not limited to, purchase accounting valuations and prior charge offs, where applicable, which are considered in the evaluation of impairment.

The decline in loan impairment and the associated valuation allowances between comparative periods largely reflects the changes to the Company's classification of assets and allowance for loan loss methodologies described in Note 11 of the financial statements. Such changes resulted in the charge off of certain loan impairments during the current period for which valuation allowances had been established during prior periods.

With regard to loans evaluated collectively for impairment, the balance of the Company's allowance for loan losses attributable to such loans increased by \$1,328,000 to \$6,501,000 at December 31, 2011 from \$5,173,000 at June 30, 2011. The reported net increase in this portion of the allowance for loan losses was generally attributable to changes to the Company's historical and environment loss factors whose effects were partially offset by an overall decline in the outstanding balance of the applicable portion of the loan portfolio against which such loss factors are applied.

Regarding environmental loss factors, changes to such factors during the six months ended December 31, 2011 partly reflected increases in the level of nonperforming loans and associated losses within certain specific segments of the loan portfolio. By contrast, the environmental factors relating to those segments of the portfolio that have not demonstrated a significant and sustained increase in the level of nonperforming loans and losses have remained generally stable or have increased modestly for the reasons noted below.

Certain categories of loans within the Company's portfolio have experienced a noteworthy increase in the level of nonperforming loans which has coincided with an associated increase in losses recognized on such loans. Consequently, the environmental loss factors utilized to estimate the probable losses within these categories of the portfolio have increased.

For example, for the six months ended December 31, 2011, total nonperforming loans, including nonaccrual loans and accruing loans 90 days or more past due, increased \$4.2 million from \$35.0 million at June 30, 2011 to \$39.1 million at December 31, 2011. For that same six month period, the aggregate level of impairment identified on such loans decreased by \$4.2 million, as noted above. However, such reductions largely reflected the increase in net charge offs which totaled \$5.6 million over the same six month period.

The reported net increase in nonperforming loans was partly attributable to the addition of loans that were originally acquired through the Company's merger with Central Jersey. All loans acquired from Central Jersey were initially recorded at fair value reflecting any impairment identified on such loans at that time. However, the reported increase in losses, as reflected in the net charge offs, less the aggregate decline in impairment from period to period, includes those identified on loans acquired from Central Jersey resulting in additional valuation allowances being established during the six months ended December 31, 2011.

In recognition of the increase in the level of nonperforming loans and associated impairment attributable to such loans, the Company has modified the following environmental loss factor applicable to the Central Jersey loans from June 30, 2011 to December 31, 2011:

- Level of and trends in nonperforming loans: Increased (+3) from "0" to "3" reflecting continuing increases in the level of nonperforming loans and associated losses within the portfolio segment.

Given their recent acquisition at fair value, the environmental loss factors established for the Central Jersey loans generally reflect a comparatively lower level of risk than those applicable to the remaining portfolio. In accordance with the methodology described earlier, the Company has assigned a risk rating of "3" to a total of three environmental loss factors resulting in a total of nine basis points of allowance being allocated to the applicable loans at December 31, 2011. The level of environmental loss factors attributable to these loans will continue to be monitored and adjusted to reflect the Company's best judgment as to the level of expected losses on the loans acquired from Central Jersey that are collectively evaluated for impairment.

The Company continues to realize losses attributable to the continuing deterioration of loan quality within the specific segment of the residential mortgage loan portfolio that was originally acquired from Countrywide. Such loans continue to be serviced by their acquirer, BOA, where the collections and foreclosure processes have been subjected to extended delays. Such losses are evidenced not only by increases in impairment, but also by outright charge offs attributable to payoff deficiencies negotiated by the servicer. In recognition of these additional losses, coupled with the expectation for continuing delays in the foreclosure process, the Company has increased the level of environmental loss factors attributable to loans within this specific segment of the residential mortgage loan portfolio that are evaluated collectively for impairment.

From June 30, 2011 to December 31, 2011, the risk rating assigned to the following environmental loss factor attributable to the BOA loans was increased to the level noted:

- Level of and trends in nonperforming loans: Increased (+3) from "12" to "15" reflecting continued increases in the level of nonperforming loans and associated losses within the portfolio segment.

In combination with those that remained unchanged from period to period, total environmental factors applicable to this segment of the residential mortgage loan portfolio increased from 66 basis points

at June 30, 2011 to 69 basis points at December 31, 2011. The level of environmental loss factors attributable to these loans will continue to be monitored and adjusted to reflect the Company's best judgment as to the level of expected losses on the loans acquired from Countrywide that are collectively evaluated for impairment.

Changes to environmental loss factors during the six months ended December 31, 2011 also reflected the changes to the Company's allowance for loan loss methodologies described in Note 11 of the financial statements which included incorporating the Company's existing credit-rating classification system into the calculation of environmental loss factors by loan type. By implementing this change, the environmental loss factors applicable to any loan type are "weighted" based upon internal credit-rating resulting in a reallocation of the applicable portion of the allowance toward comparatively riskier assets. Implementation of this change did not have a significant impact to the overall balance of the allowance attributable to environmental loss factors.

In conjunction with the effects of the decline in the outstanding balance of the applicable loans, the noted changes to environmental loss factors resulted in a decrease of \$101,000 in the applicable portion of the allowance for loan losses to \$4,334,000 at December 31, 2011 from \$4,435,000 at June 30, 2011.

With regard to historical loss factors, the Company's loan portfolio experienced a net annualized average charge-off rate of 89 basis points during the six months ended December 31, 2011 representing an increase of 77 basis points from the 12 basis points of charge offs reported for fiscal 2011. The increase in charge offs largely reflects the changes to the Company's classification of assets and allowance for loan loss methodologies described in Note 11 of the financial statements. Such changes resulted in the charge off of certain loan impairments during the current period for which valuation allowances had been established during prior periods.

In conjunction with the net changes to the outstanding balance of the applicable loans, the increase in the historical loss factors attributable to the increased level of actual charge offs during the six months ended December 31, 2011 resulted in a net increase of \$1,429,000 in the applicable valuation allowances to \$2,167,000 at December 31, 2011 from \$738,000 at June 30, 2011.

The changes in the Company's historical loss factors from June 30, 2011 to December 31, 2011 reflect the effect of actual charge off and recovery activity on the average charge off rates calculated by the Company's allowance for loan loss methodology, as described earlier. As seen below, the net charge off activity has been concentrated in a limited number of categories in the loan portfolio with the greatest impact reflected in the purchased residential mortgage loan, construction loan and multi-family mortgage loan portfolios.

The tables on the following pages present the historical and environmental loss factors, reported as a percentage of outstanding loan principal, that were the basis for computing the portion of the allowance for loan losses attributable to loans collectively evaluated for impairment at December 31, 2011 and June 30, 2011.

Allowance for Loan Losses
Allocation of Loss Factors on Loans Collectively Evaluated for Impairment
at December 31, 2011

Loan Category	Historical Loss Factors	Environmental Loss Factors (2)	Total
Residential mortgage loans			
Originated	0.02%	0.30%	0.32%
Purchased	1.75%	0.69%	2.44%
Acquired in merger	0.00%	0.09%	0.09%
Home equity loans			
Originated	0.04%	0.36%	0.40%
Acquired in merger	0.10%	0.09%	0.19%
Home equity lines of credit			
Originated	0.00%	0.36%	0.36%
Acquired in merger	0.00%	0.09%	0.09%
Construction loans			
1-4 family			
Originated	2.98%	0.72%	3.70%
Acquired in merger	0.00%	0.09%	0.09%
Multi-family			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.09%	0.09%
Nonresidential			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.09%	0.09%
Commercial mortgage loans			
Multi-family			
Originated	0.24%	0.72%	0.96%
Acquired in merger	0.00%	0.09%	0.09%
Nonresidential			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.09%	0.09%
Commercial business loans			
Secured (1-4 family)			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.09%	0.09%
Secured (Other)			
Originated	0.04%	0.72%	0.76%
Acquired in merger	0.35%	0.09%	0.44%
Unsecured			
Originated	0.00%	0.72%	0.72%

Acquired in merger	0.00%	0.09%	0.09%
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Allowance for Loan Losses
Allocation of Loss Factors on Loans Collectively Evaluated for Impairment
at December 31, 2011 (continued)

Loan Category	Historical Loss Factors	Environmental Loss Factors (2)	Total
SBA 7A			
Originated	0.00%	0.72%	0.76%
Acquired in merger	1.97%	0.09%	2.06%
SBA Express			
Originated	0.00%	0.72%	0.72%
Acquired in merger	6.10%	0.09%	6.19%
SBA Line of Credit			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.09%	0.09%
SBA Other			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.09%	0.09%
Other consumer loans (1)	-	-	-

(1) The Company generally maintains an environmental loss factor of 0.27% on other consumer loans while historical loss factors range from 0.00% to 100.00% based on loan type. Resulting balances in the allowance for loan losses are immaterial and therefore excluded from the presentation.

(2) "Base" environmental factors reported excluding the effect of "weights" attributable to internal credit-rating classification as follows: "Pass-1": 70%, "Pass-2": 80%, "Pass-3": 90%, "Pass-4": 100%, "Watch": 200%, "Special Mention": 400%, "Substandard": 600%, "Doubtful": 800%. (e.g. Environmental loss factor applicable to originated residential mortgage loan rated as "Substandard": 0.30% X 600% = 1.8%)

Allowance for Loan Losses
Allocation of Loss Factors on Loans Collectively Evaluated for Impairment
at June 30, 2011

Loan Category	Historical Loss Factors	Environmental Loss Factors	Total
Residential mortgage loans			
Originated	0.00%	0.30%	0.30%
Purchased	0.40%	0.66%	1.06%
Acquired in merger	0.00%	0.06%	0.06%
Home equity loans			
Originated	0.01%	0.36%	0.37%
Acquired in merger	0.00%	0.06%	0.06%
Home equity lines of credit			
Originated	0.00%	0.36%	0.36%
Acquired in merger	0.00%	0.06%	0.06%
Construction loans			
1-4 family			
Originated	3.11%	0.72%	3.83%
Acquired in merger	0.00%	0.06%	0.06%
Multi-family			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
Nonresidential			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
Commercial mortgage loans			
Multi-family			
Originated	0.55%	0.72%	1.27%
Acquired in merger	0.00%	0.06%	0.06%
Nonresidential			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
Commercial business loans			
Secured (1-4 family)			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
Secured (Other)			
Originated	0.04%	0.72%	0.76%
Acquired in merger	0.00%	0.06%	0.06%
Unsecured			
Originated	0.00%	0.72%	0.72%

Acquired in merger	0.00%	0.06%	0.06%
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Allowance for Loan Losses
Allocation of Loss Factors on Loans Collectively Evaluated for Impairment
at June 30, 2011 (continued)

Loan Category	Historical Loss Factors	Environmental Loss Factors	Total
SBA 7A			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
SBA Express			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
SBA Line of Credit			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
SBA Other			
Originated	0.00%	0.72%	0.72%
Acquired in merger	0.00%	0.06%	0.06%
Other consumer loans (1)	-	-	-

(1) The Company generally maintains an environmental loss factor of 0.27% on other consumer loans while historical loss factors range from 0.00% to 100.00% based on loan type. Resulting balances in the allowance for loan losses are immaterial and therefore excluded from the presentation.

Finally, the change in the allowance for loan losses for the six months ended December 31, 2011 also reflected the elimination of the unallocated portion of the Company's allowance for loan loss which totaled \$233,000 at June 30, 2011. The unallocated portion of the allowance previously represented the amount by which the ALLL exceeded the required amount as calculated in accordance with the Company's ALLL calculation methodology. The unallocated balance, whose balance had remained substantially unchanged since fiscal 2009, was generally attributed to probable losses within the loan portfolio relating to environmental factors within one or more non-specified loan segments. The refinements to the Company's ALLL calculation methodology during the first six months of fiscal 2012, as discussed earlier, precluded the need to continuing carrying the unallocated portion of the allowance.

Additional information regarding loan quality and allowance for loan losses is presented in Note 11 to consolidated financial statements.

Mortgage-backed Securities Available for Sale. Mortgage-backed securities available for sale, including agency pass-through securities as well as agency collateralized mortgage obligations, increased \$165.0 million to \$1.23 billion at December 31, 2011 from \$1.06 billion at June 30, 2011. The net increase primarily reflects purchases of fixed rate, agency mortgage-backed securities that were partially offset by cash repayment of principal net of discount accretion and premium amortization and an increase in the unrealized gain on such securities. The purchases of the mortgage-backed securities during the six months ended December 31, 2011 were comprised of fixed-rate, amortizing securities with maturities of 10 and 15 years totaling \$297.7 million. Such purchases were augmented with purchases of 30 year, fixed-rate amortizing securities totaling \$14.1 million that are eligible to meet the Community Reinvestment Act investment test during the reporting period. Based on its evaluation, management has concluded that no other-than-temporary impairment is present within this segment of the investment portfolio at December 31, 2011.

Additional information regarding available for sale securities at December 31, 2011 is presented in Note 8 and Note 10 to consolidated financial statements.

Mortgage-backed Securities Held to Maturity. Mortgage-backed securities held to maturity, including agency pass-through securities as well as agency and non-agency collateralized mortgage obligations, decreased \$138,000 to \$1.2 million at December 31, 2011 from \$1.3 million at June 30, 2011. The decrease was primarily attributable to cash repayment of principal net of discount accretion and premium amortization coupled with the sale of one security whose credit rating had declined below investments grade making it eligible for sale from the held to maturity portfolio. At December 31, 2011, the Company's remaining portfolio of non-agency CMOs included 11 held-to-maturity securities totaling \$162,000 of which 10 securities totaling \$146,000 were impaired but retained their investment grade rating by one or more rating agencies. Based on its evaluation, management has concluded that no other-than-temporary impairment is present within this segment of the investment portfolio at December 31, 2011.

Additional information regarding held to maturity securities at December 31, 2011 is presented in Note 9 and Note 10 to consolidated financial statements.

Other Assets. The balance of other assets remained generally stable from June 30, 2011 to December 31, 2011 with modest declines reported in interest receivable, prepaid expenses and other receivables relating to income taxes resulting from normal operating fluctuations in such balances.

The balance of real estate owned ("REO"), included in other assets, decreased by \$1.1 million to \$6.4 million at December 31, 2011 from \$7.5 million at June 30, 2011 while the number of properties held in REO increased from eight to ten as of the same dates, respectively. The net change in the carrying value and

number of REO properties reflected the acquisition of three properties less the sale of one property during the period coupled with the cumulative write downs of several properties to reflect reductions in expected sales prices below the fair values at which the properties were previously being carried.

Deposits. The balance of total deposits decreased by \$32.1 million to \$2.12 billion at December 31, 2011 from \$2.15 billion at June 30, 2011. The net decline in deposit balances reflected a decrease in the balance of certificates of deposit of \$35.0 million coupled with decreases in the balance of interest-bearing and non-interest-bearing checking accounts of \$1.4 million and \$4.5 million, respectively. These decreases were partially offset by an increase in the balance of savings accounts of \$8.8 million. The decline in the balance of certificates of deposit was largely attributable to the Company's active management of deposit pricing during the six month period ended December 31, 2011 to support net interest spread and margin which allowed for some degree of controlled outflow of non-core deposits.

Borrowings. The balance of borrowings decreased by \$9.6 million to \$238.0 million at December 31, 2011 from \$247.6 million at June 30, 2011. The decrease was primarily attributable to a \$9.5 million decline in the balance of customer sweep accounts to \$26.7 million at December 31, 2011. Sweep accounts are short term borrowings representing funds that are withdrawn from a customer's noninterest-bearing deposit account and invested in an uninsured overnight investment account that is collateralized by specified investment securities owned by the Bank. The decrease in the balance of customer sweep accounts coupled with a \$114,000 decline in the balance of FHLB advances for the same period to \$211.3 million resulting primarily from scheduled principal repayments associated with an amortizing advance.

Stockholders' Equity. Stockholders' equity decreased by \$1.3 million to \$486.6 million at December 31, 2011 from \$487.9 million at June 30, 2011. The decrease in stockholders' equity reflected an increase in Treasury stock of \$7.1 million reflecting the Company's repurchase of 770,706 of its common shares during the six months ended December 31, 2011. The decrease in stockholders' equity attributable to share repurchases was partially offset by net income of \$2.5 million for the six months ended December 31, net of \$1.6 million in dividends paid to shareholders. The decrease in stockholders' equity was partially offset by increases in paid-in-capital and reductions of unearned ESOP shares relating to the offsets of benefit plan expenses during the year while other comprehensive income increased \$4.0 million arising from mark-to-market adjustments to the available for sale securities portfolios and benefit plan adjustments.

Comparison of Operating Results for the Three Months Ended December 31, 2011 and December 31, 2010

General. The Company reported net income of \$470,000 for the three months ended December 31, 2011 or \$0.01 per diluted share; an increase of \$475,000 compared to a net loss of \$5,000, or \$0.00 per diluted share for the three months ended December 31, 2010. The increase in net income between comparative quarters reflected an increase in net interest income and declines in noninterest expense and the provision for income taxes that were partially offset by a decline in non-interest income and an increase in the provision for loan losses. The variances noted were partly attributable to the Company's acquisition of Central Jersey which was completed on November 30, 2010.

Net Interest Income. Net interest income for the three months ended December 31, 2011 was \$17.4 million, an increase of \$1.5 million from \$15.9 million for the three months ended December 31, 2010. The increase in net interest income between the comparative periods resulted from an increase in interest income coupled with a concurrent decrease in interest expense. In general, the increase in interest income was primarily attributable to comparative increases in the overall average balance of interest-earning assets that were partially offset by an overall decrease in their yield between comparative periods.

The decrease in interest expense primarily reflected a continued decline in the cost of interest-bearing liabilities that more than offset the effect of an increase in their average balance. The overall increases in the average balances of interest-earning assets and interest-bearing liabilities reflected, in part, the timing of the Central Jersey acquisition through which its acquired balances were only reflected in the final month of earlier comparative quarter ended December 31, 2010 compared to such balances being fully reflected during the entire quarter ended December 31, 2011.

As a result of these factors, the Company's net interest rate spread decreased two basis points to 2.45% for the three months ended December 31, 2011 from 2.47% for the three months ended December 31, 2010. The decrease in the net interest rate spread reflected a decline in the yield on earning assets of 35 basis points to 3.75% from 4.10% that was partially offset by a 33 basis point decrease in the cost of interest-bearing liabilities to 1.30% from 1.63% by for the same comparative periods. A discussion of the factors contributing to the overall change in yield on earning assets and cost of interest-bearing liabilities is presented in the separate discussion and analysis of interest income and interest expense below.

The factors contributing to the increase in net interest rate spread were also reflected in the Company's net interest margin. However, those effects were exacerbated by other factors resulting in a six basis point decline in the Company's net interest margin to 2.65% for the three months ended December 31, 2011 from 2.71% for the three months ended December 31, 2010. The additional factors resulting in the comparatively larger decline in net interest margin include the foregone interest income associated with use of earning assets to fund the Company's share repurchase programs. For the three months ended December 31, 2011, the average balance of treasury stock increased by \$6.4 million to \$64.5 million from \$58.1 million for the three months ended December 31, 2010.

Interest Income. Total interest income increased \$643,000 to \$24.7 million for the three months ended December 31, 2011 from \$24.0 million for the three months ended December 31, 2010. As noted above, the increase in interest income reflected a \$288.5 million increase in the average balance of interest-earning assets to \$2.63 billion for the three months ended December 31, 2011 from \$2.35 billion for the three months ended December 31, 2010. The increase to interest income resulting from the higher average balance of interest-earning assets was partially offset by a 35 basis point decline in their average yield to 3.75% from 4.10% for those same comparative periods.

Interest income from loans increased \$1.3 million to \$16.2 million for the three months ended December 31, 2011 from \$14.9 million for the three months ended December 31, 2010. The increase in interest income on loans was attributable to an increase in their average balance that was partially offset by a decline in their average yield.

The average balance of loans increased by \$132.3 million to \$1.23 billion for the three months ended December 31, 2011 from \$1.10 billion for the three months ended December 31, 2010. The reported increase in the average balance of loans included a net increase of \$155.5 million in the average aggregate balance of commercial loans to \$485.3 million from \$329.8 million for those same comparative periods. The Company's commercial loans generally comprise commercial mortgage loans, including multi-family and nonresidential mortgage loans, as well as secured and unsecured commercial business loans. The increase largely reflects the Company's acquisition of Central Jersey and, to a lesser degree, the organic growth resulting from its long-term expanded strategic emphasis in commercial lending.

The increase in the average balance of commercial loans was partially offset by a \$32.5 million decline in the average balance of residential mortgage loans to \$727.6 million for the three months ended December 31, 2011 from \$760.1 million for the three months ended December 31, 2010. The Company's residential mortgages generally comprise one-to-four family first mortgage loans, home equity loans and home equity lines of credit. The decline in the average balance of residential mortgage loans primarily

reflects diminished residential loan demand by qualified borrowers coupled with the Company's disciplined pricing for such loans in the face of aggressive pricing in the marketplace for certain loan products. The decline in residential mortgage loans attributable to these factors was modestly offset by the addition of loans acquired from Central Jersey.

The increase in interest income on loans attributable to the increase in their average balances was partially offset by a decrease in their average yields which declined 15 basis points to 5.25% for the three months ended December 31, 2011 from 5.40% for the three months ended December 31, 2010. The reduction in the overall yield on the Company's loan portfolio generally reflects the effect of lower market interest rates which provides "rate reduction" refinancing incentive to borrowers while also contributing to the downward re-pricing of adjustable rate loans.

In general, because the Company's commercial loans comprise comparatively higher yielding multi-family mortgages, nonresidential mortgage loans and business loans, the continued reallocation within the loan portfolio from residential mortgages into commercial loans partially offset the adverse impact of lower market interest rates on the overall yield of the loan portfolio between the comparative periods. However, the incremental impact on the average yield of the loan portfolio resulting specifically from the Central Jersey acquisition reflects loans being acquired at their fair value and the ongoing recognition of interest income on those acquired loans at yields that reflect the historically low interest rates prevalent in the marketplace at the time of acquisition.

Interest income from mortgage-backed securities increased \$636,000 to \$7.9 million for the three months ended December 31, 2011 from \$7.3 million for the three months ended December 31, 2010. The increase in interest income reflected an increase in the average balance of mortgage-backed securities that was partially offset by a decrease in their average yield. The average balance of the securities increased \$314.4 million to \$1.17 billion for the three months ended December 31, 2011 from \$853.2 million for the three months ended December 31, 2010. For those same comparative periods, the average yield on mortgage-backed securities declined 70 basis points to 2.72% from 3.42%.

The increase in the average balance of mortgage-backed securities reflects, in part, security purchases that have outpaced the level of principal repayments and security sales. However, the increase in the average balance of mortgage-backed securities also reflects the addition of securities resulting from the acquisition of Central Jersey.

The reduction in the overall yield of the mortgage-backed securities portfolio is attributable to many of the same factors affecting the yield on the Company's loan portfolio. That is, lower market interest rates have continued to provide a "rate reduction" refinancing incentive to mortgagors resulting in the pay off of comparatively higher rate mortgage loans underlying the Company's mortgage-backed securities which have been replaced by lower yield securities. Additionally, the yields on mortgage-backed securities acquired from Central Jersey reflect their acquisition at fair value and the ongoing recognition of interest income at yields that reflect the historically low interest rates prevalent in the marketplace at the time of acquisition.

Interest income from non-mortgage-backed securities decreased \$1.3 million to \$345,000 for the three months ended December 31, 2011 from \$1.6 million for the three months ended December 31, 2010. The decrease in interest income reflected a decrease in the average balance of non-mortgage-backed securities coupled with a decline in their average yield. The average balance of these securities decreased \$228.8 million to \$74.5 million for the three months ended December 31, 2011 from \$303.3 million for the three months ended December 31, 2010. For those same comparative periods, the average yield on non-mortgage-backed securities decreased by 28 basis points to 1.85% from 2.13%.

The decrease in the average balance of non-mortgage backed securities was primarily attributable to a \$182.3 million decrease in the average balance of taxable securities to \$70.9 million during the three months ended December 31, 2011 from \$253.2 million for the three months ended December 31, 2010. For those same comparative periods, the average balance of tax-exempt securities decreased by \$46.5 million to \$3.6 million from \$50.1 million. The net change in the average yield on non-mortgage backed securities reflected a decrease of 30 basis points in the yield of taxable securities to 1.88% during the three months ended December 31, 2011 from 2.18% during the three months ended December 31, 2010 while the average yield on tax-exempt securities declined 63 basis points to 1.27% from 1.90%.

The reduction in the overall yield of the non-mortgage-backed securities portfolio is also attributable to many of the same factors affecting the yield on the Company's loan and mortgage-backed securities portfolios. These factors include the effects of lower market interest rates on the portfolio as funds are reinvested at lower market interest rates. Similarly, the yields on non-mortgage-backed securities acquired from Central Jersey reflect their acquisition at fair value and the ongoing recognition of interest income at yields that reflect the historically low interest rates prevalent in the marketplace at the time of acquisition.

Interest income from other interest-earning assets decreased \$59,000 to \$182,000 for the three months ended December 31, 2011 from \$241,000 for the three months ended December 31, 2010. The decrease in interest income was primarily attributable to a decline in their average yield that was partially offset by an increase in their average balance. The average yield on other interest-earning assets decreased 66 basis points to 0.46% for the three months ended December 31, 2011 from 1.12% for the three months ended December 31, 2010. For those same comparative periods, the average balance of other interest-earning assets increased by \$70.6 million to \$156.8 million from \$86.2 million.

Interest Expense. Total interest expense decreased \$903,000 to \$7.3 million for the three months ended December 31, 2011 from \$8.2 million for the three months ended December 31, 2010. As noted earlier, the decrease in interest expense reflected a decrease in the average cost of interest-bearing liabilities which declined 33 basis points to 1.30% for the three months ended December 31, 2011 from 1.63% for the three months ended December 31, 2010. The decrease in the average cost was partially offset by an increase in the average balance of interest-bearing liabilities of \$241.6 million to \$2.24 billion from \$2.00 billion for the same comparative periods.

Interest expense attributed to deposits decreased \$792,000 to \$5.2 million for the three months ended December 31, 2011 from \$6.0 million for the three months ended December 31, 2010. The decrease in interest expense was attributable to a decline in the average cost of deposits that was partially offset by an increase in their average balance.

The cost of interest-bearing deposits declined by 32 basis points to 1.05% for the three months ended December 31, 2011 from 1.37% for the three months ended December 31, 2010. The reported decrease in the average cost was reflected across all categories of interest-bearing deposits and was primarily attributable to the overall declines in market interest rates. For those comparative periods, average cost of interest-bearing checking accounts decreased by 36 basis points to 0.57% from 0.93%, the average cost of savings accounts decreased 26 basis points to 0.31% from 0.57% while the average cost of certificates of deposit declined 29 basis points to 1.50% from 1.79%.

The decrease in the average cost was partially offset by a \$243.1 million increase in the average balance of interest-bearing deposits to \$2.00 billion for the three months ended December 31, 2011 from \$1.75 billion for the three months ended December 31, 2010. The reported increase in the average balance was represented across all categories of interest-bearing deposits and reflected the Company's acquisition of Central Jersey coupled with its strategic efforts to organically increase its deposit base. For

those same comparative periods, the average balance of interest-bearing checking accounts increased \$106.8 million to \$450.7 million from \$343.9 million, the average balance of savings accounts increased \$49.4 million to \$405.8 million from \$356.4 million and the average balance of certificates of deposit increased \$87.0 million to \$1.14 billion from \$1.05 billion.

Interest expense attributed to borrowings decreased by \$111,000 to \$2.0 million for the three months ended December 31, 2011 from \$2.1 million for the three months ended December 31, 2010. The decrease in interest expense on borrowings reflected a decrease in their average cost coupled with a decrease in their average balance. The average cost of borrowings declined 16 basis points to 3.31% for the three months ended December 31, 2011 from 3.47% the three months ended December 31, 2010. For those same comparative periods, the average balance of borrowings decreased \$1.4 million to \$245.9 million from \$247.4 million.

The components of the decrease in the average balance of borrowings includes a \$22.6 million decrease in the average balance of FHLB advances to \$211.4 million for the three months ended December 31, 2011 from \$234.0 million for the three months ended December 31, 2010. This decrease was partially offset by a \$21.1 million increase in the average balance of other borrowings to \$34.5 million for the three months ended December 31, 2011 from \$13.4 million for the three months ended December 31, 2010. Other borrowings primarily includes depositor sweep accounts assumed from Central Jersey.

Provision for Loan Losses. The provision for loan losses increased \$447,000 to \$1,323,000 for the three months ended December 31, 2011 from \$876,000 for the three months ended December 31, 2010. The provision expense during the current period partly reflected the recognition of additional valuation allowances for newly identified impairment on individually reviewed loans as well as the reversal of such valuation allowances for the impairment recognized during prior periods on previously impaired loans. Most notably, the payment in full of one impaired multi-family mortgage loan participation during the quarter ended December 31, 2011 resulted in the reversal of \$656,000 of valuation allowances attributable to the previously identified impairment on that loan.

The provision expense for the current period also reflected the required provisions on non-impaired loans evaluated collectively for impairment using the environmental and historical loss factors utilized by the Company's allowance for loan loss calculation methodology. As discussed in Note 11 to consolidated financial statements and the Comparison of Financial Condition at December 31, 2011 and June 30, 2011 above, these historical and environmental loss factors were updated during the quarter ended December 31, 2011 to reflect the changes noted within those discussions. The Company estimates that the increase to historical loss factors resulting from the implementing the accelerated recognition of charge offs resulted in a \$1,279,000 increase to in the allowance for loan losses that was recorded through the provision for loan losses during the quarter ended December 31, 2011. By contrast, the implementation of the noted changes to environmental loss factors through which the Company's credit-rating classification system was integrated into the calculation of environmental loss factors did not have a significant impact on the provision expense for the quarter ended December 31, 2011.

Finally, the provision expense for the current period also reflected the elimination of the unallocated portion of the allowance for loan losses whose balance totaled approximately \$233,000 at the close of the prior fiscal year ended June 30, 2011.

Additional information regarding the allowance for loan losses and the associated provisions recognized during the three months ended December 31, 2011 is presented in Note 11 of the consolidated financial statements.

Non-Interest Income. Non-interest income, excluding losses attributable to REO operations and sales, increased by \$409,000 to \$1,219,000 for the quarter ended December 31, 2011 from \$810,000 for the quarter ended December 31, 2010. This increase in non-interest income was partly attributable to a \$281,000 increase in fees and service charges, including electronic banking fees and charges, that largely reflected the acquisition of Central Jersey. Similarly, the increase also reflected a \$110,000 increase in gains associated with the sale of loans that was primarily attributable to an increase in the volume of SBA loan originations sold through the CJB Division during the current quarter.

Losses attributable to REO operations and sales increased by \$2,013,000 to \$2,049,000 for the quarter ended December 31, 2011 compared to \$36,000 for the quarter ended December 31, 2010. The increase in REO-related losses was primarily attributable to writing down the carrying value of eight REO properties by a total of \$2,018,000 during the three months ended December 31, 2011 to reflect reductions in expected sales prices below the fair values at which the properties were previously being carried. The write downs included one commercial property whose carrying value was written down by approximately \$1,083,000 to \$1,878,000 reflecting the property's contractual sale price less estimated costs to sell. The remaining seven properties were written down by a total of \$935,000 with individual amounts ranging from approximately \$23,000 to \$294,000 reflecting listing or contractual sale prices, less estimated costs to sell, that fell below the Bank's prior carrying value.

Non-Interest Expenses. Non-interest expenses, excluding merger-related expenses, increased \$2.4 million to \$14.6 million for the three months ended December 31, 2011 from \$12.3 million for the three months ended December 31, 2010. The increases were reflected across most categories of noninterest expenses and were largely attributable to the ongoing operating costs of the CJB Division during the three months ended December 31, 2011 compared to its operating for only one month during the earlier comparative period.

Salaries and employee benefits increased by \$986,000 to \$8.4 million from \$7.4 million reflecting increases in salaries, benefits and payroll tax expenses. These increases were largely attributable to the staffing additions resulting from the acquisition of Central Jersey coupled with other increases in compensation and health care costs. Offsetting these increases in compensation-related costs was a decline in stock benefit plan expenses resulting from the completed vesting of restricted stock and stock option awards granted in prior years. A small number of restricted stock and stock option awards were granted during fiscal 2011 which will continue to be expensed over their five year vesting period.

Net occupancy expense of premises increased by \$444,000 to \$1.6 million for the three months ended December 31, 2011 from \$1.2 million for the three months ended December 31, 2010 while equipment and system expense increased \$389,000 to \$1.8 million from \$1.4 million for those same comparative periods. The increase in these expenses largely reflects the Company's additional facilities, equipment and systems-related costs of operating the CJB Division for the three months ended December 31, 2011 for which a lower level of comparable expense was recorded during the earlier comparative period due to the timing reasons noted above.

For the comparative periods noted, advertising and marketing expenses increased by \$51,000 to \$321,000 from \$270,000. The increases reflected advertising costs associated with the CJB Division as well as increases in other advertising and marketing expenditures for the period.

Lastly, miscellaneous expenses increased by \$614,000 to \$1.9 million from \$1.3 million for the comparative periods noted reflecting net increases in general and administrative costs, a significant portion of which were attributable to the ongoing operation of the CJB Division.

Partially offsetting these increases was a \$21,000 decrease in federal deposit insurance premium expense to \$496,000 for the three months ended December 31, 2011 from \$517,000 for the three months ended December 31, 2010. The net change in FDIC insurance expense primarily reflected the additional insurance cost relating to the deposits acquired from Central Jersey which was more than offset by a comparative decrease in the premium rates charged by the FDIC per dollar of insurable deposits. Additionally, a \$92,000 reduction in director compensation expense to \$158,000 from \$250,000 resulted primarily from a decline in stock benefit plan expenses resulting from the completed vesting of restricted stock and stock option awards granted in prior years.

Finally, the change in non-interest expense between comparative periods also reflected \$3.1 million of merger-related costs associated with the Central Jersey acquisition that were recorded during the earlier comparative period for which no comparable costs were recorded during the current period.

Provision for Income Taxes. The provision for income taxes decreased \$201,000 to \$172,000 for the three months ended December 31, 2011 from \$373,000 for the three months ended December 31, 2010. The variance in income tax expense between comparative quarters was largely attributable to underlying differences in the level of the taxable portion of pre-tax income between comparative periods coupled with the recognition of greater levels of tax-favored income during the current period. The Company's effective tax rate during the three months ended December 31, 2011 was 26.8% which, in relation to statutory income tax rates, reflected the effects of tax-favored income sources included in pre-tax income. By comparison, the Company's effective tax rate for the three months ended December 31, 2010 was 98.4% reflecting the non-deductibility of certain merger-related costs comprised within the pre-tax income reported for the earlier comparative period.

Comparison of Operating Results for the Six Months Ended December 31, 2011 and December 31, 2010

General. The Company reported net income of \$2,488,000 for the six months ended December 31, 2011 or \$0.04 per diluted share; an increase of \$1,158,000 compared to \$1,330,000, or \$0.02 per diluted share for the six months ended December 31, 2010. The increase in net income between comparative quarters reflected an increase in net interest income that was partially offset by an increase in the provision for loan losses, a decline in non-interest income and increases in non-interest expense and the provision for income taxes. The variances noted were partly attributable to the Company's acquisition of Central Jersey which was completed on November 30, 2010.

Net Interest Income. Net interest income for the six months ended December 31, 2011 was \$35.0 million, an increase of \$4.6 million from \$30.4 million for the six months ended December 31, 2010. The increase in net interest income between the comparative periods resulted from an increase in interest income coupled with a concurrent decrease in interest expense. In general, the increase in interest income was primarily attributable to comparative increases in the overall average balance of interest-earning assets that were partially offset by an overall decrease in their yield between comparative periods. The decrease in interest expense primarily reflected a continued decline in the cost of interest-bearing liabilities that more than offset the effect of an increase in their average balance. The overall increases in the average balances of interest-earning assets and interest-bearing liabilities reflected, in part, the timing of the Central Jersey acquisition through which its acquired balances were only reflected in the final month of earlier six month period ended December 31, 2010 compared to such balances being fully reflected during the entire six month period ended December 31, 2011.

As a result of these factors, the Company's net interest rate spread decreased two basis points to 2.44% for the six months ended December 31, 2011 from 2.46% for the six months ended December 31, 2010. The decrease in the net interest rate spread reflected a decline in the yield on earning assets of 43 basis points to 3.77% from 4.20% that was partially offset a 41

basis point decrease in the cost of interest-bearing liabilities to 1.33% from 1.74% by for the same comparative periods. A discussion of the factors contributing to the overall change in yield on earning assets and cost of interest-bearing liabilities is presented in the separate discussion and analysis of interest income and interest expense below.

The factors contributing to the increase in net interest rate spread were also reflected in the Company's net interest margin. However, those effects were exacerbated by other factors resulting in a seven basis point decline in the Company's net interest margin to 2.65% for the six months ended December 31, 2011 from 2.72% for the six months ended December 31, 2010. The additional factors resulting in the comparatively larger decline in net interest margin include the foregone interest income associated with use of earning assets to fund the Company's share repurchase program. For the six months ended December 31, 2011, the average balance of treasury stock increased by \$5.0 million to \$62.2 million from \$57.2 million for the six months ended December 31, 2010.

Interest Income. Total interest income increased \$2.9 million to \$49.9 million for the six months ended December 31, 2011 from \$47.0 million for the six months ended December 31, 2010. As noted above, the increase in interest income reflected a \$403.1 million increase in the average balance of interest-earning assets to \$2.64 billion for the six months ended December 31, 2011 from \$2.24 billion for the six months ended December 31, 2010. The increase to interest income resulting from the higher average balance of interest-earning assets was partially offset by a 43 basis point decline in their average yield to 3.77% from 4.20% for those same comparative periods.

Interest income from loans increased \$4.0 million to \$32.7 million for the six months ended December 31, 2011 from \$28.7 million for the six months ended December 31, 2010. The increase in interest income on loans was attributable to an increase in their average balance that was partially offset by a decline in their average yield.

The average balance of loans increased by \$193.4 million to \$1.25 billion for the six months ended December 31, 2011 from \$1.05 billion for the six months ended December 31, 2010. The reported increase in the average balance of loans included a net increase of \$209.5 million in the average aggregate balance of commercial loans to \$485.0 million from \$275.5 million for those same comparative periods. The Company's commercial loans generally comprise commercial mortgage loans, including multi-family and nonresidential mortgage loans, as well as secured and unsecured commercial business loans. The increase largely reflects the Company's acquisition of Central Jersey and, to a lesser degree, the organic growth resulting from its long-term expanded strategic emphasis in commercial lending.

The increase in the average balance of commercial loans was partially offset by a \$24.0 million decline in the average balance of residential mortgage loans to \$739.9 million for the six months ended December 31, 2011 from \$763.9 million for the six months ended December 31, 2010. The Company's residential mortgages generally comprise one-to-four family first mortgage loans, home equity loans and home equity lines of credit. The decline in the average balance of residential mortgage loans primarily reflects diminished residential loan demand by qualified borrowers coupled with the Company's disciplined pricing for such loans in the face of aggressive pricing in the marketplace for certain loan products. The decline in residential mortgage loans attributable to these factors was modestly offset by the addition of loans acquired from Central Jersey.

The increase in interest income on loans attributable to the increase in their average balances was partially offset by a decrease in their average yields which declined 20 basis points to 5.24% for the six months ended December 31, 2011 from 5.44% for the six months ended December 31, 2010. The reduction in the overall yield on the Company's loan portfolio generally reflects the effect of lower

market interest rates which provides “rate reduction” refinancing incentive to borrowers while also contributing to the downward re-pricing of adjustable rate loans.

In general, because the Company’s commercial loans comprise comparatively higher yielding multi-family mortgages, nonresidential mortgage loans and business loans, the continued reallocation within the loan portfolio from residential mortgages into commercial loans partially offset the adverse impact of lower market interest rates on the overall yield of the loan portfolio between the comparative periods. However, the incremental impact on the average yield of the loan portfolio resulting specifically from the Central Jersey acquisition reflects loans being acquired at their fair value and the ongoing recognition of interest income on those acquired loans at yields that reflect the historically low interest rates prevalent in the marketplace at the time of acquisition.

Interest income from mortgage-backed securities increased \$1.2 million to \$15.9 million for the six months ended December 31, 2011 from \$14.7 million for the six months ended December 31, 2010. The increase in interest income reflected an increase in the average balance of mortgage-backed securities that was partially offset by a decrease in their average yield. The average balance of the securities increased \$317.0 million to \$1.11 billion for the six months ended December 31, 2011 from \$795.3 million for the six months ended December 31, 2010. For those same comparative periods, the average yield on mortgage-backed securities declined 84 basis points to 2.86% from 3.70%.

The increase in the average balance of mortgage-backed securities reflects, in part, security purchases that have outpaced the level of principal repayments and security sales. However, the increase in the average balance of mortgage-backed securities also reflects the addition of securities resulting from the acquisition of Central Jersey.

The reduction in the overall yield of the mortgage-backed securities portfolio is attributable to many of the same factors affecting the yield on the Company’s loan portfolio. That is, lower market interest rates have continued to provide a “rate reduction” refinancing incentive to mortgagors resulting in the pay off of comparatively higher rate mortgage loans underlying the Company’s mortgage-backed securities which have been replaced by lower yield securities. Additionally, the yields on mortgage-backed securities acquired from Central Jersey reflect their acquisition at fair value and the ongoing recognition of interest income at yields that reflect the historically low interest rates prevalent in the marketplace at the time of acquisition.

Interest income from non-mortgage-backed securities decreased \$2.3 million to \$881,000 for the six months ended December 31, 2011 from \$3.2 million for the six months ended December 31, 2010. The decrease in interest income reflected a decrease in the average balance of non-mortgage-backed securities coupled with a decline in their average yield. The average balance of these securities decreased \$191.6 million to \$97.9 million for the six months ended December 31, 2011 from \$289.5 million for the six months ended December 31, 2010. For those same comparative periods, the average yield on non-mortgage-backed securities decreased by 40 basis points to 1.80% from 2.20%.

The decrease in the average balance of non-mortgage backed securities was primarily attributable to a \$169.2 million decrease in the average balance of taxable securities to \$86.2 million during the six months ended December 31, 2011 from \$255.4 million for the six months ended December 31, 2010. For those same comparative periods, the average balance of tax-exempt securities decreased by \$22.4 million to \$11.7 million from \$34.1 million. The net change in the average yield on non-mortgage backed securities reflected a decrease of 26 basis points in the yield of taxable securities to 1.92% during the six months ended December 31, 2011 from 2.18% during the six months ended December 31, 2010 while the average yield on tax-exempt securities declined 137 basis points to 0.94% from 2.31%.

The reduction in the overall yield of the non-mortgage-backed securities portfolio is also attributable to many of the same factors affecting the yield on the Company's loan and mortgage-backed securities portfolios. These factors include the effects of lower market interest rates on the portfolio as funds are reinvested at lower market interest rates. Similarly, the yields on non-mortgage-backed securities acquired from Central Jersey reflect their acquisition at fair value and the ongoing recognition of interest income at yields that reflect the historically low interest rates prevalent in the marketplace at the time of acquisition.

Interest income from other interest-earning assets decreased \$43,000 to \$377,000 for the six months ended December 31, 2011 from \$420,000 for the six months ended December 31, 2010. The decrease in interest income was primarily attributable to a decline in their average yield that was partially offset by an increase in their average balance. The average yield on other interest-earning assets decreased 43 basis points to 0.41% for the six months ended December 31, 2011 from 0.84% for the six months ended December 31, 2010. For those same comparative periods, the average balance of other interest-earning assets increased by \$84.3 million to \$185.0 million from \$100.6 million.

Interest Expense. Total interest expense decreased \$1.7 million to \$14.9 million for the six months ended December 31, 2011 from \$16.6 million for the six months ended December 31, 2010. As noted earlier, the decrease in interest expense reflected a decrease in the average cost of interest-bearing liabilities which declined 41 basis points to 1.33% for the six months ended December 31, 2011 from 1.74% for the six months ended December 31, 2010. The decrease in the average cost was partially offset by an increase in the average balance of interest-bearing liabilities of \$349.4 million to \$2.25 billion from \$1.90 billion for the same comparative periods.

Interest expense attributed to deposits decreased \$1.5 million to \$10.8 million for the six months ended December 31, 2011 from \$12.3 million for the six months ended December 31, 2010. The decrease in interest expense was attributable to a decline in the average cost of deposits that was partially offset by an increase in their average balance.

The cost of interest-bearing deposits declined by 40 basis points to 1.08% for the six months ended December 31, 2011 from 1.48% for the six months ended December 31, 2010. The reported decrease in the average cost was reflected across all categories of interest-bearing deposits and was primarily attributable to the overall declines in market interest rates. For those comparative periods, average cost of interest-bearing checking accounts decreased by 37 basis points to 0.65% from 1.02%, the average cost of savings accounts decreased 36 basis points to 0.36% from 0.72% while the average cost of certificates of deposit declined 37 basis points to 1.51% from 1.88%.

The decrease in the average cost was partially offset by a \$331.7 million increase in the average balance of interest-bearing deposits to \$2.00 billion for the six months ended December 31, 2011 from \$1.67 billion for the six months ended December 31, 2010. The reported increase in the average balance was represented across all categories of interest-bearing deposits and reflected the Company's acquisition of Central Jersey coupled with its strategic efforts to organically increase its deposit base. For those same comparative periods, the average balance of interest-bearing checking accounts increased \$141.9 million to \$450.6 million from \$308.7 million, the average balance of savings accounts increased \$58.3 million to \$404.7 million from \$346.4 million and the average balance of certificates of deposit increased \$131.4 million to \$1.15 billion from \$1.01 billion.

Interest expense attributed to borrowings decreased by \$144,000 to \$4.1 million for the six months ended December 31, 2011 from \$4.2 million for the six months ended December 31, 2010. The decrease in interest expense on borrowings reflected a decrease in their average cost that was partially offset by an increase in their average balance. The average cost of borrowings declined 38 basis points to

3.31% for the six months ended December 31, 2011 from 3.69% the six months ended December 31, 2010. For those same comparative periods, the average balance of borrowings increased \$17.8 million to \$246.5 million from \$228.7 million.

The components of the increase in the average balance of borrowings includes a \$28.5 million increase in the average balance of other borrowings to \$35.2 million for the six months ended December 31, 2011 from \$6.7 million for the six months ended December 31, 2010. Other borrowings primarily includes depositor sweep accounts assumed from Central Jersey. This increase was partially offset by a \$10.7 million decrease in the average balance of FHLB advances to \$211.3 million for the six months ended December 31, 2011 from \$222.0 million for the six months ended December 31, 2010.

Provision for Loan Losses. The provision for loan losses increased \$261,000 to \$2,388,000 for the six months ended December 31, 2011 from \$2,127,000 for the six months ended December 31, 2010. The provision expense during the current period partly reflected the recognition of additional valuation allowances for newly identified impairment on individually reviewed loans as well as the reversal of such valuation allowances for the impairment recognized during prior periods on previously impaired loans. Most notably, the payment in full of one impaired multi-family mortgage loan participation during the period ended December 31, 2011 resulted in the reversal of \$656,000 of valuation allowances attributable to the previously identified impairment on that loan.

The provision expense for the current period also reflected the required provisions on non-impaired loans evaluated collectively for impairment using the environmental and historical loss factors utilized by the Company's allowance for loan loss calculation methodology. As discussed in Note 11 of the financial statements and the Comparison of Financial Condition at December 31, 2011 and June 30, 2011 above, these historical and environmental loss factors were updated during the period ended December 31, 2011 to reflect the changes noted within those discussions. The Company estimates that the increase to historical loss factors resulting from the implementing the accelerated recognition of charge offs resulted in a \$1,279,000 increase to in the allowance for loan losses that was recorded through the provision for loan losses during the period ended December 31, 2011. By contrast, the implementation of the noted changes to environmental loss factors through which the Company's credit-rating classification system was integrated into the calculation of environmental loss factors did not have a significant impact on the provision expense for the period ended December 31, 2011.

Finally, the provision expense for the current period also reflected the elimination of the unallocated portion of the allowance for loan losses whose balance totaled approximately \$233,000 at the close of the prior fiscal year ended June 30, 2011.

Additional information regarding the allowance for loan losses and the associated provisions recognized during the six months ended December 31, 2011 is presented in Note 11 of the consolidated financial statements.

Non-Interest Income. Non-interest income, excluding losses attributable to REO operations and sales, increased by \$1.0 million to \$2.5 million for the six months ended December 31, 2011 from \$1.5 million for the six months ended December 31, 2010. This increase in non-interest income was partly attributable to a \$686,000 increase in fees and service charges, including electronic banking fees and charges, that largely reflected the acquisition of Central Jersey. Similarly, the increase also reflected a \$296,000 increase in gains associated with the sale of loans that was primarily attributable to an increase in the volume of SBA loan originations sold through the CJB Division during the current quarter.

Losses attributable to REO operations and sales increased by \$2,153,000 to \$2,203,000 for the six months ended December 31, 2011 compared to \$50,000 for the six months ended December 31, 2010.

The increase in REO-related losses was primarily attributable to writing down the carrying value of eight REO properties by a total of \$2,018,000 during the six months ended December 31, 2011 to reflect reductions in expected sales prices below the fair values at which the properties were previously being carried. The write downs included one commercial property whose carrying value was written down by approximately \$1,083,000 to \$1,878,000 reflecting the property's contractual sale price less estimated costs to sell. The remaining seven properties were written down by a total of \$935,000 with individual amounts ranging from approximately \$23,000 to \$294,000 reflecting listing or contractual sale prices, less estimated costs to sell, that fell below the Bank's prior carrying value.

Non-Interest Expenses. Non-interest expenses, excluding merger-related expenses, increased \$5.0 million to \$28.9 million for the six months ended December 31, 2011 from \$23.9 million for the six months ended December 31, 2010. The increases were reflected across most categories of noninterest expenses and were largely attributable to the ongoing operating costs of the CJB Division during the six months ended December 31, 2011 compared to its operating for only one month during the earlier comparative period.

Salaries and employee benefits increased by \$2.1 million to \$16.5 million from \$14.4 million reflecting increases in salaries, benefits and payroll tax expenses. These increases were largely attributable to the staffing additions resulting from the acquisition of Central Jersey coupled with other increases in compensation and health care costs. Offsetting these increases in compensation-related costs was a decline in stock benefit plan expenses resulting from the completed vesting of restricted stock and stock option awards granted in prior years. A small number of restricted stock and stock option awards were granted during fiscal 2011 which will continue to be expensed over their five year vesting period.

Net occupancy expense of premises increased by \$980,000 to \$3.2 million for the six months ended December 31, 2011 from \$2.2 million for the six months ended December 31, 2010 while equipment and systems expense increased \$1.1 million to \$3.7 million from \$2.6 million for those same comparative periods. The increase in these expenses largely reflects the Company's additional facilities, equipment and systems-related costs of operating the CJB Division for the six months ended December 31, 2011 for which a lower level of comparable expense was recorded during the earlier comparative period due to the timing reasons noted above. The comparative increase in equipment and system expense also reflects the non-recurring costs recognized during the current six month period relating to the conversion and integration of data processing systems relating to the Central Jersey acquisition.

For the comparative periods noted, advertising and marketing expenses increased by \$106,000 to \$622,000 from \$516,000. The increases reflected advertising costs associated with the CJB Division as well as increases in other advertising and marketing expenditures for the period.

The increase in non-interest expense between comparative periods also reflected an \$17,000 increase in federal deposit insurance premium expense to \$981,000 for the six months ended December 31, 2011 from \$964,000 for the six months ended December 31, 2010. The net change in FDIC insurance expense primarily reflected the additional insurance cost relating to the deposits acquired from Central Jersey which was partially offset by a comparative decrease in the premium rates charged by the FDIC per dollar of insurable deposits.

Lastly, miscellaneous expenses increased by \$1.0 million to \$3.5 million from \$2.5 million for the comparative periods noted reflecting net increases in general and administrative costs, a significant portion of which were attributable to the ongoing operation of the CJB Division.

Partially offsetting these increases was \$484,000 reduction in director compensation expense to \$324,000 for the six months ended December 31, 2011 from \$808,000 for the six months ended December 31, 2010. The reduction in expense resulted primarily from a decline in stock benefit plan expenses resulting from the completed vesting of restricted stock and stock option awards granted in prior years.

Finally, the change in non-interest expense between comparative periods also reflected \$3.2 million of merger-related costs associated with the Central Jersey acquisition that were recorded during the earlier comparative period for which no comparable costs were recorded during the current period.

Provision for Income Taxes. The provision for income taxes increased \$154,000 to \$1.5 million for the six months ended December 31, 2011 from \$1.3 million for the six months ended December 31, 2010. The variance in income tax expense between comparative periods was largely attributable to underlying differences in the level of the taxable portion of pre-tax income between comparative periods coupled with the recognition of greater levels of tax-favored income during the current period. The Company's effective tax rate during the six months ended December 31, 2011 was 37.2% compared to 49.8% for the six months ended December 31, 2010 reflecting the non-deductibility of certain merger-related costs comprised within the pre-tax income reported for the earlier comparative period.

Liquidity and Capital Resources

Our liquidity, represented by cash and cash equivalents, is a product of our operating, investing and financing activities. Our primary sources of funds are deposits, borrowings, amortization, prepayments and maturities of mortgage-backed securities and outstanding loans, maturities and calls of non-mortgage-backed securities and funds provided from operations. In addition to cash and cash equivalents, we invest excess funds in short-term interest-earning assets such as overnight deposits or U.S. agency securities, which provide liquidity to meet lending requirements. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing securities and short-term investments are relatively predictable sources of funds, general interest rates, economic conditions and competition greatly influence deposit flows and prepayments on loans and mortgage-backed securities.

The Bank is required to have enough investments that qualify as liquid assets in order to maintain sufficient liquidity to ensure a safe operation. Management generally maintains cash and cash equivalents for this purpose. Investments that qualify as liquid assets are supplemented by those securities classified as available for sale at December 31, 2011, which included \$1.23 billion of mortgage-backed securities and \$13.0 million of non-mortgage-backed securities that can readily be sold if necessary.

As noted earlier, the balance of the Company's cash and cash equivalents decreased by \$143.5 million to \$146.6 million at December 31, 2011 from \$290.1 million at September 30, 2011. In accordance with the overall goals of its strategic business plan, the Company may, at times, defer the reinvestment of excess liquidity into the investment portfolio in favor of retaining comparatively higher average balances of short term, liquid assets as a funding source for future loan originations. Toward that end, the Bank's pipeline of "in process" loans has generally increased compared to one year earlier due largely to the acquisition of Central Jersey and the continued expansion of the Bank's commercial loan origination staff independent of that acquisition.

Notwithstanding the overall increase in the Bank's loan origination pipeline, management had previously determined that the opportunity cost to earnings of maintaining a growing level of short-term liquid assets to fund potential loan growth outweighs the related benefits. Consequently, a significant portion of the Company's excess liquidity that had accumulated during prior periods was deployed into comparatively higher yielding mortgage-backed securities during the quarter ending December 31, 2011. The Company expects to continue to maintain the average balance of interest-earning cash and equivalents at a comparatively lower levels than had been previously reported during recent preceding quarters.

Management will continue to monitor the level of short term, liquid assets in relation to the expected need for such liquidity to fund the Company's strategic initiatives. The Company may alter its liquidity reinvestment strategies based upon the timing and relative success of those initiatives.

At December 31, 2011, the Bank had outstanding commitments to originate and purchase loans of \$46.1 million and \$6.1 million, respectively, compared to \$13.3 million and \$-0-, respectively, at June 30, 2011. Construction loans in process and unused lines of credit were \$16.4 million and \$69.1 million, respectively, at December 31, 2011 compared to \$17.0 million and \$65.5 million, respectively, at June 30, 2011. The Bank is also subject to the contingent liabilities resulting from letters of credit originally issued by Central Jersey whose outstanding balances totaled \$1.1 million and \$1.3 million at December 31, 2011 and June 30, 2011, respectively.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the customer. Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual notional amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for on-balance-sheet instruments. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

As noted earlier, the balance of total deposits decreased by \$32.1 million to \$2.12 billion at December 31, 2011 from \$2.15 billion at June 30, 2011 reflecting the Company's active management of deposit pricing during the six months ended December 31, 2011 to support net interest spread and margin which allowed for some degree of controlled outflow of non-core deposits. The balance of certificates of deposit with maturities of greater than 12 months also remained relatively stable totaling \$361.6 million at December 31, 2011 compared to \$363.2 million at June 30, 2011 with such balances representing 32.4% and 31.5% of total certificates of deposit at the close of each period, respectively.

Borrowings from the FHLB of New York are available to supplement the Bank's liquidity position and, to the extent that maturing deposits do not remain with the Bank, management may replace such funds with advances. As of December 31, 2011, the Bank's outstanding balance of FHLB advances, excluding fair value adjustments, totaled \$211.0 million. Of these advances, \$1.0 million represents an amortizing advance maturing in 2021. The remaining \$210.0 million of advances represent fixed rate advances with maturity dates ranging from 2013 to 2017. Most of these advances have terms that enable the FHLB to call the borrowing at their option prior to maturity.

The Bank has the capacity to borrow additional funds from the FHLB, through a line of credit or by taking additional short-term or long-term advances. Such borrowings are an option available to management if funding needs change or to lengthen liabilities. Most of the Bank's mortgage-backed and non-mortgage-backed securities are held in safekeeping at the FHLB of New York and available as collateral if necessary. In addition to the FHLB advances, the Bank has other borrowings totaling \$26.7 million representing overnight "sweep account" balances linked to customer demand deposits.

We are a party to financial instruments with off-balance-sheet risk in the normal course of our business of investing in loans and securities as well as in the normal course of maintaining and improving the Bank's facilities. These financial instruments include significant purchase commitments, such as commitments related to capital expenditure plans and commitments to purchase securities or mortgage-backed securities and commitments to extend credit to meet the financing needs of our customers. At September 30, 2011, we had no significant off-balance sheet commitments to purchase securities or for capital expenditures.

Consistent with its goals to operate a sound and profitable financial organization, the Bank actively seeks to maintain its status as a well-capitalized institution in accordance with regulatory standards. As of December 31, 2011, the Bank exceeded all capital requirements of federal banking regulators.

The following table sets forth the Bank's capital position at December 31, 2011, as compared to the minimum regulatory capital requirements:

	Actual		At December 31, 2011				
	Amount	Ratio	For Capital Adequacy Purposes Amount Ratio (Dollars in Thousands)		To Be Well Capitalized Under Prompt Corrective Action Provisions Amount Ratio		
Total Capital (to risk-weighted assets)	\$345,588	26.44	% \$104,584	8.00	% \$130,730	10.00	%
Tier 1 Capital (to risk-weighted assets)	\$336,992	25.78	% \$52,292	4.00	% \$78,438	6.00	%
Core (Tier 1) Capital (to adjusted total assets)	\$336,992	12.44	% \$108,358	4.00	% \$135,448	5.00	%
Tangible Capital (to adjusted total assets)	\$336,992	12.44	% \$40,634	1.50	% \$-	-	

Recent Accounting Pronouncements

For a discussion of the expected impact of recently issued accounting pronouncements that have yet to be adopted by the Company, please refer to Note 5 of the Notes to Consolidated Financial Statements.

ITEM 3.
QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Qualitative Analysis. The majority of our assets and liabilities are sensitive to changes in interest rates. Consequently, interest rate risk is a significant form of business risk that must be managed by the Company. Interest rate risk is generally defined in regulatory nomenclature as the risk to the Company's earnings or capital arising from the movement of interest rates. It arises from several risk factors including: the differences between the timing of rate changes and the timing of cash flows (re-pricing risk); the changing rate relationships among different yield curves that affect bank activities (basis risk); the changing rate relationships across the spectrum of maturities (yield curve risk); and the interest-rate-related options embedded in bank products (option risk).

Regarding the risk to the Company's earnings, movements in interest rates significantly influence the amount of net interest income recognized by the Company. Net interest income is the difference between:

- the interest income recorded on our earning assets, such as loans, securities and other interest-earning assets; and,
- the interest expense recorded on our costing liabilities, such as interest-bearing deposits and borrowings.

Net interest income is, by far, the Company's largest revenue source to which the Company adds its noninterest income and from which it deducts its provision for loan losses, noninterest expense and income taxes to calculate net income. Movements in market interest rates, and the effect of such movements on the risk factors noted above, significantly influence the "spread" between the interest earned by the Company on its loans, securities and other interest-earning assets and the interest paid on its deposits and borrowings. Movements in interest rates that increase, or "widen", that net interest spread enhance the Company's net income. Conversely, movements in interest rates that reduce, or "tighten", that net interest spread adversely impact the Company's net income.

For any given movement in interest rates, the resulting degree of movement in an institution's yield on interest earning assets compared with that of its cost of interest-bearing liabilities determines if an institution is deemed "asset sensitive" or "liability sensitive". An asset sensitive institution is one whose yield on interest-earning assets reacts more quickly to movements in interest rates than its cost of interest-bearing liabilities. In general, the earnings of asset sensitive institutions are enhanced by upward movements in interest rates through which the yield on its earning assets increases faster than its cost of interest-bearing liabilities resulting in a widening of its net interest spread. Conversely, the earnings of asset sensitive institutions are adversely impacted by downward movements in interest rates through which the yield on its earning assets decreases faster than its cost of interest-bearing liabilities resulting in a tightening of its net interest spread.

In contrast, a liability sensitive institution is one whose cost of interest-bearing liabilities reacts more quickly to movements in interest rates than its yield on interest-earning assets. In general, the earnings of liability sensitive institutions are enhanced by downward movements in interest rates through which the cost of interest-bearing liabilities decreases faster than its yield on its earning assets resulting in a widening of its net interest spread. Conversely, the earnings of liability sensitive institutions are adversely impacted by upward movements in interest rates through which the cost of interest-bearing liabilities increases faster than its yield on its earning assets resulting in a tightening of its net interest spread.

The degree of an institution's asset or liability sensitivity is traditionally represented by its "gap position". In general, gap is a measurement that describes the net mismatch between the balance of an institution's earning assets that are maturing and/or re-pricing over a selected period of time compared to that of its costing liabilities. Positive gaps represent the greater dollar amount of earning assets maturing or re-pricing over the selected period of time than costing liabilities. Conversely, negative gaps represent the greater dollar amount of costing liabilities maturing or re-pricing over the selected period of time than earning assets. The degree to which an institution is asset or liability sensitive is reported as a negative or positive percentage of assets, respectively. The industry commonly focuses on cumulative one-year and three-year gap percentages as fundamental indicators of interest rate risk sensitivity.

Based upon the findings of the Company's internal interest rate risk analysis, which are corroborated by the independent analysis performed by its primary regulator as described below, the Company is considered to be liability sensitive. Liability sensitivity characterizes the balance sheets of many thrift institutions and is generally attributable to the comparatively shorter contractual maturity and/or re-pricing characteristics of the institution's deposits and borrowings versus those of its loans and investment securities.

With respect to the maturity and re-pricing of its interest-bearing liabilities, at December 31, 2011, \$755.3 million or 67.6% of our certificates of deposit mature within one year with an additional \$215.6 million or 19.3% maturing in greater than one year but less than or equal to two years. Based on current market interest rates, the majority of these certificates are projected to re-price downward to the extent they remain with the Bank at maturity and are reinvested in accounts with like maturities. Of the \$211.0 million of FHLB borrowings at December 31, 2011, all have fixed interest rates with \$200.0 million maturing during fiscal 2018, but callable on a quarterly basis prior to maturity. Given current market interest rates, the call options are not currently expected to be exercised by the FHLB. The remaining \$11.0 million of FHLB borrowings comprise three fixed rate advances; two \$5.0 million advances maturing in 2013 and 2015 and one \$1.0 million amortizing advance maturing in 2021.

With respect to the maturity and re-pricing of the Company's interest-earning assets, at December 31, 2011, \$69.9 million, or 5.7% of our total loans will reach their contractual maturity dates within one year with the remaining \$1.16 billion, or 94.3% of total loans having remaining terms to contractual maturity in excess of one year. Of loans maturing after one year, \$949.0 million or 77.2% had fixed rates of interest while the remaining \$210.7 million or 17.1% had adjustable rates of interest.

Regarding investment securities, at December 31, 2011, \$3.1 million or 0.2% of our securities will reach their contractual maturity dates within one year with the remaining \$1.28 billion, or 99.8% of total securities, having remaining terms to contractual maturity in excess of one year. Of the latter category, \$1.16 billion comprising 89.9% of our total securities had fixed rates of interest while the remaining \$126.7 million comprising 9.9% of our total securities had adjustable or floating rates of interest.

At December 31, 2011, mortgage-related assets, including residential and commercial mortgage loans and mortgage-backed securities, total \$2.3 billion and comprise 88.5% of total earning assets. In addition to remaining term to maturity and interest rate type as discussed above, other factors contribute significantly to the level of interest rate risk associated with mortgage-related assets. In particular, the scheduled amortization of principal and the borrower's option to prepay any or all of a mortgage loan's principal balance, where applicable, has a significant effect on the average lives of such assets and, therefore, the interest rate risk associated with them. In general, the prepayment rate on lower yielding assets tends to slow as interest rates rise due to the reduced financial incentive for borrowers to refinance their loans. By contrast, the prepayment rate of higher yielding assets tends to accelerate as interest rates decline due to the increased financial incentive for borrowers to prepay or refinance their loans to

comparatively lower interest rates. These characteristics tend to diminish the benefits of falling interest rates to liability sensitive institutions while exacerbating the adverse impact of rising interest rates.

The Company generally retained its liability sensitivity during the first six months of fiscal 2012 while the degree of that sensitivity, as measured internally by the institution's one-year and three-year gap percentages, changed modestly during the year. Specifically, the Company's cumulative one-year gap percentage changed from -2.08% at June 30, 2011 to -2.22% at December 31, 2011 while the Company's cumulative three-year gap percentage changed from +3.34% to +1.82 % over those same comparative periods. The changes in gap noted indicate a modest decline in the proportion of earning assets repricing within the timeframes noted in relation to costing liabilities repricing within those same timeframes.

As a liability sensitive institution, the Company's net interest spread is generally expected to benefit from overall reductions in market interest rates. Conversely, its net interest spread is generally expected to be adversely impacted by overall increases in market interest rates. However, the general effects of movements in market interest rates can be diminished or exacerbated by "nonparallel" movements in interest rates across a yield curve. Nonparallel movements in interest rates generally occur when shorter term and longer term interest rates move disproportionately in a directionally consistent manner. For example, shorter term interest rates may decrease faster than longer term interest rates which would generally result in a "steeper" yield curve. Alternately, nonparallel movements in interest rates may also occur when shorter term and longer term interest rates move in a directionally inconsistent manner. For example, shorter term interest rates may rise while longer term interest rates remain steady or decline which would generally result in a "flatter" yield curve.

At its extreme, a yield curve may become "inverted" for a period of time during which shorter term interest rates exceed longer term interest rates. While inverted yield curves do occasionally occur, they are generally considered a "temporary" phenomenon portending a change in economic conditions that will restore the yield curve to its normal, positively sloped shape.

In general, the interest rates paid on the Company's deposits tend to be determined based upon the level of shorter term interest rates. By contrast, the interest rates earned on the Company's loans and investment securities tend to be based upon the level of longer term interest rates. As such, the overall "spread" between shorter term and longer interest rates when earning assets and costing liabilities re-price greatly influences the Company's overall net interest spread over time. In general, a wider spread between shorter term and longer term interest rates, implying a "steeper" yield curve, is beneficial to the Company's net interest spread. By contrast, a narrower spread between shorter term and longer term interest rates, implying a "flatter" yield curve, or a negative spread between those measures, implying an inverted yield curve, adversely impacts the Company's net interest spread.

The effects of interest rate risk on the Company's earnings are best demonstrated through a review of changes in market interest rates over the past several years and their impact on the Company's net interest spread. Following a period of historically low interest rates, the Federal Reserve Board of Governors steadily increased its target federal funds rate by 425 basis points from 1.00% in June 2004 to 5.25% in June 2007. During that three-year period, federal funds rate and other shorter term market interest rates increased by a far greater degree than longer term market interest rates. For example, the market yield on the one-year U.S. Treasury bill increased 284 basis points from 2.07% at June 30, 2004 to 4.91% at June 30, 2007. By comparison, the market yield on the 10-year U.S. Treasury note increased by only 41 basis points from 4.62% to 5.03% over those same time periods. The flattening yield curve during that three year period had an adverse impact on the Company's net interest spread which decreased 67 basis points from 2.37% for the year ended June 30, 2004 to 1.70% for the year ended June 30, 2007.

The upward trend in shorter term interest rates was reversed in September 2007 as the Federal Reserve began to lower the target rate for federal funds in reaction to the threat of a looming recession triggered by growing volatility and instability in the housing and credit markets. The effects of those isolated crises rapidly grew to threaten the viability of the domestic and international financial markets as a whole. In reaction to that larger threat, the Federal Reserve reduced the target federal funds rate by a total of over 500 basis points from 5.25% at June 2007 to a range between 0.00% and 0.25% which remained in effect at June 30, 2011. During that four-year period, federal funds rate and other shorter term market interest rates decreased by a far greater degree than longer term market interest rates. For example, the market yield on the one-year U.S. Treasury bill decreased 382 basis points from 4.01% at June 30, 2007 to 0.19% at June 30, 2011. By comparison, the market yield on the 10-year U.S. Treasury note decreased by only 185 basis points from 5.03% to 3.18% over those same time periods. The steepening yield curve during that four year period had a beneficial impact on the Company's net interest spread which increased 86 basis points from 1.70% for the year ended June 30, 2007 to 2.56% for the year ended June 30, 2011.

During the first six months of fiscal 2012, short term interest rates generally remained stable at their historical lows with the yield on the one year U.S. Treasury bill falling seven basis points from 0.19% at June 30, 2011 to 0.12% at December 31, 2011. However, over that same period, the market yield on the 10-year U.S. Treasury note decreased by 129 basis points from 3.18% to 1.89%. The significant flattening of the yield curve during that period, coupled with the effects of the reported increase in nonaccrual loans and reallocation of earning assets from loans into securities, contributed significantly to the decline in the Company's net interest spread which decreased to 2.44% for the six months ended December 31, 2011 compared to 2.56% for the prior fiscal year ended June 30, 2011. As noted earlier, the Company is pursuing various strategies to mitigate the adverse effects of the flattening yield curve on its net interest spread and margin. Such strategies include deploying excess liquidity in higher yielding interest-earning assets, such as commercial loans and investment securities, while continuing to lower its cost of interest-bearing liabilities by reducing deposit offering rates. However, the risk of additional net interest rate spread and margin compression is significant as the yield on Company's interest-earning assets continues to reflect the impact of the greater declines in longer term market interest rates compared to the lesser reductions in shorter term market interest rates that affect its cost of interest-bearing liabilities.

The Board of Directors has established an Interest Rate Risk Management Committee, currently comprised of Directors Hopkins, Regan, Aanensen, Mazza and Leopold Montanaro, with our Chief Operating Officer, Chief Financial Officer, Chief Investment Officer and Enterprise Risk Management Officer participating as management's liaison to the committee. The committee meets quarterly to address management of our assets and liabilities, including review of our short term liquidity position; loan and deposit pricing and production volumes and alternative funding sources; current investments; average lives, durations and re-pricing frequencies of loans and securities; and a variety of other asset and liability management topics. The results of the committee's quarterly review are reported to the full Board, which adjusts the investment policy and strategies, as it considers necessary and appropriate.

Quantitative Analysis. Through the fiscal year ended June 30, 2011, management utilized a combination of internal and external analyses to quantitatively model, measure and monitor the Company's exposure to interest rate risk. The external quantitative analysis was based upon the interest rate risk model formerly used by the OTS which utilized data submitted on the Bank's quarterly Thrift Financial Reports. The model estimated the change in the Bank's net portfolio value ("NPV") ratio throughout a series of interest rate scenarios. NPV, sometimes referred to as the economic value of equity ("EVE"), represents the present value of the expected cash flows from the Bank's assets less the present value of the expected cash flows arising from its liabilities adjusted for the value of off-balance sheet contracts. The NPV ratio represents the dollar amount of the Bank's NPV divided by the present value of

its total assets for a given interest rate scenario. In essence, NPV attempts to quantify the economic value of the Bank using a discounted cash flow methodology while the NPV ratio reflects that value as a form of capital ratio. The degree to which the NPV ratio changes for any hypothetical interest rate scenario from its “base case” measurement is a reflection of an institution’s sensitivity to interest rate risk.

Given the discontinuation of external interest rate risk modeling by the OCC, the Company’s internal interest rate risk analysis became the primary tool by which it measures, monitors and manages interest rate risk.

The internal quantitative analysis utilized by management measures interest rate risk from both a capital and earnings perspective. Like the OTS model noted above, the Company’s internal interest rate risk analysis calculates sensitivity of the Company’s NPV ratio to movements in interest rates. Both the OTS and internal models measure the NPV ratio in a “base case” scenario that assumes no change in interest rates as of the measurement date. Both models measure the change in the NPV ratio throughout a series of interest rate scenarios representing immediate and permanent, parallel shifts in the yield curve up and down 100, 200 and 300 basis points. Both models generally require that interest rates remain positive for all points along the yield curve for each rate scenario which may preclude the modeling of certain “down rate” scenarios during periods of lower market interest rates. The Company’s interest rate risk management policy establishes acceptable floors for the NPV ratio and caps for the maximum change in the NPV ratio throughout the scenarios modeled.

As illustrated in the tables below, the Company’s NPV would be negatively impacted by an increase in interest rates. This result is expected given the Company’s liability sensitivity noted earlier. Specifically, based upon the comparatively shorter maturity and/or re-pricing characteristics of its interest-bearing liabilities compared with that of the Bank’s interest-earning assets, an upward movement in interest rates would have a disproportionately adverse impact on the present value of the Company’s assets compared to the beneficial impact arising from the reduced present value of its liabilities. Hence, the Company’s NPV and NPV ratio decline in the increasing interest rate scenarios. Historically low interest rates at December 31, 2011 preclude the modeling of certain scenarios as parallel downward shifts in the yield curve of 100 basis points or more would result in negative interest rates for many points along that curve.

The following tables present the results of the Company's internal NPV analysis as of December 31, 2011 and June 30, 2011, respectively.

At December 31, 2011

Changes in Rates (1)		Net Portfolio Value		Net Portfolio Value as % of Present Value of Assets		Basis Point Change
		\$ Amount (In Thousands)	\$ Change	% Change	Net Portfolio Value Ratio	
+300	bps	240,894	-157,419	-40 %	9.48 %	-471 bps
+200	bps	313,835	-84,478	-21 %	11.87 %	-232 bps
+100	bps	367,077	-31,236	-8 %	13.43 %	-76 bps
0	bps	398,313	-	-	14.20 %	-

At June 30, 2011

Changes in Rates (1)		Net Portfolio Value		Net Portfolio Value as % of Present Value of Assets		Basis Point Change
		\$ Amount (In Thousands)	\$ Change	% Change	Net Portfolio Value Ratio	
+300	bps	246,546	-147,422	-37 %	9.60 %	-429 bps
+200	bps	308,629	-85,339	-22 %	11.59 %	-230 bps
+100	bps	361,606	-32,362	-8 %	13.10 %	-79 bps
0	bps	393,968	-	-	13.89 %	-

A comparative industry benchmark regarding interest rate risk is the "sensitivity measure" which is generally defined as the change in an institution's NPV ratio, measured in basis points, in an immediate and permanent, adverse parallel shift in interest rates of plus or minus 200 basis points. Based upon the tables above, the Company's sensitivity measure increased by 2 basis points from -230 basis points at June 30, 2011 to -232 basis points at December 31, 2011 which indicates a modest increase in the Bank's sensitivity to movements in interest rates from period to period.

There are numerous internal and external factors that may contribute to changes in an institution's sensitivity measure. Internally, changes in the composition and allocation of an institution's balance sheet and the interest rate risk characteristics of its components can significantly alter the exposure to interest rate risk as quantified by the changes in the sensitivity measure. However, changes to certain external factors, most notably changes in the level of market interest rates and overall shape of the yield curve, can significantly alter the projected cash flows of the institution's interest-earning assets and interest-costing liabilities and the associated present values thereof. Changes in internal and external factors from period to period can complement one another's effects to reduce overall sensitivity, partly or wholly offset one another's effects, or exacerbate one another's adverse effects and thereby increase the institution's exposure to interest rate risk as quantified by the sensitivity measure.

A significant contributor to the increase in the Company's sensitivity measure during the most recent quarter was the decrease in its balance of short-term liquid assets in relation to other interest-earning assets. As discussed earlier, cash

and cash equivalents decreased \$75.9 million to \$146.6 million at December 31, 2011 from \$222.6 million at June 30, 2011. As discussed earlier, management had previously determined that the opportunity cost to earnings of maintaining a growing level of short-term liquid assets to fund potential loan growth outweighed the related benefits. Consequently, a significant portion of the Company's excess liquidity was deployed into comparatively higher yielding investments during the quarter ended December 31, 2011 while the average balance of interest-earning cash and equivalents is generally expected to be maintained at a comparatively lower level than that reported in

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recent quarters. The deployment of a portion of the Company's excess liquidity contributed to the increase in the sensitivity of NPV to movements in interest rates reported for the quarter ended December 31, 2011.

In addition to the overall decrease in short-term liquid assets, the change in the Company's interest rate sensitivity also reflected other less noteworthy changes in the composition and allocation of the Company's balance sheet from June 30, 2011 to December 31, 2011 as well as updates to modeling assumptions relating to mortgage loan and mortgage-backed security prepayment speeds.

Because the Company's sensitivity measure and NPV ratio in the +200 bps scenario were within the applicable thresholds originally established by its prior regulator, the Company's "TB 13a Level of Risk" was internally rated as "Minimal" based upon the results of its interest rate risk analysis as of December 31, 2011 and June 30, 2011. TB-13a was the OTS's primary regulatory guidance concerning the management of interest rate risk.

As noted earlier, the Company's internal interest rate risk analysis also includes an "earnings-based" component. A quantitative, earnings-based approach to measuring interest rate risk is strongly encouraged by bank regulators as a complement to the "NPV-based" methodology. However, unlike the NPV-based "sensitivity measure", there are no commonly accepted "industry best practices" that specify the manner in which "earnings-based" interest rate risk analysis should be performed with regard to certain key modeling variables. Such variables include, but are not limited to, those relating to rate scenarios (e.g., immediate and permanent rate "shocks" versus gradual rate change "ramps", "parallel" versus "nonparallel" yield curve changes), measurement periods (e.g., one year versus two year, cumulative versus noncumulative), measurement criteria (e.g., net interest income versus net income) and balance sheet composition and allocation ("static" balance sheet, reflecting reinvestment of cash flows into like instruments, versus "dynamic" balance sheet, reflecting internal budget and planning assumptions).

The Company is aware that absence of a commonly shared, industry-standard set of analysis criteria and assumptions on which to base an "earnings-based" analysis could result in inconsistent or misinterpreted disclosure concerning an institution's level of interest rate risk. Consequently, the Company limits the presentation of its earnings-based interest rate risk analysis to the scenarios presented in the table below. Consistent with the NPV analysis above, such scenarios utilize immediate and permanent rate "shocks" that result in parallel shifts in the yield curve. For each scenario, projected net interest income is measured over a one year period utilizing a static balance sheet assumption through which incoming and outgoing asset and liability cash flows are reinvested into the same instruments. Product pricing and earning asset prepayment speeds are appropriately adjusted for each rate scenario.

As illustrated in the tables below, the Company's net interest income would be negatively impacted by an increase in interest rates. Like the NPV results presented earlier, this result is expected given the Company's liability sensitivity noted earlier. Consistent with the NPV analysis above, the tables below also reflect an increase in sensitivity to movements in interest rates between the comparative periods resulting from the changes to balance sheet allocation and modeling assumptions discussed earlier. In particular, the deployment of a portion of the Company's excess liquidity during the quarter ended December 31, 2011 contributed to the increase in the sensitivity of net interest income to movements in interest rates.

At December 31, 2011

Rate Change Type	Yield Curve Shift	Balance Sheet Composition & Allocation	Change in Rates	Measurement Period	Net Interest Income (In Thousands)	Change in Net Interest Income	Change in Net Interest Income
Base case (No change)	-	Static	0 bps	One Year	\$ 70,682	\$ -	-%
Immediate and permanent	Parallel	Static	+100 bps	One Year	69,252	-1,431	-2.02
Immediate and permanent	Parallel	Static	+200 bps	One Year	66,881	-3,801	-5.38
Immediate and permanent	Parallel	Static	+300 bps	One Year	63,679	-7,003	-9.91

At June 30, 2011

Rate Change Type	Yield Curve Shift	Balance Sheet Composition & Allocation	Change in Rates	Measurement Period	Net Interest Income (In Thousands)	Change in Net Interest Income	Change in Net Interest Income
Base case (No change)	-	Static	0 bps	One Year	\$ 71,589	\$ -	-%
Immediate and permanent	Parallel	Static	+100 bps	One Year	70,361	-1,228	-1.71
Immediate and permanent	Parallel	Static	+200 bps	One Year	68,133	-3,456	-4.83
Immediate and permanent	Parallel	Static	+300 bps	One Year	62,925	-8,664	-12.10

Notwithstanding the rate change scenarios presented in the NPV and earnings-based analyses above, future interest rates and their effect on net portfolio value or net interest income are not predictable. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, prepayments and deposit run-offs and should not be relied upon as indicative of actual results. Certain shortcomings are inherent in this type of computation. Although certain assets and liabilities may have similar maturity or periods of re-pricing, they may react at different times and in different degrees to changes in market interest rates. The interest rate on certain types of assets and liabilities, such as demand deposits and savings accounts, may fluctuate in advance of changes in market interest rates, while rates on other types of assets and liabilities may lag behind changes in market interest rates. Certain assets, such as adjustable-rate mortgages, generally have features which restrict changes in interest rates on a short-term basis and over the life of the asset. In the event of a change in interest rates, prepayments and early withdrawal levels could deviate significantly from those assumed in making calculations set forth above. Additionally, an increased credit risk may result as the ability of many borrowers to service their debt may decrease in the event of an interest rate increase.

ITEM 4.
CONTROLS AND PROCEDURES

Based on their evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), the Company's principal executive officer and the principal financial officer have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q such disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to the Company's management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

During the quarter under report, there was no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

ITEM 1. Legal Proceedings

At December 31, 2011, neither the Company nor the Bank were involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business, which involve amounts in the aggregate believed by management to be immaterial to the financial condition of the Company and the Bank.

ITEM 1A. Risk Factors

Management of the Company does not believe there have been any material changes with regard to the Risk Factors previously disclosed under Item 1A. of the Company's Form 10-K for the year ended June 30, 2011, previously filed with the Securities and Exchange Commission.

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

ISSUER PURCHASES OF EQUITY SECURITIES

The following table reports information regarding repurchases of the Company's common stock during the quarter ended December 31, 2011.

Period	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 (1)
October 1-31, 2011	252,300	\$ 9.21	252,300	336,731
November 1-30, 2011	121,200	\$ 9.63	121,200	215,531
December 1-31, 2011	107,000	\$ 9.65	107,000	108,531
Total	480,500	\$ 9.41	480,500	108,531

- (1) On August 17, 2011, the Company announced the authorization of a sixth repurchase program for up to 845,031 shares or 5% of shares outstanding.

ITEM 3. Defaults Upon Senior Securities

Not applicable.

ITEM 4. Mine Safety Disclosures

Not applicable.

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ITEM 5. Other Information

None.

ITEM 6. Exhibits

The following Exhibits are filed as part of this report:

3.1	Charter of Kearny Financial Corp. (1)
3.2	By-laws of Kearny Financial Corp. (2)
4.0	Specimen Common Stock Certificate of Kearny Financial Corp. (1)
10.1	Employment Agreement between Kearny Federal Savings Bank and Albert E. Gossweiler (2)
10.2	Employment Agreement between Kearny Federal Savings Bank and Sharon Jones (2)
10.3	Employment Agreement between Kearny Federal Savings Bank and William C. Ledgerwood (2)
10.4	Employment Agreement between Kearny Federal Savings Bank and Erika K. Parisi (2)
10.5	Employment Agreement between Kearny Federal Savings Bank and Patrick M. Joyce (2)
10.6	Employment Agreement between Kearny Federal Savings Bank and Craig L. Montanaro (2)
10.7	Directors Consultation and Retirement Plan (1)
10.8	Benefit Equalization Plan (1)
10.9	Benefit Equalization Plan for Employee Stock Ownership Plan (1)
10.10	Kearny Financial Corp. 2005 Stock Compensation and Incentive Plan (3)
10.11	Kearny Federal Savings Bank Director Life Insurance Agreement (4)
10.12	Kearny Federal Savings Bank Executive Life Insurance Agreement (4)
10.13	Kearny Financial Corp. Directors Incentive Compensation Plan (5)
10.14	Employment Agreement between Kearny Federal Savings Bank and Eric B. Heyer (6)
11.0	Statement regarding computation of earnings per share (Filed herewith).
31.0	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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32.0	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document *
101.SCH	XBRL Schema Document *
101.CAL	XBRL Calculation Linkbase Document *
101.LAB	XBRL Labels Linkbase Document *
101.PRE	XBRL Presentation Linkbase Document *
101.DEF	XBRL Definition Linkbase Document *

*Submitted as Exhibits 101 to this Form 10-Q are documents formatted in XBRL (Extensible Business Reporting Language). Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

- (1) Incorporated by reference to the identically numbered exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-118815).
 - (2) Incorporated by reference to the exhibit to the Registrant's Annual Report on Form 10-K filed for the year ended June 30, 2008 (File No. 000-51093).
 - (3) Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-130204).
 - (4) Incorporated by reference to the exhibits to the Registrant's Form 8-K filed on August 18, 2005 (File No. 000-51093).
 - (5) Incorporated by reference to the exhibit to the Registrant's Form 8-K filed on December 9, 2005 (File No. 000-51093).
 - (6) Incorporated by reference to the exhibit to the Registrant's Form 8-K filed on June 30, 2011 (File No. 000-51093).
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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.

KEARNY FINANCIAL CORP.

Date: February 9, 2012

By: /s/ Craig L. Montanaro
Craig L. Montanaro
President and Chief Executive
Officer
(Duly authorized officer and
principal executive officer)

Date: February 9, 2012

By: /s/ Eric B. Heyer
Eric B. Heyer
Senior Vice President and
Chief Financial Officer
(Principal financial and accounting
officer)