

BofI Holding, Inc.
Form 10-Q
February 04, 2010
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period ended December 31, 2009

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Transition Period from _____ to _____

Commission file number 000-51201

BofI HOLDING, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of

33-0867444
(I.R.S. Employer

incorporation or organization)

Identification No.)

12777 High Bluff Drive, Suite 100, San Diego, CA 92130

(Address of principal executive offices and zip code)

(858) 350-6200

(Registrant's telephone number and area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter Period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller

reporting company)

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

The number of shares outstanding of the registrant's common stock on the last practicable date: 8,189,544 shares of common stock as of February 3, 2010.

Table of Contents

BofI HOLDING, INC.

TABLE OF CONTENTS

	Page
<u>PART I FINANCIAL INFORMATION</u>	3
<u>ITEM 1. Financial Statements</u>	3
<u>Condensed Consolidated Balance Sheets (unaudited) at December 31, 2009 and June 30, 2009</u>	3
<u>Condensed Consolidated Statements of Income (unaudited) for the three and six months ended December 31, 2009 and 2008</u>	4
<u>Condensed Consolidated Statements of Stockholder's Equity and Comprehensive Income (unaudited) for the six months ended December 31, 2009</u>	5
<u>Condensed Consolidated Statements of Cash Flows (unaudited) for the six months ended December 31, 2009 and 2008</u>	6
<u>Notes to Condensed Consolidated Financial Statements</u>	7
<u>ITEM 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations</u>	24
<u>Selected Consolidated Financial Information</u>	25
<u>Results of Operations</u>	27
<u>Financial Condition</u>	35
<u>Liquidity</u>	40
<u>Contractual Obligations and Commitments</u>	40
<u>Capital Resources and Requirements</u>	41
<u>Quantitative and Qualitative Disclosures about Market Risk</u>	42
<u>ITEM 3: Quantitative And Qualitative Disclosures About Market Risks</u>	43
<u>ITEM 4: Controls And Procedures</u>	43
<u>PART II OTHER INFORMATION</u>	45
<u>ITEM 1. Legal Proceedings</u>	45
<u>ITEM 1A. Risk Factors</u>	45
<u>ITEM 2. Unregistered Sales Of Equity Securities And Use Of Proceeds</u>	47
<u>ITEM 3. Defaults Upon Senior Securities</u>	47
<u>ITEM 4. Submission Of Matters To A Vote Of Security Holders</u>	47
<u>ITEM 5. Other Information</u>	47
<u>ITEM 6. Exhibits</u>	48

Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****BofI HOLDING, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED BALANCE SHEETS***(Dollars in thousands, except per share data)**(Unaudited)*

	December 31, 2009	June 30, 2009
ASSETS		
Cash and due from banks	\$ 3,181	\$ 3,441
Federal funds sold	6,425	4,965
Total cash and cash equivalents	9,606	8,406
Securities:		
Trading	4,971	5,445
Available for sale	263,207	265,807
Held to maturity	345,692	350,898
Stock of the Federal Home Loan Bank, at cost	18,848	18,848
Loans held for sale	7,568	3,190
Loans net of allowance for loan losses of \$5,449 in December 2009; \$4,754 in June 2009	657,181	615,463
Accrued interest receivable	5,687	5,868
Furniture, equipment and software net	483	436
Deferred income tax	3,690	3,214
Cash surrender value of life insurance	4,823	4,730
Other real estate owned and repossessed vehicles	6,415	5,651
Other assets	17,142	14,252
TOTAL	\$ 1,345,313	\$ 1,302,208
LIABILITIES AND STOCKHOLDERS EQUITY		
Deposits:		
Non-interest bearing	\$ 5,447	\$ 3,509
Interest bearing	872,381	645,015
Total deposits	877,828	648,524
Securities sold under agreements to repurchase	130,000	130,000
Advances from the Federal Home Loan Bank	223,992	262,984
Federal Reserve Discount Window and other borrowings	5,155	165,155
Accrued interest payable	1,160	2,108
Accounts payable and accrued liabilities	4,560	4,498
Total Liabilities	1,242,695	1,213,269
STOCKHOLDERS EQUITY:		
Preferred stock 1,000,000 shares authorized:		
Series A \$10,000 stated value; 515 (Dec 2009) and 515 (June 2009) shares issued and outstanding	5,063	5,063

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Series B \$1,000 stated value; 4,790 (Dec 2009) and 4,790 (June 2009) shares issued and outstanding	4,767	4,767
Common stock \$0.01 par value; 25,000,000 shares authorized; 8,809,466 shares issued and 8,189,544 shares outstanding (Dec 2009); 8,706,075 shares issued and 8,082,768 shares outstanding (June 2009)	88	87
Additional paid-in capital	62,085	61,320
Accumulated other comprehensive income net of tax	5,913	1,926
Retained earnings	28,275	19,365
Treasury stock	(3,573)	(3,589)
Total stockholders' equity	102,618	88,939
TOTAL	\$ 1,345,313	\$ 1,302,208

See condensed notes to consolidated financial statements.

Table of Contents**BoFI HOLDING, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Dollars in thousands, except earnings per share)***(Unaudited)*

	Three Months Ended December 31,		Six Months Ended December 31,	
	2009	2008	2009	2008
INTEREST AND DIVIDEND INCOME:				
Loans, including fees	\$ 10,260	\$ 10,454	\$ 20,610	\$ 20,234
Investments	11,606	9,053	23,033	18,450
Total Interest and dividend income	21,866	19,507	43,643	38,684
INTEREST EXPENSE:				
Deposits	5,398	6,268	10,829	12,595
Advances from the Federal Home Loan Bank	1,992	2,928	4,216	6,482
Other borrowings	1,500	1,542	3,057	3,026
Total interest expense	8,890	10,738	18,102	22,103
Net interest income	12,976	8,769	25,541	16,581
Provision for loan losses	1,600	1,125	3,600	1,630
Net interest income, after provision for loan losses	11,376	7,644	21,941	14,951
NON-INTEREST INCOME:				
Realized gain (loss) on securities:				
Sale of FNMA preferred stock				(7,902)
Sale of mortgage-backed securities	6,546		6,546	6
Total realized gain (loss) on securities	6,546		6,546	(7,896)
Unrealized gain (loss) on securities:				
Total impairment losses	(6,044)		(6,785)	
Loss recognized in other comprehensive loss	1,975		1,347	
Net impairment loss recognized in earnings	(4,069)		(5,438)	
Fair value loss on trading securities	(329)	(168)	(471)	(345)
Total unrealized loss on securities	(4,398)	(168)	(5,909)	(345)
Prepayment penalty fee income	1	3	48	45
Mortgage banking income	454	54	786	55
Banking service fees and other income	148	125	271	231
Total non-interest income (loss)	2,751	14	1,742	(7,910)
NON-INTEREST EXPENSE:				
Salaries, employee benefits and stock-based compensation	1,778	1,310	3,186	2,574
Professional services	554	504	838	699
Occupancy and equipment	100	119	204	217
Data processing and internet	241	179	441	367

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Advertising and promotional	92	159	176	252
Depreciation and amortization	56	42	110	82
Real estate owned and repossessed vehicles	782	78	1,084	198
FDIC and OTS regulatory fees	392	172	787	337
Other general and administrative	497	445	943	759
Total non-interest expense	4,492	3,008	7,769	5,485
INCOME BEFORE INCOME TAXES	9,635	4,650	15,914	1,556
INCOME TAXES	4,087	1,889	6,658	612
NET INCOME	\$ 5,548	\$ 2,761	\$ 9,256	\$ 944
NET INCOME ATTRIBUTABLE TO COMMON STOCK	\$ 5,375	\$ 2,588	\$ 8,910	\$ 600
COMPREHENSIVE INCOME	\$ 9,371	\$ 3,103	\$ 13,243	\$ 332
Basic earnings per share	\$ 0.64	\$ 0.31	\$ 1.07	\$ 0.07
Diluted earnings per share	\$ 0.61	\$ 0.30	\$ 1.02	\$ 0.09

See condensed notes to consolidated financial statements.

Table of Contents**Bofl HOLDING, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Dollars in thousands, except earnings per share)

(Unaudited)

	Preferred Stock		Common Stock Number of Shares			Additional Paid in Capital	Retained Earning	Accumulated Other Comprehensive Income, Net of Tax		Treasury Stock	Total
	Shares	Amount	Issued	Treasury	Outstanding			Amount	Amount		
BALANCE July 1, 2009	5,305	\$ 9,830	8,706,075	(623,307)	8,082,768	\$ 87	\$ 61,320	\$ 19,365	\$ 1,926	\$ (3,589)	\$ 88,939
Comprehensive income:											
Net Income								9,256			9,256
Net unrealized gain from investment securities net of income tax expense									3,987		3,987
Total comprehensive income											\$ 13,243
Cash dividends on preferred stock								(346)			(346)
Stock-based compensation expense							360				360
Restricted stock grants			(642)	5,448	4,806		19			31	50
Stock option exercises and tax effect of equity compensation			104,033	(2,063)	101,970	1	386			(15)	372
BALANCE December 31, 2009	5,305	\$ 9,830	8,809,466	(619,922)	8,189,544	\$ 88	\$ 62,085	\$ 28,275	\$ 5,913	\$ (3,573)	\$ 102,618

See condensed notes to consolidated financial statements.

Table of Contents**BofI HOLDING, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW**

(Dollars in thousands)

(Unaudited)

	Six Months Ended December 31,	
	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 9,256	\$ 944
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Amortization (accretion) of premiums (discounts) on securities	(13,190)	(6,152)
Amortization (accretion) of premiums (discounts) and deferred loan fees	(2,332)	(417)
Amortization of borrowing costs	8	11
Stock-based compensation expense	360	325
Net loss (gain) on sale of investment securities	(6,546)	7,896
Valuation of financial instruments carried at fair value	471	345
Impairment charge on securities held to maturity	5,438	
Provision for loan losses	3,600	1,630
Deferred income taxes	(3,131)	(584)
Originations of loans held for sale	(55,691)	(6,726)
Net gain on sales of loans held for sale	(786)	(55)
Proceeds from sales of loans held for sale	52,099	3,864
Depreciation and amortization	110	82
Stock dividends from the Federal Home Loan Bank		(464)
Net changes in assets and liabilities which provide (use) cash:		
Accrued interest receivable	181	520
Other assets	206	(8,729)
Accrued interest payable	(948)	(41)
Accounts payable and accrued liabilities	(2,318)	(1,287)
Net cash provided by (used in) operating activities	(13,213)	(8,838)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of investment securities and time deposits	(114,447)	(55,654)
Proceeds from sale of mortgage-backed securities	57,281	1,170
Proceeds from repayments of securities and time deposits	85,915	47,306
Purchases of stock of the Federal Home Loan Bank		(2,068)
Proceeds from redemption of stock of the Federal Home Loan Bank		3,079
Origination of loans	(35,083)	(27,842)
Proceeds from sales of repossessed assets	2,300	
Purchases of loans, net of discounts and premiums	(55,964)	(49,625)
Principal repayments on loans	44,108	61,507
Purchases of furniture, equipment and software	(157)	(75)
Net cash provided (used) in investing activities	(16,047)	(22,202)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase (decrease) in deposits	229,304	61,789
Proceeds from the Federal Home Loan Bank advances	107,000	30,000
Repayments of the Federal Home Loan Bank advances	(146,000)	(107,000)

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Proceeds from borrowing at the Fed Discount Window	125,000	45,000
Repayments of borrowing at the Fed Discount Window	(285,000)	
Purchases of treasury stock		(982)
Proceeds from exercise of common stock options	268	
Proceeds from issuance of preferred stock Series B		1,017
Tax benefit from exercise of common stock options	138	(23)
Cash dividends paid on convertible preferred stock	(250)	(248)
Net cash provided by (used in) financing activities	30,460	29,553
NET CHANGE IN CASH AND CASH EQUIVALENTS	1,200	(1,487)
CASH AND CASH EQUIVALENTS Beginning of period	8,406	16,264
CASH AND CASH EQUIVALENTS End of period	\$ 9,606	\$ 14,777
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid on deposits and borrowed funds	\$ 18,283	\$ 22,134
Income taxes paid	\$ 9,964	\$ 4,124
Transfers to real estate owned	\$ 3,953	\$ 4,685
Adoption of fair value securities transferred from held to maturity to trading	\$	\$ 11,055
Securities transferred from held-to-maturity to available for sale portfolio	\$ 1,245	\$
Preferred stock dividends declared but not paid	\$ 96	\$ 96

See condensed notes to consolidated financial statements.

Table of Contents

BofI HOLDING, INC. AND SUBSIDIARY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2009 AND 2008

(Dollars in thousands, except per share data)

(Unaudited)

1. BASIS OF PRESENTATION

The condensed consolidated financial statements include the accounts of BofI Holding, Inc. and its wholly owned subsidiary, Bank of Internet USA (the Bank and collectively with BofI Holding Inc., the Company). All significant intercompany balances have been eliminated in consolidation.

The accompanying interim condensed consolidated financial statements, presented in accordance with accounting principles generally accepted in the United States of America (GAAP), are unaudited and reflect all adjustments which, in the opinion of management, are necessary for a fair statement of financial condition and results of operations for the interim periods. All adjustments are of a normal and recurring nature. Results for the six months ended December 31, 2009 are not necessarily indicative of results that may be expected for any other interim period or for the year as a whole. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted. Management evaluated subsequent events through February 3, 2009, the date the condensed consolidated financial statements were issued. We have not evaluated subsequent events relating to these financial statements after this date. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes for the year ended June 30, 2009 included in our Annual Report on Form 10-K.

Certain reclassifications have been made to the prior-period financial statements to conform to the current period presentation.

2. SIGNIFICANT ACCOUNTING POLICIES

Securities. We classify investment securities as either trading, available for sale or held to maturity. Trading securities are those securities for which we have elected fair value accounting in accordance with SFAS No. 159, see footnote 3. Trading securities are recorded at fair value with changes in fair value recorded in earnings each period. Securities available for sale are reported at estimated fair value, with unrealized gains and losses, net of the related tax effects, excluded from operations and reported as a separate component of accumulated other comprehensive income or loss. The fair values of securities traded in active markets are obtained from market quotes. If quoted prices in active markets are not available, we determine the fair value from our internal pricing models. Securities that management has the positive intent and ability to hold to maturity are classified as held to maturity and recorded at amortized cost. Amortization of purchase premiums and accretion of discounts on securities are recorded as yield adjustments on such securities using the effective interest method. The specific identification method is used for purposes of determining cost in computing realized gains and losses on investment securities sold.

At each reporting date, we monitor our available for sale and held to maturity securities for other-than-temporary impairment. Other-than-temporary impairment losses are recognized in noninterest income with a corresponding reduction in the carrying value of the investment.

Allowance for Loan Losses. The allowance for loan losses is maintained at a level estimated to provide for probable incurred losses in the loan portfolio. Management determines the adequacy of the allowance based on reviews of individual loans and pools of loans, recent loss experience, current economic conditions, the risk characteristics of the various categories of loans and other pertinent factors. This evaluation is inherently subjective and requires estimates that are susceptible to significant revision as more information becomes available. The allowance is increased by the provision for loan losses, which is charged against current period operating results and recoveries of loans previously charged-off. The allowance is decreased by the amount of charge-offs of loans deemed uncollectible.

Under the allowance for loan loss policy, impairment calculations are determined based on general portfolio data for general reserves and loan level data for specific reserves. Specific loans are evaluated for impairment and are generally classified as nonperforming or in foreclosure when they are 90 days or more delinquent. A loan is considered impaired

Table of Contents

when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if repayment of the loan is expected primarily from the sale of collateral.

General loan loss reserves for real estate loans are calculated by grouping each loan by collateral type and by grouping the loan-to-value ratios of each loan within the collateral type. An estimated allowance rate for each loan-to-value group within each type of loan is multiplied by the total principal amount in the group to calculate the required general reserve attributable to that group. Management uses an allowance rate that provides a larger loss allowance for loans with greater loan-to-value ratios. General loss reserves for consumer loans are calculated by grouping each loan by credit score (e.g., FICO) at origination and applying and estimated allowance to each group. Specific reserves are calculated when an internal asset review of a loan identifies a significant adverse change in the financial position of the borrower or the value of the collateral. The specific reserve is based on discounted cash flows, observable market prices or the estimated value of underlying collateral.

New Accounting Pronouncements. On July 1, 2009, the Financial Accounting Standards Board's (FASB) GAAP Codification became effective as the sole authoritative source of US GAAP. This codification reorganizes current GAAP for non-governmental entities into a topical index to facilitate accounting research and to provide users additional assurance that they have referenced all related literature pertaining to a given topic. Existing GAAP prior to the Codification was not altered in compilation of the GAAP Codification. The GAAP Codification encompasses all FASB Statements of Financial Accounting Standards (SFAS), Emerging Issues Task Force (EITF) statements, FASB Staff Positions (FSP), FASB Interpretations (FIN), FASB Derivative Implementation Guides (DIG), American Institute of Certified Public Accountants (AICPA) Statement of Positions (SOPs), Accounting Principals Board (APB) Opinions and Accounting Research Bulletins (ARBs) along with the remaining body of GAAP effective as of June 30, 2009. Financial Statements issued for all interim and annual periods ending after September 15, 2009 will need to reference accounting guidance embodied in the Codification as opposed to referencing the previously authoritative pronouncements. Accounting literature included in the codification is referenced by Topic, Subtopic, Section and Paragraph.

In June 2008, the FASB issued new guidance impacting Accounting Standards Codification (ASC) Topic 260, Earnings Per Share, related to determining whether instruments granted in share-based payment transactions are participating securities. This new guidance addresses whether these types of instruments are participating prior to vesting and, therefore need to be included in the earning allocation in computing earnings per share under the two class method described in ASC Topic 260. All prior-period earnings per share data presented shall be adjusted retrospectively. The Company adopted this new guidance on July 1, 2009 which had the effect of treating the Company's unvested restricted stock awards as participating in the earnings allocation when computing earnings per share. The adoption of this new guidance did not have a significant impact on the Company's earnings per share for any period presented.

In August 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-05 (ASU 2009-05), which provides amendments to ASC Topic 820, Fair Value Measurements and Disclosures, for the fair value measurement of liabilities. ASU 2009-05 provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: a valuation technique that uses the quoted price of the identical liability when traded as an asset or a quoted price for a similar liability when traded as an asset, or another valuation method that is consistent with the principles of ASC Topic 820, Fair Value Measurements and Disclosures. ASU 2009-05 also provides clarification that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustments to other inputs relating to the existence of a restriction that prevents the transfer of the liability. The effective date is the first reporting period beginning after issuance. Accordingly, the Company will adopt the provisions of ASU 2009-5 in the fourth quarter 2009. The Company does not expect the adoption of the provisions of ASU 2009-05 to have a material effect on the Company's financial condition and results of operations.

In June 2009, the FASB issued SFAS No. 166, Accounting for the Transfer of Financial Assets and Amendment of FASB Statement No. 140 Instruments (SFAS 166). Under FASB's Codification at ASC 105-10-65-1-d, SFAS 166 will remain authoritative until integrated into the FASB Codification. SFAS 166 removes the concept of a special purpose entity

Table of Contents

(SPE) from Statement 140 and removes the exception of applying FASB Interpretation 46 Variable Interest Entities, to Variable Interest Entities that are SPEs. It limits the circumstances in which a transferor derecognizes a financial asset. SFAS 166 amends the requirements for the transfer of a financial asset to meet the requirements for sale accounting. The statement is effective for all interim and annual periods beginning after November 15, 2009. The Company does not expect the adoption to have a material impact on the Company's financial condition, results of operations or cash flows.

In June 2009 the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (SFAS 167). Under FASB's Codification at ASC 105-10-65-1-d, SFAS 167 will remain authoritative until integrated into the FASB Codification. SFAS 167 amends Interpretation 46(R) to require an enterprise to perform an analysis to determine whether the enterprise's variable interest give it a controlling financial interest in the variable interest entity. SFAS 167 is effective for all interim and annual periods beginning after November 15, 2009. The Company does not expect the adoption to have a material impact on the Company's financial condition, results of operations or cash flows.

3. FAIR VALUE

Fair value is defined as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard 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 1 assets and liabilities include debt and equity securities that are traded in an active exchange market, as well as certain U.S. treasury, other U.S. Government and agency mortgage-backed debt securities that are highly liquid and are actively traded in over-the-counter markets.
- Level 2:** Observable inputs other than Level 1 prices such as quoted prices for *similar* assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets include securities with quoted prices that are traded less frequently than exchange-traded instruments and whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.
- 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 such as discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

When available, the Company generally uses quoted market prices to determine fair value. In some cases where a market price is available, the Company will make use of acceptable practical expedients (such as matrix pricing) to calculate fair value, in which case the items are classified in Level 2. The Company considers relevant and observable market prices in its valuations where possible. The frequency of transactions, the size of the bid-ask spread and the nature of the participants are some of the factors the Company uses to help determine whether a market is active and orderly or inactive and not orderly. Price quotes based upon transactions that are not orderly are not considered to be determinative of fair value and should be given little, if any, weight in measuring fair value.

If the quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market parameters, such as interest rates, credit spreads, housing value forecasts, etc. Items valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable.

Table of Contents

The following section describes the valuation methodologies used by the Company to measure various financial instruments at fair value, including an indication of the level in the fair-value hierarchy in which each instrument is generally classified:

Securities trading. Trading securities are recorded at fair value. The trading portfolio consists of two different issues of floating-rate debt securities collateralized by pools of bank trust preferred securities. Recent liquidity and economic uncertainty have made the market for collateralized debt obligations less active or inactive. As quoted market prices are not available, the Level 3 fair values for these securities are determined by the Company utilizing industry-standard tools to calculate the net present value of the expected cash flows available to the securities from the underlying assets. The Company's expected cash flows are calculated for each security and include the impact of actual and forecasted bank defaults within each collateral pool as well as structural features of the security's tranche such as lock outs, subordination and overcollateralization. The forecast of bank defaults in each pool is based upon a quarterly financial update including the trend in non-performing assets, the allowance for loan loss and the bank's capital ratios. Also a factor is the Company's loan loss experience in the local economy in which the bank operates. At December 31, 2009, the Company's forecast of cash flows for both securities includes actual and forecasted defaults totaling 36.9% of all banks in the collateral pools, up from 13.1% of the banks actually in default. The expected cash flows reflect the Company's best estimate of all pool losses which are then applied to the overcollateralization reserve and the subordinated tranches to determine the cash flows. The Company selects a discount rate margin based upon the spread between U.S. Treasury rates and the market rates for active credit grades for financial companies. The discount margin when added to the U.S. Treasury rate determines the discount rate, reflecting primarily market liquidity and interest rate risk since expected credit loss is included in the cash flows. At December 31, 2009, the Company used a weighted average discount margin of 345 basis points above U.S. Treasury rates to calculate the net present value of the expected cash flows and the fair value of its trading securities.

The Level 3 fair values determined by the Company for its trading securities rely heavily on management's assumptions as to the future credit performance of the collateral banks, the impact of the global and regional recession, the timing of forecasted defaults and the discount rate applied to cash flows. The fair value of the trading securities at December 31, 2009 is sensitive to an increase or decrease in the discount rate. An increase in the discount margin of 100 basis points would have reduced the total fair value of the trading securities and decreased net income before income tax by \$592. A decrease in the discount margin of 100 basis points would have increased the total fair value of the trading securities and increased net income before income tax by \$708.

Securities available for sale and held to maturity. Available for sale securities are recorded at fair value and consist of residential mortgage-backed securities (RMBS) and debt securities issued by U.S. agencies as well as RMBS issued by non-agencies. Held to maturity securities are recorded at amortized cost and consist of RMBS issued by U.S. agencies as well as RMBS issued by non-agencies. Fair value for U.S. agency securities is generally based on quoted market prices of similar securities used to form a dealer quote or a pricing matrix. The market for RMBS issued by non-agencies continued to deteriorate in 2008 and 2009. The significant illiquidity in the market impacted the availability and reliability of transparent pricing. As orderly quoted market prices are not available, the Level 3 fair values for these securities are determined by the Company utilizing industry-standard tools to calculate the net present value of the expected cash flows available to the securities from the underlying mortgage assets. The Company computes Level 3 fair values for each non-agency RMBS in the same manner (as described below) whether available for sale or held to maturity.

To determine the performance of the underlying mortgage loan pools, the Company estimates prepayments, defaults, and loss severities based on a number of macroeconomic factors, including housing price changes, unemployment rates, interest rates and borrower attributes such as credit score and loan documentation at the time of origination. The Company inputs for each security a projection of monthly default rates, loss severity rates and voluntary prepayment rates for the underlying mortgages for the remaining life of the security to determine the expected cash flows. The projections of default rates are derived by the Company from the historic default rate observed in the pool of loans collateralizing the security, increased by (and decreased by) the forecasted increase or decrease in the national unemployment rate. The projections of loss severity rates are derived by the Company from the historic loss severity rate observed in the pool of loans, increased by (and decreased by) the forecasted decrease or increase in the national home price appreciation (HPA) index. At December 31, 2009, the Company's projects monthly default rates to begin improving in mid 2010 and severities begin to improve in late 2011.

To determine the discount rates used to compute the present value of the expected cash flows for these non-agency RMBS securities, the Company separates the securities by the borrower characteristics in the underlying pool. Specifically, prime securities generally have borrowers with higher FICO scores and better documentation of income. Alt-A securities generally have borrowers with a little lower FICO and a little less documentation of income. Pay-option ARMs are Alt-A securities with borrowers that tend to pay the least amount of principal (or increase their loan balance through

Table of Contents

negative amortization). The Company calculates separate discount rates for prime, Alt-A and Pay-option ARM non-agency RMBS securities using market-participant assumptions for risk, capital and return on equity.

Impaired Loans. The fair value of impaired loans with specific write-offs is generally based on recent real estate appraisals or other third-party valuations and analysis of cash flows. These appraisals and analyses may utilize a single valuation approach or a combination of approaches including comparable sales and income approaches. Adjustments are routinely made in the process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification for the inputs for determining fair value.

Other Real Estate Owned. Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
(Dollars in thousands)				
December 31, 2009				
ASSETS:				
Securities trading: Collateralized debt obligations	\$	\$	\$ 4,791	\$ 4,791
Securities available for sale:				
Agency debt	\$	\$ 65,947	\$	\$ 65,947
Agency RMBS		55,962		55,962
Non-agency RMBS			141,298	141,298
Total securities available for sale	\$	\$ 121,909	\$ 141,298	\$ 263,207
June 30, 2009				
ASSETS:				
Securities trading: Collateralized debt obligations	\$	\$	\$ 5,445	\$ 5,445
Securities available for sale:				
Agency debt	\$	\$ 59,001	\$	\$ 59,001
Agency RMBS		81,047		81,047
Non-agency RMBS			125,759	125,759
Total securities available for sale	\$	\$ 140,048	\$ 125,759	\$ 265,807

Table of Contents

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

	Trading Securities	Available for Sale Securities
	<i>(Dollars in Thousands)</i>	
ASSETS		
Beginning Balance July 1, 2009	\$ 5,445	\$ 125,759
Total gains/(losses) (realized/unrealized):		
Included in earnings	(471)	5,960
Included in other comprehensive income		4,604
Purchases, issuances, and settlements	(3)	(3,567)
Transfers into Level 3		8,542
Ending balance December 31, 2009	\$ 4,971	\$ 141,298

Impaired loans measured for impairment on a non-recurring basis using the fair value of the collateral for collateral-dependent loans has a carrying amount of \$6,045 after a write-off of \$1,117, resulting in an additional provision for loan losses of \$608 during the three months ended December 31, 2009.

Other real estate owned which is measured at the lower of carrying or fair value less costs to sell, had a net carrying amount of \$5,697, which is made up of the outstanding balance of \$6,634, net of a valuation allowance of \$937 at December 31, 2009.

Held to maturity securities measured for impairment on a non-recurring basis have a carrying amount of \$39,975 after a charge to income for the six months ended December 31, 2009 of \$5,438 and recoveries from other comprehensive income of \$2,470. These held to maturity securities are valued using Level 3 inputs.

Table of Contents

Fair value of Financial Instruments. Carrying amount and estimated fair values of financial instruments at December 31, 2009 and at the year-ended June 30, 2009 were as follows:

	December 31, 2009		June 30, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<i>(Dollars in Thousands)</i>				
Financial assets:				
Cash and cash equivalents	\$ 9,606	\$ 9,606	\$ 8,406	\$ 8,406
Securities held to maturity	345,692	348,414	350,898	344,612
Stock of the Federal Home Loan Bank	18,848	N/A	18,848	N/A
Loans held for sale	7,568	7,568	3,190	3,190
Loans held for investment net	657,181	676,548	615,463	626,588
Accrued interest receivable	5,687	5,687	5,868	5,868
Financial liabilities:				
Deposits	877,828	885,526	648,524	636,479
Securities sold under agreements to repurchase	130,000	141,509	130,000	141,660
Advances from the Federal Home Loan Bank	223,992	230,369	262,984	270,893
Federal Reserve Discount Window and other borrowings	5,155	5,155	165,155	165,155
Accrued interest payable	1,160	1,160	2,108	2,108

The methods and assumptions used to estimate fair value are described as follows:

Carrying amount is the estimated fair value for cash and cash equivalents, interest bearing deposits, accrued interest receivable and payable, demand deposits, short-term debt, and variable rate loans or deposits that reprice frequently and fully. For fixed rate loans or deposits and for variable rate loans or deposits with infrequent repricing or repricing limits, fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk. Fair value of loans held for sale is based on market quotes. It was not practicable to determine the fair value of FHLB stock due to restrictions placed on its transferability. The fair value of off-balance sheet items is not considered material.

4. SECURITIES

The amortized cost or carrying amount, the unrealized gains, unrealized losses and the fair value for the major categories of investment securities available for sale and held to maturity were:

Table of Contents

	Trading Fair Value	Amortized Cost	Available for sale Unrealized Gains	Unrealized Losses	Fair Value December 31, 2009 (Dollars in Thousands)	Carrying Amount	Held to maturity Unrecognized Gains	Unrecognized Losses	Fair Value
Mortgage-backed securities (RMBS):									
U.S. agencies ¹	\$	\$ 54,946	\$ 1,016	\$	\$ 55,962	\$ 41,323	\$ 557	\$ (2,135)	\$ 39,745
Non-agency ²		122,555	18,743		141,298	304,369	16,591	(12,291)	308,669
Total RMBS		177,501	19,759		197,260	345,692	17,148	(14,426)	348,414
Other debt securities:									
U.S. agencies ¹		65,945	6	(4)	65,947				
Non-agency	4,971								
Total other debt securities	4,971	65,945	6	(4)	65,947				
Total debt securities	\$ 4,971	\$ 243,446	\$ 19,765	\$ (4)	\$ 263,207	\$ 345,692	\$ 17,148	\$ (14,426)	\$ 348,414

June 30, 2009
(Dollars in Thousands)

Mortgage-backed securities (RMBS):									
U.S. agencies ¹	\$	\$ 79,579	\$ 1,471	\$ (3)	\$ 81,047	\$ 18,928	\$ 538	\$ (5)	\$ 19,461
Non-agency ²		111,620	14,139		125,759	331,970	18,248	(25,067)	325,151
Total RMBS		191,199	15,610	(3)	206,806	350,898	18,786	(25,072)	344,612
Other debt securities:									
U.S. agencies ¹		59,018		(17)	59,001				
Non-agency	5,445								
Total other debt securities	5,445	59,018		(17)	59,001				
Total debt securities	\$ 5,445	\$ 250,217	\$ 15,610	\$ (20)	\$ 265,807	\$ 350,898	\$ 18,786	\$ (25,072)	\$ 344,612

¹ U.S. government-backed or government sponsored enterprises including Fannie Mae, Freddie Mac and Ginnie Mae.

² Private sponsors of securities collateralized primarily by pools of 1-4 family residential first mortgages. Primarily supersenior securities secured by prime, Alt-A or pay-option ARM mortgages.

The Company's non-agency RMBS available for sale portfolio with a total fair value of \$141,298 at December 31, 2009 consists of 32 different issues of super senior securities with a fair value of \$96,404; two senior structured whole loan securities with a fair value of \$40,352 and 28 mezzanine z-tranche securities with a fair value of \$4,542 collateralized by seasoned prime and Alt-A first-lien mortgages. The Company acquired its mezzanine z-tranche securities in fiscal 2009 and accounts for them by measuring the excess of cash flows expected at acquisition over the purchase price (accretible yield) and recognize interest income over the remaining life of the security. In November of 2009, the Company transferred all of the mezzanine z-tranche securities with \$1,245 of carrying value out of the held-to-maturity portfolio and into the available for sale portfolio in response to significant deterioration of credit performance of the residential mortgage loans underlying the securities. The Company concluded that the deterioration was significant for each security based upon 1) the rapid increase in the percent of the loan pool composed of loans 60 days or more past due, plus those in foreclosure or bankruptcy plus those repossessed and 2) the rapid decrease in percent of credit enhancement covering the total calculated in 1). All of the transferred mezzanine z-tranche securities were showing deterioration at a rate of at least 22% annually based on the statistical change since acquisition. The Company then sold 16 of the 44 securities transferred in December 2009. The unrealized gain at the time of the transfer was \$7,297 and the realized gain on sale of the securities was

\$5,960.

The non-agency RMBS held-to-maturity portfolio with a carrying value of \$304,369 at December 31, 2009 consists of 84 different issues of super senior securities totaling \$300,534 and one senior-support security with a carrying value of \$3,835. Debt securities with evidence of credit quality deterioration since issuance and for which it is probable at purchase that the Company will be unable to collect all of the par value of the security are accounted for under ASC Topic 310, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer* (ASC Topic 310). Under ASC Topic 310, the excess of cash flows expected at acquisition over the purchase price is referred to as the accretable yield and is recognized in interest income over the remaining life of the security. The Company has one senior support security that it acquired at a significant discount that evidenced credit deterioration at acquisition and is accounted for under ASC Topic 310. For a cost of \$17,740, the Company acquired the senior support security with a contractual par value of \$30,560 and accretable and non accretable discounts that were projected to be \$9,015 and \$3,805, respectively. Since acquisition, repayments from the security have been received more rapidly than projected at acquisition, but expected total payments have declined, resulting in a determination that the security was other than temporarily impaired and the recognition of a \$1,216 impairment loss during fiscal 2009 and \$5,114 during the six months ended December 31, 2009, of which \$3,965 was recognized in the quarter ended December 31, 2009. At December 31, 2009, the security had a remaining contractual par value of \$13,033 and accretable and non-accretable discount are currently projected to be \$2,221 and \$6,330, respectively. The current face

Table of Contents

amounts of debt securities available for sale and held to maturity that were pledged to secure borrowings at December 31, 2009 and 2008 were \$571,000 and \$469,000, respectively.

The securities with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows:

	Available for sale securities in loss position for				Total Gross Unrealized Losses	
	Less Than 12 Months		More Than 12 Months			
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	December 31, 2009 <i>(Dollars in Thousands)</i>					
RMBS:						
U.S. agencies	\$	\$	\$	\$	\$	\$
Non-agencies						
Total RMBS securities	\$	\$	\$	\$	\$	\$
Other debt: U.S. agencies	48,976	(4)			48,976	(4)
Total	\$ 48,976	\$ (4)	\$	\$	\$ 48,976	\$ (4)

	June 30, 2009					
RMBS: U.S. agencies	\$	\$	\$ 840	\$ (3)	\$ 840	\$ (3)
Other debt: U.S. agencies	53,033	(17)			53,033	(17)
Total	\$ 53,033	\$ (17)	\$ 840	\$ (3)	\$ 53,873	\$ (20)

	Held to maturity securities in loss position for				Total Gross Unrealized Losses	
	Less Than 12 Months		More Than 12 Months			
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	December 31, 2009 <i>(Dollars in Thousands)</i>					
RMBS:						
U.S. agencies	\$ 22,027	\$ (2,135)	\$	\$	\$ 22,027	\$ (2,135)
Non-agency	52,975	(3,893)	108,743	(8,398)	161,718	(12,291)
Total RMBS securities	\$ 75,002	\$ (6,028)	\$ 108,743	\$ (8,398)	\$ 183,745	\$ (14,426)
Other debt:						
U.S. agencies						
Total	\$ 75,002	\$ (6,028)	\$ 108,743	\$ (8,398)	\$ 183,745	\$ (14,426)

	June 30, 2009					
RMBS:						

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U.S. agencies	\$	\$	\$ 1,026	\$ (5)	\$ 1,026	\$ (5)
Non-agency	121,735	(16,509)	61,468	(8,558)	183,203	(25,067)
Total RMBS securities	\$ 121,735	\$ (16,509)	\$ 62,494	\$ (8,563)	\$ 184,229	\$ (25,072)

Table of Contents

There were 22 securities that were in a continuous loss position at December 31, 2009 for a period of more than 12 months. There were 22 securities that were in a continuous loss position at June 30, 2009 for a period of more than 12 months.

The following table summarizes amounts of anticipated credit loss recognized in the income statement through other-than-temporary impairment charges which reduced non-interest income:

	For the three months ended December 31, 2009	For the six months ended December 31, 2009
	<i>(Dollars in Thousands)</i>	
Beginning balance	\$ 2,823	\$ 1,454
Amounts related to credit loss for which an other-than-temporary impairment was not previously recognized	1,642	2,877
Additions/Subtractions		
Increases to the amount related to the credit loss for which other-than-temporary was previously recognized	2,427	2,561
Ending balance	\$ 6,892	\$ 6,892

At December 31, 2009, non-agency RMBS securities with a total carrying amount of \$39,975 were determined to have a cumulative other-than-temporary impairment of \$6,892 of which \$4,069 was recognized in earnings during the quarter ended December 31, 2009, and \$5,438 was recognized in earnings during the six months ended December 31, 2009. There was no other-than-temporary impairment during the six months ended December 31, 2008. Of this quarter's other-than-temporary impairment of \$4,069, impairment of \$3,965 was related to the Company's senior-support RMBS security accounted for in accordance with ASC Topic 310 as discussed above. The additional impairment to the Company's senior-support RMBS as December 31, 2009 was the result of a market change in the long-term forecast for one-month LIBOR. The new higher one-month LIBOR interest rate will require more cash from the loan pool to be paid to the holders of the senior securities in the future reducing the excess interest available to cover forecasted credit losses and reducing the future cash receivable by the Company's senior-support RMBS. The remaining \$104 of impairment is related to 10 non-agency RMBS with a total carrying amount of \$45,962 accounted for under ASC Topic 320, Accounting for certain investments. In accordance with ASC Topic 320-10-65-65.1, Recognition and Presentation of Other-Than-Temporary Impairments, the Company measures its non-agency RMBS in an unrealized loss position at the end of the reporting period for other-than-temporary impairment by comparing the present value of the cash flows currently expected to be collected from the security with its amortized cost basis. If the calculated present value is lower than the amortized cost, the difference is the credit component of an other-than-temporary impairment of its debt securities. The difference between the present value and the fair value of the security (if any) is the noncredit component only if the Company does not intend to sell the security and will not be required to sell the security before recovery of its amortized cost basis. The credit component of the other-than-temporary-impairment is recorded as a loss in earnings and the noncredit component as a charge to other comprehensive income, net of the related income tax benefit.

To determine the cash flow expected to be collected and to calculate the present value for purposes of testing for other-than-temporary impairment, the Company utilizes the same industry-standard tool and the same cash flows as those calculated for Level 3 fair values as discussed in footnote 3. The Company computes cash flows based upon the cash flows from underlying mortgage loan pools. The Company estimates prepayments, defaults, and loss severities based on a number of macroeconomic factors, including housing price changes, unemployment rates, interest rates and borrower attributes such as credit score and loan documentation at the time of origination. The Company inputs for each security a projection of monthly default rates, loss severity rates and voluntary prepayment rates for the underlying mortgages for the remaining life of the security to determine the expected cash flows. The projections of default rates are derived by the Company from the historic default rate observed in the pool of loans collateralizing the security, increased by (and decreased by) the forecasted increase or decrease in the national unemployment rate. The projections of loss severity rates are derived by the Company from the historic loss severity rate observed in the pool of loans, increased by (and decreased by) the forecasted decrease or increase in the national home price appreciation (HPA) index. At December 31, 2009, the Company projects monthly default rates to begin improving in mid 2010 and severities beginning to improve in late 2011.

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In accordance with ASC Topic 320-10-65-65.1, the discount rates used to compute the present value of the expected cash flows for purposes of testing for the credit component of the other-than-temporary impairment are either the implicit rate calculated in each of the Company's securities at acquisition (as prescribed by ASC Topic 310 *Accounting by Creditors for Impairment of a Loan*) or the last accounting yield (as prescribed in ASC Topic 325-40). For securities recorded under ASC Topic 320, the Company calculates the implicit rate at acquisition based on the contractual terms of the security, considering scheduled payments (and minimum payments in the case of pay-option ARMs) without prepayment

Table of Contents

assumptions. Once the discount rate (or discount margin in the case of floating rate securities) is calculated as described above the discount is used in the industry-standard model to calculate the present value of the cash flows.

The Company does not intend to sell and it is more likely than not that the Company will not be required to sell those impaired debt securities or any other debt security in a loss position at December 31, 2009.

The gross gains and losses realized through earnings upon the sale of available for sale securities were as follows:

	For the three months ended		For the six months ended	
	December 31,		December 31,	
	2009	2008	2009	2008
	<i>(Dollars in Thousands)</i>			
Proceeds	\$ 57,281	\$	\$ 57,281	\$ 1,170
Gross realized gains	\$ 6,546	\$	\$ 6,546	\$ 6
Gross realized loss				(7,902)
Net gain (loss) on securities	\$ 6,546	\$	\$ 6,546	\$ (7,896)

At December 31, 2009 and June 30, 2009, the Company had recorded unrealized gains and unrealized losses in accumulated other comprehensive income as follows:

	December 31,	June 30,
	2009	2009
	<i>(Dollars in Thousands)</i>	
Available for sale debt securities net unrealized gains	\$ 19,761	\$ 15,590
Held to maturity debt securities other-than-temporary impairment loss under FSP FAS 115-2	(9,907)	(12,377)
Subtotal	9,854	3,213
Tax expense	(3,941)	(1,287)
Net unrealized gain on investment securities in other comprehensive income	\$ 5,913	\$ 1,926

Table of Contents

The expected maturity distribution of the Company's mortgage-backed securities and the contractual maturity distribution of the Company's other debt securities classified as available for sale and held to maturity at December 31, 2009 were:

	December 31, 2009				
	Trading Fair Value	Available for sale		Held to maturity	
		Amortized Cost	Fair Value	Carrying Amount	Fair Value
<i>(Dollars in thousands)</i>					
RMBS U.S. agencies¹:					
Due within one year	\$	\$ 11,064	\$ 11,301	\$ 8,855	\$ 8,455
Due one to five years		20,079	20,418	17,556	16,649
Due five to ten years		10,532	10,688	7,610	7,294
Due after ten years		13,271	13,555	7,302	7,347
Total RMBS U.S. agencies¹		54,946	55,962	41,323	39,745
RMBS Non-agency:					
Due within one year		22,512	25,365	45,380	47,321
Due one to five years		74,292	84,119	87,893	92,969
Due five to ten years		19,482	23,589	46,866	47,878
Due after ten years		6,269	8,225	124,230	120,501
Total RMBS Non-agency		122,555	141,298	304,369	308,669
Other debt:					
Due within one year		65,945	65,947		
Due one to five years					
Due five to ten years					
Due after ten years				4,971	
Total other debt		65,945	65,947		
Total	\$ 4,971	\$ 243,446	\$ 263,207	\$ 345,692	\$ 348,414

¹ Residential mortgage-backed security (RMBS) distributions include impact of expected prepayments and other timing factors.

5. ALLOWANCE FOR LOAN LOSS

We are committed to maintaining the allowance for loan losses at a level that is considered to be commensurate with estimated and known risks in the portfolio. Although the adequacy of the allowance is reviewed quarterly, our management performs an ongoing assessment of the risks inherent in the portfolio. While we believe that the allowance for loan losses is adequate at December 31, 2009, future additions to the allowance will be subject to continuing evaluation of estimated and known, as well as inherent, risks in the loan portfolio.

The assessment of the adequacy of our allowance for loan losses is based upon a number of quantitative and qualitative factors, including levels and trends of past due and nonaccrual loans, change in volume and mix of loans, collateral values and charge-off history.

We provide general loan loss reserves for our RV and auto loans based upon the borrower credit score at the time of origination and our loss experience to date. We provide general loan loss reserves for our mortgage loans based upon the size and type of the mortgage loan and the loan-to-value ratio. For the three months ended December 31, 2009 charge-offs decreased 29.5% from the previous quarter, however for the six months ended December 31, 2009, we have experienced increased charge-offs compared to the previous year. If we continue to experience an increase in charge-offs relative to the loan portfolio size, we may be required to increase our loan loss provisions in the future to provide a larger loss allowance.

Table of Contents

The following table summarizes activity in the allowance for loan losses for the six months ended December 31, 2009:

	Single Family	Home Equity	Multi- family	Commercial Real Estate and Land	Recreational Vehicles and Autos	Other	Total
	<i>(Dollars in thousands)</i>						
Balance at July 1, 2009	\$ 1,113	\$ 280	\$ 1,680	\$ 179	\$ 1,475	\$ 27	\$ 4,754
Provision for loan loss	671	(11)	334	13	2,586	7	3,600
Charge-offs	(621)	(47)	(270)		(1,967)		(2,905)
Recoveries							
Balance at December 31, 2009	\$ 1,163	\$ 222	\$ 1,744	\$ 192	\$ 2,094	\$ 34	\$ 5,449

Impaired Loans and Nonperforming Loans. At December 31, 2009, \$6,962 of impaired loans had no specific allowance allocations. The average carrying value of impaired loans was \$5,781 for the quarter ended December 31, 2009 and \$3,720 for the quarter ended September 30, 2009. The interest income recognized during the periods of impairment is insignificant for those loans impaired at December 31, 2009. Loans past due 90 days or more which were still accruing were \$3,310 at December 31, 2009 and \$4,715 at June 30, 2009. For loans past due 90 days or more and still accruing, the Company has received principal and interest from the servicer, even though the borrower is delinquent. The Company considers the servicer's recovery of such advances in evaluating whether such loans should continue to accrue. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors that we consider in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if repayment of the loan is expected from the sale of collateral. Nonperforming loans are comprised of loans past due 90 days or more on nonaccrual status and other loans on nonaccrual. At December 31, 2009, our nonperforming loans totaled \$6,045, or 0.90% of total gross loans and our total nonperforming assets totaled \$12,460, or 0.93% of total assets.

Nonperforming loans consisted of the following:

	December 31, 2009	June 30, 2009
	<i>(Dollars in thousands)</i>	
Nonperforming loans:		
Nonaccrual loans:		
Loans secured by real estate:		
Single family	\$ 4,585	\$ 1,502
Home equity loans	94	9
Multifamily	297	1,171
Commercial		
Total nonaccrual loans secured by real estate	4,976	2,682
RV/Auto	1,067	158
Other	2	
Total nonperforming loans	\$ 6,045	\$ 2,840
Total nonperforming loans as a percentage of total loans	0.90%	0.45%

Table of Contents**6. STOCK-BASED COMPENSATION**

Compensation cost is recognized for stock options and restricted stock awards issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

The Company has two stock incentive plans, the 2004 Stock Incentive Plan (2004 Plan) and the 1999 Stock Option Plan (1999 Plan, and, together with the 2004 Plan, the Plans), which provide for the granting of non-qualified and incentive stock options, restricted stock and restricted stock units, stock appreciation rights and other awards to employees, directors and consultants. The Company terminated the 1999 Plan in November 2007 and no new option awards will be made under the 1999 Plan.

Agreement with Certain Directors to Exchange Fair Value of Options for Restricted Stock. On May 21, 2009, the Company approved a form of Exchange Agreement available to five directors of the Company who in 1999 were issued non-qualified stock option contracts which expired August 13, 2009. Given the short time frame to exercise the stock option contracts which entitled the five directors to a total of 179,457 shares of common stock at a price of \$4.19 per share, the non affected directors of the Company determined it was in the best interest of the Company to provide a fair value exchange option. The Exchange Agreement allows these fully vested options to be exchanged for a smaller number of fully vested restricted stock shares under the conditions set forth in the Company's 2004 Plan. The Company's 2004 Plan allows each director to receive fewer restricted stock shares (net settle) and use the surrendered shares to fund income tax liabilities. On May 28, 2009, each of the five directors, entered into the Exchange Agreement and selected a future date to cancel their 1999 fully-vested stock option contracts and receive a fully-vested restricted stock grant under the 2004 Plan based upon the fair value of the option contracts cancelled.

At year ended June 30, 2009, three of the directors had made the conversion surrendering 81,973 options and received 27,935 shares of restricted common stock for \$179 (including \$73 income tax benefit). The remaining two directors made the exchange in August 2009, surrendering 97,482 options and received 40,349 shares of restricted common stock for \$289 (including \$118 income tax benefit).

Stock Options. The Company's income before income taxes for the quarters ended December 31, 2009 and 2008 included stock option compensation expense of \$10 and \$74, with a total income tax benefit of \$4 and \$30, respectively. For the six months ended December 31, 2009 and 2008 stock option compensation expense was \$29 and \$150, with total income benefit of \$12 and \$59, respectively. At December 31, 2009, unrecognized compensation expense related to non-vested stock option grants aggregated \$22 which is expected to be recognized in future periods as follows:

	Stock Award Compensation Expense
Fiscal year remainder:	
2010	\$ 19
2011	3
2012	
2013	
Total	\$ 22

Table of Contents

A summary of stock option activity under the Plans during the period July 1, 2008 to December 31, 2009 is presented below:

		Number of Shares	Average Exercise Price Per Share
Outstanding	July 1, 2008	906,244	\$ 7.09
Converted		(81,973)	\$ 4.19
Forfeitures		(63,900)	\$ 8.06
Outstanding	June 30, 2009	760,371	\$ 7.32
Converted		(97,482)	\$ 4.19
Exercised		(63,684)	\$ 4.19
Outstanding	December 31, 2009	599,205	\$ 8.17
Options exercisable	June 30, 2009	743,213	\$ 6.96
Options exercisable	December 31, 2009	591,578	\$ 8.18

The following table summarizes information as of December 31, 2009 concerning currently outstanding and exercisable options:

Exercise Prices	Options Outstanding		Weighted- Average Remaining Contractual Life (Years)	Options Exercisable	
	Number Outstanding			Number Exercisable	Exercise Price
\$ 4.19	117,444		0.8	117,444	\$ 4.19
\$ 7.35	120,200		6.6	112,573	\$ 7.35
\$ 8.50	7,500		5.9	7,500	\$ 8.50
\$ 9.20	7,500		5.6	7,500	\$ 9.20
\$ 9.50	164,000		5.6	164,000	\$ 9.50
\$10.00	181,561		3.4	181,561	\$ 10.00
\$11.00	1,000		2.5	1,000	\$ 11.00
\$ 8.17	599,205		4.2	591,578	\$ 8.18

The aggregate intrinsic value of options outstanding and options exercisable under the Plans at December 31, 2009 were \$1,100 and \$1,080, respectively.

Restricted Stock and Restricted Stock Units. Under the Company's 2004 Plan, employees and directors are eligible to receive grants of restricted stock and restricted stock units. The Company determines stock-based compensation expense using the fair value method required by ASC Topic 718, *Share-based Payment*. In accordance with ASC Topic 718, the fair value of restricted stock and restricted stock units is equal to the closing sale price of the Company's common stock on the date of grant.

During the quarters ended December 31, 2009 and September 30, 2009 the Company's Board of Directors granted 97,324 and 36,340 restricted stock units respectively, to employees and directors. Restricted stock unit awards granted during these quarters vest over three years, one-third on each anniversary date, except the 80,000 units granted to our CEO in the quarter ended December 31, 2009, which vest one-third on each fiscal year end.

Table of Contents

The Company's income before income taxes for the quarters ended December 31, 2009 and 2008 included restricted stock compensation expense of \$218 and \$88, respectively, with a total income tax benefit of \$92 and \$36, respectively. For the six months ended December 31, 2009 and 2008 restricted stock compensation expense was \$331 and \$175, with total income benefit of \$138 and \$69, respectively. The Company recognizes compensation expense based upon the grant-date fair value divided equally across the service periods between each vesting date. At December 31, 2009, unrecognized compensation expense related to non-vested grants aggregated \$1,627 and is expected to be recognized in future periods as follows:

	Stock Award Compensation Expense
Fiscal year remainder:	
2010	\$ 436
2011	750
2012	403
2013	38
Total	\$ 1,627

The following table presents the status and changes in non-vested restricted stock and restricted stock unit grants from July 1, 2008 through December 31, 2009:

	Restricted Stock and restricted stock unit	Weighted-Average Grant-Date Fair Value
Non-vested balance at July 1, 2008	127,071	\$ 7.13
Granted	95,335	\$ 6.03
Vested	(61,502)	\$ 7.09
Forfeitures	(7,800)	\$ 6.57
Non-vested balance at June 30, 2009	153,104	\$ 6.49
Granted	133,664	\$ 8.30
Vested	(27,007)	\$ 6.52
Forfeitures		\$
Non-vested balance at December 31, 2009	259,761	\$ 7.42

2004 Employee Stock Purchase Plan. In October 2004, the Company's Board of Directors and stockholders approved the 2004 Employee Stock Purchase Plan, which is intended to qualify as an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code. An aggregate of 500,000 shares of the Company's common stock has been reserved for issuance and will be available for purchase under the 2004 Employee Stock Purchase Plan. At December 31, 2009, there have been no shares issued under the 2004 Employee Stock Purchase Plan.

7. EARNINGS PER SHARE

Effective July 1, 2009, the Company implemented new guidance impacting ASC Topic 260, Earnings Per Share, which clarifies that unvested stock-based compensation awards containing non-forfeitable rights to dividends or dividend equivalents (collectively, "dividends") are participating securities and should be included in the EPS calculation using the two-class method. The Company grants restricted stock and RSUs to certain directors and employees under its stock-based compensation programs, which entitle the recipients to receive non-forfeitable dividends during the vesting period on a basis equivalent to the dividends paid to holders of common stock. These unvested awards meet the FSP's definition of participating securities. Under the two class method, all earnings (distributed and undistributed) are allocated to each class

Table of Contents

of common stock and participating securities, based on their respective rights to receive dividends. EPS data for the prior periods were revised as required by the FSP.

The following table presents the calculation of basic and diluted EPS:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2009	2008	2009	2008
<i>(Dollars in Thousands)</i>				
Earnings Per Common Share				
Net income	\$ 5,548	\$ 2,761	\$ 9,256	\$ 944
Preferred stock dividends	(173)	(173)	(346)	(344)
Net income attributable to common shareholders	\$ 5,375	\$ 2,588	\$ 8,910	\$ 600
Average common shares issued and outstanding	8,178,931	8,182,325	8,106,669	8,241,154
Average unvested Restricted stock grant and RSU shares	243,757	150,157	195,649	142,932
Total qualifying shares	8,422,688	8,332,482	8,302,318	8,384,086
Earnings per common share	\$ 0.64	\$ 0.31	\$ 1.07	\$ 0.07
Diluted Earnings Per Common Share				
Net income attributable to common shareholders	\$ 5,375	\$ 2,588	\$ 8,910	\$ 600
Preferred stock dividends to dilutive convertible preferred	96	96	192	189
Dilutive net income attributable to common shareholders	\$ 5,471	\$ 2,684	\$ 9,102	\$ 789
Average common shares issued and outstanding	8,422,688	8,332,482	8,302,318	8,384,086
Dilutive effect of stock options	81,308	22,515	80,169	65,194
Dilutive effect of convertible preferred stock	531,690	531,690	531,690	523,293
Total dilutive common shares issued and outstanding	9,035,686	8,886,687	8,914,177	8,972,573
Diluted earnings per common share	\$ 0.61	\$ 0.30	\$ 1.02	\$ 0.09

Options and stock grants of 592,941 and 877,868 shares for the six months ended December 31, 2009 and 2008, respectively, were not included in determining diluted earnings per share, as they were anti-dilutive.

8. COMMITMENTS AND CONTINGENCIES

Credit-Related Financial Instruments. The Company is a party to credit-related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. At December 31, 2009, the Company had \$83.8 million in commitments to originate or purchase loans and investment securities and \$18.6 million in commitments to sell loans.

9. RELATED PARTY TRANSACTIONS

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In the ordinary course of business, the Company has granted related party loans collateralized by real property to principal officers, directors and their affiliates. There were five new related party loans granted during the six months ended December 31, 2009, totaling \$6,896 and no new loans granted during in the six months ended December 31, 2008.

Table of Contents

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

The following discussion provides information about the results of operations, financial condition, liquidity, off balance sheet items, contractual obligations and capital resources of BofI Holding, Inc. and subsidiary. This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of our operations. This discussion and analysis should be read in conjunction with our financial information in our Annual Report on Form 10-K and the interim unaudited condensed consolidated financial statements and notes thereto contained in this report.

Some matters discussed in this report may constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and as such, may involve risks and uncertainties. These forward-looking statements can be identified by the use of terminology such as estimate, project, anticipate, expect, intends, believe, will, or the negative thereof or other thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. These forward-looking statements relate to, among other things, expectations of the environment in which the Company operates and projections of future performance. Forward-looking statements are inherently unreliable and actual results may vary. Factors that could cause actual results to differ from these forward-looking statements include economic conditions, changes in the interest rate environment, changes in the competitive marketplace, risks associated with credit quality and other risk factors summarized in Part II, Item 1A under the heading Risk Factors in this report, and discussed in greater detail under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations Factors That May Affect Our Performance in our Annual Report on Form 10-K for the year ended June 30, 2009, which has been filed with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. All written and oral forward-looking statements made in connection with this report, which are attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing information.

General

Our company, BofI Holding, Inc., is the holding company for Bank of Internet USA, a consumer-focused, nationwide savings bank operating primarily over the Internet. We offer loans and deposits in all 50 states to our customers directly through our websites, including www.BankofInternet.com, www.BofI.com, and www.Apartmentbank.com. We are a unitary savings and loan holding company and, along with Bank of Internet USA, are subject to primary federal regulation by the Office of Thrift Supervision, or OTS.

Using online applications on our websites, our customers apply for deposit products, including time deposits, interest-bearing demand accounts (including interest-bearing checking accounts) and savings accounts (including money market savings accounts). We originate small- to medium-size multifamily and single-family mortgage loans and secured consumer loans, primarily home equity and vehicle loans. More recently, we increased our efforts to purchase single family and multifamily loans. We also purchase mortgage-backed securities. We manage our cash and cash equivalents based upon our need for liquidity, and we seek to minimize the assets we hold as cash and cash equivalents by investing our excess liquidity in higher yielding assets such as mortgage loans or mortgage-backed securities.

Critical Accounting Policies

Our consolidated financial statements and the notes thereto, have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. On an ongoing basis, we evaluate our estimates and assumptions based upon historical

Table of Contents

experience and various factors and circumstances. We believe that our estimates and assumptions are reasonable under the circumstances. However, actual results may differ significantly from these estimates and assumptions that could have a material effect on the carrying value of assets and liabilities at the balance sheet dates and our results of operations for the reporting periods.

Our significant accounting policies and practices are described in greater detail in Note 1 to our June 30, 2009 audited consolidated financial statements and under the caption Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Selected Financial Data

The following tables set forth certain selected financial data concerning the periods indicated:

BoFI HOLDING, INC. AND SUBSIDIARY**SELECTED CONSOLIDATED FINANCIAL INFORMATION**

(Dollars in thousands, except per share data)

	December 31, 2009	June 30, 2009	December 31, 2008
Selected Balance Sheet Data:			
Total assets	\$ 1,345,313	\$ 1,302,208	\$ 1,220,451
Loans net of allowance for loan losses	657,181	615,463	641,475
Loans held for sale	7,568	3,190	2,917
Allowance for loan losses	5,449	4,754	3,374
Securities trading	4,971	5,445	7,180
Securities available for sale	263,207	265,807	184,359
Securities held to maturity	345,692	350,898	320,920
Total deposits	877,828	648,524	632,493
Securities sold under agreements to repurchase	130,000	130,000	130,000
Advances from the FHLB	223,992	262,984	321,977
Federal Reserve Discount Window and other borrowings	5,155	165,155	50,155
Total Stockholders' equity	102,618	88,939	81,345

Table of Contents**BoFI HOLDING, INC. AND SUBSIDIARY****SELECTED CONSOLIDATED FINANCIAL INFORMATION**

(Dollars in thousands, except per share data)

	At or for the Three Months Ended December 31,		At or for the Six Months Ended December 31,	
	2009	2008	2009	2008
Selected Income Statement Data:				
Interest and dividend income	\$ 21,866	\$ 19,507	\$ 43,643	\$ 38,684
Interest expense	8,890	10,738	18,102	22,103
Net interest income	12,976	8,769	25,541	16,581
Provision for loan losses	1,600	1,125	3,600	1,630
Net interest income after provision for loan losses	11,376	7,644	21,941	14,951
Non-interest income (loss)	2,751	14	1,742	(7,910)
Non-interest expense	4,492	3,008	7,769	5,485
Income before income tax expense	9,635	4,650	15,914	1,556
Income tax expense	4,087	1,889	6,658	612
Net income	\$ 5,548	\$ 2,761	\$ 9,256	\$ 944
Net income attributable to common stock	\$ 5,375	\$ 2,588	\$ 8,910	\$ 600
Per Share Data:				
Net income:				
Basic	\$ 0.64	\$ 0.31	\$ 1.07	\$ 0.07
Diluted	\$ 0.61	\$ 0.30	\$ 1.02	\$ 0.09
Book value per common share	\$ 11.33	\$ 8.90	\$ 11.33	\$ 8.90
Tangible book value per common share	\$ 11.33	\$ 8.90	\$ 11.33	\$ 8.90
Weighted average number of shares outstanding:				
Basic	8,422,688	8,332,482	8,302,318	8,384,086
Diluted	9,035,686	8,886,687	8,914,177	8,972,573
Common shares outstanding at end of period	8,189,544	8,032,896	8,189,544	8,032,896
Common shares issued at end of period	8,809,466	8,637,373	8,809,466	8,637,373
Performance Ratios and Other Data:				
Loan originations for investment	\$ 26,647	\$ 15,813	\$ 35,083	\$ 27,842
Loan originations for sale	30,685	6,513	55,691	6,726
Loan purchases	54,331	34,276	55,964	49,625
Return on average assets	1.68%	0.92%	1.40%	0.18%
Return on average stockholders' equity	24.63%	14.63%	21.02%	1.58%
Interest rate spread ¹	3.84%	2.74%	3.77%	2.58%
Net interest margin ²	4.02%	2.98%	3.95%	2.83%
Efficiency ratio ³	28.56%	34.20%	28.48%	63.30%
Capital Ratios:				
Equity to assets at end of period	7.63%	6.67%	7.63%	6.67%
Tier 1 leverage (core) capital to adjusted tangible assets ⁴	7.91%	6.86%	7.91%	6.86%
Tier 1 risk-based capital ratio ⁴	16.18%	14.40%	16.18%	14.40%
Total risk-based capital ratio ⁴	17.01%	14.98%	17.01%	14.98%
Tangible capital to tangible assets ⁴	7.91%	6.86%	7.91%	6.86%
Asset Quality Ratios:				

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Net annualized charge-offs to average loans outstanding	0.90%	0.09%	0.93%	0.15%
Nonperforming loans to total loans	0.90%	0.61%	0.90%	0.61%
Nonperforming assets to total assets	0.93%	0.66%	0.93%	0.66%
Allowance for loan losses to total loans at end of period	0.81%	0.52%	0.81%	0.52%
Allowance for loan losses to nonperforming loans	90.14%	84.37%	90.14%	84.37%

- ¹ Interest rate spread represents the difference between the annualized weighted average yield on interest-earning assets and the weighted average rate paid on interest-bearing liabilities.
- ² Net interest margin represents annualized net interest income as a percentage of average interest-earning assets.
- ³ Efficiency ratio represents noninterest expense as a percentage of the aggregate of net interest income and noninterest income. For the six months ended December 31, 2008, without the loss of \$7.902 million in noninterest income due to the loss on sale of FNMA preferred stock, the efficiency ratio would have been 33.1%.
- ⁴ Reflects regulatory capital ratios of Bank of Internet USA only.

Table of Contents

RESULTS OF OPERATIONS Comparison of the Three Months and the Six months Ended December 31, 2009 and 2008

For the three months ended December 31, 2009, we had net income of \$5,548,000 compared to net income of \$2,761,000 for the three months ended December 31, 2008. Net income attributable to common stock holders was \$5,375,000 or \$0.61 per diluted share compared to net income of \$2,588,000 or \$0.30 per diluted share for the three months ended December 31, 2009 and 2008, respectively.

Other key comparisons between our operating results for the quarters ended December 31, 2009 and 2008 are:

Net interest income increased \$4,207,000 in the 2009 quarter due to a 9.7% increase in average earning assets primarily from purchases of mortgage-backed securities. In addition, our net interest margin increased 104 basis points in the quarter ended December 31, 2009 compared to December 31, 2008, as the rates paid on deposits and borrowings decreased 96 basis points.

The loan loss provision was \$1,600,000 for the December 31, 2009 quarter compared to \$1,125,000 for the quarter ended December 31, 2008. The increased loan loss provision was due primarily to the general declines in housing values and increased charge-offs on RV loans.

Non-interest income increased \$2,737,000 for the December 31, 2009 quarter compared to the quarter ended December 31, 2008. During the December 31, 2009 quarter, we sold securities for a gain of \$6,546,000, recorded other-than-temporary impairment (OTTI) expense of \$4,069,000, experienced a fair value loss to our trading securities of \$329,000 and had \$454,000 in gains on the sale of single family first mortgages.

For the six months ended December 31, 2009, we had net income of \$9,256,000 compared to net income of \$944,000 for the six months ended December 31, 2008. Net income attributable to common stock holders was \$8,910,000 or \$1.02 per diluted share compared to net income of \$600,000 or \$0.09 per diluted share for the six months ended December 31, 2009 and 2008, respectively.

For the three months ended December 31, 2009, net income included an after-tax increase of \$1,426,000 for the realized gains of \$6,546,000, net of the unrealized loss of \$4,069,000 for the impairment of certain mortgage-backed securities. Excluding the net mortgage-backed securities gain, net income would have been \$4,122,000 for the quarter ended December 31, 2009, an increase of 49.3% compared to \$2,761,000 earned for the quarter ended December 31, 2008.

Excluding the impact of a one-time loss in the six months ended December 31, 2008 for our investment in Fannie Mae preferred stock, our earnings increased \$3,602,000 or 63.7% compared to the six months ended December 31, 2008. As a result of the U.S. Government's decision to place Fannie Mae in conservatorship and to suspend dividends to shareholders, our earnings were reduced by an after tax loss of \$4,710,000 due to the sale of our investment in Fannie Mae preferred stock. On September 7, 2008, the U.S. Treasury, the Board of Governors of the Federal Reserve and the Federal Housing Finance Agency (FHFA) announced that the FHFA was putting Fannie Mae and Freddie Mac under conservatorship and giving management control to their regulator, the FHFA. The U.S. Treasury also announced that dividends on Fannie Mae and Freddie Mac common and preferred stock were eliminated. As a result of the government's decision, we sold our investment in Fannie Mae Preferred stock on September 8, 2008 at a pre-tax loss of \$7,902,000. Excluding the Fannie Mae loss, earnings for the six months ended December 31, 2008 would have been \$5,654,000.

Net Interest Income

Net interest income for the quarter ended December 31, 2009 totaled \$13.0 million, a 47.7% increase compared to net interest income of \$8.8 million for the quarter ended December 31, 2008.

Total interest and dividend income during the quarter ended December 31, 2009 increased 12.3% to \$21.9 million, compared to \$19.5 million during the quarter ended December 31, 2008. The increase in interest and dividend income for the quarter was attributable primarily to growth in average earning assets from purchases of investment securities. The

Table of Contents

average balance of investment securities (primarily mortgage-backed securities) increased 23.7% when compared for the three-month periods ended December 31, 2009 and 2008. The increase in interest income was also the result of our higher rates earned on new non-agency mortgage-backed securities purchased. The loan portfolio yield for the quarter ended December 31, 2009 decreased 7 basis points and the investment security portfolio yield increased 22 basis points. The net growth in average earning assets for the three-month period was funded largely by increased demand and savings accounts. Total interest expense decreased 16.8% to \$8.9 million for the quarter ended December 31, 2009 compared with \$10.7 million for the quarter ended December 31, 2008. The average funding rate decreased by 96 basis points while the average interest-bearing liabilities incurred a 9.8% growth in average balances. Contributing to the decrease in the average funding rate were decreases in the average rates for time deposits of 92 basis points, decreases in the average funding rates of demand and savings accounts of 179 basis points offset by an increase in the average rates of FHLB advances of 39 basis points when compared for the quarter ended December 31, 2009 and 2008. Net interest margin, defined as net interest income divided by average earning assets, increased by 104 basis points to 4.02% for the quarter ended December 31, 2009, compared with 2.98% for the quarter ended December 31, 2008.

For the six months ended December 31, 2009, net interest income was \$25.5 million, a 53.6% increase compared to net interest income of \$16.6 million for the six months ended December 31, 2008. The increase in interest and dividend income for the six months was attributable primarily to growth in average earning assets from purchases of investment securities. The average balance of investment securities (primarily mortgage-backed securities) increased 22.2% when compared for the six month periods ended December 31, 2009 and 2008. Total interest expense decreased 18.1% to \$18.1 million for the six ended December 31, 2009 compared with \$22.1 million for the six ended December 31, 2008. The average funding rate decreased by 105 basis points while the average interest-bearing liabilities incurred a 10.7% growth in average balances. Contributing to the decrease in the average funding rate were decreases in the average rates for time deposits of 85 basis points, decreases in the average funding rates of demand and savings accounts of 167 basis points offset by an increase in the average rates of FHLB advances of 44 basis points when compared for the six months ended December 31, 2009 and 2008. Net interest margin, defined as net interest income divided by average earning assets, increased by 112 basis points to 3.95% for the six months ended December 31, 2009, compared with 2.83% for the six months ended December 31, 2008.

The improvement in the net interest margin has resulted from specific actions we have taken to manage our assets and liabilities, as well as general changes in the U.S. Treasury yield curve and loan risk premiums. Our specific actions include selling our agency mortgage-backed securities and replacing them with higher yielding loans and non-agency mortgage backed securities. In addition, we have lowered our deposit offering rates in an effort to take advantage of lower borrowing rates tied to U.S. Treasury rates. Since March of 2008, the Federal Reserve has reduced the short-term Fed funds rate by 200 basis points, to a range of 0.00 to 0.25% as of December 31, 2009. The rate cuts have reduced and will likely continue to reduce our cost of funding through lower term deposit rates and will reduce our interest income on certain loans and securities, transitioning from a fixed rate to an adjustable rate.

Table of Contents**Average Balances, Net Interest Income, Yields Earned and Rates Paid**

The following table presents information regarding (i) average balances; (ii) the total amount of interest income from interest-earning assets and the weighted average yields on such assets; (iii) the total amount of interest expense on interest-bearing liabilities and the weighted average rates paid on such liabilities; (iv) net interest income; (v) interest rate spread; and (vi) net interest margin for the three months ended December 31, 2009 and 2008:

	Average Balance	For the Three Months Ended December 31,		Average Balance	2008	
		2009 Interest Income/ Expense	Rates Earned/ Paid ¹		Interest Income/ Expense	Rates Earned/ Paid ¹
<i>(Dollars in Thousands)</i>						
Assets						
Loans ^{2,3}	\$ 630,997	\$ 10,260	6.50%	\$ 636,694	\$ 10,454	6.57%
Federal funds sold	13,345	3	0.09%	4,162	7	0.67%
Interest-bearing deposits in other financial institutions	299		0.00%	9,351	10	0.43%
Investment securities ^{3,4}	626,675	11,603	7.41%	506,705	9,113	7.19%
Stock of the FHLB, at cost ⁷	18,848		0.00%	18,905	(77)	-1.63%
Total interest-earning assets	1,290,164	21,866	6.78%	1,175,817	19,507	6.64%
Non-interest earning assets	27,231			17,924		
Total assets	\$ 1,317,395			\$ 1,193,741		
Liabilities and Stockholders' Equity						
Interest-bearing demand and savings	\$ 422,696	\$ 1,685	1.59%	\$ 144,692	\$ 1,222	3.38%
Time deposits	405,279	3,713	3.66%	440,703	5,046	4.58%
Securities sold under agreements to repurchase	130,000	1,446	4.45%	130,000	1,435	4.42%
Advances from the FHLB	220,610	1,992	3.61%	363,606	2,928	3.22%
Other borrowings	31,786	54	0.68%	23,438	107	1.83%
Total interest-bearing liabilities	1,210,371	8,890	2.94%	1,102,439	10,738	3.90%
Noninterest-bearing demand deposits	4,534			4,224		
Other interest-free liabilities	5,365			6,491		
Stockholders' equity	97,125			80,587		
Total liabilities and stockholders' equity	\$ 1,317,395			\$ 1,193,741		
Net interest income		\$ 12,976			\$ 8,769	
Net interest spread ⁵			3.84%			2.74%
Net interest margin ⁶			4.02%			2.98%

¹ Annualized

² Loans include loans held for sale, loan premiums and unearned fees.

³ Interest income includes reductions for amortization of loan and investment securities premiums and earnings from accretion of discounts and loan fees. Loan fee income is not significant. The rate earned on loans does not include loan prepayment penalty income, which is classified as non-interest income.

⁴ All investments are taxable.

⁵ Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate paid on interest-bearing liabilities.

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- ⁶ Net interest margin represents net interest income annualized as a percentage of average interest-earning assets.
- ⁷ The FHLBSF did not declare dividends for the quarters ended December 31, 2009 and 2008. A portion of the estimated dividend was accrued in the quarter ended September 30, 2008, which was subsequently reversed in the quarter ended December 31, 2008.

Table of Contents**Average Balances, Net Interest Income, Yields Earned and Rates Paid**

The following table presents information regarding (i) average balances; (ii) the total amount of interest income from interest-earning assets and the weighted average yields on such assets; (iii) the total amount of interest expense on interest-bearing liabilities and the weighted average rates paid on such liabilities; (iv) net interest income; (v) interest rate spread; and (vi) net interest margin for the six months ended December 31, 2009 and 2008:

	For the Six Months Ended December 31,					
	Average Balance	2009 Interest Income/Expense	Rates Earned/Paid ¹	Average Balance	2008 Interest Income/Expense	Rates Earned/Paid ¹
<i>(Dollars in Thousands)</i>						
Assets						
Loans ^{2,3}	\$ 621,976	\$ 20,610	6.63%	\$ 631,254	\$ 20,234	6.41%
Federal funds sold	26,169	19	0.15%	3,294	19	1.15%
Interest-bearing deposits in other financial institutions	291		0.00%	5,231	22	0.84%
Investment securities ^{3,4}	624,950	22,975	7.35%	511,236	18,215	7.13%
Stock of the FHLB, at cost	18,848	39	0.41%	19,220	194	2.02%
Total interest-earning assets	1,292,234	43,643	6.75%	1,170,235	38,684	6.61%
Non-interest earning assets	27,472			17,859		
Total assets	\$ 1,319,706			\$ 1,188,094		
Liabilities and Stockholders' Equity						
Interest-bearing demand and savings	\$ 391,773	\$ 3,237	1.65%	\$ 139,055	\$ 2,309	3.32%
Time deposits	391,689	7,592	3.88%	434,953	10,286	4.73%
Securities sold under agreements to repurchase	130,000	2,882	4.43%	130,000	2,851	4.39%
Advances from the FHLB	218,146	4,216	3.87%	378,267	6,482	3.43%
Other borrowings	82,492	175	0.42%	14,297	175	2.45%
Total interest-bearing liabilities	1,214,100	18,102	2.98%	1,096,572	22,103	4.03%
Noninterest-bearing demand deposits	4,547			4,114		
Other interest-free liabilities	6,487			6,720		
Stockholders' equity	94,572			80,688		
Total liabilities and stockholders' equity	\$ 1,319,706			\$ 1,188,094		
Net interest income		\$ 25,541			\$ 16,581	
Net interest spread ⁵			3.77%			2.58%
Net interest margin ⁶			3.95%			2.83%

¹ Annualized

² Loans include loans held for sale, loan premiums and unearned fees.

³ Interest income includes reductions for amortization of loan and investment securities premiums and earnings from accretion of discounts and loan fees. Loan fee income is not significant. The rate earned on loans does not include loan prepayment penalty income, which is classified as non-interest income.

⁴ All investments are taxable.

⁵ Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate paid on interest-bearing liabilities.

⁶ Net interest margin represents net interest income annualized as a percentage of average interest-earning assets.

Table of Contents**Analysis of Changes in Net Interest Income**

Changes in net interest income are a function of changes in rates and volumes of both interest-earning assets and interest-bearing liabilities. The following table presents information regarding changes in interest income and interest expense for the periods indicated. The total change for each category of interest-earning asset and interest-bearing liability is segmented into the change attributable to changes in volume (changes in volume multiplied by prior rate), the change attributable to variations in interest rates (changes in rates multiplied by old volume) and the change attributable to changes in rate/volume (change in rate multiplied by the change in volume):

	For the Three Months Ended December 31, 2009 vs 2008				For the Six Months Ended December 31, 2009 vs 2008			
	Increase (decrease) due to			Total net	Increase (decrease) due to			Total net
	Volume	Rate	Rate /Vol		Volume	Rate	Rate /Vol	
<i>(Dollars in thousands)</i>								
Increase / (decrease) in interest income:								
Loans	\$ (94)	\$ (101)	\$ 1	\$ (194)	\$ (297)	\$ 683	\$ (10)	\$ 376
Federal funds sold	15	(6)	(13)	(4)	132	(17)	(115)	
Interest-bearing deposits in other financial institutions	(10)	(10)	10	(10)	(21)	(22)	21	(22)
Mortgage-backed securities	2,157	269	64	2,490	4,052	580	128	4,760
Stock of the Federal Home Loan Bank		77		77	(4)	(154)	3	(155)
	\$ 2,068	\$ 229	\$ 62	\$ 2,359	\$ 3,862	\$ 1,070	\$ 27	\$ 4,959
Increase / (decrease) in interest expense:								
Interest-bearing demand and savings	\$ 2,348	\$ (645)	\$ (1,240)	\$ 463	\$ 4,196	\$ (1,160)	\$ (2,108)	\$ 928
Time deposits	(406)	(1,008)	81	(1,333)	(1,023)	(1,855)	184	(2,694)
Securities sold under agreements to repurchase		11		11		31		31
Advances from the Federal Home Loan Bank	(1,151)	355	(140)	(936)	(2,744)	829	(351)	(2,266)
Other borrowings	38	(67)	(24)	(53)	835	(145)	(690)	
	\$ 829	\$ (1,354)	\$ (1,323)	\$ (1,848)	\$ 1,264	\$ (2,300)	\$ (2,965)	\$ (4,001)

Provision for Loan Losses

The loan loss provision was \$1,600,000 for the quarter ended December 31, 2009, compared to \$1,125,000 for the quarter ended December 31, 2008. For the six months ended December 31, 2009, loan loss provisions totaled \$3,600,000 compared to \$1,630,000 for the six months ended December 31, 2008. The increased provision for the quarter ended December 31, 2009 was the result of the nationwide decline in housing values and higher unemployment which has negatively impacted consumer credit, continued changes in portfolio mix and higher estimated losses from our recreational vehicle portfolio and real estate loan portfolios. Provisions for loan losses are charged to income to bring the allowance for loan losses to a level deemed appropriate by management based on the factors discussed under the Allowance for Loan Losses section of this report.

Table of Contents**Non-interest Income**

The following table sets forth information regarding our non-interest income for the periods shown:

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2009	2008	2009	2008
	<i>(Dollars in thousands)</i>			
Realized gain (loss) on securities:				
Sale of FNMA preferred stock	\$	\$	\$	\$ (7,902)
Sale of mortgage-backed securities	6,546		6,546	6
Total realized gain (loss) on securities	6,546		6,546	(7,896)
Unrealized gain (loss) on securities:				
Total impairment losses	(6,044)		(6,785)	
Loss recognized in other comprehensive earnings	1,975		1,347	
Net impairment loss recognized in earnings	(4,069)		(5,438)	
Fair value loss on trading securities	(329)	(168)	(471)	(345)
Total unrealized loss on securities	(4,398)	(168)	(5,909)	(345)
Prepayment penalty fee income	1	3	48	45
Mortgage banking income	454	54	786	55
Banking service fees and other income	148	125	271	231
Total non-interest income (loss)	\$ 2,751	\$ 14	\$ 1,742	\$ (7,910)

The \$2.8 million income in non-interest income for the three months ended December 31, 2009 was the result of gain on sale of securities of \$6.5 million, a gain of \$603,000 in first mortgages originated for sale and other fees, partially offset by an OTTI loss of \$4.1 million and a fair value loss on CDOs of \$329,000. The income for the three months ended December 31, 2008 was primarily the result of a gain of \$182,000 in first mortgages originated for sale and other fees, partially offset by a fair value loss on CDOs of \$168,000. For the six months ended December 31, 2009 non-interest income was \$1.7 million, the result of gain on sale of securities of \$6.5 million, a gain of \$1.1 million in first mortgages originated for sale and other fees, partially offset by an OTTI loss of \$5.4 million and a fair value loss on CDOs of \$471,000. The loss of \$7.9 million for the six months ended December 31, 2008 was primarily the result of selling \$9.1 million in FNMA preferred stock resulting in a loss of \$7.9 million and recording a fair value adjustment to our trading securities for a loss of \$345,000, partially offset by a gain of \$331,000 in first mortgages originated for sale and other fees.

Table of Contents**Non-interest Expense**

The following table sets forth information regarding our non-interest expense for the periods shown:

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2009	2008	2009	2008
	<i>(Dollars in thousands)</i>			
Salaries, employee benefits and stock-based compensation	\$ 1,778	\$ 1,310	\$ 3,186	\$ 2,574
Professional services	554	504	838	699
Occupancy and equipment	100	119	204	217
Data processing and internet	241	179	441	367
Advertising and promotional	92	159	176	252
Depreciation and amortization	56	42	110	82
Real estate owned and repossessed vehicles	782	78	1,084	198
FDIC and OTS regulatory fees	392	172	787	337
Other general and administrative	497	445	943	759
 Total noninterest expenses	 \$ 4,492	 \$ 3,008	 \$ 7,769	 \$ 5,485
 Efficiency Ratio ¹	 28.56%	 34.20%	 28.48%	 63.30%
Non-interest expense as annualized % of average assets	1.36%	1.01%	1.18%	0.92%

¹ Efficiency ratio represents noninterest expense as a percentage of the aggregate of net interest income and noninterest income. For the six months ended December 31, 2008, without the loss of \$7.902 million in noninterest income due to the loss on sale of FNMA preferred stock, the efficiency ratio would have been 33.1%.

Non-interest expense, which is comprised primarily of compensation, data processing and internet expenses, occupancy and other operating expenses, was \$4.5 million and \$7.8 million for the three months and six months ended December 31, 2009, up from \$3.0 million and \$5.5 million for the three months and six months ended December 31, 2008.

Total salaries, benefits and stock-based compensation increased \$468,000 to \$1,778,000 for the quarter ended December 31, 2009 compared to \$1,310,000 for the quarter ended December 31, 2008. For the six-months ended December 31, 2009 compensation increased \$612,000 to \$3,186,000 compared to the six months ended December 31, 2008. Total compensation increased primarily related to staffing changes in the lending business and a 3.6% average increase to salaries and wages. The Bank's staff increased from 51 to 64 full-time equivalents between December 31, 2008 and 2009.

Professional services, which include accounting and legal fees, increased \$50,000 for the quarter and \$139,000 for the six-months ended December 31, 2009, compared to the same periods ended December 31, 2008. The increase in professional services for the three and six month periods ended December 31, 2009 was primarily due to contract underwriters used in connection with loan pool purchases, set-up of first mortgage and multifamily loan products and legal and ratings fees due to the re-securitization of our non-agency mortgage backed securities.

Advertising and promotional expense decreased \$67,000 and \$76,000 for the three-month and six-month periods ending December 31, 2009, respectively, compared to the three months ended December 31, 2008. The decrease was primarily due a decrease in lead acquisitions for our home equity loan origination program.

Data processing and internet expense increased \$62,000 for the three-month period and \$74,000 for the six-month period ending December 31, 2009 compared to the same periods ended December 31, 2008. The increase was primarily due to an increase in the number of customer accounts and fees for special enhancements to the Bank's core processing system.

Table of Contents

The costs and losses associated with the upkeep and disposal of the real estate owned property and repossessed RV s increased \$704,000 for the three-month period ending December 31, 2009 compared to the three months ended December 31, 2008. For the six-months ended December 31, 2009 these costs increased \$886,000 compared to the six-months ended December 31, 2008. This increase in the three and six months was due to increased volume in REO s.

The cost of our FDIC and OTS standard regulatory charges increased \$220,000 for the three-month period and \$184,000 for the six-months ending December 31, 2009 compared to the three and six months ended December 31, 2008. This was due to higher average deposit and borrowing balances and higher assessment rates for the period ended December 31, 2009. As an FDIC-insured institution, the Bank is required to pay deposit insurance premiums to the FDIC.

Other general and administrative expense increased \$52,000 during the quarter and \$184,000 for the six-months ended December 31, 2009 compared to the same periods in 2008, primarily due to an increase in deposit related expenses.

Provision for Income Taxes

Our effective income tax rates (income tax provision divided by net income before income tax) for the three months ended December 31, 2009 and 2008 were 42.42% and 40.62 %, respectively. Our effective income tax rates for the six months ended December 31, 2009 and 2008 were 41.84% and 39.33 %, respectively.

Table of Contents**FINANCIAL CONDITION****Balance Sheet Analysis**

Our total assets increased \$43.1 million, or 3.3%, to \$1,345.3 million, as of December 31, 2009, up from \$1,302.2 million at June 30, 2009. The increase in total assets was primarily due to an increase of \$41.7 million in loans held for investment offset by a decrease of \$8.3 million in investment securities. Total liabilities increased a total of \$29.4 million, primarily due to an increase in deposits of \$229.3 million offset with a decrease in borrowings of \$160.0 million from the Federal Reserve Discount Window and a decrease of \$39.0 million in borrowing from the Federal Home Loan Bank of San Francisco.

Loans

Net loans held for investment increased to \$657.2 million at December 31, 2009 from \$615.5 million at June 30, 2009. The increase in the loan portfolio was due to loan originations and purchases of \$92.6 million, offset by loan repayments of \$44.1 million, transfers to foreclosed real estate of \$4.0 million amortization of \$2.3 million and a net increase in the allowance of \$695,000 during the six months ended December 31, 2009.

The following table sets forth the composition of the loan portfolio as of the dates indicated:

	December 31, 2009		June 30, 2009	
	Amount	Percent	Amount	Percent
<i>(Dollars in thousands)</i>				
Residential real estate loans:				
Single family (one to four units)	\$ 158,094	23.6%	\$ 165,405	26.3%
Home equity	26,306	3.9%	32,345	5.1%
Multifamily (five units or more)	362,267	54.1%	326,938	52.0%
Commercial real estate and land loans	31,742	4.7%	30,002	4.8%
Consumer Recreational vehicle	43,730	6.5%	50,056	8.0%
Other	48,069	7.2%	23,872	3.8%
Total loans held for investment	\$ 670,208	100.0%	\$ 628,618	100.0%
Allowance for loan losses	(5,449)		(4,754)	
Unamortized premiums/discounts, net of deferred loan fees	(7,578)		(8,401)	
Net loans held for investment	\$ 657,181		\$ 615,463	

The Bank originates and purchases mortgage loans with terms that may include repayments that are less than the repayments for fully amortizing loans, including interest only loans, option adjustable-rate mortgages, and other loan types that permit payments that may be smaller than interest accruals. Through December 31, 2009, the net amount of deferred interest on these loan types was not material to the financial position or operating results of the Company.

Asset Quality and Allowance for Loan Loss*Nonperforming Assets*

Nonperforming loans are comprised of loans past due 90 days or more on nonaccrual status and other loans on nonaccrual. Nonperforming assets include nonperforming loans plus other foreclosed real estate and repossessed assets. At December 31, 2009, our nonperforming loans totaled \$6,045,000, or 0.90% of total gross loans and our total nonperforming assets totaled \$12,460,000, or 0.93% of total assets.

Table of Contents

Nonperforming loans and foreclosed assets or nonperforming assets consisted of the following as of the dates indicated:

	December 31, 2009	June 30, 2009
	<i>(Dollars in thousands)</i>	
Nonperforming assets:		
Nonaccrual loans:		
Loans secured by real estate:		
Single family	\$ 4,585	\$ 1,502
Home equity loans	94	9
Multifamily	297	1,171
Commercial		
Total nonaccrual loans secured by real estate	4,976	2,682
RV/Auto	1,067	158
Other	2	
Total nonperforming loans	6,045	2,840
Foreclosed real estate	5,697	5,334
Repossessed vehicles	718	317
Total nonperforming assets	\$ 12,460	\$ 8,491
Total nonperforming loans as a percentage of total loans	0.90%	0.45%
Total nonperforming assets as a percentage of total assets	0.93%	0.65%

Total nonperforming assets increased a net \$3,969,000 between June 30, 2009 and December 31, 2009. The increase was due to additional nonperforming and foreclosed single family loans totaling \$3,673,000, an increase in nonperforming home equity loans of \$85,000, offset by a decrease in nonperforming and foreclosed multifamily loans of \$788,000, and an additional charge offs to foreclosed commercial loans of \$313,000. Nonperforming and repossessed RV loans increased from \$475,000 at June 30, 2009 to \$1,785,000 at December 31, 2009. The increased level of nonperforming real estate loans reflects the nationwide downturn in real estate values. The increased level of nonperforming RV loans reflects the current nationwide recession. If real estate values continue to decline and consumer job losses continue to increase, we are likely to experience continued growth of our nonperforming assets.

An analysis of impaired loans is as follows:

	December 31, 2009	June 30, 2009
	<i>(Dollars in Thousands)</i>	
Nonperforming loans	\$ 6,045	\$ 2,840
Troubled debt restructuring	917	
Other impaired loans		
Total impaired loans	\$ 6,962	\$ 2,840

At December 31, 2009, the carrying value of impaired loans is net of write-offs of \$1,117,000 and there are no specific allowance allocations. The average carrying value of impaired loans was \$5,781,000 and \$3,303,000 for the quarters ended December 31, 2009 and 2008, respectively. The interest income recognized during the periods of impairment is insignificant for those loans impaired at December 31, 2009 or 2008. Loans past due 90 days or more which were still accruing interest were \$3,310,000 at December 31, 2009 and \$4,715,000 at June 30, 2009. Loans past due 90 days and still accruing interest are certain single family mortgages from which we both received advanced payments from the loan servicing company and we determined that such loans are not impaired based upon a current fair value analysis of the collateral.

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The Bank has other loans which have been modified but are not considered a troubled debt restructuring. A troubled debt restructuring is a concession made to a borrower experiencing financial difficulties, typically permanent modifications of principal and interest payments or an extension of maturity dates. The Bank has made temporary modifications to a borrower's loan terms, such as a temporary reduction in a borrower's interest rate to match lower market interest rates or

Table of Contents

The following table reflects management's allocation of the allowance for loan losses by loan category and the ratio of each loan category to total loans as of the dates indicated:

	December 31, 2009		June 30, 2009	
	Amount of Allowance	Allocation as a % of Allowance	Amount of Allowance	Allocation as a % of Allowance
	<i>(Dollars in thousands)</i>			
Single family	\$ 1,163	21.34%	\$ 1,113	23.41%
Home equity	222	4.07%	280	5.89%
Multifamily	1,744	32.01%	1,680	35.34%
Commercial real estate and land	192	3.52%	179	3.76%
Consumer - Recreational vehicles	2,094	38.44%	1,475	31.03%
Other	34	0.62%	27	0.57%
Total	\$ 5,449	100.00%	\$ 4,754	100.00%

The loan loss provision was \$1,600,000 and \$1,125,000 for the quarter ended December 31, 2009 and 2008, respectively. The increased provision for the quarter ended December 31, 2009 was the result of the nationwide decline in housing values and higher unemployment which has negatively impacted consumer credit, continued changes in portfolio mix and higher estimated losses from our recreational vehicle portfolio and real estate loan portfolios.

Investment Securities

Total investment securities were \$613.9 million as of December 31, 2009, compared with \$622.2 million at June 30, 2009. During the six months ended December 31, 2009, we purchased \$23.7 million of mortgage-backed securities and \$44.9 million in FHLMC Discount notes available for sale, had sales / matured bonds of \$50.7 million, and received principal repayments of approximately \$29.1 million. We also purchased \$25.0 million of mortgage-backed securities and \$20.8 million in FNMA bonds held to maturity, and received principal repayments of approximately \$56.9 million and the balance of the change is equal to accretion and other activities. We currently classify agency mortgage-backed and debt securities as held to maturity or available for sale at the time of purchase based upon small issue size and based on issue features, such as callable terms.

Deposits

Deposits increased a net \$229.3 million, or 35.4%, to \$877.8 million at December 31, 2009, from \$648.5 million at June 30, 2009. Our deposit gain composition was an 81.6% increase in interest bearing demand and savings accounts along with a 5.5% increase in time deposit accounts. Our increase in deposit accounts was the result of increased promotion and competitive pricing during the first six months ended December 31, 2009.

Table of Contents

The following table sets forth the composition of the deposit portfolio as of the dates indicated:

	December 31, 2009		June 30, 2009	
	Amount	Rate*	Amount	Rate*
	<i>(Dollars in thousands)</i>			
Non-interest bearing:	\$ 5,447	0.00%	\$ 3,509	0.00%
Interest bearing:				
Demand	60,715	1.04%	59,151	1.22%
Savings	396,785	1.63%	192,781	1.94%
Time deposits:				
Under \$100,000	186,941	3.74%	191,021	4.39%
\$100,000 or more	227,940	3.26%	202,062	3.85%
Total time deposits	414,881	3.48%	393,083	4.11%
Total interest bearing	872,381	2.47%	645,015	3.20%
Total deposits	\$ 877,828	2.45%	\$ 648,524	3.18%

* Based on weighted-average stated interest rates at end of period.

The following table sets forth the number of deposit accounts by type as of the date indicated:

	December 31, 2009	June 30, 2009	December 31, 2008
Checking and savings accounts	16,975	10,685	9,690
Time deposits	10,038	12,757	13,090
Total number of deposits accounts	27,013	23,442	22,780

Securities Sold Under Agreements to Repurchase

Since November 2006, we have sold securities under various agreements to repurchase for total proceeds of \$130.0 million. The repurchase agreements bear interest rates between 3.24% and 4.75% and scheduled maturities between January 2012 and December 2017. Under these agreements, we may be required to repay the \$130.0 million and repurchase our securities before the scheduled maturity if the issuer requests repayment on scheduled quarterly call dates. The weighted-average remaining contractual maturity period is 4.85 years and the weighted average remaining period before such repurchase agreements could be called is 0.51 years.

Federal Home Loan Bank Advances

We regularly use advances from the FHLB to manage our interest rate risk and, to a lesser extent, manage our liquidity position. Generally, FHLB advances with terms between three and ten years have been used to fund the purchase of single family and multifamily mortgages and to provide us with interest rate risk protection should rates rise. At December 31, 2009, a total of \$52.0 million of FHLB advances include agreements that allow the FHLB, at its option, to put the advances back to us after specified dates. The weighted-average remaining contractual maturity period of the \$52.0 million in advances is 2.70 years and the weighted average remaining period before such advances could be put to us is 0.60 years.

Stockholders Equity

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Stockholders' equity increased \$13.7 million to \$102.6 million at December 31, 2009 compared to \$88.9 million at June 30, 2009. The increase was the result of our net income for the six months ended December 31, 2009 of \$9.3 million, a

Table of Contents

\$4.0 million unrealized gain from our available for sale securities and \$0.8 million from the conversion and exercise of stock options.

Liquidity

During the six months ended December 31, 2009, we had net cash outflows from operating activities of \$13.2 million compared to inflows of \$8.8 million for the six months ended December 31, 2008. Net operating cash outflows for the period ended in 2009 were primarily due to the add-back of non-cash adjustments of loan accretion.

Net cash outflows from investing activities totaled \$16.0 million for the six months ended December 31, 2009 while outflows totaled \$22.2 million for the same period in 2008. This was primarily due to increased securities purchased offset by decreased loan pool purchases in the period versus the same period in the prior year.

Our net cash provided by financing activities totaled \$30.5 million for the six months ended December 31, 2009 while cash used in financing activities totaled \$29.6 million for the six months ended December 31, 2008. Net cash provided by financing activities increased primarily from the increase in deposits offset by the repayment of borrowings for the six months ended December 31, 2009 compared to December 31, 2008. During the six months ended December 31, 2009, the Bank could borrow up to 40.0% of its total assets from the FHLB. Borrowings are collateralized by the pledge of certain mortgage loans and investment securities to the FHLB. At December 31, 2009, the Company had \$84.4 million available immediately and an additional \$224.7 million available with additional collateral. At December 31, 2009, we also had a \$10.0 million unsecured federal funds purchase line with a bank under which no borrowings were outstanding.

The Bank has the ability to borrow short-term from the Federal Reserve Bank Discount Window. At December 31, 2009 the Bank did not have any borrowings outstanding and the amount available from this source was \$235.4 million. These borrowings are collateralized by consumer loans, and mortgage-backed securities.

In an effort to expand our Bank's liquidity options, we have issued brokered deposits, with \$51.0 million outstanding at December 31, 2009. We believe our liquidity sources to be stable and adequate for our anticipated needs and contingencies. We believe we have the ability to increase our level of deposits and borrowings to address our liquidity needs for the foreseeable future.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

At December 31, 2009, we had commitments to originate or purchase loans and investment securities of \$83.8 million, and \$18.6 million in commitments to sell loans. Time deposits due within one year of December 31, 2009 totaled \$265.6 million. We believe the large percentage of time deposits that mature within one year reflects customers' hesitancy to invest their funds long term. If these maturing deposits do not remain with us, we may be required to seek other sources of funds, including other time deposits and borrowings. Depending on market conditions, we may be required to pay higher rates on deposits and borrowings than we currently pay on time deposits maturing within one year. We believe, however, based on past experience, a significant portion of our time deposits will remain with us. We believe we have the ability to attract and retain deposits by adjusting interest rates offered.

Table of Contents

The following table presents certain of our contractual obligations as of December 31, 2009:

	Total	Less Than One Year	Payments Due by Period ¹		
			One To Three Years	Three To Five Years	More Than Five Years
Long-term debt obligations ²	\$ 851,510	\$ 367,987	\$ 237,667	\$ 145,022	\$ 100,834
Operating lease obligations ³	987	339	648		
Total	\$ 852,497	\$ 368,326	\$ 238,315	\$ 145,022	\$ 100,834

¹ Our contractual obligations include long-term debt, time deposits and operating leases as shown. We had no capitalized leases or material commitments for capital expenditures at December 31, 2009

² Amounts include principal and interest due to recipient.

³ Payments are for a lease of real property.

CAPITAL RESOURCES AND REQUIREMENTS

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

Quantitative measures established by regulation require our Bank to maintain certain minimum capital amounts and ratios. Regulations of the Office of Thrift Supervision requires our Bank to maintain minimum ratios of tangible capital to tangible assets of 1.5%, core capital to tangible assets of 4.0% and total risk-based capital to risk-weighted assets of 8.0%. At December 31, 2009, our Bank met all the capital adequacy requirements to which it was subject. At December 31, 2009, our Bank was well capitalized under the regulatory framework for prompt corrective action. To be well capitalized, our Bank must maintain minimum leverage, tier 1 risk-based and total risk-based capital ratios of at least 5.0%, 6.0% and 10.0%, respectively. No conditions or events have occurred since that date that management believes would materially adversely change the Bank's capital classification. From time to time, we may need to raise additional capital to support our Bank's further growth and to maintain its well capitalized status.

The Bank's capital amounts, capital ratios and capital requirements at December 31, 2009 were as follows:

	Actual		For Capital Adequacy Purposes		To be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage (core) capital to adjusted tangible assets	\$ 105,717	7.91%	\$ 53,482	4.00%	\$ 66,852	5.00%
Tier 1 capital (to risk-weighted assets)	\$ 105,717	16.18%	N/A	N/A	\$ 39,205	6.00%
Total capital (to risk-weighted assets)	\$ 111,166	17.01%	\$ 52,273	8.00%	\$ 65,342	10.00%
Tangible capital (to tangible assets)	\$ 105,717	7.91%	\$ 20,056	1.50%	N/A	N/A

Table of Contents**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We measure interest rate sensitivity as the difference between amounts of interest-earning assets and interest-bearing liabilities that mature or contractually re-price within a given period of time. The difference, or the interest rate sensitivity gap, provides an indication of the extent to which an institution's interest rate spread will be affected by changes in interest rates. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities and negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. In a rising interest rate environment, an institution with a positive gap would be in a better position than an institution with a negative gap to invest in higher yielding assets or to have its asset yields adjusted upward, which would result in the yield on its assets to increase at a faster pace than the cost of its interest-bearing liabilities. During a period of falling interest rates, however, an institution with a positive gap would tend to have its assets reprice at a faster rate than one with a negative gap, which would tend to reduce the growth in its net interest income. The following table sets forth the interest rate sensitivity of our assets and liabilities at December 31, 2009:

	Term to Repricing, Repayment, or Maturity at December 31, 2009			
	Over One Year or Less	Over One Year Through Five Years	Over Five Years	Total
<i>(Dollars in thousands)</i>				
Interest-earning assets:				
Cash and cash equivalents	\$ 9,606	\$	\$	\$ 9,606
Securities ¹	477,495	34,380	101,995	613,870
Stock of the FHLB, at cost	18,848			18,848
Loans net of allowance for loan loss ²	256,391	157,136	243,654	657,181
Loans held for sale	7,568			7,568
Total interest-earning assets	769,908	191,516	345,649	1,307,073
Non-interest earning assets				38,240
Total assets	\$ 769,908	\$ 191,516	\$ 345,649	\$ 1,345,313
Interest-bearing liabilities:				
Interest-bearing deposits ³	\$ 723,103	\$ 131,861	\$ 17,417	\$ 872,381
Securities sold under agreements to repurchase		95,000	35,000	130,000
Advances from the FHLB ⁴	79,000	115,000	29,992	223,992
Other borrowed funds	5,155			5,155
Total interest-bearing liabilities	807,258	341,861	82,409	1,231,528
Other noninterest-bearing liabilities				11,167
Stockholders' equity				102,618
Total liabilities and equity	\$ 807,258	\$ 341,861	\$ 82,409	\$ 1,345,313
Net interest rate sensitivity gap	\$ (37,350)	\$ (150,345)	\$ 263,240	\$ 75,545
Cumulative gap	\$ (37,350)	\$ (187,695)	\$ 75,545	\$ 75,545
Net interest rate sensitivity gap as a % of interest earning assets	-4.85%	-78.50%	76.16%	5.78%
Cumulative gap as % of cumulative interest earning assets	-4.85%	-19.52%	5.78%	5.78%

¹ Comprised of U.S. government securities and mortgage-backed securities, which are classified as held to maturity available for sale and trading. The table reflects contractual re-pricing dates.

² The table reflects either contractual re-pricing dates or maturities.

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³ The table assumes that the principal balances for demand deposit and savings accounts will re-price in the first year.

⁴ The table reflects either contractual re-pricing dates or maturities and does not estimate prepayments or puts.

Although gap analysis is a useful measurement device available to management in determining the existence of interest rate exposure, its static focus as of a particular date makes it necessary to utilize other techniques in measuring exposure to changes in interest rates. For example, gap analysis is limited in its ability to predict trends in future earnings

Table of Contents

and makes no assumptions about changes in prepayment tendencies, deposit or loan maturity preferences or repricing time lags that may occur in response to a change in the interest rate environment.

We attempt to measure the effect market interest rate changes will have on the net present value of assets and liabilities, which is defined as market value of equity. We analyze the market value of equity sensitivity to an immediate parallel and sustained shift in interest rates derived from the current treasury and LIBOR yield curves. For rising interest rate scenarios, the base market interest rate forecast was increased by 100, 200 and 300 basis points. For the falling interest rate scenarios, we used a 100 basis points decrease due to limitations inherent in the current rate environment. The following table indicates the sensitivity of market value of equity to the interest rate movement described above at December 31, 2009:

	Net Present Value <i>(Dollars in thousands)</i>	Percentage Change from Base	Net Present Value as a Percentage of Assets
Up 300 basis points	\$ 111,062	-1.80%	8.42%
Up 200 basis points	113,274	0.20%	8.47%
Up 100 basis points	113,307	0.20%	8.35%
Base	113,075		8.22%
Down 100 basis points	108,429	-4.10%	7.78%

The computation of the prospective effects of hypothetical interest rate changes is based on numerous assumptions, including relative levels of interest rates, asset prepayments, runoffs in deposits and changes in repricing levels of deposits to general market rates, and should not be relied upon as indicative of actual results. Furthermore, these computations do not take into account any actions that we may undertake in response to future changes in interest rates.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

For quantitative and qualitative disclosures regarding market risks in our portfolio, see, Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk.

ITEM 4: CONTROLS AND PROCEDURES

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures, pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, our Chief Executive Officer along with our Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were 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 by the Securities and Exchange Commission's rules and forms.

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation referred to above that occurred during the quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

The Company's size dictates that it conducts business with a minimal number of financial and administrative employees, which inherently results in a lack of documented controls and segregation of duties within the Company. Management will continue to evaluate the employees involved and the controls procedures in place, the risks associated with such lack of segregation and whether the potential benefits of adding employees to clearly segregate duties justifies the expense associated with such added personnel. In addition, management is aware that many of the internal controls that are in place at the Company are undocumented controls.

Table of Contents

The Company believes that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control are met and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Table of Contents

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not involved in any material legal proceedings. From time to time we may be a party to a claim or litigation that arises in the ordinary course of business, such as claims to enforce liens, claims involving the origination and servicing of loans, and other issues related to the business of the Bank.

ITEM 1A. RISK FACTORS

We face a variety of risks that are inherent in our business and our industry. These risks are described in more detail under **Risk Factors** in Item 1A of our Form 10-K for the year ended June 30, 2009. We encourage you to read these risk factors in their entirety. Moreover, other factors may also exist that we cannot anticipate or that we currently do not consider being significant based on information that is currently available.

The following describes additional significant risk factors that could affect our business and our results of operations:

Recent negative developments in the financial institutions industry and credit markets, as well as the economy in general, may continue to adversely affect our financial condition and results of operations.

The recent negative events in the housing market, including significant and continuing home price reductions coupled with the upward trends in delinquencies and foreclosures, have resulted and will likely continue to result in poor performance of mortgage and construction loans and in significant asset write-downs by many financial institutions. This has caused and will likely continue to cause many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to seek government assistance or bankruptcy protection. Bank failures and liquidations or sales by the FDIC as receiver have also increased.

Reduced availability of commercial credit and increasing unemployment have further contributed to deteriorating credit performance of commercial and consumer loans, resulting in additional write-downs. Financial market and economic instability has caused many lenders and institutional investors to severely restrict their lending to customers and to each other. This market turmoil and credit tightening has exacerbated commercial and consumer deficiencies, the lack of consumer confidence, market volatility and widespread reduction in general business activity. Financial institutions also have experienced decreased access to deposits and borrowings. As of December 31, 2009, we had \$207.2 million of time deposits maturing within one year, which is a significant portion of our total time deposits and reflects our customers' hesitancy to invest their funds long term. If these maturing deposits do not remain with us upon maturity, we may be required to seek other sources of funds.

These negative economic trends and developments are being experienced on national and international levels, as well as within the state of California where the Company's business is concentrated. It is difficult to predict how long these economic conditions will exist, which of our markets and loan products will ultimately be most affected, and whether our actions will effectively mitigate these external factors. The current economic pressure on consumers and businesses and the lack of confidence in the financial markets has adversely affected and may continue to adversely affect our business, financial condition, results of operations and stock price. For example, we have recently experienced an increase in our nonperforming assets and if real estate values continue to decline and consumer job losses continue to increase, we are likely to experience continued growth in nonperforming assets.

We do not believe these conditions are likely to improve in the near future. As a result of the challenges presented by these general economic and industry conditions, we face the following risks among others:

The number of our borrowers unable to make timely repayments of their loans, the potential increase in the volume of problem assets and foreclosures and/or decreases in the value of real estate collateral securing the payment of such loans and/or decreases in the demand for our products and services could continue to rise, resulting in additional credit losses, which could have a material adverse effect on our operating results.

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Potentially increased regulation of our industry, including heightened legal standards and regulatory requirements, as well as expectations imposed in connection with recent and proposed legislation. Compliance with such additional regulation will likely increase our operating costs and may limit our ability to pursue business opportunities.

The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.

Further disruptions in the capital markets or other events, which may result in an inability to borrow on favorable terms or at all from other financial institutions.

Table of Contents

Recent legislative and regulatory initiatives to address difficult market and economic conditions may not stabilize the U.S. banking system.

We are subject to changing government laws and regulations, which could adversely affect our operations.

The U.S. government's monetary policies or changes in those policies could have a major effect on our operating results, and we cannot predict what those policies will be or any changes in such policies or the effect of such policies on us.

Current levels of market volatility are unprecedented.

The actions and commercial soundness of other financial institutions could affect our ability to engage in routine funding transactions.

Declines in the value of our securities may negatively affect earnings.

Our results of operations could vary as a result of the methods, estimates, and judgments that we use in applying our accounting policies.

We may elect to seek additional capital but it may not be available when it is needed and limit our ability to execute our strategic plan.

Changes in interest rates could adversely affect our income.

Many of our mortgage and consumer loans, particularly recreational vehicle loans and home equity loans are generally unseasoned, and defaults on such loans would harm our business.

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings, capital adequacy and overall financial condition may suffer materially.

Declining real estate values, particularly in California, could reduce the value of our loan portfolio and impair our profitability and financial condition.

We purchase and originate loans in bulk or pools. We may experience lower yields or losses on loans because the assumptions we use may not always prove correct.

Our success depends in large part on the continuing efforts of a few individuals. If we are unable to retain these personnel or attract, hire and retain others to oversee and manage our company, our business could suffer.

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We have risks of systems failure and security risks, including hacking and identity theft.

Prospective Impact of Proposed Legislation.

In December 2009, the House of Representatives passed H.R. 4173, the Wall Street Reform and Consumer Protection Act of 2009, which is now under consideration by the U.S. Senate. Among numerous provisions, H.R. 4173 contains a provision for the creation of a new federal government agency, the National Bank Supervisor (NBS) that would charter and supervise all federally-chartered depository institutions, and all federal branches and agencies of foreign banks. It is proposed that the NBS take over the responsibilities of the Office of the Comptroller of the Currency, which currently charters and supervises nationally-chartered banks, and responsibility for the institutions currently supervised by the Office of Thrift Supervision, which supervises federally-chartered thrift and thrift holding companies, such as BofI Holding, Inc. and Bank of Internet USA. In addition, H.R. 4173 eliminates the thrift charter, under which Bank of Internet USA is organized. In light of the vagaries of the political process, we cannot predict whether, to what extent or in what form the provisions of H.R. 4173 may be enacted into law or, if it is enacted, what its terms may provide or how the terms of any legislation adopted may affect our operations going forward. The Company will continue to be subject to legislation and regulations which may be proposed and enacted from time to time and which may impact the Company and its operations and profitability in ways that cannot now be foreseen.

Increases in deposit insurance premiums and special FDIC assessments will affect our earnings.

Beginning in late 2008, the economic environment caused higher levels of bank failures, which dramatically increased FDIC resolution costs and led to a significant reduction in the federal deposit insurance fund. As a result, the FDIC has significantly increased the initial base assessment rates paid by financial institutions for deposit insurance. The base assessment rate was increased by seven basis points (seven cents for every \$100 of deposits) for the first quarter of 2009. Effective April 1, 2009, initial base assessment rates were changed to range from 12 basis points to 45 basis points across all risk categories with possible adjustments to these rates based on certain debt-related components. These increases in the base assessment rate have increased our deposit insurance costs and negatively impacted our earnings. In addition, in May 2009, the FDIC imposed a special assessment on all insured institutions due to recent bank and savings association failures. The emergency assessment amounted to five basis points on each institution's assets minus Tier 1 capital as of June 30, 2009, subject to a maximum equal to 10 basis points times the institution's assessment base. This special assessment resulted in an addition expense in the prior fiscal year of \$610,000, and our FDIC deposit insurance expense for the current fiscal year is higher by \$450,000 compared to the six months ended December 31, 2008.

In addition, the FDIC may impose additional emergency special assessments of up to five basis points per quarter on each institution's assets minus Tier 1 capital, if necessary, to maintain public confidence in federal deposit insurance or as a result of deterioration in the deposit insurance fund reserve ratio due to institution failures. Additionally, as an alternative to the special assessments, in September 2009, the FDIC adopted a rule that required financial institutions to prepay its estimated quarterly risk-based assessment for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. This new rule did not immediately impact our earnings as the prepayment will be expensed over time. Any additional emergency special assessment imposed by the FDIC will hurt our earnings.

Table of Contents**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The table below sets forth information regarding the Company's common stock repurchase plans. Purchases made relate to the stock repurchase plan of 414,991 shares that was originally approved by the Company's Board of Directors on July 5, 2005 plus an additional 500,000 shares approved on November 20, 2008. Stock repurchased under this plan will be held as Treasury shares.

	Total number of shares purchased	Average price paid per share	Maximum number of shares that may yet be purchased under the plans
Shares purchased as part of publicly announced plans or programs:			
Balance at July 1, 2009 ¹	595,700	\$ 5.72	319,291
Total number of shares purchase as part of publicly announced plans or programs December 31, 2009	595,700	\$ 5.72	319,291
Shares purchased as part of a net-settlement of employees' restricted stock units:			
Balance at July 1, 2009	27,607		
July 1, 2009 to July 31, 2009			
August 1, 2009 to August 30, 2009	2,847		
September 1, 2009 to September 30, 2009			
October 1, 2009 to October 31, 2009			
November 1, 2009 to November 30, 2009			
December 1, 2009 to December 31, 2009	(6,232)		
Total net-settlement shares purchased	24,222		
Total treasury shares	619,922		

¹ No shares were purchased between July 1 and December 31, 2009.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) On October 22, 2009, the Company held its Annual Meeting of Shareholders.

(b) Shareholders voted on the following matters. The total number of shares represented by proxy were 6,570,114:

(i) The election of Jerry F. Englert as director for a term to expire in 2012:

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Votes:	For	Against	Withheld
(ii) The election of Gregory Garrabrants as director for a term to expire in 2012:	6,002,281	N/A	567,833

Votes:	For	Against	Withheld
(iii) The election of Paul Grinberg as director for a term to expire in 2012:	6,002,189	N/A	567,925

Votes:	For	Against	Withheld
	5,596,297	N/A	973,817

ITEM 5. OTHER INFORMATION

None.

Table of Contents

ITEM 6. EXHIBITS

Exhibit	Document
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

SIGNATURE

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bofl Holding, Inc.

Dated: February 4, 2010

By: /s/ Gregory Garrabrants
Gregory Garrabrants
Chief Executive Officer
(Principal Executive Officer)