TFS Financial CORP
Form 10-Q
August 09, 2011
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period ended June 30, 2011

or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For transition period from to

Commission File Number 001-33390

TFS FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

United States of America	**52-2054948**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
7007 Broadway Avenue	
Cleveland, Ohio	**44105**
(Address of Principal Executive Offices)	**(Zip Code)**

(216) 441-6000

Registrant s telephone number, including area code:

Not Applicable

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

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

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

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

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (do not check if a smaller reporting company)	Smaller Reporting Company ¨

Indicate the number of shares outstanding of each of the Registrant s classes of common stock as of the latest practicable date.

As of August 2, 2011 there were 308,442,143 shares of the Registrant s common stock, par value $0.01 per share, outstanding, of which 227,119,132 shares, or 73.63% of the Registrant s common stock, were held by Third Federal Savings and Loan Association of Cleveland, MHC, the Registrant s mutual holding company.

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

Table of Contents

TFS Financial Corporation

INDEX

		Page
PART I FINANCIAL INFORMATION		3
Item 1.	Financial Statements (unaudited)	3
	Consolidated Statements of Condition June 30, 2011 and September 30, 2010	3
	Consolidated Statements of Income Three and nine months ended June 30, 2011 and 2010	4
	Consolidated Statements of Shareholders Equity Nine months ended June 30, 2011 and 2010	5
	Consolidated Statements of Cash Flows Nine months ended June 30, 2011 and 2010	6
	Notes to Unaudited Interim Consolidated Financial Statements	7
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	27
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	53
Item 4.	Controls and Procedures	55
Part II OTHER INFORMATION		56
Item 1.	Legal Proceedings	56
Item 1A.	Risk Factors	56
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	56
Item 3.	Defaults Upon Senior Securities	57
Item 4.	[Removed and Reserved]	57
Item 5.	Other Information	57
Item 6.	Exhibits	57
SIGNATURES		58

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

TFS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CONDITION (unaudited)

(In thousands, except share data)

	June 30, 2011	September 30, 2010
ASSETS		
Cash and due from banks	$ 33,757	$ 38,804
Other interest-bearing cash equivalents	243,812	704,936
Cash and cash equivalents	277,569	743,740
Investment securities:		
Available for sale (amortized cost $16,573 and $24,480, respectively)	16,664	24,619
Held to maturity (fair value $449,380 and $657,076, respectively)	441,691	646,940
	458,355	671,559
Mortgage loans held for sale (none measured at fair value)	0	25,027
Loans held for investment, net:		
Mortgage loans	9,863,637	9,323,073
Other loans	6,916	7,199
Deferred loan fees, net	(19,020)	(15,283)
Allowance for loan losses	(153,305)	(133,240)
Loans, net	9,698,228	9,181,749
Mortgage loan servicing assets, net	30,791	38,658
Federal Home Loan Bank stock, at cost	35,620	35,620
Real estate owned	20,126	15,912
Premises, equipment, and software, net	60,518	62,685
Accrued interest receivable	35,625	36,282
Bank owned life insurance contracts	169,172	164,334
Other assets	91,537	100,461
TOTAL ASSETS	$ 10,877,541	$ 11,076,027
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits	$ 8,701,896	$ 8,851,941
Borrowed funds	185,129	70,158
Borrowers advances for insurance and taxes	28,817	51,401
Principal, interest, and related escrow owed on loans serviced	89,430	284,425
Accrued expenses and other liabilities	105,882	65,205
Total liabilities	9,111,154	9,323,130
Commitments and contingent liabilities		

Preferred stock, $0.01 par value, 100,000,000 shares authorized, none issued and outstanding	0	0
Common stock, $0.01 par value, 700,000,000 shares authorized; 332,318,750 shares issued; 308,442,143 and 308,395,000 outstanding at June 30, 2011 and September 30, 2010, respectively	3,323	3,323
Paid-in capital	1,690,561	1,686,062
Treasury stock, at cost; 23,876,607 and 23,923,750 shares at June 30, 2011 and September 30, 2010, respectively	(287,797)	(288,366)
Unallocated ESOP shares	(80,168)	(82,699)
Retained earnings substantially restricted	453,503	452,633
Accumulated other comprehensive loss	(13,035)	(18,056)
Total shareholders' equity	1,766,387	1,752,897
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 10,877,541	$ 11,076,027

See accompanying notes to unaudited interim consolidated financial statements.

Table of Contents

TFS Financial Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF INCOME (unaudited)

(In thousands, except share and per share data)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2011	2010	2011	2010
INTEREST INCOME:				
Loans, including fees	$ 103,845	$ 103,902	$ 309,439	$ 315,713
Investment securities available for sale	43	150	198	416
Investment securities held to maturity	2,871	4,674	9,001	14,639
Other interest and dividend earning assets	527	664	1,822	1,813
Total interest and dividend income	107,286	109,390	320,460	332,581
INTEREST EXPENSE:				
Deposits	43,723	51,446	135,387	158,779
Borrowed funds	518	480	1,441	1,439
Total interest expense	44,241	51,926	136,828	160,218
NET INTEREST INCOME	63,045	57,464	183,632	172,363
PROVISION FOR LOAN LOSSES	22,500	30,000	79,500	71,000
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	40,545	27,464	104,132	101,363
NON-INTEREST INCOME				
Fees and service charges, net of amortization	4,507	5,626	11,829	16,658
Net gain on the sale of loans	201	19,716	490	25,510
Increase in and death benefits from bank owned life insurance contracts	1,621	1,623	4,840	4,820
Income on private equity investments	763	200	977	546
Other	1,667	1,363	5,709	4,276
Total non-interest income	8,759	28,528	23,845	51,810
NON-INTEREST EXPENSE				
Salaries and employee benefits	19,694	22,223	56,994	63,879
Marketing services	2,102	920	6,306	4,971
Office property, equipment and software	4,986	5,046	14,983	15,661
Federal insurance premium	2,759	4,239	14,591	12,762
State franchise tax	1,459	1,329	3,826	3,709
Real estate owned expense, net	1,994	1,380	5,906	4,042
Appraisal and other loan review expenses	1,005	158	4,907	480
Other operating expenses	5,553	5,386	18,958	14,609
Total non-interest expense	39,552	40,681	126,471	120,113
INCOME BEFORE INCOME TAXES	9,752	15,311	1,506	33,060
INCOME TAX EXPENSE	3,767	5,074	645	10,975

NET INCOME	$ 5,985	$ 10,237	$ 861	$ 22,085
Earnings per share - basic and diluted	$ 0.02	$ 0.03	$ 0.00	$ 0.07
Weighted average shares outstanding				
Basic	300,347,978	299,826,025	300,234,492	299,725,977
Diluted	301,147,673	300,557,738	300,918,065	300,335,743

See accompanying notes to unaudited interim consolidated financial statements.

Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY (unaudited)

Nine Months Ended June 30, 2011 and 2010

(In thousands)

	Common stock	Paid-in capital	Treasury stock	Unallocated common stock held by ESOP	Retained earnings	Accumulated other comprehensive income (loss) Unrealized gains/(losses) on securities	Pension obligation	Total shareholders equity
Balance at September 30, 2009	$ 3,323	1,679,000	(287,514)	(87,896)	456,875	240	(18,163)	$ 1,745,865
Comprehensive Income								
Net income					22,085			22,085
Change in unrealized gains on securities available for sale						(83)		(83)
Change in pension obligation							1,018	1,018
Total comprehensive income								23,020
Purchase of treasury stock (161,400 shares)			(1,810)					(1,810)
ESOP shares allocated or committed to be released		1,032		3,874				4,906
Compensation costs for stock-based plans		4,984						4,984
Excess tax effect from stock-based compensation		123						123
Dividends paid to common shareholders ($0.21 per common share)					(15,561)			(15,561)
Balance at June 30, 2010	$ 3,323	1,685,139	(289,324)	(84,022)	463,399	157	(17,145)	$ 1,761,527
Balance at September 30, 2010	$ 3,323	1,686,062	(288,366)	(82,699)	452,633	90	(18,146)	$ 1,752,897
Comprehensive Income								
Net income					861			861
Change in unrealized gains on securities available for sale						(31)		(31)
Change in pension obligation							5,052	5,052
Total comprehensive loss								5,882
ESOP shares allocated or committed to be released		(281)		2,531				2,250
Compensation costs for stock-based plans		5,397	(3)					5,394
Excess tax effect from stock-based compensation		(36)						(36)
Treasury stock allocated to restricted stock plan		(581)	572		9			
Balance at June 30, 2011	$ 3,323	1,690,561	(287,797)	(80,168)	453,503	59	(13,094)	$ 1,766,387

See accompanying notes to unaudited iterim consolidated financial statements.

5

Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

(In thousands)

	For the Nine Months Ended June 30,	
	2011	**2010**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 861	$ 22,085
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
ESOP and stock-based compensation expense	7,644	9,932
Depreciation and amortization	15,380	11,563
Deferred income taxes	400	0
Provision for loan losses	79,500	71,000
Net gain on the sale of loans	(490)	(25,510)
Other net losses	3,283	1,796
Principal repayments on and proceeds from sales of loans held for sale	0	151,536
Loans originated for sale	0	(202,677)
Increase in bank owned life insurance contracts	(4,846)	(4,818)
Net decrease (increase) in interest receivable and other assets	5,992	(43,265)
Net increase in accrued expenses and other liabilities	48,450	4,395
Other	662	2,502
Net cash provided by (used in) operating activities	156,836	(1,461)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loans originated	(1,993,393)	(1,807,187)
Principal repayments on loans	1,371,213	1,403,028
Proceeds from sales, principal repayments and maturities of:		
Securities available for sale	10,102	7,626
Securities held to maturity	214,681	230,801
Proceeds from sale of:		
Loans	33,722	797,099
Real estate owned	11,201	14,223
Purchases of:		
Securities available for sale	(2,288)	(8,141)
Securities held to maturity	(12,424)	(295,564)
Premises and equipment	(2,279)	(3,100)
Other	(853)	122
Net cash (used in) provided by investing activities	(370,318)	338,907
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net (decrease) increase in deposits	(150,045)	337,703
Net decrease in borrowers' advances for insurance and taxes	(22,584)	(17,586)
Net (decrease) increase in principal and interest owed on loans serviced	(194,995)	2,236
Net increase in short term borrowed funds	100,016	0
Proceeds from long term borrowed funds	29,955	0
Repayment of long term borrowed funds	(15,000)	0
Purchase of treasury shares	0	(1,810)
Excess tax (provision) benefit related to stock-based compensation	(36)	81
Dividends paid to common shareholders	0	(15,561)

Net cash (used in) provided by financing activities	(252,689)	305,063
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(466,171)	642,509
CASH AND CASH EQUIVALENTS Beginning of period	743,740	307,046
CASH AND CASH EQUIVALENTS End of period	$ 277,569	$ 949,555
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest on deposits	$ 136,097	$ 161,211
Cash paid for interest on borrowed funds	1,418	1,439
Cash paid for income taxes	4,500	11,900
SUPPLEMENTAL SCHEDULES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Transfer of loans to real estate owned	17,700	12,389
Transfer of loans from held for sale to held for investment	25,027	0

See accompanying notes to unaudited interim consolidated financial statements.

Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands unless otherwise indicated)

1. BASIS OF PRESENTATION

TFS Financial Corporation (the Holding Company), a federally chartered stock holding company, conducts its principal activities through its wholly owned subsidiaries. The principal line of business of TFS Financial Corporation and its subsidiaries (collectively, TFS Financial or the Company) is retail consumer banking, including mortgage lending, deposit gathering, and other insignificant financial services. On June 30, 2011, approximately 74% of the Holding Company s outstanding shares were owned by a federally chartered mutual holding company, Third Federal Savings and Loan Association of Cleveland, MHC (Third Federal Savings, MHC). The thrift subsidiary of TFS Financial is Third Federal Savings and Loan Association of Cleveland (the Association).

The accounting and reporting policies followed by the Company conform in all material respects to accounting principles generally accepted in the United States of America (U.S. GAAP) and to general practices in the financial services industry. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. The allowance for loan losses, the valuation of mortgage loan servicing rights, the valuation of deferred tax assets, and the determination of pension obligations and stock-based compensation are particularly subject to change.

The unaudited interim consolidated financial statements were prepared without an audit and reflect all adjustments of a normal recurring nature which, in the opinion of management, are necessary to present fairly the consolidated financial condition of TFS Financial at June 30, 2011, and its results of operations and cash flows for the periods presented. In accordance with Regulation S-X for interim financial information, these statements do not include certain information and footnote disclosures required for complete audited financial statements. The Holding Company s Annual Report on Form 10-K for the fiscal year ended September 30, 2010 contains consolidated financial statements and related notes, which should be read in conjunction with the accompanying interim consolidated financial statements. The results of operations for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2011.

2. EARNINGS PER SHARE

The following is a summary of our earnings per share calculations.

	For the Three Months Ended June 30,					
	2011			2010		
	Income	Shares	Per share amount	Income	Shares	Per share amount
	(Dollars in thousands, except per share data)					
Net income	$ 5,985			$ 10,237		
Less: income allocated to restricted stock units	33			154		
Basic earnings per share:						
Income available to common shareholders	$ 5,952	300,347,978	$ 0.02	$ 10,083	299,826,025	$ 0.03
Diluted earnings per share:						
Effect of dilutive potential common shares		799,695			731,713	
Income available to common shareholders	$ 5,952	301,147,673	$ 0.02	$ 10,083	300,557,738	$ 0.03

7

Table of Contents

	For the Nine Months Ended June 30,					
	2011			2010		
	Income	Shares	Per share amount	Income	Shares	Per share amount
	(Dollars in thousands, except per share data)					
Net income	$ 861			$ 22,085		
Less: income allocated to restricted stock units	5			394		
Basic earnings per share:						
Income available to common shareholders	$ 856	300,234,492	$ 0.00	$ 21,691	299,725,977	$ 0.07
Diluted earnings per share:						
Effect of dilutive potential common shares		683,573			609,766	
Income available to common shareholders	$ 856	300,918,065	$ 0.00	$ 21,691	300,335,743	$ 0.07

Earnings per share is computed by dividing the income available to common stockholders by the weighted average number of shares outstanding for the period. Outstanding shares include shares held by Third Federal Savings, MHC, shares held by the Third Federal Foundation, shares held by the Employee Stock Ownership Plan (ESOP), stock options and restricted stock units with a dilutive impact granted under the Company s 2008 Equity Incentive Plan and shares held by the public, except that shares held by the ESOP that have not been allocated to participants or committed to be released for allocation to participants are excluded from the computations.

Outstanding stock options and restricted stock units are excluded from the computation of diluted earnings per share when their inclusion would be anti-dilutive. The diluted earnings per share calculation for the three months and nine months ended June 30, 2011 excludes 4,515,276 unvested outstanding stock options and 490,649 vested outstanding stock options and for the three and nine months ended June 30, 2010 excludes 3,503,200 unvested outstanding stock options and 135,800 restricted stock units because their inclusion would be anti-dilutive.

3. INVESTMENT SECURITIES

Investment securities available for sale are summarized as follows:

	June 30, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agency obligations	$ 2,000	$ 0	$ (17)	$ 1,983
Real estate mortgage investment conduits (REMICs)	5,830	108	0	5,938
Money market accounts	8,743	0	0	8,743
	$ 16,573	$ 108	$ (17)	$ 16,664

	September 30, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agency obligations	$ 7,000	$ 63	$ 0	$ 7,063
REMICs	8,718	90	(14)	8,794
Money market accounts	8,762	0	0	8,762
	$ 24,480	$ 153	$ (14)	$ 24,619

8

Table of Contents

Investments held to maturity are summarized as follows:

	June 30, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Freddie Mac certificates	$ 2,741	$ 166	$ 0	$ 2,907
Ginnie Mae certificates	20,202	584	0	20,786
REMICs	410,695	6,202	(81)	416,816
Fannie Mae certificates	8,053	818	0	8,871
	$ 441,691	$ 7,770	$ (81)	$ 449,380

	September 30, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Freddie Mac certificates	$ 4,441	$ 231	$ 0	$ 4,672
Ginnie Mae certificates	22,375	598	0	22,973
REMICs	611,000	8,754	(268)	619,486
Fannie Mae certificates	9,124	821	0	9,945
	$ 646,940	$ 10,404	$ (268)	$ 657,076

4. LOANS AND ALLOWANCE FOR LOAN LOSSES

Loans held for investment consist of the following:

	June 30, 2011	September 30, 2010
Real estate loans:		
Residential non-Home Today	$ 6,988,085	$ 6,138,454
Residential Home Today	267,627	280,533
Home equity loans and lines of credit	2,560,264	2,848,690
Construction	90,767	100,404
Total real estate loans	9,906,743	9,368,081
Consumer and other loans	6,916	7,199
Less:		
Deferred loan fees net	(19,020)	(15,283)
Loans-in-process (LIP)	(43,106)	(45,008)
Allowance for loan losses	(153,305)	(133,240)
Loans held for investment, net	$ 9,698,228	$ 9,181,749

A large concentration of the Company s lending is in Ohio. As of June 30, 2011 and September 30, 2010, the percentages of residential real estate loans held in Ohio were 81% and 80%, respectively. As of June 30, 2011 and September 30, 2010, the percentage of residential real estate loans held in Florida was 17% and 18%, respectively. As of June 30, 2011 and September 30, 2010, the home equity loans and lines of credit held were concentrated in the states of Ohio, 39% and 40%, Florida, 28% and 28%, and California, 12% and 11%, respectively. The economic conditions and market for real estate in those states have a significant impact on the ability of borrowers in those areas to repay their loans.

Effective June 28, 2010, the Association suspended the acceptance of new equity line of credit applications.

Home Today is an affordable housing program targeted to benefit low- and moderate-income home buyers. Through this program, prior to March 27, 2009, the Association provided loans to borrowers who would not otherwise qualify for our loan products, generally because of low credit scores. Although the credit profiles of borrowers in the Home Today program prior to March 27, 2009 might be described as sub-prime, Home Today loans generally contain the same features as loans offered to our non-Home Today borrowers. Borrowers in the Home Today program must complete financial management

Table of Contents

education and counseling and must be referred to the Association by a sponsoring organization with which the Association has partnered as part of the program. Borrowers must also meet a minimum credit score threshold. Because prior to March 27, 2009 the Association applied less stringent underwriting and credit standards to these loans, loans originated under the Home Today program prior to that date have greater credit risk than its traditional residential real estate mortgage loans. Effective March 27, 2009, the Home Today underwriting guidelines are substantially the same as our traditional first mortgage product. As of June 30, 2011, the balance of Home Today loans originated prior to March 27, 2009 was $265,496. The Association does not offer, and has not offered, loan products frequently considered to be designed to target sub-prime borrowers containing features such as higher fees or higher rates, negative amortization, a loan-to-value ratio greater than 100%, or option adjustable-rate mortgages.

The recorded investment of loan receivables in non-accrual status is summarized in the following table. Balances are net of deferred fees.

	June 30, 2011	September 30, 2010
Real estate loans:		
Residential non-Home Today	$ 126,149	$ 135,109
Residential Home Today	71,739	91,985
Home equity loans and lines of credit	38,288	54,481
Construction	3,886	4,994
Total real estate loans	240,062	286,569
Consumer and other loans	1	1
Total non-accrual loans	$ 240,063	$ 286,570

Loans are placed in nonaccrual status when they are contractually 90 days or more past due. Loans modified in troubled debt restructurings that were in nonaccrual status prior to the restructurings remain in nonaccrual status for a minimum of six months. Interest on loans in accrual status, including certain loans individually reviewed for impairment, is recognized in interest income as it accrues, on a daily basis. Accrued interest on loans in non-accrual status is reversed by a charge to interest income and income is subsequently recognized only to the extent cash payments are received. Cash payments on loans in non-accrual status are applied to the oldest scheduled, unpaid principal and interest payment first. A nonaccrual loan, other than a troubled debt restructuring, is returned to accrual status when contractual payments are less than 90 days past due. The number of days past due is determined by the number of days the oldest contractual principal and interest payment remains unpaid. Total nonaccrual loans at June 30, 2011 and September 30, 2010 includes $18,879 and $32,365, respectively, in troubled debt restructurings which are current but included with nonaccrual loans for a minimum period of six months from the restructuring date due to their nonaccrual status prior to restructuring.

Table of Contents

Age analysis of the recorded investment in loan receivables that are past due at June 30, 2011 and September 30, 2010 is summarized in the following tables. Balances are net of deferred fees and any applicable loans-in-process (LIP).

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total
June 30, 2011						
Real estate loans:						
Residential non-Home Today	$ 17,023	$ 13,586	$ 118,025	$ 148,634	$ 6,808,977	$ 6,957,611
Residential Home Today	11,525	7,460	61,364	80,349	186,111	266,460
Home equity loans and lines of credit	11,091	6,336	37,988	55,415	2,518,238	2,573,653
Construction	704	40	3,886	4,630	42,263	46,893
Total real estate loans	40,343	27,422	221,263	289,028	9,555,589	9,844,617
Consumer and other loans	0	0	1	1	6,915	6,916
Total	$ 40,343	$ 27,422	$ 221,264	$ 289,029	$ 9,562,504	$ 9,851,533

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total
September 30, 2010						
Real estate loans:						
Residential non-Home Today	$ 20,748	$ 9,933	$ 121,601	$ 152,282	$ 5,955,965	$ 6,108,247
Residential Home Today	12,836	8,970	74,831	96,637	182,515	279,152
Home equity loans and lines of credit	14,144	7,233	53,948	75,325	2,790,611	2,865,936
Construction	558	0	3,980	4,538	49,917	54,455
Total real estate loans	48,286	26,136	254,360	328,782	8,979,008	9,307,790
Consumer and other loans	0	0	1	1	7,198	7,199
Total	$ 48,286	$ 26,136	$ 254,361	$ 328,783	$ 8,986,206	$ 9,314,989

Table of Contents

Activity in the allowance for loan losses is summarized as follows:

	For the Three Months Ended June 30, 2011				
	Beginning Balance	Provisions	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
Residential non-Home Today	$ 49,419	$ 5,312	$ (5,067)	$ 131	$ 49,795
Residential Home Today	24,685	4,810	(2,239)	25	27,281
Home equity loans and lines of credit	72,510	11,830	(12,970)	484	71,854
Construction	4,132	548	(308)	2	4,374
Total real estate loans	150,746	22,500	(20,584)	642	153,304
Consumer and other loans	1	0	0	0	1
Total	$ 150,747	$ 22,500	$ (20,584)	$ 642	$ 153,305

	For the Three Months Ended June 30, 2010				
	Beginning Balance	Provisions	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
Residential non-Home Today	$ 27,211	$ 7,850	$ (3,565)	$ 189	$ 31,685
Residential Home Today	8,414	2,574	(836)	0	10,152
Home equity loans and lines of credit	61,140	19,459	(12,070)	787	69,316
Construction	7,539	117	(406)	10	7,260
Total real estate loans	104,304	30,000	(16,877)	986	118,413
Consumer and other loans	1	0	0	0	1
Total	$ 104,305	$ 30,000	$ (16,877)	$ 986	$ 118,414

	For the Nine Months Ended June 30, 2011				
	Beginning Balance	Provisions	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
Residential non-Home Today	$ 41,246	$ 21,281	$ (13,027)	$ 295	$ 49,795
Residential Home Today	13,331	19,451	(5,586)	85	27,281
Home equity loans and lines of credit	73,780	38,520	(41,743)	1,297	71,854
Construction	4,882	248	(791)	35	4,374
Total real estate loans	133,239	79,500	(61,147)	1,712	153,304
Consumer and other loans	1	0	0	0	1
Total	$ 133,240	$ 79,500	$ (61,147)	$ 1,712	$ 153,305

	For the Nine Months Ended June 30, 2010				
	Beginning Balance	Provisions	Charge-offs	Recoveries	Ending Balance
Real estate loans:					

Residential non-Home Today	$ 22,678	$ 16,730	$ (8,107)	$ 384	$ 31,685
Residential Home Today	9,232	4,159	(3,262)	23	10,152
Home equity loans and lines of credit	57,594	46,747	(36,130)	1,105	69,316
Construction	5,743	3,364	(1,858)	11	7,260
Total real estate loans	95,247	71,000	(49,357)	1,523	118,413
Consumer and other loans	1	0	0	0	1
Total	$ 95,248	$ 71,000	$ (49,357)	$ 1,523	$ 118,414

Table of Contents

The recorded investment in loan receivables at June 30, 2011 and September 30, 2010 is summarized in the following table. The table provides details of the recorded balances according to the method of evaluation used for determining the allowance for loan losses, distinguishing between determinations made by evaluating individual loans and determinations made by evaluating groups of loans not individually evaluated. Balances of recorded investments are net of deferred fees and any applicable LIP.

	June 30, 2011			September 30, 2010		
	Individually	Collectively	Total	Individually	Collectively	Total
Real estate loans:						
Residential non-Home Today	$ 158,860	$ 6,798,751	$ 6,957,611	$ 147,002	$ 5,961,245	$ 6,108,247
Residential Home Today	135,080	131,380	266,460	129,721	149,431	279,152
Home equity loans and lines of credit	41,666	2,531,987	2,573,653	56,108	2,809,828	2,865,936
Construction	6,602	40,291	46,893	7,881	46,574	54,455
Total real estate loans	342,208	9,502,409	9,844,617	340,712	8,967,078	9,307,790
Consumer and other loans	1	6,915	6,916	1	7,198	7,199
Total	$ 342,209	$ 9,509,324	$ 9,851,533	$ 340,713	$ 8,974,276	$ 9,314,989

An analysis of the allowance for loan losses at June 30, 2011 and September 30, 2010 is summarized in the following table. The analysis provides details of the allowance for loan losses according to the method of evaluation, distinguishing between allowances for loan losses determined by evaluating individual loans and allowances for loan losses determined by evaluating groups of loans not individually evaluated.

	June 30, 2011			September 30, 2010		
	Individually	Collectively	Total	Individually	Collectively	Total
Real estate loans:						
Residential non-Home Today	$ 21,871	$ 27,924	$ 49,795	$ 15,790	$ 25,456	$ 41,246
Residential Home Today	17,685	9,596	27,281	9,752	3,579	13,331
Home equity loans and lines of credit	13,738	58,116	71,854	18,508	55,272	73,780
Construction	1,615	2,759	4,374	1,988	2,894	4,882
Total real estate loans	54,909	98,395	153,304	46,038	87,201	133,239
Consumer and other loans	1	0	1	1	0	1
Total	$ 54,910	$ 98,395	$ 153,305	$ 46,039	$ 87,201	$ 133,240

The allowance for loan losses is assessed on a quarterly basis and provisions for loan losses are made in order to maintain the allowance at a level sufficient to absorb credit losses in the portfolio. Mortgage loan portfolios are evaluated as homogeneous pools based on similarities in credit profile, product and property types. Through the evaluation, general allowances for loan losses are assessed based on historical loan loss experience for each homogeneous pool. General allowances are adjusted to address other factors that affect estimated probable losses, including current delinquency statistics; the status of loans in foreclosure, real estate in judgment and real estate owned; national, regional and local economic factors and trends; and asset disposition loss statistics (both current and historical). Specific allowances are assessed on impaired loans as described later in this footnote.

Residential non-Home Today mortgage loans represent the largest piece of our residential real estate portfolio. We believe overall credit risk is low based on nature, composition, collateral, products, lien position and performance of the portfolio. The portfolio does not include loan types or structures that have recently experienced severe performance problems at other financial institutions (sub-prime, no documentation, pay option adjustable rate mortgages).

As described earlier in this footnote, Home Today loans, particularly those originated prior to March 27, 2009, have greater credit risk than traditional residential real estate mortgage loans. At June 30, 2011, more than 54% of Home Today loans include private mortgage insurance coverage.

Equity lines of credit represent a significant portion of our residential real estate portfolio. The state of the economy and low housing prices continue to have an adverse impact on this portfolio since the equity lines generally are in a second lien position. Effective June 28, 2010, due to the perceived deterioration in the overall housing conditions including concerns for loans and lines in a second lien position, equity lines of credit and home equity loans are no longer offered.

Table of Contents

Construction loans generally have greater credit risk than traditional residential real estate mortgage loans. The repayment of these loans depends upon the sale of the property to third parties or the availability of permanent financing upon completion of all improvements. In the event we make a loan on property that is not yet approved for the planned development, there is the risk that approvals will not be granted or will be delayed. These events may adversely affect the borrower and the collateral value of the property. Construction loans also expose us to the risk that improvements will not be completed on time in accordance with specifications and projected costs. In addition, the ultimate sale or rental of the property may not occur as anticipated.

Consumer loans include $1 of auto loans at June 30, 2011 and September 30, 2010. The remaining balance is comprised of loans secured by certificate of deposit accounts, which are fully recoverable in the event of non-payment.

Loans are charged off when less than the full payment is accepted as satisfaction for a loan; a foreclosure action is completed and the fair value of the collateral received is insufficient to satisfy the loan; management concludes the costs of foreclosure exceed the potential recovery; or, in the case of equity loans and lines of credit, management determines the collateral is not sufficient to satisfy the loan.

The recorded investment and the unpaid principal balance of impaired loans, including those whose terms have been modified in troubled debt restructurings, as of June 30, 2011 and September 30, 2010 are summarized as follows. Balances of recorded investments are net of deferred fees.

	June 30, 2011			September 30, 2010		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Residential non-Home Today	$ 44,608	$ 44,803	$ 0	$ 39,430	$ 39,624	$ 0
Residential Home Today	18,438	18,519	0	37,458	37,643	0
Home equity loans and lines of credit	14,451	14,376	0	20,377	20,255	0
Construction	241	243	0	192	194	0
Consumer and other loans	0	0	0	0	0	0
Total	$ 77,738	$ 77,941	$ 0	$ 97,457	$ 97,716	$ 0
With an allowance recorded:						
Residential non-Home Today	$ 114,252	$ 114,752	$ 21,871	$ 107,572	$ 108,104	$ 15,790
Residential Home Today	116,642	117,153	17,685	92,263	92,719	9,752
Home equity loans and lines of credit	27,215	27,073	13,738	35,731	35,517	18,508
Construction	6,361	6,415	1,615	7,689	7,762	1,988
Consumer and other loans	1	1	1	1	1	1
Total	$ 264,471	$ 265,394	$ 54,910	$ 243,256	$ 244,103	$ 46,039
Total impaired loans:						
Residential non-Home Today	$ 158,860	$ 159,555	$ 21,871	$ 147,002	$ 147,728	$ 15,790
Residential Home Today	135,080	135,672	17,685	129,721	130,362	9,752
Home equity loans and lines of credit	41,666	41,449	13,738	56,108	55,772	18,508
Construction	6,602	6,658	1,615	7,881	7,956	1,988
Consumer and other loans	1	1	1	1	1	1
Total	$ 342,209	$ 343,335	$ 54,910	$ 340,713	$ 341,819	$ 46,039

Table of Contents

At June 30, 2011 and September 30, 2010, respectively, the recorded investment in impaired loans includes $160,843 and $134,696 of loans modified in troubled debt restructurings of which $23,093 and $12,292 are 90 days or more past due.

The average recorded investment in impaired loans and the amount of interest income recognized during the time within the period that the loans were impaired are summarized below. Beginning the three months ended June 30, 2011, the reported amount of interest income recognized includes interest income on all impaired loans. Prior to that period, the reported amount included interest income from only impaired loans with an allowance, resulting in a reported amount that was less than, but not materially different from, the actual amount of interest income recognized. Balances of average recorded investments are net of deferred fees.

	Three Months Ended June 30,			
	2011		2010	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Residential non-Home Today	$ 42,508	$ 194	$ 49,298	$ 0
Residential Home Today	22,697	97	45,783	0
Home equity loans and lines of credit	14,892	60	24,744	0
Construction	218	1	0	0
Consumer and other loans	0	0	0	0
Total	$ 80,315	$ 352	$ 119,825	$ 0
With an allowance recorded:				
Residential non-Home Today	115,134	$ 703	$ 78,795	$ 343
Residential Home Today	111,846	796	69,130	315
Home equity loans and lines of credit	29,526	75	34,582	40
Construction	6,835	29	1,370	0
Consumer and other loans	1	0	0	0
Total	$ 263,342	$ 1,603	$ 183,877	$ 698
Total impaired loans:				
Residential non-Home Today	$ 157,642	$ 897	$ 128,093	$ 343
Residential Home Today	134,543	893	114,913	315
Home equity loans and lines of credit	44,418	135	59,326	40
Construction	7,053	30	1,370	0
Consumer and other loans	1	0	0	0
Total	$ 343,657	$ 1,955	$ 303,702	$ 698

Table of Contents

	Nine Months Ended June 30,			
	2011		2010	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Residential non-Home Today	$ 42,018	$ 194	$ 41,055	$ 0
Residential Home Today	27,948	97	40,901	0
Home equity loans and lines of credit	17,415	60	24,549	0
Construction	216	1	0	0
Consumer and other loans	0	0	0	0
Total	$ 87,597	$ 352	$ 106,505	$ 0
With an allowance recorded:				
Residential non-Home Today	$ 110,912	$ 1,810	$ 67,422	$ 776
Residential Home Today	104,453	1,855	59,108	812
Home equity loans and lines of credit	31,474	176	33,661	146
Construction	7,025	47	1,253	0
Consumer and other loans	1	0	0	0
Total	$ 253,865	$ 3,888	$ 161,444	$ 1,734
Total impaired loans:				
Residential non-Home Today	$ 152,930	$ 2,004	$ 108,477	$ 776
Residential Home Today	132,401	1,952	100,009	812
Home equity loans and lines of credit	48,889	236	58,210	146
Construction	7,241	48	1,253	0
Consumer and other loans	1	0	0	0
Total	$ 341,462	$ 4,240	$ 267,949	$ 1,734

The amount of interest income on impaired loans recognized using a cash-basis method is $542 for the three months ended June 30, 2011, not materially different for the nine months ended June 30, 2011 and not material for the three and nine months ended June 30, 2010.

Loans identified by management as having significant weaknesses, such that a loss is probable, are separately evaluated for impairment. Specific allowances are established for any impaired individually-evaluated loan for which the recorded investment in the loan exceeds the measured value of the collateral or, alternatively, the present value of expected future cash flows for the loan. The valuation is based on the fair value of the collateral when it is probable that repayment will not come from the borrower but from liquidation of the collateral, including but not limited to foreclosure and repossession. In light of housing market deterioration, the unfavorable delinquency statistics and the current instability in employment and economic prospects, we conducted an expanded loan level evaluation of equity lines of credit which are delinquent 90 days or more and residential real estate loans and equity loans which are delinquent 180 days or more. This expanded loan level evaluation supplements, and is in addition to, traditional evaluation procedures. Previously, these loans were part of large groups of homogenous loans which were collectively evaluated by portfolio for impairment in accordance with U.S. GAAP. Beginning September 30, 2010, equity loans, bridge loans, and loans modified in troubled debt restructurings were included in loans individually evaluated based on the fair value of the collateral at 90 or more days past due. Prior to September 30, 2010, the collateral-based evaluation was performed on these loans at 180 or more days past due.

Loans modified in troubled debt restructurings are separately evaluated for impairment at the time of restructuring and at each subsequent reporting date for as long as they are reported as troubled debt restructurings. The impairment evaluation is based on the present value of expected future cash flows discounted at the effective interest rates of the original loans when the loan is less than 90 days past due. The result of the cash flow analysis is further discounted by a factor representing a potential for default. Valuation allowances are recorded for the excess of the recorded investments over the result of the cash flow analyses. Troubled debt restructurings that are 90 days or more past due are evaluated for impairment based on the fair value of the collateral. The fair value less estimated cost to dispose of the underlying property is compared to the combined basis in the loan to estimate a loss recorded as a specific valuation allowance in the allowance for credit losses. This applies to all mortgage loans and lines of credit. Consumer loans are not considered for restructuring. A loan modified in a troubled debt restructuring is classified as an impaired loan for a minimum of one year. After one year, a loan is no longer included in the

16

Table of Contents

balance of impaired loans if the loan was modified to yield a market rate for loans of similar credit risk at the time of restructuring and the loan is not impaired based on the terms of restructuring agreement.

The following table represents the recorded investment prior to modification and immediately after modification for all loans modified during the period. This table does not reflect the end of period recorded investment. The pre-modification outstanding recorded investment may be higher than the post-modification outstanding recorded investment due to borrower funds applied during modification. In contrast, the pre-modification outstanding recorded investment may be lower than the post-modification outstanding recorded investment when past due escrows are added to the unpaid principal balance.

	For the Three Months Ended June 30, 2011			For the Nine Months Ended June 30, 2011		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(Dollars in thousands)			(Dollars in thousands)	
Residential non-Home Today	30	$ 5,524	$ 5,536	113	$ 19,878	$ 19,911
Residential Home Today	106	9,951	10,116	235	21,634	21,962
Home equity loans and lines of credit	6	327	318	10	560	551
Total	142	$ 15,802	$ 15,970	358	$ 42,072	$ 42,424

The following tables set forth the recorded investment in troubled debt restructured loans modified during the period, by the types of concessions granted.

	For the Three Months Ended June 30, 2011					
	Reduction in Interest Rates	Payment Extensions	Forbearance or Other Actions	Multiple Concessions	Multiple Modifications	Total
Residential non-Home Today	$ 1,745	$ 597	$ 615	$ 1,467	$ 1,099	$ 5,523
Residential Home Today	2,932	93	1,424	1,731	3,934	10,114
Home equity loans and lines of credit	84	0	0	167	63	314
Total	$ 4,761	$ 690	$ 2,039	$ 3,365	$ 5,096	$ 15,951

	For the Nine Months Ended June 30, 2011					
	Reduction in Interest Rates	Payment Extensions	Forbearance or Other Actions	Multiple Concessions	Multiple Modifications	Total
Residential non-Home Today	$ 6,918	$ 872	$ 5,158	$ 2,277	$ 4,093	$ 19,318
Residential Home Today	7,603	408	5,240	3,323	5,278	21,852
Home equity loans and lines of credit	84	0	127	167	166	544
Total	$ 14,605	$ 1,280	$ 10,525	$ 5,767	$ 9,537	$ 41,714

Table of Contents

The following table provides information on troubled debt restructured loans modified within the last 12 months that defaulted during the period presented.

Troubled Debt Restructurings That Subsequently Defaulted	For the Three Months Ended June 30, 2011		For the Nine Months Ended June 30, 2011	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
	(Dollars in thousands)		(Dollars in thousands)	
Residential non-Home Today	18	$ 2,800	23	$ 3,548
Residential Home Today	52	5,681	65	7,020
Home equity loans and lines of credit	3	365	4	409
Construction	0	0	0	0
Total	73	$ 8,846	92	$ 10,977

The following tables provide information about the credit quality of residential loan receivables by an internally assigned grade. Balances are net of deferred fees and any applicable LIP.

	Pass	Special Mention	Substandard	Loss	Total
June 30, 2011					
Real Estate Loans:					
Residential non-Home Today	$ 6,829,907	$ 0	$ 107,526	$ 20,178	$ 6,957,611
Residential Home Today	193,121	0	58,805	14,534	266,460
Home equity loans and lines of credit	2,517,901	13,143	28,953	13,656	2,573,653
Construction	41,217	0	4,207	1,469	46,893
Total	$ 9,582,146	$ 13,143	$ 199,491	$ 49,837	$ 9,844,617

	Pass	Special Mention	Substandard	Loss	Total
September 30, 2010					
Real Estate Loans:					
Residential non-Home Today	$ 5,968,435	$ 0	$ 125,105	$ 14,707	$ 6,108,247
Residential Home Today	189,426	0	83,044	6,682	279,152
Home equity loans and lines of credit	2,789,966	18,224	39,906	17,840	2,865,936
Construction	46,521	0	6,217	1,717	54,455
Total	$ 8,994,348	$ 18,224	$ 254,272	$ 40,946	$ 9,307,790

Residential loans are internally assigned a grade using the standard grades and classifications outlined in the Office of Thrift Supervision Examination Handbook for Asset Quality. Pass loans are assets well protected by the current paying capacity of the borrower and the value of the underlying collateral. Special Mention loans have a potential weakness that we feel deserves management s attention and may result in further deterioration in their repayment prospects and/or the Association s credit position. Substandard loans are inadequately protected by the current payment capacity of the borrower or the collateral pledged with a defined weakness that jeopardizes the liquidation of the debt. Loss loans are considered uncollectible and continuing to carry the asset without a specific valuation allowance or charge-off is not warranted.

At June 30, 2011 and September 30, 2010, respectively, the recorded investment of impaired loans includes $118,951 and $90,167 of troubled debt restructurings that are individually evaluated for impairment, but have adequately performed under the terms of the restructuring and are classified as pass loans. At June 30, 2011 and September 30, 2010, respectively, there are $26,071 and $44,689 of loans classified substandard and $13,142 and $18,206 of loans classified special mention that are not included in the recorded investment of impaired loans; rather, they are

included in loans collectively evaluated for impairment.

Table of Contents

The following table provides information about the credit quality of consumer loan receivables by payment activity.

	June 30, 2011	September 30, 2010
Performing	$ 6,915	$ 7,198
Nonperforming	1	1
Total	$ 6,916	$ 7,199

Consumer loans are internally assigned a grade of performing or nonperforming when they become 90 days or more past due.

5. DEPOSITS

Deposit account balances are summarized as follows:

	June 30, 2011	September 30, 2010
Negotiable order of withdrawal accounts	$ 983,958	$ 967,645
Savings accounts	1,664,812	1,579,065
Certificates of deposit	6,052,184	6,303,585
	8,700,954	8,850,295
Accrued interest	942	1,646
Total deposits	$ 8,701,896	$ 8,851,941

6. INCOME TAXES

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and city jurisdictions. With a few immaterial exceptions, we are no longer subject to federal and state income tax examinations for tax years prior to 2007. The Internal Revenue Service is currently conducting an audit of the Company s 2008 federal tax return. The State of Ohio has examined the Association through 2006 with no adjustment.

The Company recognizes interest and penalties on income tax assessments or income tax refunds, where applicable, in the financial statements as a component of its provision for income taxes.

7. DEFINED BENEFIT PLAN

The Third Federal Savings Retirement Plan (the Plan) is a defined benefit pension plan. Effective December 31, 2002, the Plan was amended to limit participation to employees who met the Plan s eligibility requirements on that date. After December 31, 2002, employees not participating in the Plan, upon meeting the applicable eligibility requirements, participate in a separate tier of the Company s defined contribution 401(k) Savings Plan. Benefits under the Plan are based on years of service and the employee s average annual compensation (as defined in the Plan). The funding policy of the Plan is consistent with the funding requirements of U.S. federal and other governmental laws and regulations.

Table of Contents

The components of net periodic benefit cost recognized in the statements of income are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
Service cost	$ 1,085	$ 995	$ 3,253	$ 2,985
Interest cost	838	894	2,806	2,682
Expected return on plan assets	(841)	(725)	(2,524)	(2,176)
Amortization of net loss	205	538	1,081	1,612
Amortization of prior service cost	(16)	(16)	(46)	(46)
Net periodic benefit cost	$ 1,271	$ 1,686	$ 4,570	$ 5,057

Minimum employer contributions paid during the nine months ended June 30, 2011 were $4,586. Minimum employer contributions expected during the remainder of the fiscal year are $1,175.

8. EQUITY INCENTIVE PLAN

During the nine months ended June 30, 2011 and 2010, the Company recorded $5,397 and $4,984, respectively, of stock-based compensation expense, comprised of stock option expense of $2,144 and $1,898, respectively, and restricted stock units expense of $3,253 and $3,086, respectively.

At June 30, 2011, 5,005,925 shares were subject to options, with a weighted average exercise price of $11.96 per share and a weighted average grant date fair value of $3.04 per share. Expected future expense related to the 4,515,276 non-vested options outstanding as of June 30, 2011 is $7,609 over a weighted average of 3.4 years. At June 30, 2011, 1,665,400 restricted stock units, with a weighted average grant date fair value of $11.78 per unit are unvested. Expected future compensation expense relating to the 1,711,950 restricted stock units outstanding as of June 30, 2011 is $9,053 over a weighted average period of 4.1 years. Each unit is equivalent to one share of common stock.

9. COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Company enters into commitments with off-balance-sheet risk to meet the financing needs of its customers. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments to originate loans generally have fixed expiration dates of 60 to 360 days or other termination clauses and may require payment of a fee. Unfunded commitments related to home equity lines of credit generally expire ten years following the date that the line of credit was established, subject to various conditions including compliance with payment obligation, adequacy of collateral securing the line and maintenance of a satisfactory credit profile by the borrower. Since some of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Off-balance sheet commitments to extend credit involve elements of credit risk and interest rate risk in excess of the amount recognized in the consolidated statements of condition. The Company s exposure to credit loss in the event of nonperformance by the other party to the commitment is represented by the contractual amount of the commitment. The Company generally uses the same credit policies in making commitments as it does for on-balance-sheet instruments. Interest rate risk on commitments to extend credit results from the possibility that interest rates may have moved unfavorably from the position of the Company since the time the commitment was made.

At June 30, 2011, the Company had commitments to originate loans as follows:

Fixed-rate mortgage loans	$ 76,063
Adjustable-rate mortgage loans	156,774
Bridge loans	1,462

Total	$ 234,299

Table of Contents

At June 30, 2011, the Company had unfunded commitments outstanding as follows:

Equity lines of credit	$ 1,506,043
Construction loans	43,106
Private equity investments	13,813
Total	$ 1,562,962

At June 30, 2011, the unfunded commitment on home equity lines of credit, including commitments for accounts suspended as a result of material default or a decline in equity is $1,766,538.

The Company assumes mortgage guaranty insurance on an excess of loss basis for the mortgage guaranty risks of certain mortgage loans in its own portfolio, including Home Today loans and loans in its servicing portfolio, through reinsurance contracts with two primary mortgage insurance companies. Under these contracts, the Company absorbs mortgage insurance losses in a range of five to seven percentage points in excess of the initial five percentage point loss layer of a given pool of loans, in exchange for a portion of the pool s mortgage insurance premiums. The first five percent layer of loss must be exceeded before the Company assumes any liability. At June 30, 2011, the maximum losses under the reinsurance contracts were limited to $15,088. The Company has paid $2,202 of losses under these reinsurance contracts and has provided a liability for the remaining estimated losses totaling $4,282 as of June 30, 2011. When evaluating whether or not the reserves provide a reasonable provision for unpaid loss and loss adjustment expenses, it is necessary to project future loss and loss adjustment expense emergence and payments for loan delinquencies occurring through the balance sheet date. The actual future loss and loss adjustment expense may not develop as actuarially projected. They may in fact vary considerably from the projections as mortgage insurance results are influenced by factors such as unemployment, housing market conditions, loan repayment rates, etc. Management believes it has made adequate provision for estimated losses. Based upon notice from our two primary mortgage insurance companies, no new contracts are being added to the Company s risk exposure. Our insurance partners will retain all new mortgage insurance premiums and all new risk.

In management s opinion, the above commitments will be funded through normal operations.

10. FAIR VALUE

Under U.S. GAAP, fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date and a fair value framework is established whereby assets and liabilities measured at fair value are grouped into three levels of a fair value hierarchy, based on the transparency of inputs and the reliability of assumptions used to estimate fair value. The Company s policy is to recognize transfers between levels of the hierarchy as of the end of the quarter in which the transfer occurs. The three levels of inputs are defined as follows:

Level 1 quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets with few transactions, or model-based valuation techniques using assumptions that are observable in the market.

Level 3 a company s own assumptions about how market participants would price an asset or liability.

As permitted under the fair value guidance in U.S. GAAP, the Company elects to measure at fair value mortgage loans classified as held for sale that are subject to pending loan securitization contracts. This election is expected to reduce volatility in earnings related to timing issues on loan securitization contracts.

At June 30, 2011 and September 30, 2010, there were no loans held for sale subject to pending securitization contracts. For the three months ended June 30, 2011 and 2010, net gain(loss) on the sale of loans included ($5) and $909, respectively, and for the nine months ended June 30,

2011 and 2010, net gain on the sale of loans included $0 and $517, respectively, related to changes during the period in the fair value of loans held for sale subject to pending securitization contracts that are fully offset by an equal amount of gains and losses on the derivative securitization contracts. Interest income on mortgage loans held for sale is recorded in interest income on loans. Mortgage loans held for sale not included in securitization contracts are recorded at the lower of cost or fair value. At June 30, 2011 there were no loans held for sale and at September 30, 2010, loans held for sale were reported at cost, $25,027.

Presented below is a discussion of the methods and significant assumptions used by the Company to estimate fair value.

Table of Contents

Investment Securities Available for Sale- Investment securities available for sale are recorded at fair value on a recurring basis. At June 30, 2011 and September 30, 2010, respectively, this includes $7,921 and $15,857 of investments in U.S. government agencies including U.S. Treasury notes and sequentially structured, highly liquid collateralized mortgage obligations (CMOs) issued by Fannie Mae, Freddie Mac, and Ginnie Mae and $8,743 and $8,762 of secured institutional money market deposits insured by the FDIC up to the current coverage limits, with any excess collateralized by the holding institution. Both are measured using the market approach. The fair values of treasury notes and CMOs represent unadjusted price estimates obtained from third party independent nationally recognized pricing services using pricing models or quoted prices of securities with similar characteristics and are included in Level 2 of the hierarchy. At the time of initial measurement and, subsequently, when changes in methodologies occur, management obtains and reviews documentation of pricing methodologies used by third party pricing services to verify that prices are determined in accordance with fair value guidance in U.S. GAAP and to ensure that assets are properly classified in the fair value hierarchy. Additionally, third party pricing is reviewed on a monthly basis for reasonableness based on the market knowledge and experience of company personnel that interact daily with the markets for these types of securities. The carrying amount of the money market deposit accounts is considered a reasonable estimate of their fair value because they are cash deposits in interest bearing accounts valued at par. These accounts are included in Level 1 of the hierarchy.

Mortgage Loans Held for Sale included in Pending Securitization Contracts - The fair value of mortgage loans held for sale is estimated using a market approach based on quoted secondary market pricing for loan portfolios with similar characteristics, including that portion which is included in pending securitization contracts. As described above, the Company elects the fair value measurement option for mortgage loans held for sale subject to pending securitization contracts. These loans are included in Level 2 of the hierarchy.

Impaired Loans Impaired loans represent certain loans held for investment that are subject to a fair value measurement under U.S. GAAP because they are individually evaluated for impairment and that impairment is measured using a fair value measurement, such as the observable market price of the loan or the fair value of the collateral less estimated costs to sell. Impairment is measured using the market approach based on the fair value of the collateral less estimated costs to sell for loans the Company considers to be collateral-dependent due to a delinquency status or other adverse condition severe enough to indicate that the borrower can no longer be relied upon as the continued source of repayment.

The fair value of the collateral for a collateral-dependent loan is estimated using an exterior appraisal in the majority of instances. Only if supporting market data is unavailable or the appraiser is unable to complete the assignment will an alternative valuation method be used. Typically that would entail obtaining a Broker Price Opinion (BPO). If neither of these methods is available, a commercially available automated valuation model (AVM) will be used to estimate value. These models are independently developed and regularly updated. Third Federal has engaged an independent firm to assist with the validation of automated valuation models.

Updated property valuations are obtained for all collateral-dependent impaired loans that become contractually 180 days past due, except that updated appraisals are obtained for equity lines of credit, equity loans, bridge loans, and loans modified in troubled debt restructurings that become contractually 90 days past due. Subsequently, updated appraisals are obtained at least annually for all loans that remain delinquent.

To calculate impairment of collateral-dependent loans, the fair market values are generally reduced by a calculated cost to sell derived from historical experience and recent market conditions to reflect our average net proceeds. A valuation allowance is recorded by a charge to income for any indicated impairment loss. When no impairment loss is indicated, the carrying amount is considered to approximate the fair value of that loan to the Company because contractually that is the maximum recovery the Company can expect. Loans individually evaluated for impairment based on the fair value of the collateral are included in Level 3 of the hierarchy with assets measured at fair value on a non-recurring basis.

Loans held for investment that have been restructured in troubled debt restructurings and are performing according to the modified terms of the loan agreement are individually evaluated for impairment using the present value of future cash flows based on the loan s effective interest rate, which is not a fair value measurement. At June 30, 2011 and September 30, 2010, respectively, this included $138,332 and $122,971 in unpaid principal balances of loans with related allowances for loss of $6,238 and $5,086.

Real Estate Owned Real estate owned includes real estate acquired as a result of foreclosure or by deed in lieu of foreclosure and is carried at the lower of acquisition cost or fair value less estimated costs to sell. Fair value is estimated under the market approach using independent third party appraisals. As these properties are actively marketed, estimated fair values may be adjusted by management to reflect current economic and market conditions. At June 30, 2011 and September 30, 2010, respectively, there was $10,227 and $9,421 of real estate owned included in Level 3 of the hierarchy with assets measured at fair value on a non-recurring basis where the acquisition costs exceeded the fair values less estimated costs to sell

Table of Contents

of these properties. Real estate owned, as reported in the consolidated statements of condition, includes estimated costs to sell of $743 and $514 related to these properties at June 30, 2011 and September 30, 2010, respectively.

Mortgage Loan Servicing Assets - Mortgage loan servicing assets are initially recorded at fair value and subsequently amortized over the estimated period of servicing income. The servicing assets are assessed for impairment, based on fair value, on a quarterly basis using a discounted cash flow model incorporating assumptions market participants would use including estimated prepayment speeds, discount factors, and estimated costs to service. For measurement purposes, servicing assets are separated into stratum segregated primarily by the predominant risk characteristics of the loans serviced, such as type, fixed and adjustable rates, original terms, and interest rates. When the carrying value of the servicing asset for an individual stratum exceeds the fair value, the stratum is considered impaired. The amount of impairment is recognized through a valuation allowance recorded in current earnings and the stratum is included in Level 3 of the hierarchy with assets measured at fair value on a non-recurring basis.

Land held for development Land held for development includes real estate surrounding the Company s main office in Cleveland, Ohio, acquired to preserve and redevelop the community. It is carried at the lower of acquisition cost or fair value less estimated costs to sell or develop and is included in other assets on the Consolidated Statement of Condition. Fair value is estimated under the market approach using values for comparable projects, adjusted by management to reflect current economic and market conditions. At June 30, 2011 and September 30, 2010, respectively, there was $2,544 and $2,467 of land held for development included in Level 3 of the hierarchy with assets measured at fair value on a non-recurring basis. The acquisition costs of these properties exceeded their fair values less estimated cost to sell or develop by $1,500 at June 30, 2011 and September 30, 2010.

Derivatives - Derivative instruments include interest rate locks on commitments to originate loans for the held for sale portfolio and forward commitments on contracts to deliver mortgage-backed securities. Derivatives are reported at fair value in other assets or other liabilities on the Consolidated Statement of Condition with changes in value recorded in current earnings. Fair value is estimated using quoted secondary market pricing for loan portfolios with similar characteristics. The fair value of interest rate lock commitments is adjusted by a closure rate based on the estimated percentage of commitments that will result in closed loans. Because the closure rate is a significantly unobservable assumption, interest rate lock commitments are included in Level 3 of the hierarchy. Forward commitments on contracts to deliver mortgage-backed securities are included in Level 2 of the hierarchy.

Assets carried at fair value on a recurring basis on the Consolidated Statement of Condition at June 30, 2011 and September 30, 2010 are summarized below. There were no liabilities carried at fair value on a recurring basis on the Consolidated Statement of Condition at June 30, 2011 and September 30, 2010.

		Recurring Fair Value Measurements at Reporting Date Using		
	June 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Investment securities available for sale:				
U.S. government and agency obligations	$ 1,983	$ 0	$ 1,983	$ 0
REMIC s	5,938	0	5,938	0
Money market accounts	8,743	8,743	0	0
Total	$ 16,664	$ 8,743	$ 7,921	$ 0

	September 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

Assets				
Investment securities available for sale:				
U.S. government and agency obligations	$ 7,063	$ 0	$ 7,063	$ 0
REMIC s	8,794	0	8,794	0
Money market accounts	8,762	8,762	0	0
Total	$ 24,619	$ 8,762	$ 15,857	$ 0

Table of Contents

Summarized in the table below are those assets measured at fair value on a nonrecurring basis. This includes loans held for investment that are individually evaluated for impairment, certain strata of mortgage loan servicing assets identified as having a fair value below amortized cost, and properties included in real estate owned that are carried at fair value less estimated costs to sell at the reporting date.

		Nonrecurring Fair Value Measurements at Reporting Date Using		
	June 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans, net of allowance	$ 156,331	$ 0	$ 0	$ 156,331
Real estate owned[1]	10,227	0	0	10,227
Land held for development	2,544	0	0	2,544
Total	$ 169,102	$ 0	$ 0	$ 169,102

	September 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans, net of allowance	$ 177,895	$ 0	$ 0	$ 177,895
Real estate owned[1]	9,421	0	0	9,421
Land held for development	2,467	0	0	2,467
Mortgage loan servicing assets	237	0	0	237
Total	$ 190,020	$ 0	$ 0	$ 190,020

[1] Amounts represent fair value measurements of properties before deducting estimated costs to sell.

The following table presents the estimated fair value of the Company s financial instruments. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

	At June 30, 2011		At September 30, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets:				
Cash and due from banks	$ 33,757	$ 33,757	$ 38,804	$ 38,804
Other interest bearing cash equivalents	243,812	243,812	704,936	704,936
Investment securities:				
Available for sale	16,664	16,664	24,619	24,619

Held to maturity	441,691	449,380	646,940	657,076
Mortgage loans held for sale	0	0	25,027	26,109
Loans-net:				
Mortgage loans held for investment	9,691,312	9,763,167	9,174,550	9,436,025
Other loans	6,916	7,650	7,199	8,186
Federal Home Loan Bank stock	35,620	35,620	35,620	35,620
Private equity investments	1,764	1,764	2,327	2,327
Accrued interest receivable	35,625	35,625	36,282	36,282
Liabilities:				
NOW and passbook accounts	$ 2,648,770	$ 2,648,770	$ 2,546,710	$ 2,546,710
Certificates of deposit	6,053,126	6,222,179	6,305,231	6,548,319
Borrowed funds	185,129	180,994	70,158	72,829
Borrowers advances for taxes and insurance	28,817	28,817	51,401	51,401
Principal, interest and escrow owed on loans serviced	89,430	89,430	284,425	284,425

Table of Contents

Cash and Due from Banks, Interest Bearing Cash Equivalents The carrying amount is a reasonable estimate of fair value.

Investment and Mortgage-Backed Securities Estimated fair value for investment and mortgage-backed securities is based on quoted market prices, when available. If quoted prices are not available, management will use as part of their estimation process fair values which are obtained from third party independent nationally recognized pricing services using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows.

Mortgage Loans Held for Sale Fair value of mortgage loans held for sale is estimated based on quoted secondary market pricing for loan portfolios with similar characteristics.

Loans For mortgage loans held for investment and other loans, fair value is estimated by discounting expected cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining term. Further, in order to appropriately capture and reflect credit exposure, estimated fair value is reduced by the allowance for loan losses.

Federal Home Loan Bank Stock The fair value is estimated to be the carrying value, which is par. All transactions in capital stock of the FHLB of Cincinnati are executed at par.

Private Equity Investments Private equity investments are initially valued based upon transaction price. The carrying value is subsequently adjusted when it is considered necessary based on current performance and market conditions. The carrying values are adjusted to reflect expected exit values. These investments are included in Other assets in the accompanying statements of condition at fair value.

Deposits The fair value of demand deposit accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using discounted cash flows and rates currently offered for deposits of similar remaining maturities.

Borrowed Funds Estimated fair value for borrowed funds is estimated using discounted cash flows and rates currently charged for borrowings of similar remaining maturities.

Accrued Interest Receivable, Borrowers Advances for Insurance and Taxes, and Principal, Interest and Escrow Owed on Loans Serviced The carrying amount is a reasonable estimate of fair value.

11. DERIVATIVE INSTRUMENTS

The Company may enter into forward commitments for the sale of mortgage loans principally to protect against the risk of adverse interest rate movements on net income. The Company recognizes the fair value of such contracts when the characteristics of those contracts meet the definition of a derivative. Such derivatives are not designated in a hedging relationship; therefore, gains and losses are recognized immediately in the statement of income. In addition, the Company may enter into commitments to originate loans, which when funded, will be classified as held for sale. Such commitments meet the definition of a derivative and are not designated in a hedging relationship; therefore, gains and losses are recognized immediately in the statement of income. The Company had no derivative instruments at June 30, 2011 or September 30, 2010 and had no derivatives designated as hedging instruments under Accounting Standards Codification (ASC) 815, Derivatives and Hedging, during the three and nine months ended June 30, 2011 and 2010.

The following table summarizes the effects on income of derivative instruments not designated as hedging instruments.

		Amount of Gain or (Loss) Recognized in Income on Derivative			
		Three Months Ended June 30,		Nine Months Ended June 30,	
	Location of Gain or (Loss) Recognized in Income	2011	2010	2011	2010
Interest rate lock commitments	Other income	$ 0	$ (49)	$ 0	$ (9)
Forward commitments for the sale of mortgage loans	Net gain (loss) on the sale of loans	5	(909)	0	(517)

Total	$ 5	$ (958)	$ 0	$ (526)

Table of Contents

12. RECENT ACCOUNTING PRONOUNCEMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2011-05, Presentation of Comprehensive Income eliminates the option to present other comprehensive income (OCI) in the statement of shareholders equity and provides an entity the option to present the total of comprehensive income, the components of net income, and the components of OCI either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of OCI along with a total for OCI, and a total amount for comprehensive income. Regardless of whether an entity chooses to present comprehensive income in a single continuous statement or in two separate but consecutive statements, the entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from OCI to net income in the statement(s). The amendments in this update are applied retrospectively and are effective for the Company for the interim and annual periods beginning October 1, 2012, with early adoption permitted. When adopted, the only impact of these amendments on the Company s consolidated financial statements will be a change in the presentation of OCI.

FASB ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS eliminates unnecessary wording differences between U.S. GAAP and International Financial Reporting Standards, clarifies the intent of existing fair value measurements, and expands disclosure requirements. ASU 2011-04 indicates that the highest and best use and valuation premises in a fair value measurement only apply to nonfinancial assets. In addition, ASU 2011-04 expands qualitative and quantitative fair value disclosures including those related to descriptions of valuation processes used, the sensitivity of fair value to changes in unobservable inputs and the interrelationships between those inputs, and quantitative disclosures about unobservable inputs and assumptions. The amendments in ASU 2011-04 are effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of this guidance is not expected to have a material impact on the Company s consolidated financial statements.

FASB ASU 2011-02, Receivables (Topic 310): A Creditor s Determination of Whether a Restructuring Is a Troubled Debt Restructuring provides additional guidance to creditors for evaluating whether a modification or restructuring of a receivable is a troubled debt restructuring (TDR). It requires creditors to evaluate modifications and restructurings of receivables using a more principles-based approach. Financial reporting implications of being classified as a TDR are that the creditor is required to: consider the receivable impaired when calculating the allowance for credit losses and provide additional disclosures about its troubled debt restructuring activities in accordance with the requirements of ASU 2010-20, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses as described below. ASU 2011-02 clarifies the existing guidance on whether (1) the creditor has granted a concession and (2) whether the debtor is experiencing financial difficulties, which are the two criteria used to determine whether a modification or restructuring is a TDR. ASU 2011-02 and the TDR disclosures required by ASU 2010-20 have been adopted for the reporting period ending June 30, 2011 and applied retrospectively to October 1, 2010 with no material impact on the Company s consolidated financial statements.

FASB ASU 2010-20, Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses expands disclosures about the credit quality of financing receivables and the allowance for credit losses, requiring such disclosures be presented on a disaggregated basis, either by portfolio segment, which is defined as the level at which an entity determines its allowance for credit losses, or by class, which is defined on the basis of the initial measurement attribute, the risk characteristics, and the method for monitoring and assessing credit risk. The new guidance requires an entity to present, by portfolio segment, a roll forward of the allowance for credit losses and the recorded investment of the related financing receivables, and significant purchases and sales of financing receivables. Disclosures required by class of financing receivables include nonaccrual status, impaired balances, credit quality indicators, the aging of past dues, the nature and extent of troubled debt restructurings that occurred during the reporting period along with their impact on the allowance for credit losses, and the nature and effect of troubled debt restructurings that occurred during the previous twelve months that defaulted during the period along with their impact on the allowance for credit losses. The new and amended disclosures are included in Note 4. Loans and Allowance for Loan Losses.

The Company has determined that all other recently issued accounting pronouncements will not have a material impact on the Company s consolidated financial statements or do not apply to its operations.

Table of Contents

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

Forward Looking Statements

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

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements concerning trends in our provision for loan losses and charge-offs;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, the following important factors that could affect the actual outcome of future events:

- significantly increased competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our interest margins or reduce the fair value of financial instruments;
- general economic conditions, either nationally or in our market areas, including employment prospects and conditions that are worse than expected;
- decreased demand for our products and services and lower revenue and earnings because of a recession;
- adverse changes and volatility in the securities markets;
- adverse changes and volatility in credit markets;
- legislative or regulatory changes that adversely affect our business, including changes in regulatory costs and capital requirements;
- our ability to enter new markets successfully and take advantage of growth opportunities, and the possible short-term dilutive effect of potential acquisitions or de novo branches, if any;

changes in consumer spending, borrowing and savings habits;

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

future adverse developments concerning Fannie Mae or Freddie Mac;

changes in monetary and fiscal policy of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board;

changes in policy and/or assessment rates of taxing authorities that adversely affect us;

the timing and the amount of revenue that we may recognize;

changes in expense trends (including, but not limited to trends affecting non-performing assets, charge-offs and provisions for loan losses);

changes in consumer spending, borrowing and spending habits;

the impact of the current governmental effort to restructure the U.S. financial and regulatory system;

inability of third-party providers to perform their obligations to us;

adverse changes and volatility in real estate markets;

a slowing or failure of the moderate economic recovery that began last year;

the extensive reforms enacted in the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), which will impact us;

the adoption of implementing regulations by a number of different regulatory bodies under the Dodd-Frank Act, and uncertainty in the exact nature, extent and timing of such regulations and the impact they will have on us, including the impact of coming under the jurisdiction of new federal regulators;

changes in our organization, or compensation and benefit plans;

the strength or weakness of the real estate markets and of the consumer and commercial credit sectors and its impact on the credit quality of our loans and other assets; and

the efficacy of the U.S. Federal government to manage federal debt limits.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

Table of Contents

Overview

Our business strategy is to operate as a well-capitalized and profitable financial institution dedicated to providing exceptional personal service to our customers. We cannot assure you that we will successfully implement our business strategy.

Since being organized in 1938, we grew to become, prior to our initial public offering of stock in April 2007, the nation s largest mutually-owned savings and loan association based on total assets. We credit our success to our continued emphasis on our primary values: Love, Trust, Respect, and a Commitment to Excellence, along with some Fun. Our values are reflected in our pricing of loan and deposit products, and historically, in our Home Today program, as described below. Our values are further reflected in the Broadway Redevelopment Initiative (a long-term revitalization program encompassing the three-mile corridor of the Broadway-Slavic Village neighborhood in Cleveland, Ohio where our main office is located) and the education programs we have established and/or supported. We intend to continue to support our customers.

While recent financial and economic releases have not been as consistently negative, and some positive trends have been highlighted in many current earnings reports, much of the financial services industry remains relatively fragile and susceptible to the consequences of adverse financial conditions. Regionally high unemployment, weak residential real estate values, capital and credit markets that remain at less than robust levels, and a general lack of confidence in the financial service sector of the economy present challenges for us.

Management believes that the following matters are those most critical to our success: (1) controlling our interest rate risk exposure; (2) monitoring and limiting our credit risk; (3) maintaining access to adequate liquidity and alternative funding sources; and (4) monitoring and controlling operating expenses.

Controlling Our Interest Rate Risk Exposure. Although housing and credit issues persist in financial headlines and continue to have a distinctly negative effect on our reported operating results and, as described below, are certainly a matter of significant concern for us, historically our greatest risk has been interest rate risk exposure. When we hold long-term, fixed-rate assets, funded by liabilities with shorter repricing characteristics, we are exposed to potentially adverse impact from rising interest rates. Generally, and particularly over extended periods of time that encompass full economic cycles, interest rates associated with longer term assets have been higher than interest rates associated with shorter term assets. This difference has been an important component of our net interest income and is fundamental to our operations. We manage the risk of holding long-term, fixed-rate mortgage assets by moderating the attractiveness of our loan offerings, thereby controlling the level of additions (new originations) to our portfolio, and by periodically selling long-term, fixed-rate mortgage loans in the secondary market to reduce the amount of those assets held in our portfolio. During the three and nine-month periods ended June 30, 2011, we sold $28.3 million, and $33.6 million, respectively, of long-term, fixed-rate mortgage loans compared to $542.1 million and $942.2 million during the three and nine-month periods ended June 30, 2010, respectively. The low volume of loan sales since September 30, 2010 reflects the impact of changes by Fannie Mae, the Association s primary loan investor, related to requirements for loans that it accepts and a reduced level of fixed rate loan originations as described below.

Effective July 1, 2010, Fannie Mae promulgated certain loan origination requirement changes affecting loan eligibility that, to date, we have not adopted. In reaching our current decision regarding implementation of the changes necessary to comply with Fannie Mae s revised requirements, we considered that since 1991, the Association, employing only non-commissioned loan originators and utilizing a centralized underwriting process, has sold loans to Fannie Mae under a series of proprietary variances, or contract waivers, that were negotiated between us and Fannie Mae during the term of our relationship. These proprietary concessions related to certain loan file documentation and quality control procedures that, in our opinion, did not diminish in any way the excellent credit quality of the loans that we delivered to Fannie Mae, but facilitated the efficiency and effectiveness of our operations and the quality and value of the loan products that we were able to offer to our borrowers. The excellent credit quality of the loans that we delivered to Fannie Mae was consistently evidenced by the superior delinquency profile of our portfolio in peer performance comparisons prepared by Fannie Mae throughout the term of our relationship. In response to the tumult of the housing crisis that commenced in 2008, and with the objective of improving the credit profile of its loan portfolio, Fannie Mae has enacted many credit tightening measures, culminating in the effective elimination of proprietary variances and waivers, accompanied by the imposition of additional file documentation requirements and expanded quality control procedures. In addition to substantively changing Fannie Mae s operating environment, effects of the housing crisis spread throughout the secondary residential mortgage market and resulted in a significantly altered operating framework for all secondary market participants. We believe that this dramatically altered operating framework offers opportunities for business process innovators to create new secondary market solutions especially as such opportunities pertain to high credit quality residential loans similar to those that we have traditionally originated. With the current uncertainty as to how the secondary market might be structured in the future, the Association has concluded that it is premature to incur the costs of the infrastructural changes to our operations (file documentation collection and additive quality control procedures) that would be necessary to fully comply with current Fannie Mae loan eligibility standards. In the near term, the Association expects to monitor secondary market developments and will continue to assess the merits of implementing the changes required to comply with Fannie Mae s loan eligibility standards.

28

Table of Contents

The Association s current ability to reduce interest rate risk via our traditional loan sales of newly originated longer-term fixed rate residential loans is limited until the Association either changes its loan origination processes or Fannie Mae, Freddie Mac or other market participants revise their loan eligibility standards. In the absence of such changes, future sales of fixed rate mortgage loans will be predominantly limited to those loans that have established payment histories, strong borrower credit profiles and are supported by adequate collateral values. In that regard, in June 2011, we sold, on a servicing retained basis, $20.3 million of fixed-rate mortgage loans to a private investor. Also, in response to the agencies loan eligibility changes, in July 2010 we began marketing an adjustable-rate mortgage loan product that provides us with improved interest rate risk characteristics when compared to a long-term, fixed-rate mortgage. Since its introduction, the SmartRate adjustable rate mortgage has offered borrowers an interest rate lower than that of a fixed-rate loan. The rate is locked for three or five years then resets annually after that. It contains a feature to relock the rate an unlimited number of times at our then current rate and fee schedule, for another three or five years (dependent on the original reset period) without having to complete a full refinance transaction. Relock eligibility is subject to satisfactory payment performance history by the borrower. During the nine months ended June 30, 2011 adjustable-rate mortgage loan production increased $927.4 million to $956.1 million from $28.7 million during the nine months ended June 30, 2010. During the same time period, fixed-rate mortgage loan production decreased $368.5 million to $785.3 million from $1.15 billion. The amount of origination and refinancing volumes along with the portion of that activity that pertains to loans that we previously sold (but for which we maintained the right to provide mortgage servicing so as to maintain our relationship with our customer) when coupled with the level of loan sales, if any, determines the balance of loans held on our balance sheet. The amount of adjustable-rate loan activity described above resulted in $1.67 billion of long-term adjustable rate loans in our residential mortgage loan held for investment portfolio at June 30, 2011, as compared to $892.3 million at September 30, 2010 and $597.3 million at June 30, 2010. In addition, fixed-rate mortgage loan activity described above resulted in $5.59 billion of long-term fixed rate loans in our residential mortgage loan held for investment portfolio at June 30, 2011, as compared to $5.53 billion at September 30, 2010 and $5.36 billion at June 30, 2010.

In the past, we have also managed interest rate risk by promoting home equity lines of credit which have a variable interest rate. As described below, this product carries an incremental credit risk component and has been adversely impacted by the housing market downturn. Effective June 28, 2010, we suspended the acceptance of new home equity credit applications with the exception of bridge loans and, in accordance with a reduction plan that was accepted by our primary regulator in December 2010, we actively pursued strategies to decrease the outstanding balance of our home equity lending portfolio as well as our exposure to undrawn home equity lines of credit. During the quarter ended June 30, 2011, we achieved the balance and exposure reduction targets included in the reduction plan. Notwithstanding achievement of the reduction plan target, promotion of this product is not a current strategy used to help manage our interest rate risk profile.

Should a rapid and substantial increase occur in general market interest rates, it is probable that, prospectively and particularly over a multi-year time horizon, the level of our net interest income would be adversely impacted.

Monitoring and Limiting Our Credit Risk. While, historically, we had been successful in limiting our credit risk exposure by generally imposing high credit standards with respect to lending, the confluence of unfavorable regional and macro-economic events since 2008, coupled with our pre-2010 expanded participation in the second lien mortgage lending markets, has significantly refocused our attention with respect to credit risk. In response to the evolving economic landscape, we have continuously revised and updated our quarterly analysis and evaluation procedures, as needed, for each category of our lending with the objective of identifying and recognizing all appropriate credit impairments. At June 30, 2011, more than 90% of our assets consisted of residential real estate loans and home equity loans and lines of credit, the overwhelming majority of which were originated to borrowers in the states of Ohio and Florida. Our analytic procedures and evaluations include specific reviews of all home equity loans and lines of credit that become 90 or more days past due as well as specific reviews of all first mortgage loans that become 180 or more days past due. We also expanded our analysis of current performing home equity lines of credit to better mitigate future risk of loss.

In response to market conditions, and in an effort to limit our credit risk exposure and improve the credit performance of new customers, we have tightened our credit criteria in evaluating a borrower s ability to successfully fulfill his or her repayment obligation and we have revised the design of many of our loan products to require higher borrower down-payments, limited the products available for condominiums, and eliminated certain product features (such as interest-only adjustable-rate loans, loans above certain loan-to-value ratios, and equity lending products with the exception of bridge loans).

Prior to its merger into the Office of the Comptroller of the Currency (OCC) on July 21, 2011, the Office of Thrift Supervision (OTS) expressed concerns with the risk concentration and other aspects of the Association s home equity loans and lines of credit portfolio and the administration of that portfolio. Under the terms of an August 13, 2010 memorandum of understanding (the MOU) between the Association and the OTS, management prepared, or obtained, and submitted to the OTS: (1) a third party report on our home equity lending portfolio; (2) a home equity lending reduction plan (the Reduction Plan); (3) enhanced home equity lending and credit risk management policies and procedures; and (4) an updated business plan. On December 27, 2010, notice was received from the OTS that it did not object to the Reduction Plan. The Reduction Plan spans the period from June 30, 2010 through December 31, 2011. As of June 30, 2011, the Reduction Plan targets (a $1

29

Table of Contents

billion reduction in home equity lending commitments, including a $300 million reduction in outstanding balances) had been met and exceeded as home equity lending commitments had been reduced by $1.05 billion, including $335.7 million in outstanding balances. Other elements of the Reduction Plan include: a $150 million capital infusion from the Company to the Association, which was completed in October, 2010: and implementation of expanded line management, account management and collection processes regarding home equity lending. These process changes continue to be implemented and are in various stages of completion. Further, the ratio of the Association s home equity loans and lines of credit portfolio and open commitments relative to Tier 1 Capital, plus the allowance for loan losses, was reduced to 256% at June 30, 2011 from 350% at September 30, 2010. The December 31, 2011 targeted ratio as contained in the Reduction Plan is 261%.

Effective February 7, 2011, the MOU was terminated and replaced by new memorandums of understanding (the New MOU) covering the Association, Third Federal Savings, MHC and the Company. The New MOU addressed the ongoing monitoring of issues raised in the original MOU. In addition, the New MOU required, at various dates through June 30, 2011, the following actions, all of which we have performed: (1) an independent assessment of the Association s interest rate risk management policy and a plan to address any deficiencies (the assessment was submitted to the OTS on February 14, 2011); (2) an independent review of management compensation (the review was submitted to the OTS on June 30, 2011); (3) the submittal of an independent enterprise risk management study and a plan to address any deficiencies (the study and plan to address deficiencies was submitted to the OTS on February 11, 2011); (4) the submittal for OTS non-objection 45 days in advance of any plans for new debt, dividends or stock repurchases; (5) formal management and director succession plans (these plans were submitted to the OTS on March 30, 2011 and April 29, 2011, respectively); and (6) revisions to various operational policies (each of which has been completed). In a self-initiated effort, and prior to receipt of the New MOU, in September 2010, we engaged a third party to conduct an independent assessment of our interest rate risk management policy and our enterprise risk management approach. As indicated above, just days after receipt of the New MOU, the assessments were submitted to the OTS. As a result of the assessments, we are installing a new interest rate risk model to provide more customized analysis and we have established new board and management level committees to govern and oversee risk management and compliance. As indicated above, we believe that to date, we have complied with all of the stipulations of the MOU and New MOU. The requirements of the MOU and New MOU carry costs to complete which will continue to increase our non-interest expense in amounts that are not expected to, but may, be material to our results of operations. The Company does not intend to declare or pay a cash dividend, or to repurchase any of its outstanding common stock until the concerns of our regulators are resolved. The requirements of the New MOU will remain in effect until our primary regulator decides to terminate, suspend or modify them.

One aspect of our credit risk concern relates to the high percentage of our loans that are secured by residential real estate in the states of Ohio and Florida, particularly in light of the highly publicized difficulties that have arisen with respect to the real estate markets in those states. At June 30, 2011, approximately 80.3% and 17.7% of our residential, non-Home Today and construction loans were secured by properties in Ohio and Florida, respectively. Our 30 or more days delinquency ratios on those loans in Ohio and Florida at June 30, 2011 were 1.6% and 5.1%, respectively. Our 30 or more days delinquency ratio for the non-Home Today portfolio as a whole was 2.1%. Also, at June 30, 2011, approximately 39.5% and 28.5% of our home equity loans and lines of credit were secured by properties in Ohio and Florida, respectively. Our 30 days or more delinquency ratios on those loans in Ohio and Florida at June 30, 2011 were 1.6% and 3.1%, respectively. Our 30 or more days delinquency ratio for the home equity loans and lines of credit portfolio as a whole was 2.2%. While we focus our attention on, and are concerned with respect to the resolution of all loan delinquencies, as these ratios illustrate, our highest concern is centered on loans that are secured by properties in Florida. The Allowance for Loan Losses portion of the Critical Accounting Policies section provides additional details regarding our loan portfolio composition, delinquency statistics, our methodology in evaluating our loan loss provisions and the adequacy of our allowance for loan losses. As long as unemployment levels remain high, particularly in Ohio and Florida, and Florida housing values remain depressed due to prior overbuilding and speculation which has resulted in considerable inventory on the market, we expect that we will continue to experience elevated levels of delinquencies and risk of loss.

Our residential Home Today loans are another area of credit risk concern. Although the recorded investment in these loans totals $266.5 million at June 30, 2011 and constitutes only 2.7% of our total loan portfolio balance, these loans comprise 27.7% and 27.8% of our 90 days or greater delinquencies and our total delinquencies, respectively. At June 30, 2011, approximately 95.8% and 4.0% of our residential, Home Today loans were secured by properties in Ohio and Florida, respectively. At June 30, 2011, the percentages of those loans delinquent 30 days or more in Ohio and Florida were 30.0% and 35.5%, respectively. The disparity between the portfolio composition ratio and delinquency composition ratio reflects the nature of the Home Today loans. Prior to March 27, 2009 these loans were made to customers who, generally because of poor credit scores, would not have otherwise qualified for our loan products. We do not offer, and have not offered, loan products frequently considered to be designed to target sub-prime borrowers containing features such as higher fees or higher rates, negative amortization, or low initial payment features with adjustable interest rates. Our Home Today loan products, which prior to March 27, 2009 were made to borrowers whose credit profiles might be described as sub-prime, generally contain the same features as loans offered to our non-Home Today borrowers. The overriding objective of our Home Today lending, just as it is with our non-Home Today lending, is to create successful homeowners. We have attempted to manage our Home

30

Table of Contents

Today credit risk by requiring that borrowers attend pre- and post-borrowing financial management education and counseling and that the borrowers be referred to us by a sponsoring organization with which we have partnered. Further, to manage the credit aspect of these loans, inasmuch as the majority of these buyers do not have sufficient funds for required downpayments, many loans include private mortgage insurance. At June 30, 2011, 53.9% of Home Today loans included private mortgage insurance coverage. From a peak recorded investment of $306.6 million at December 31, 2007, the total recorded investment balance of the Home Today portfolio has declined to $266.5 million at June 30, 2011. This trend generally reflects the evolving conditions in the mortgage real estate market and the tightening of standards imposed by issuers of private mortgage insurance. As part of our effort to manage credit risk, effective March 27, 2009, the Home Today underwriting guidelines were revised to be substantially the same as our traditional mortgage product. Inasmuch as most potential Home Today customers do not have sufficient funds for required downpayments, the lack of available private mortgage insurance restricts our ability to extend credit. Unless and until lending standards and private mortgage insurance requirements loosen, we expect the Home Today portfolio to continue to decline in balance.

Maintaining Access to Adequate Liquidity and Alternative Funding Sources. For most insured depositories, customer and community confidence are critical to their ability to maintain access to adequate liquidity and to conduct business in an orderly fashion. The Company believes that maintaining high levels of capital is one of the most important factors in nurturing customer and community confidence. Accordingly, we have managed the pace of our growth in a manner that reflects our emphasis on high capital levels. At June 30, 2011, the Association s ratio of core capital to adjusted tangible assets (a basic industry measure of which 5.00% is deemed to represent a well capitalized status) was 13.82%. We expect to continue to maintain high capital ratios.

In managing its level of liquidity, the Company monitors available funding sources, which include attracting new deposits, borrowing from others, the conversion of assets to cash and the generation of funds through profitable operations. The Company has traditionally relied on retail deposits as its primary means in meeting its funding needs. At June 30, 2011, deposits totaled $8.70 billion, while borrowings totaled $185.1 million and borrowers advances and servicing escrows totaled $118.2 million, combined. In evaluating funding sources, we consider many factors, including cost, duration, current availability, expected sustainability, impact on operations and capital levels.

To attract deposits, we offer our customers attractive rates of return on our deposit products. Our deposit products typically offer rates that are highly competitive with the rates on similar products offered by other financial institutions. We intend to continue this practice.

We preserve the availability of alternative funding sources through various mechanisms. First, by maintaining high capital levels, we retain the flexibility to increase our balance sheet size without jeopardizing our capital adequacy. Effectively, this permits us to increase the rates that we offer on our deposit products thereby attracting more potential customers. Second, we pledge available real estate mortgage loans and investment securities with the Federal Home Loan Bank of Cincinnati (FHLB) and the Federal Reserve Bank of Cleveland (Federal Reserve). At June 30, 2011, these collateral pledge support arrangements provide for additional borrowing capacity of up to $1.62 billion with the FHLB (provided an additional investment in FHLB capital stock of up to $32.4 million is made) and up to $311.5 million at the Federal Reserve. Third, we invest in high quality marketable securities that exhibit limited market price variability, and to the extent that they are not needed as collateral for borrowings, can be immediately and efficiently sold in the institutional market and converted to cash. At June 30, 2011, our investment securities portfolio totaled $458.4 million. Finally, cash flows from operating activities have been a regular source of funds. During the nine months ended June 30, 2011 and 2010, cash flows from operations totaled $156.8 million and $(1.5) million, respectively. Cash flow from operations in the nine months ended June 30, 2010 was adversely affected by the $51.9 million prepayment of Federal Deposit Insurance Corporation (FDIC) deposit insurance assessments (which has a remaining balance of $27.5 million at June 30, 2011).

Overall, while customer and community confidence can never be assured, the Company believes that our liquidity is adequate and that we have adequate access to alternative funding sources.

Monitoring and Controlling Operating Expenses. We continue to focus on managing operating expenses. Our annualized ratio of non-interest expense to average assets was 1.54% for the nine months ended June 30, 2011 and 1.49% for the nine months ended June 30, 2010. As of June 30, 2011, our average assets per full-time employee, and our average deposits per full-time employee were $11.3 million and $9.0 million, respectively. Based on industry statistics published by the OTS, we believe that each of these measures compares favorably with the averages for our peer group. Our average deposits held at our branch offices ($223.1 million per branch office as of June 30, 2011) contribute to our expense management efforts by limiting the overhead costs of serving our deposit customers. We will continue our efforts to control operating expenses as we grow our business.

While we devote a great deal of our attention to managing our operating expenses, certain costs are largely outside of our sphere of influence or control. One expense that increased dramatically beginning in fiscal 2009 is our FDIC deposit insurance premiums and assessments. In November 2009, the FDIC amended its assessment regulations to require insured

31

Table of Contents

institutions to pay, on December 30, 2009, their estimated quarterly risk-based assessments for the fourth quarter of calendar 2009 and to also prepay their estimated risk-based assessments for all of the calendar years 2010, 2011 and 2012. Our required $51.9 million prepayment was determined based upon our assessment rate in effect on September 30, 2009 and reflected a presumed 5% annualized growth factor applied to the institution s assessment base as well as an assumed assessment rate increase of three cents per $100 of deposits effective January 1, 2011. In recognition of the industry s weakened condition and the significant losses experienced by the FDIC, the prepayment was intended to preclude additional special assessments for the foreseeable future; however, the prepayment does not necessarily preclude the FDIC from changing assessment rates or from revising the risk-based assessment system, pursuant to the existing notice-and-comment rulemaking framework. Effective April 1, 2011, as mandated by the Dodd-Frank Act, the FDIC adopted significant changes to its assessment methodology used to determine the amount of deposit insurance paid by insured institutions. In addition to re-orienting the basis for determining assessment amounts from deposit balances to the balances of total liabilities (which generally subjects borrowings and other non-deposit, non-equity liabilities to the deposit insurance assessment factor), the Dodd-Frank Act also establishes a separate, risk-focused deposit insurance framework for large institutions, defined as those with total assets exceeding $10 billion. The large institution assessment framework is extremely complex and contains numerous definitional and instructional nuances that will, by necessity, require interpretive guidance from the FDIC as to their application. As a result of these changes, along with a one-time, $0.7 million benefit that resulted from the revised reporting of assessable balances since April 1, 2009, the Association s deposit insurance assessments declined appreciably during the quarter ended June 30, 2011.

Critical Accounting Policies

Critical accounting policies are defined as those that involve significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the most critical accounting policies upon which our financial condition and results of operations depend, and which involve the most complex subjective decisions or assessments, are our policies with respect to our allowance for loan losses, the valuation of mortgage servicing rights, the valuation of income taxes and the determination of pension obligations and stock-based compensation.

Allowance for Loan Losses. We provide for loan losses based on the allowance method. Accordingly, all loan losses are charged to the related allowance and all recoveries are credited to it. Additions to the allowance for loan losses are provided by charges to income based on various factors which, in our judgment, deserve current recognition in estimating probable losses. We regularly review the loan portfolio and make provisions for loan losses in order to maintain the allowance for loan losses in accordance with U.S. GAAP. The allowance for loan losses consists of three components:

(1) specific allowances established for any impaired loans for which the recorded investment in the loan exceeds the measured value of the collateral or, alternatively, the present value of expected future cash flows for the loan (SVA);

(2) general allowances for loan losses for each loan type based on historical loan loss experience (GVA); and

(3) adjustments, which we describe as a market valuation adjustment (MVA), to historical loss experience (general allowances), maintained to cover uncertainties that affect our estimate of probable losses for each loan type.

The adjustments to historical loss experience are based on our evaluation of several factors, including:

delinquency statistics (both current and historical) and the factors behind delinquency trends;

the status of loans in foreclosure, real estate in judgment and real estate owned;

the composition of the loan portfolio;

national, regional and local economic factors and trends;

asset disposition loss statistics (both current and historical);

the current status of all assets classified during the immediately preceding meeting of our management Asset Classification Committee; and

the industry.

We evaluate the allowance for loan losses based upon the combined total of the specific, historical loss and general components. Generally when the loan portfolio increases, absent other factors, the allowance for loan loss methodology results in a higher dollar amount of estimated probable losses than would be the case without the increase. Generally when the loan portfolio decreases, absent other factors, the allowance for loan loss methodology results in a lower dollar amount of estimated probable losses than would be the case without the decrease.

As described above, loans originated under the Home Today program have greater credit risk than traditional residential real estate mortgage loans. At June 30, 2011, we had a recorded investment of $266.5 million in loans that were originated

Table of Contents

under our Home Today program, 30.2% of which were delinquent 30 days or more in repayments, compared to 2.1% in our portfolio of residential non-Home Today loans as of that date.

Equity loans and equity lines of credit generally have higher credit risk than traditional residential mortgage loans. These loans and lines are usually in a second lien position and when combined with the first mortgage, result in generally higher overall loan-to-value ratios. In a stressed housing market with high delinquencies and low housing prices, such as currently exists, these higher loan-to-value ratios represent a greater risk of loss to the Company. A borrower with more equity in the property has a vested interest in keeping the loan current compared to a borrower with little or no equity in the property. In light of the weak housing market, the current level of delinquencies and the current instability in employment and economic prospects, we currently conduct an expanded loan level evaluation of our equity loans and lines of credit, including bridge loans, which are delinquent 90 days or more. This expanded evaluation supplements, and is in addition to, our traditional evaluation procedures. As delinquencies in our portfolios are resolved, we are realizing an increase in net charge-offs related to equity lines of credit which are being applied against the allowance for loan loss. At June 30, 2011, we had a recorded investment of $2.57 billion in equity loans and equity lines of credit outstanding, 1.5% of which were delinquent 90 days or more in repayments. Net charge-offs in this portfolio for the nine months ended June 30, 2011 and 2010 were $40.4 million and $35.0 million, respectively.

Construction loans also generally have greater credit risk than traditional residential real estate mortgage loans. The repayment of these loans depends upon the sale of the property to third parties or the availability of permanent financing upon completion of all improvements. In the event we make a loan on property that is not yet approved for the planned development, there is the risk that approvals will not be granted or will be delayed. These events may adversely affect the borrower and the collateral value of the property. Construction loans also expose us to the risk that improvements will not be completed on time in accordance with specifications and projected costs. In addition, the ultimate sale or rental of the property may not occur as anticipated.

We periodically evaluate the carrying value of loans and the allowance for loan losses is adjusted accordingly. While we use the best information available to make evaluations, future additions to the allowance may be necessary based on unforeseen changes in loan quality and economic conditions.

Table of Contents

The following table sets forth the composition of the loan portfolio, by type of loan segregated by geographic location at the dates indicated, excluding loans held for sale. Construction loans are on properties located in Ohio and the balances of consumer and other loans are immaterial. Therefore, neither was segregated by geographic location.

	June 30, 2011		September 30, 2010		June 30, 2010	
	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)					
Real estate loans:						
Residential non-Home Today						
Ohio	$ 5,595,578		$ 4,843,804		$ 4,408,897	
Florida	1,255,462		1,168,701		1,127,488	
Other	137,045		125,949		112,113	
Total Residential non-Home Today	6,988,085	70.5%	6,138,454	65.4%	5,648,498	63.2%
Residential Home Today						
Ohio	256,444		268,983		271,471	
Florida	10,845		10,940		10,962	
Other	338		610		720	
Total Residential Home Today	267,627	2.7	280,533	3.0	283,153	3.2
Home equity loans and lines of credit (1)						
Ohio	1,010,817		1,145,819		1,159,470	
Florida	729,482		797,658		808,676	
California	301,280		324,778		332,223	
Other	518,685		580,435		595,508	
Total Home equity loans and lines of credit	2,560,264	25.8	2,848,690	30.4	2,895,877	32.4
Construction	90,767	0.9	100,404	1.1	100,919	1.1
Consumer and other Loans	6,916	0.1	7,199	0.1	7,252	0.1
Total loans receivable	9,913,659	100.0%	9,375,280	100.0%	8,935,699	100.0%
Deferred loan fees, net	(19,020)		(15,283)		(12,835)	
Loans in process	(43,106)		(45,008)		(45,259)	
Allowance for loan losses	(153,305)		(133,240)		(118,414)	
Total loans receivable, net	$ 9,698,228		$ 9,181,749		8,759,191	

(1) Includes bridge loans (loans where borrowers can utilize the existing equity in their current home to fund the purchase of a new home before they have sold their current home).

Table of Contents

The following table sets forth the allowance for loan losses allocated by loan category, the percent of allowance in each category to the total allowance, and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	At June 30, 2011			At September 30, 2010			At June 30, 2010		
	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Category to Total Loans
	(Dollars in thousands)								
Real estate loans:									
Residential non-Home									
Today	$ 49,795	32.4%	70.5%	$ 41,246	31.0%	65.4%	$ 31,685	26.8%	63.2%
Residential Home									
Today	27,281	17.8	2.7	13,331	10.0	3.0	10,152	8.6	3.2
Home equity loans and lines of credit (1)	71,854	46.9	25.8	73,780	55.4	30.4	69,316	58.5	32.4
Construction	4,374	2.9	0.9	4,882	3.6	1.1	7,260	6.1	1.1
Other loans	1	0.0	0.1	1	0.0	0.1	1	0.0	0.1
Total allowance	$ 153,305	100.0%	100.0%	$ 133,240	100.0%	100.0%	$ 118,414	100.0%	100.0%

(1) Includes bridge loans (loans where borrowers can utilize the existing equity in their current home to fund the purchase of a new home before they have sold their current home).

Our analysis for evaluating the adequacy of and the appropriateness of our loan loss provision and allowance for loan losses is continually refined as new information becomes available and actual loss experience is acquired. During the last few years, numerous modifications to our procedures have been made. Beginning on September 30, 2009, the qualitative MVA was formally added to our procedures to provide consideration of factors that may not be directly derived from historical portfolio performance. Orientation of the MVA is aligned more closely with contemporaneous qualitative factors, as opposed to the more historically-oriented loss experience factors used in the general valuation allowance. The MVA ensures that the provision for loan losses recognized in our income statement, as well as the balance of the allowance for loan losses carried on our balance sheet, remain consistent with not only our experience, but also with our expectations, which are influenced by the then-current status of the economy and housing markets and how those conditions may impact the performance of loans held on our balance sheet on the reporting date.

Based on our evaluation in the current nine-month period the total allowance for loan losses increased $20.1 million to $153.3 million at June 30, 2011 from $133.2 million at September 30, 2010. Also, based on our analysis, during the same nine-month period a greater portion of the allowance for loan losses was allocated to our residential non-Home Today portfolio due to the growth in its relative size, even though delinquencies in that category decreased $3.6 million. While delinquent loans in our Home Today portfolio decreased $16.3 million to $80.3 million in the current nine-month period, our analysis determined that, reflective of loss probability and estimated loss severity, the portion of the allowance allocated to the Home Today portfolio needed to increase by 7.8%. The percent of the total allowance for loan losses allocated to the home equity loans and lines of credit portfolio decreased 8.5%, to 46.9% in the current nine-month period due to the lower balance in the portfolio. In addition, the amount allocated as a percent of the home equity loans and lines of credit portfolio increased 0.22% in the nine-month period to 2.79%, from 2.57%. Additional discussion of non-performing loans as well as charge-offs appears later in this section.

As more delinquent loans have become subject to individual evaluation, the portion of the allowance for loan losses identified as specific reserves has increased and, as a result, the portion of the allowance for loan losses identified as general loss reserve applicable to loans not evaluated for specific reserves has decreased. Adjustments to the historical loss experience factors have been made in response to the weak real estate market, unemployment concerns in the Ohio market, an excess of available housing units in the Florida market, and uncertainties surrounding the future performance of restructured loans, and, as a result, the total loss allowance increased between September 30, 2010 and June 30, 2011.

35

Table of Contents

The following table sets forth activity in our allowance for loan losses for the periods indicated.

	As of and for the Three Months Ended June 30,		As of and for the Nine Months Ended June 30,	
	2011	2010	2011	2010
	(Dollars in thousands)			
Allowance balance (beginning of the period)	$ 150,747	$ 104,305	$ 133,240	$ 95,248
Charge-offs:				
Real estate loans:				
Residential non-Home Today				
Ohio	2,539	1,200	6,990	3,386
Florida	2,528	2,365	6,037	4,649
Kentucky	0	0	0	72
Total Residential non-Home Today	5,067	3,565	13,027	8,107
Residential Home Today				
Ohio	2,239	836	5,586	3,158
Florida	0	0	0	104
Total Residential Home Today	2,239	836	5,586	3,262
Home equity loans and lines of credit (1)				
Ohio	2,405	2,024	6,425	5,240
Florida	8,505	8,599	26,648	23,832
California	934	418	4,012	3,428
Other	1,126	1,029	4,658	3,630
Total Home equity loans and lines of credit	12,970	12,070	41,743	36,130
Construction	308	406	791	1,858
Consumer and other loans	0	0	0	0
Total charge-offs	20,584	16,877	61,147	49,357
Recoveries:				
Real estate loans:				
Residential non-Home Today	131	189	295	384
Residential Home Today	25	0	85	23
Home equity loans and lines of credit (1)	484	787	1,297	1,105
Construction	2	10	35	11
Consumer and other loans	0	0	0	0
Total recoveries	642	986	1,712	1,523
Net charge-offs	(19,942)	(15,891)	(59,435)	(47,834)
Provision for loan losses	22,500	30,000	79,500	71,000
Allowance balance (end of the period)	$ 153,305	$ 118,414	$ 153,305	$ 118,414
Ratios:				
Net charge-offs (annualized) to average loans outstanding	0.81%	0.68%	0.81%	0.68%

Allowance for loan losses to non-performing loans at end of the period	69.29%	45.56%	69.29%	45.56%
Allowance for loan losses to the total recorded investment in loans at end of the period	1.56%	1.33%	1.56%	1.33%

(1) Includes bridge loans (loans where borrowers can utilize the existing equity in their current home to fund the purchase of a new home before they have sold their current home).

The level of charge-offs in the equity loan and lines of credit category is not unexpected. The amount of loans delinquent 90 days or over (seriously delinquent) remains at an elevated level, although the balance of $38.0 million at June 30, 2011 represents a reduction of $16.0 million from September 30, 2010 and $19.4 million from June 30, 2010. In light of the weak housing market and the instability in the employment and economic prospects in our primary lending markets, we

Table of Contents

conduct expanded loan level reviews of equity lines of credit. As these delinquencies have been resolved through pay-off, short sale or foreclosure, or management determines the collateral is not sufficient to satisfy the loan, uncollected balances have been charged against the allowance for loan losses previously provided. For the three months ended June 30, 2011, $12.5 million in net charge-offs for equity loans and lines of credit have been recorded compared to $11.3 million for the three months ended June 30, 2010. Net charge-offs in our Residential non-Home Today portfolio increased $1.5 million, or 44%, to $4.9 million in the current three-month period compared to $3.4 million in the three-month period ended June 30, 2010. We continue to evaluate loans becoming delinquent for potential losses and record provisions for our estimate of those losses. We expect this higher level of charge-offs to continue as the delinquent loans are resolved in the future and uncollected balances are charged against the allowance.

As previously disclosed, on July 21, 2011, the Association s primary regulator, the OTS, was merged into the OCC at which time supervision of the Association transferred to the OCC. Traditionally, instead of establishing specific valuation allowances (SVAs), many OCC-regulated institutions have either charged-off, or charged-down, loan impairments, particularly with respect to residential mortgage loan portfolios like ours. As a result, many OCC-regulated institutions do not report significant amounts of SVAs associated with residential mortgage loan portfolios. If the Association s treatment of loan impairments were to be reset to conform to the methodology of many OCC-regulated institutions and previously established SVAs were charged-off, the provision for loan losses reported in the Consolidated Statements of Income (Loss) would be unchanged. However, in the period of change, reported loan charge-offs would increase and the balance of the allowance for loan losses would decrease by the amount of the previously established SVAs that was charged-off. Additionally, reported balances of delinquent/nonperforming loans would decrease by that same amount.

The following tables set forth the number and recorded investment in loan delinquencies by type, segregated by geographic location and severity of delinquency at the dates indicated. Construction loans are on properties located in Ohio and the balances of consumer and other loans are immaterial, therefore neither was segregated.

	Loans Delinquent for					
	30-89 Days		90 Days or Over		Total	
	Number	Amount	Number	Amount	Number	Amount
	(Dollars in thousands)					
At June 30, 2011						
Real estate loans:						
Residential non-Home Today						
Ohio	199	$ 21,869	525	$ 61,737	724	$ 83,606
Florida	41	8,221	265	55,534	306	63,755
Kentucky	3	519	5	754	8	1,273
Total Residential non-Home Today	243	30,609	795	118,025	1,038	148,634
Residential Home Today						
Ohio	204	17,765	652	58,751	856	76,516
Florida	12	1,220	27	2,613	39	3,833
Total Residential Home Today	216	18,985	679	61,364	895	80,349
Home equity loans and lines of credit (1)						
Ohio	192	5,583	244	11,165	436	16,748
Florida	87	7,550	140	15,181	227	22,731
California	18	1,937	25	3,046	43	4,983
Other	39	2,357	89	8,596	128	10,953
Total Home equity loans and lines of credit	336	17,427	498	37,988	834	55,415
Construction	4	744	21	3,886	25	4,630
Other loans	0	0	2	1	2	1
Total	799	$ 67,765	1,995	$ 221,264	2,794	$ 289,029

37

Table of Contents

	Loans Delinquent for					
	30-89 Days		90 Days or Over		Total	
	Number	Amount	Number	Amount	Number	Amount
	(Dollars in thousands)					
At September 30, 2010						
Real estate loans:						
Residential non-Home Today						
Ohio	215	$ 21,182	582	$ 68,845	797	$ 90,027
Florida	42	8,597	244	51,765	286	60,362
Kentucky	5	902	4	991	9	1,893
Total Residential non-Home Today	262	30,681	830	121,601	1,092	152,282
Residential Home Today						
Ohio	230	20,879	807	72,265	1,037	93,144
Florida	9	927	26	2,566	35	3,493
Total Residential Home Today	239	21,806	833	74,831	1,072	96,637
Home equity loans and lines of credit (1)						
Ohio	223	6,830	354	16,255	577	23,085
Florida	118	9,979	233	23,277	351	33,256
California	16	1,401	27	3,584	43	4,985
Other	49	3,167	111	10,832	160	13,999
Total Home equity loans and lines of credit	406	21,377	725	53,948	1,131	75,325
Construction	2	558	31	3,980	33	4,538
Consumer and other loans	0	0	2	1	2	1
Total	909	$ 74,422	2,421	$ 254,361	3,330	$ 328,783

	Loans Delinquent for					
	30-89 Days		90 Days or Over		Total	
	Number	Amount	Number	Amount	Number	Amount
	(Dollars in thousands)					
At June 30, 2010						
Real estate loans:						
Residential non-Home Today						
Ohio	192	$ 21,257	603	$ 66,532	795	$ 87,789
Florida	35	7,666	232	50,346	267	58,012
Kentucky	2	293	5	1,122	7	1,415
Total Residential non-Home Today	229	29,216	840	118,000	1,069	147,216
Residential Home Today						
Ohio	235	20,823	838	75,907	1,073	96,730
Florida	5	489	26	2,621	31	3,110
Total Residential Home Today	240	21,312	864	78,528	1,104	99,840
Home equity loans and lines of credit (1)						
Ohio	293	9,345	368	17,262	661	26,607
Florida	136	10,184	236	24,539	372	34,723
California	27	2,801	38	4,400	65	7,201

Other	52	4,137	122	11,212	174	15,349
Total Home equity loans and lines of credit	508	26,467	764	57,413	1,272	83,880
Construction	2	303	40	5,969	42	6,272
Other loans	0	0	2	1	2	1
Total	979	$ 77,298	2,510	$ 259,911	3,489	$ 337,209

Includes bridge loans (loans where borrowers can utilize the existing equity in their current home to fund the purchase of a new home before they have sold their current home).

Table of Contents

Loans delinquent 90 days or over decreased 13.0% to $221.3 million at June 30, 2011, from $254.4 million at September 30, 2010 and decreased 14.9% from $259.9 million at June 30, 2010. Loans delinquent 30 to 89 days decreased $6.6 million, or 8.9%, to $67.8 million from $74.4 million at September 30, 2010 and decreased $9.5 million, or 12.3%, from $77.3 million at June 30, 2010. The inability of borrowers to repay their loans is primarily a result of high unemployment and uncertain economic prospects in our primary lending markets. Inasmuch as job losses and unemployment levels both remain at high levels, we expect some borrowers who are current on their loans at June 30, 2011 to experience payment problems in the future. The excess number of housing units available for sale in the market today also may limit a borrowers ability to sell a home he or she can no longer afford. In Florida, housing values continue to remain depressed due to prior rapid building and speculation, which has resulted in considerable inventory on the market and may limit a borrower s ability to sell a home. As a result, we expect the overall level of loans delinquent 90 days or over will remain at elevated levels in the future.

The following table sets forth the recorded investments and categories of our non-performing assets and troubled debt restructurings at the dates indicated.

	June 30, 2011	September 30, 2010	June 30, 2010
		(Dollars in thousands)	
Non-accrual loans:			
Real estate loans:			
Residential non-Home Today	$ 126,149	$ 135,109	$ 129,599
Residential Home Today	71,739	91,985	96,208
Home equity loans and lines of credit (1)	38,288	54,481	58,052
Construction	3,886	4,994	5,969
Consumer and other loans	1	1	2
Total non-accrual loans (2)(3)	240,063	286,570	289,830
Real estate owned	20,126	15,912	14,373
Other non-performing assets	0	0	0
Total non-performing assets	$ 260,189	$ 302,482	$ 304,203
Troubled debt restructurings: (not included in non-accrual loans above)			
Real estate loans:			
Residential non-Home Today	$ 50,363	$ 39,167	$ 32,698
Residential Home Today	65,314	47,601	36,885
Home equity loans and lines of credit (1)	2,348	3,430	3,585
Construction	926	0	1,814
Consumer and other loans	0	0	0
Total	$ 118,951	$ 90,198	$ 74,982
Ratios:			
Total non-accrual loans to total loans	2.44%	3.08%	3.26%
Total non-accrual loans to total assets	2.21%	2.59%	2.65%
Total non-performing assets to total assets	2.39%	2.73%	2.78%

(1) Includes bridge loans (loans where borrowers can utilize the existing equity in their current home to fund the purchase of a new home before they have sold their current home).

(2) At June 30, 2011, September 30, 2010 and June 30, 2010 includes $18.8 million, $32.4 million and $29.9 million, respectively, in troubled debt restructurings which are current but included with non-accrual loans for a minimum period of six months from the restructuring date due to their non-accrual status prior to restructuring.

(3) Includes $23.3 million, $12.3 million and $7.1 million in troubled debt restructurings that are 90 days or more past due at June 30, 2011, September 30, 2010, and June 30, 2010, respectively.

At June 30, 2011, September 30, 2010 and June 30, 2010, respectively, the recorded investment of impaired loans includes $128.2 million, $98.8 million and $81.1 million of accruing loans of which $118.9 million, $90.2 million and $75.0 million are troubled debt restructurings and $9.3 million, $8.6 million and $6.1 million of loans that are returned to accrual status when contractual payments are less than 90 days past due and continue to be individually evaluated for impairment until contractual payments are less than 30 days past due. At June 30, 2011, September 30, 2010 and June 30, 2010, respectively, the recorded investment of non-accrual loans includes $26.1 million, $44.7 million, $53.7 million that are not included in the recorded investment of impaired loans because they are included in loans collectively evaluated for impairment.

Table of Contents

In response to the economic challenges facing many borrowers, the level of loan modifications has increased; resulting in $160.8 million of total (accrual and non-accrual) troubled debt restructurings recorded at June 30, 2011, a $26.1 million increase from September 30, 2010 and a $50.7 million increase from June 30, 2010. Of the $160.8 million of troubled debt restructurings recorded at June 30, 2011, $67.2 million is in the residential, non-Home Today portfolio and $89.3 million is in the Home Today portfolio.

Debt restructuring is a method being increasingly used to help families keep their homes and preserve our neighborhoods. This involves making changes to the borrowers loan terms through capitalization of delinquent payments; interest rate reductions, either for a specific period or for the remaining term of the loan; term extensions including beyond that provided in the original agreement; or some combination of the above. These loans are measured for impairment based on the present value of expected future cash flows discounted at the effective interest rate of the original loan contract. Any shortfall is recorded as a specific reserve as part of the allowance for loan losses. We evaluate these loans using the expected future cash flows because we expect the borrower, and not liquidation of the collateral, to be the source of repayment for the loan. Some loans modified through our loan restructuring program may not be accruing interest at the time of the modification. Our policy is to return such modified loans to accrual status once the borrower demonstrates performance according to the terms of the restructuring agreement for a period of at least six months. A loan modified as a troubled debt restructuring is reported as a troubled debt restructuring for a minimum of one year. After one year, a loan may no longer be included in the balance of troubled debt restructurings if the loan was modified to yield a market rate for loans of similar credit risk at the time of restructuring and the loan is not impaired based on the terms of restructuring agreement.

The following table sets forth the recorded investment in accrual and non-accrual troubled debt restructured loans, by the types of concessions granted as of June 30, 2011.

	Reduction in Interest Rates	Payment Extensions	Forbearance or Other Actions	Multiple Concessions	Multiple Modifications	Total
	(Dollars in thousands)					
Accrual						
Residential non-Home Today	$ 15,783	$ 2,680	$ 13,184	$ 10,476	$ 8,240	$ 50,363
Residential Home Today	19,083	192	9,538	30,044	6,457	65,314
Home equity loans and lines of credit	0	1,320	702	222	104	2,348
Construction	0	926	0	0	0	926
Total	$ 34,866	$ 5,118	$ 23,424	$ 40,742	$ 14,801	$ 118,951
Non-Accrual, Performing						
Residential non-Home Today	$ 1,960	$ 0	$ 3,724	$ 2,441	$ 0	$ 8,125
Residential Home Today	5,406	110	4,291	350	217	10,374
Home equity loans and lines of credit	91	0	40	102	67	300
Construction	0	0	0	0	0	0
Total	$ 7,457	$ 110	$ 8,055	$ 2,893	$ 284	$ 18,799
Non-Accrual, Non-Performing						
Residential non-Home Today	$ 2,592	$ 1,594	$ 1,814	1,373	$ 1,323	$ 8,696
Residential Home Today	4,492	703	6,112	2,182	$ 132	13,621
Home equity loans and lines of credit	0	612	164	0	0	776
Construction	0	0	0	0	0	0
Total	$ 7,084	$ 2,909	$ 8,090	$ 3,555	$ 1,455	$ 23,093
Total Troubled Debt Restructurings						
Residential non-Home Today	$ 20,335	$ 4,274	$ 18,722	$ 14,290	$ 9,563	$ 67,184
Residential Home Today	28,981	1,005	19,941	32,576	6,806	89,309
Home equity loans and lines of credit	91	1,932	906	324	171	3,424
Construction	0	926	0	0	0	926

Total	$ 49,407	$ 8,137	$ 39,569	$ 47,190	$ 16,540	$ 160,843

Forty-five percent of loans modified through our restructuring program are for borrowers who are current on their loans who request a modification due to a recent or impending event that has caused or will cause a temporary financial strain and who receive concessions that would otherwise not be considered.

Table of Contents

Our experience with troubled debt restructurings during the last 34 months is comprised of 1,048 loans ($111.6 million) which have been subject to restructuring terms for at least one year. While we believe that it may not necessarily be appropriate to draw definitive conclusions with respect to the effectiveness of any individual concession type, we believe that the overall performance of loans modified through the restructuring program has shown that it can be an effective tool for procuring repayment of some loans in default or otherwise headed for default. With that qualification in mind, our experience has been that the following loans are performing successfully after one year or more under the terms of the restructuring: 185 of 238 loans granted a rate reduction, 79 of 95 loans granted a payment extension, 138 of 205 loans granted a forbearance or other action, 349 of 385 loans granted multiple concessions and 116 of 125 loans modified more than once over their lifetime.

On June 30, 2011 the unpaid principal balance of our home equity loans and lines of credit portfolio consisted of $212.6 million in home equity loans (which includes $122.1 million of home equity lines of credit which are in the amortization period and no longer eligible to be drawn upon), $5.9 million in bridge loans and $2.34 billion in home equity lines of credit. The following table sets forth credit exposure, principal balance, percent delinquent 90 days or more, the mean combined loan-to-value (CLTV) percent at the time of origination and the current mean CLTV percent of our home equity loans, home equity lines of credit and bridge loan portfolio as of June 30, 2011. Home equity lines of credit in the draw period are by geographic distribution:

	Credit Exposure	Principal Balance	Percent Delinquent 90 Days or More	Mean CLTV Percent at Origination (2)	Current Mean CLTV Percent (3)
	(Dollars in thousands)				
Home equity lines of credit in draw period (by state)					
Ohio	$ 1,752,649	$ 904,658	0.69%	62%	74%
Florida	994,894	714,091	1.93%	63%	101%
California	385,627	280,083	0.60%	68%	85%
Other (1)	714,606	442,900	0.67%	64%	73%
Total home equity lines of credit in draw period	3,847,776	2,341,732	1.05%	63%	80%
Home equity lines in repayment, home equity loans and bridge loans	218,532	218,532	6.01%	66%	71%
Total	$ 4,066,308	$ 2,560,264	1.48%	63%	79%

(1) No individual state has a credit exposure or drawn balance greater than 5% of the total.
(2) Mean CLTV percent at origination for all home equity lines of credit is based on the committed amount.
(3) Current Mean CLTV is based on best available first mortgage and property values as of June 30, 2011. Current Mean CLTV percent for home equity lines of credit in the draw period is calculated using the committed amount. Current Mean CLTV on home equity lines of credit in the repayment period is calculated using the principal balance.

At June 30, 2011, 43% of our home equity lending portfolio was either in first lien position (24%) or was in a subordinate (second) lien position behind a first lien that we held (6%) or behind a first lien that was held by a loan that we serviced for others (13%). In addition, at June 30, 2011, 19% of our home equity line of credit portfolio makes only the minimum payment on their outstanding line balance.

Table of Contents

The following table sets forth credit exposure, principal balance, percent delinquent 90 days or more, the mean CLTV percent at the time of origination and the current mean CLTV percent of our home equity loans, home equity lines of credit and bridge loan portfolio as of June 30, 2011. Home equity lines of credit in the draw period are by the year originated:

	Credit Exposure	Principal Balance	Percent Delinquent 90 Days or More	Mean CLTV Percent at Origination (1)	Current Mean CLTV Percent (2)
	(Dollars in thousands)				
Home equity lines of credit in draw period					
2000 and prior	$ 401,099	$ 190,260	0.73%	49%	65%
2001	105,474	56,566	1.54%	67%	70%
2002	216,441	112,084	1.51%	64%	70%
2003	323,245	173,970	1.41%	68%	75%
2004	202,598	116,349	2.17%	68%	81%
2005	143,550	89,464	2.30%	68%	89%
2006	336,780	226,951	1.63%	66%	98%
2007	521,749	379,614	1.50%	68%	98%
2008	1,072,193	718,727	0.52%	65%	81%
2009	480,537	257,405	0.22%	56%	68%
2010	44,028	20,341	0.00%	59%	67%
2011(3)	82	1	0.00%	78%	80%
Total home equity lines of credit in draw period	3,847,776	2,341,732	1.05%	63%	80%
Home equity lines in repayment, home equity loans and bridge loans	218,532	218,532	6.01%	66%	71%
Total	$ 4,066,308	$ 2,560,264	1.48%	63%	79%

(1) Mean CLTV percent at origination for all home equity lines of credit is based on the committed amount.
(2) Current Mean CLTV is based on best available first mortgage and property values as of June 30, 2011. Current Mean CLTV percent for home equity lines of credit in the draw period is calculated using the committed amount. Current Mean CLTV on home equity lines of credit in the repayment period is calculated using the principal balance.
(3) Amounts represent a home equity line of credit that was originated in 2009, and that was closed in error and subsequently reopened in 2011.

As shown in the table above, the percent of seriously delinquent loans originated in calendar years 2004 through 2006 is comparatively higher than the others. Those years saw rapidly increasing housing prices, especially in our Florida market. As housing prices have declined, along with the general economic downturn coupled with higher unemployment, we see that reflected in those book years. Equity lines of credit originated during those years also saw higher loan amounts, higher permitted loan-to-value ratios, and lower credit scores.

As described above, in light of the weak housing market, the current level of delinquencies and the instability in employment and economic prospects, we currently conduct an expanded loan level evaluation of our equity lines of credit which are delinquent 90 days or more.

Mortgage Servicing Rights. Mortgage servicing rights represent the present value of the estimated future servicing fees expected to be received pursuant to the right to service loans in our loan servicing portfolio. Mortgage servicing rights are recognized as assets for both purchased rights and for the allocated value of retained servicing rights on loans sold. The most critical accounting policy associated with mortgage servicing is the methodology used to determine the fair value of capitalized mortgage servicing rights. A number of estimates affect the capitalized value and include: (1) the mortgage loan prepayment speed assumption; (2) the estimated prospective cost expected to be incurred in connection with servicing the mortgage loans; and (3) the discount factor used to compute the present value of the mortgage servicing right. The mortgage loan prepayment speed assumption is significantly affected by interest rates. In general, during periods of falling interest rates, mortgage loans prepay faster and the value of our mortgage servicing assets decreases. Conversely, during periods of rising rates, the value of mortgage servicing rights generally increases due to slower rates of prepayments. The estimated prospective cost expected to be incurred in connection with servicing the mortgage loans is deducted from the retained servicing fee (gross mortgage loan interest rate less amounts remitted to third parties, such as

investor pass-through rate, guarantee fee, and mortgage insurance fee) to determine the net servicing fee for purposes of capitalization computations. To the extent that prospective actual costs

Table of Contents

incurred to service the mortgage loans differ from the estimate, our future results will be adversely (or favorably) impacted. The discount factor selected to compute the present value of the servicing right reflects expected marketplace yield requirements.

The amount and timing of mortgage servicing rights amortization is adjusted quarterly based on actual results. In addition, on a quarterly basis, we perform a valuation review of mortgage servicing rights for potential decreases in value. This quarterly valuation review entails applying current assumptions to the portfolio classified by interest rates and, secondarily, by prepayment characteristics. At June 30, 2011, the capitalized value of our rights to service $5.71 billion of loans for others was $30.8 million, or 0.54% of the serviced loan portfolio.

Income Taxes. We consider accounting for income taxes a critical accounting policy due to the subjective nature of certain estimates that are involved in the calculation. We use the asset/liability method of accounting for income taxes in which deferred tax assets and liabilities are established for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. We must assess the realization of the deferred tax asset and, to the extent that we believe that recovery is not likely, a valuation allowance is established. Adjustments to increase or decrease the valuation allowance are charged or credited, respectively, to income tax expense.

We must assess the likelihood that tax positions resulting in material tax benefits would be upheld upon examination of a tax authority. At June 30, 2011, we have not identified any tax positions that are not more likely than not to be realized upon examination and have not recorded any tax liabilities for uncertain tax positions.

Pension Obligations. The determination of our obligations and expense for pension benefits is dependent upon certain assumptions used in calculating such amounts. Key assumptions used in the actuarial valuations include the discount rate, expected long-term rate of return on plan assets and rates of increase in compensation. To determine the discount rate used in the development of the benefit obligation and net periodic benefit cost, expected future benefit payments are discounted using industry benchmark yield curve rates. An equivalent single interest rate that produces the same present value of benefits is then determined as the discount rate. Actual results could differ from the assumptions and market driven rates may fluctuate. Significant differences in actual experience or significant changes in the assumptions could materially affect future pension obligations and expense.

Stock-Based Compensation. We recognize the cost of associate and director services received in exchange for awards of equity instruments based on the grant date fair value of those awards in accordance with ASC 718, Compensation Stock Compensation.

We estimate the per share value of option grants using the Black-Scholes option pricing model using assumptions for expected dividend yield, expected stock price volatility, risk-free interest rate and expected option term. These assumptions are subjective in nature and involve uncertainties, and therefore cannot be determined with precision.

The per share value of options is highly sensitive to changes in assumptions. In general, the per share fair value of options will move in the same direction as changes in the expected stock price volatility, risk-free interest rate and expected option term, and in the opposite direction from changes in expected dividend yield. For example, the per share fair value of options will generally increase as expected stock volatility increases, risk-free interest rate increases, expected option term increases and expected dividend yield decreases. The use of different assumptions or different option pricing models could result in materially different per share fair values of options.

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

Total assets decreased $198.5 million, or 2%, to $10.88 billion at June 30, 2011 from $11.08 billion at September 30, 2010. This change was the result of decreases in our cash and cash equivalents, investment securities and mortgage loans held for sale partially offset by an increase in our loan portfolio.

Cash and cash equivalents decreased $466.2 million, or 63%, to $277.6 million at June 30, 2011 from $743.7 million at September 30, 2010, as we have reinvested our most liquid assets into loan products.

Investment securities held to maturity decreased $205.2 million, or 32%, to $441.7 million at June 30, 2011 from $646.9 million at September 30, 2010. During the nine-month period we purchased $14.7 million in investment securities. There were no sales of investment securities as only principal paydowns occurred in this mortgage-backed security portfolio. During the first half of the current fiscal year, we experienced higher paydowns on mortgage-backed securities as historically low levels of mortgage loan interest rates motivated borrowers to refinance their existing mortgage debt, which reduced the balance of our portfolio of investment securities held to maturity. During the most recent three month period of the current fiscal year, reduced mortgage lending activity triggered a slower pace of paydowns.

43

Table of Contents

There were no mortgage loans held for sale at June 30, 2011 compared to $25.0 million at September 30, 2010. Effective July 1, 2010, Fannie Mae, the Association s primary loan investor, implemented certain loan origination requirement changes affecting loan eligibility. We did not adopt those changes. Refer to the *Controlling Our Interest Rate Risk Exposure* section of the *Overview* for additional discussion regarding our management of interest rate risk. During the quarter ended December 31, 2010, $25.0 million of mortgage loans previously classified as held for sale were transferred to held for investment.

Loans held for investment, net, increased $516.5 million, or 6%, to $9.70 billion at June 30, 2011 from $9.18 billion at September 30, 2010. Residential mortgage loans increased $836.7 million, or 13%, to $7.26 billion during the nine months ended June 30, 2011 reflecting the successful marketing of our SmartRate adjustable-rate first mortgage loan product. During the nine months ended June 30, 2011, $956.1 million of three and five year SmartRate loans were originated while $785.3 million of 15 and 30 year, fixed-rate first mortgage loans were originated. These originations were partially offset by paydowns and, with respect to fixed-rate loans, to a much lesser extent, loan sales. Historically, the preponderance of our new loan originations was comprised of fixed-rate loans which were frequently offset by fixed-rate loan sales. In the current nine-month period, sales of loans (all fixed-rate) totaled $33.6 million. The low volume of loan sales since September 30, 2010 reflects the impact of changes, as described above, by Fannie Mae, the Association s primary loan investor, related to requirements for loans that it accepts, as well as the strategy of originating adjustable rate loans to be held for investment on our balance sheet. However, in June 2011, we sold, on a servicing retained basis, $20.3 million of fixed-rate mortgage loans to a private investor. Refer to the *Controlling Our Interest Rate Risk Exposure* section of the *Overview* for additional discussion regarding our management of interest rate risk. The increase in residential mortgage loans was partially offset by a $288.4 million decrease in home equity loans and lines of credit. Effective June 28, 2010, we suspended the acceptance of new equity credit applications with the exception of bridge loans. Refer to the *Monitoring and Limiting Our Credit Risk* section of the *Overview* for additional information.

Mortgage loan servicing assets, net, decreased $7.9 million, or 20%, to $30.8 million at June 30, 2011 from $38.7 million at September 30, 2010. This net change reflects the significant reduction in loan sales, and accompanying creation of new mortgage loan servicing assets, that resulted from the delivery requirement changes imposed by Fannie Mae and as described above. For the nine months ended June 30, 2011 mortgage loan servicing asset amortization totaled $8.0 million while asset generation from new sales totaled $0.1 million. The majority of the amortization is linked to the cyclically low level of mortgage interest rates that prompted accelerated refinance activity by borrowers, particularly during the first half of the current fiscal year.

Deposits decreased $150.0 million, or 2%, to $8.70 billion at June 30, 2011 from $8.85 billion at September 30, 2010. The decrease in deposits was the result of a $251.4 million decrease in our certificates of deposit partially offset by an $88.8 million increase in our high-yield savings accounts (a subcategory of our savings accounts) combined with an $11.2 million increase in our high-yield checking accounts (a subcategory of our negotiable order of withdrawal accounts) for the nine-month period ended June 30, 2011. In the current environment of extremely low interest rates, our customers have demonstrated a preference for the liquidity of transaction-oriented accounts and have moved away from the term commitments required of certificates of deposits. We believe that our high-yield savings accounts as well as our high-yield checking accounts provide a stable source of funds. In addition, our high yield savings accounts are expected to reprice in a manner similar to our equity loan products, and, therefore, assist us in managing interest rate risk.

Borrowed funds increased $114.9 million, or 164%, to $185.1 million at June 30, 2011 from $70.2 million at September 30, 2010. The largest component of the increase is $100.0 million of short-term borrowings from the Federal Home Loan Bank of Cincinnati, which mature July 5, 2011, the proceeds of which are held in interest bearing cash equivalents and augment our reported liquidity.

Principal, interest and related escrow owed on loans serviced decreased $195.0 million, or 69%, to $89.4 million at June 30, 2011 from $284.4 million at September 30, 2010. Principal and interest collected decreased $155.1 million and combined with a $39.9 million decrease in retained tax payments collected from borrowers in the current period. Principal and interest will fluctuate based on normal curtailments and paydowns, but historically low mortgage interest rates increased the amount of refinancing activity in the periods preceding September 30, 2010, resulting in an increase in funds collected from borrowers which were being held on that date, pending remittance to other investors.

Shareholders equity increased $13.5 million, or 1%, to $1.77 billion at June 30, 2011 from $1.75 billion at September 30, 2010. Activity reflects $861 thousand of net income during the nine-month period combined with $7.6 million of adjustments related to the allocation of shares of our common stock related to awards under the stock-based compensation plan and the ESOP and a $5.0 million reduction in accumulated other comprehensive loss that resulted primarily from an adjustment to the actuarially determined balance of our pension obligation.

Table of Contents

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

Average balances and yields. The following table sets forth average balances, average yields and costs, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effects thereof were not material. Average balances are derived from daily average balances. Non-accrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or interest expense.

	Three Months Ended June 30, 2011			Three Months Ended June 30, 2010		
	Average Balance	Interest Income/ Expense	Yield/ Cost (1)	Average Balance	Interest Income/ Expense	Yield/ Cost (1)
	(Dollars in thousands)					
Interest-earning assets:						
Other Interest-bearing cash equivalents	$ 259,418	$ 132	0.20%	$ 550,312	$ 269	0.20%
Investment securities	10,617	9	0.34%	18,157	97	2.14%
Mortgage-backed securities	470,380	2,905	2.47%	633,343	4,727	2.99%
Loans	9,886,873	103,845	4.20%	9,344,295	103,902	4.45%
Federal Home Loan Bank stock	35,620	395	4.44%	35,620	395	4.44%
Total interest-earning assets	10,662,908	107,286	4.02%	10,581,727	109,390	4.14%
Noninterest-earning assets	256,182			333,853		
Total assets	$ 10,919,090			$ 10,915,580		
Interest-bearing liabilities:						
NOW accounts	$ 990,841	933	0.38%	$ 984,609	1,403	0.57%
Savings accounts	1,649,197	2,580	0.63%	1,514,703	3,512	0.93%
Certificates of deposit	6,090,631	40,210	2.64%	6,302,435	46,531	2.95%
Borrowed funds	173,944	518	1.19%	70,009	480	2.74%
Total interest-bearing liabilities	8,904,613	44,241	1.99%	8,871,756	51,926	2.34%
Noninterest-bearing liabilities	256,149			271,736		
Total liabilities	9,160,762			9,143,492		
Shareholders equity	1,758,328			1,772,088		
Total liabilities and shareholders equity	$ 10,919,090			$ 10,915,580		
Net interest income		$ 63,045			$ 57,464	
Interest rate spread (2)			2.03%			1.80%
Net interest-earning assets (3)	$ 1,758,295			$ 1,709,971		
Net interest margin (4)		2.37%(1)			2.17%(1)	
Average interest-earning assets to average interest-bearing liabilities	119.75%			119.27%		

Selected performance ratios:		
Return on average assets	0.22%(1)	0.38%(1)
Return on average equity	1.36%(1)	2.31%(1)
Average equity to average assets	16.10%	16.23%

(1) Annualized
(2) Interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(3) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(4) Net interest margin represents net interest income divided by total interest-earning assets.

Table of Contents

General. Net income decreased $4.3 million, or 42%, to $6.0 million for the quarter ended June 30, 2011 compared to $10.2 million for the quarter ended June 30, 2010. The change in net income is primarily the result of significantly reduced gains on sales of loans partially offset by an increase in net interest income and a decrease in the provision for loan losses.

Interest Income. Interest income decreased $2.1 million, or 2%, to $107.3 million during the current quarter compared to $109.4 million during the same quarter in the prior year. The decrease in interest income resulted primarily from decreases in interest income from investment securities held to maturity.

Interest income on mortgage-backed securities decreased $1.8 million, or 39%, to $2.9 million compared to $4.7 million during the same quarter in the prior year. This change was attributed to a $163.0 million, or 26%, decrease in the average balance of mortgage-backed securities to $470.4 million compared to $633.3 million. In addition, there was a 52 basis point decrease in the yield to 2.47% from 2.99%, as interest rates on adjustable-rate mortgages reset to lower current interest rates and higher, fixed-rate mortgage loans continue to experience accelerated paydowns.

Interest Expense. Interest expense decreased $7.7 million, or 15%, to $44.2 million during the current quarter compared to $51.9 million during the quarter ended June 30, 2010. The change resulted primarily from a decrease in interest expense on certificates of deposit combined with modest decreases in interest expense on NOW accounts and savings accounts.

Interest expense on certificates of deposit decreased $6.3 million, or 14%, to $40.2 million during the current quarter compared to $46.5 million during the quarter ended June 30, 2010. The change was attributed to a 31 basis point decrease in the average rate we paid on certificates of deposit to 2.64% from 2.95% combined with a $211.8 million, or 3%, decrease in the average balance to $6.09 billion from $6.30 billion during the same quarter of the prior year. Rates were adjusted on deposits in response to changes in general market rates as well as to changes in the rates paid by our competition on short-term certificates of deposit.

Interest expense on savings accounts decreased $932 thousand, or 27%, to $2.6 million during the current quarter compared to $3.5 million during the quarter ended June 30, 2010. The change was attributed to a 30 basis point decrease in the average rate we paid on savings accounts to 0.63% from 0.93% partially offset by a $134.5 million, or a 9%, increase in the average balance to $1.65 billion from $1.51 billion during the same quarter of the prior year, reflecting customer preference for savings accounts when rates are comparable to our short-term certificates of deposit.

Net Interest Income. Net interest income increased $5.6 million, or 10%, to $63.0 million during the current quarter from $57.5 million during the quarter ended June 30, 2010. As net interest income increased during the quarter, we experienced an improvement of our interest rate spread which increased 23 basis points to 2.03% compared to 1.80% during the same quarter last year. Our net interest margin increased 20 basis points to 2.37% compared to 2.17% during the same quarter last year. This increase can be partially attributed to the higher average loan balance in the current quarter compared to the quarter ended June 30, 2010.

Provision for Loan Losses. We establish provisions for loan losses, which are charged to operations, in order to maintain the allowance for loan losses at a level we consider necessary to absorb credit losses incurred in the loan portfolio that are both probable and reasonably estimable at the balance sheet date. In determining the level of the allowance for loan losses, we consider past and current loss experience, evaluations of real estate collateral, current economic conditions, volume and type of lending, adverse situations that may affect a borrower s ability to repay a loan and the levels of non-performing and other classified loans. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates as more information becomes available or conditions change. We assess the allowance for loan losses on a quarterly basis and make provisions for loan losses in order to maintain the allowance. Continuing economic issues, including high levels of unemployment, are challenging our borrowers ability to repay their loans at a time when housing prices are weak, in part as a consequence of the collapse of the sub-prime mortgage market, and make it difficult to sell their homes. This limits the ability of many borrowers to self-cure a delinquency.

Based on our evaluation of the above factors, we recorded a provision for loan losses of $22.5 million during the current quarter and a provision of $30.0 million during the quarter ended June 30, 2010. The provisions recorded exceeded net charge-offs of $19.9 million and $15.9 million during the quarters ended June 30, 2011 and 2010, respectively. Our provisions for loan losses continue to exceed the total of charge-offs, adjusted for the net change in specific valuation allowances, and as a result, our general valuation allowances have continued to increase. The current provision reflects our net charge-off experience, lower home values and the uncertain economic times, which continue to challenge many of our loan customers. As delinquencies in the portfolio have been resolved through pay-off, short sale or foreclosure, or management determines the collateral is not sufficient to satisfy the loan, uncollected balances have been charged against the allowance for loan losses previously provided. The allowance for loan losses was $153.3 million, or 1.56% of the total recorded investment in loans receivable, at June 30, 2011, compared to $133.2 million, or 1.43% of the total recorded investment in loans receivable, at September 30, 2010, and further compared to $118.4 million or 1.33% of the total recorded investment in loans receivable at

46

Table of Contents

June 30, 2010. Non-performing loans decreased by $46.5 million to $240.1 million, or 2.44% of the total recorded investment in loans, at June 30, 2011 from $286.6 million, or 3.08% of the total recorded investment in loans, at September 30, 2010, and, further, non-performing loans decreased by $49.7 million compared to $289.8 million, or 3.26% of total loans, at June 30, 2010. Non-performing loans at June 30, 2011, September 30, 2010 and June 30, 2010 include $18.8 million, $32.4 million and $29.9 million, respectively, in troubled debt restructurings which are current but included with non-accrual loans for a minimum period of six months from the restructuring date due to their non-accrual status prior to restructuring.

We used the same general methodology in assessing the allowance for loan losses at the end of each three-month period. We believe we have recorded all losses that are both probable and reasonable to estimate for the three months ended June 30, 2011 and 2010.

Non-Interest Income. Non-interest income decreased $19.8 million, or 69%, to $8.8 million during the current quarter compared to $28.5 million during the quarter ended June 30, 2010.

In the quarter ended June 30, 2011 there were $28.3 million in loan sales from which we recorded a net gain of $201 thousand compared to net gains of $19.7 million in the quarter ended June 30, 2010. The significantly lower volume of loan sales in the current quarter reflects the impact of changes by Fannie Mae related to requirements for loans that it accepts. Refer to the *Controlling Our Interest Rate Risk Exposure* section of the *Overview* for additional discussion.

Loan fees and service charges decreased $1.1 million, or 20%, to $4.5 million in the current quarter compared to $5.6 million during the quarter ended June 30, 2010. This change is primarily related to servicing fees collected on loans sold. The balance of our portfolio of sold loans we are servicing for others has decreased 24% from June 30, 2010 resulting in a $1.7 million decrease in loan servicing fees collected in the current quarter compared to the quarter ended June 30, 2010. The decrease in the portfolio of sold loans we are servicing for others can be attributed to the increased paydowns on these loans, which remains elevated during the first half of the current fiscal year due to the current low level of mortgage loan interest rates, prompting a significant increase in refinancing activity combined with the significantly lower volume of loan sales.

Non-Interest Expense. Non-interest expense decreased $1.1 million, or 3%, to $39.6 million during the current quarter compared to $40.7 million during the quarter ended June 30, 2010 primarily from decreases in salaries and employee benefits and federal insurance premiums partially offset by an increase in marketing services.

Salaries and benefits decreased $2.5 million, or 11%, to $19.7 million in the current quarter compared to $22.2 million during the quarter ended June 30, 2010 due to reduced bonus accruals and employee stock ownership costs.

Marketing services increased $1.2 million, or 128%, to $2.1 million during the current quarter compared to $920 thousand during the quarter ended June 30, 2010 due to increased promotion of our adjustable-rate mortgages.

Federal insurance premium decreased $1.5 million in the current quarter compared to the quarter ended June 30, 2010 due to a combination of revised FDIC insurance assessment methodology effective April 1, 2011 and a revision to the assessable balances previously reported since April 1, 2009 that resulted in a one-time assessment reduction of $0.7 million.

Income Tax Expense. The provision for income taxes was $3.8 million during the current quarter compared to $5.1 million during the quarter ended June 30, 2010. The provision for the three months ended June 30, 2011 and 2010, respectively, included $3.7 million and $5.1 million of federal income tax provision and $28 thousand and $16 thousand of state income tax provision. The state income tax provision is subtracted from income before income taxes when calculating the federal income tax provision. Our effective federal tax rate was 38.5% in the current quarter and included a $0.4 million favorable adjustment to the deferred tax asset reserve, as compared to 33.1% for the quarter ended June 30, 2010. Our provision for income taxes in the current quarter aligns our year-to-date provision with our expectations for the full fiscal year. Our effective tax rate in the quarter ended June 30, 2010 is below the federal statutory rate because of our ownership of bank-owned life insurance.

Table of Contents

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

Average balances and yields. The following table sets forth average balances, average yields and costs, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effects thereof were not material. Average balances are derived from daily average balances. Non-accrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or interest expense.

	Nine Months Ended June 30, 2011			Nine Months Ended June 30, 2010		
	Average Balance	Interest Income/ Expense	Yield/ Cost (1)	Average Balance	Interest Income/ Expense	Yield/ Cost (1)
	(Dollars in thousands)					
Interest-earning assets:						
Other interest-bearing cash equivalents	$ 316,493	$ 664	0.28%	$ 370,540	$ 610	0.22%
Investment securities	12,227	91	0.99%	17,798	282	2.11%
Mortgage-backed securities	534,040	9,108	2.27%	624,969	14,773	3.15%
Loans	9,810,287	309,439	4.21%	9,402,090	315,713	4.48%
Federal Home Loan Bank stock	35,620	1,158	4.33%	35,620	1,203	4.50%
Total interest-earning assets	10,708,667	320,460	3.99%	10,451,017	332,581	4.24%
Noninterest-earning assets	266,983			322,810		
Total assets	$ 10,975,650			$ 10,773,827		
Interest-bearing liabilities:						
NOW accounts	$ 979,186	2,769	0.38%	$ 978,889	4,410	0.60%
Savings accounts	1,617,485	7,639	0.63%	1,398,742	10,389	0.99%
Certificates of deposit	6,167,622	124,979	2.70%	6,288,794	143,980	3.05%
Borrowed funds	117,382	1,441	1.64%	70,009	1,439	2.74%
Total interest-bearing liabilities	8,881,675	136,828	2.05%	8,736,434	160,218	2.45%
Noninterest-bearing liabilities	340,647			270,281		
Total liabilities	9,222,322			9,006,715		
Stockholder s equity	1,753,328			1,767,112		
Total liabilities and stockholder s equity	$ 10,975,650			$ 10,773,827		
Net interest income		$ 183,632			$ 172,363	
Interest rate spread (2)			1.94%			1.79%
Net interest-earning assets (3)	$ 1,826,992			$ 1,714,583		
Net interest margin (4)		2.29%(1)			2.20%(1)	
Average interest-earning assets to average interest-bearing liabilities	120.57%			119.63%		

Selected performance ratios:		
Return on average assets	0.01%(1)	0.27%(1)
Return on average equity	0.07%(1)	1.67%(1)
Average equity to average assets	15.97%	16.40%

(1) Annualized
(2) Interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(3) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(4) Net interest margin represents net interest income divided by total interest-earning assets.

Table of Contents

General. Net income decreased $21.2 million, or 96%, to $861 thousand for the nine months ended June 30, 2011 compared to earnings of $22.1 million for the nine months ended June 30, 2010. The change in net income is largely the result of an increase in the provision for loan losses combined with higher non-interest expense and lower non-interest income, which were partially offset by an increase in net interest income.

Interest Income. Interest income decreased $12.1 million, or 4%, to $320.5 million during the current nine months compared to $332.6 million during the same nine months in the prior year. The decrease in interest income resulted primarily from decreases in interest income from loans and investment securities held to maturity.

Interest income on loans decreased $6.3 million, or 2%, to $309.4 million compared to $315.7 million during the same nine months in the prior year. This change was attributed to a 27 basis point decrease in the yield to 4.21% from 4.48% as historically low interest rates have increased the amount of refinance activity. Additionally, the increase in our SmartRate adjustable-rate first mortgage loan originations during the current nine months at interest rates below rates offered on fixed-rate products contributed to the lower average yield. The decrease in interest income on loans during the nine months was partially offset by the $408.2 million increase in the average balance of loans to $9.81 billion for the nine months ended June 30, 2011 compared to $9.40 billion during the same nine months last year as new loan production exceeded repayments and loan sales.

Interest income on mortgage-backed securities decreased $5.7 million, or 38%, to $9.1 million compared to $14.8 million during the same nine months in the prior year. The change was attributed to a 88 basis point decrease in the yield to 2.27% from 3.15%, as interest rates on adjustable-rate mortgages reset to lower current interest rates and higher, fixed-rate mortgages experienced accelerated paydowns. In addition, the average balance of mortgage-backed securities decreased $90.9 million, or 15% to $534.0 million compared to $625.0 million. There were $224.8 million in paydowns and maturities in the current nine months.

Interest Expense. Interest expense decreased $23.4 million, or 15%, to $136.8 million during the current nine months compared to $160.2 million during the nine months ended June 30, 2010. The change resulted primarily from a decrease in interest expense on certificates of deposit combined with modest decreases in interest expense on NOW accounts and savings accounts.

Interest expense on certificates of deposit decreased $19.0 million, or 13%, to $125.0 million during the current nine months compared to $144.0 million during the nine months ended June 30, 2010. The change was attributed to a 35 basis point decrease in the average rate we paid on certificates of deposit to 2.70% from 3.05%, combined with a $121.2 million, or 2%, decrease in the average balance to $6.17 billion from $6.29 billion during the same nine months of the prior year. Rates were adjusted on deposits in response to changes in general market rates as well as to changes in the rates paid by our competition on short-term certificates of deposit.

Interest expense on savings accounts decreased $2.8 million, or 26%, to $7.6 million during the current nine months compared to $10.4 million during the nine months ended June 30, 2010. The change was attributed to a 36 basis point decrease in the average rate we paid on savings accounts to 0.63% from 0.99%, partially offset by a $218.7 million, or a 16%, increase in the average balance to $1.62 billion from $1.40 billion during the same nine months of the prior year, reflecting customer preference for savings accounts when rates are comparable to our short-term certificates of deposit.

Net Interest Income. Net interest income increased $11.3 million, or 7%, to $183.6 million during the current nine months from $172.4 million during the nine months ended June 30, 2010. As net interest income increased during the nine months, we experienced an improvement of our interest rate spread which increased 15 basis points to 1.94% compared to 1.79% during the same nine months last year. Our net interest margin increased nine basis points to 2.29% compared to 2.20% during the same nine months last year. This increase can be partially attributed to the higher average loan balance in the current nine months compared to the nine months ended June 30, 2010.

Provision for Loan Losses. We establish provisions for loan losses, which are charged to operations, in order to maintain the allowance for loan losses at a level we consider necessary to absorb credit losses incurred in the loan portfolio that are both probable and reasonably estimable at the balance sheet date. In determining the level of the allowance for loan losses, we consider past and current loss experience, evaluations of real estate collateral, current economic conditions, volume and type of lending, adverse situations that may affect a borrower s ability to repay a loan and the levels of non-performing and other classified loans. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates as more information becomes available or conditions change. We assess the allowance for loan losses on a monthly basis and make provisions for loan losses in order to maintain the allowance. Continuing economic issues, including high levels of unemployment, are challenging our borrowers ability to repay their loans at a time when housing prices are weak, in part as a consequence of the collapse of the sub-prime mortgage market, and make it difficult to sell their homes. This limits the ability of many borrowers to self-cure a delinquency.

49

Table of Contents

Based on our evaluation of the above factors, we recorded a provision for loan losses of $79.5 million during the current nine months and a provision of $71.0 million during the nine months ended June 30, 2010. The provisions recorded exceeded net charge-offs of $59.4 million and $47.8 million during the nine months ended June 30, 2011 and 2010, respectively. Our provisions for loan losses continue to exceed the total of charge-offs, adjusted for the net change in specific valuation allowances, and as a result, our general valuation allowances have continued to increase. The current provision reflects our net charge-off experience, lower home values and the uncertain economic times, which continue to challenge many of our loan customers. As delinquencies in the portfolio have been resolved through pay-off, short sale or foreclosure, or management determines the collateral is not sufficient to satisfy the loan, uncollected balances have been charged against the allowance for loan losses previously provided.

We used the same general methodology in assessing the allowance for loan losses at the end of each nine-month period. We believe we have recorded all losses that are both probable and reasonable to estimate for the nine months ended June 30, 2011 and 2010.

Non-Interest Income. Non-interest income decreased $28.0 million, or 54%, to $23.8 million during the current nine months compared to $51.8 million during the nine months ended June 30, 2010.

In the nine months ended June 30, 2011 there were $33.6 million in loan sales from which we recorded $490 thousand of net gains compared to net gains of $25.5 million on $942.2 million in loan sales in the nine months ended June 30, 2010. The significantly lower volume of loan sales in the current nine months reflects the impact of changes by Fannie Mae related to requirements for loans that it accepts. Refer to the *Controlling Our Interest Rate Risk Exposure* section of the *Overview* for additional discussion.

Loan fees and service charges decreased $4.8 million, or 29%, to $11.8 million in the current nine months compared to $16.7 million during the nine months ended June 30, 2010. This change is primarily related to increased mortgage servicing asset amortization and reduced loan servicing fees partially offset by higher fee income. Mortgage servicing asset amortization increased $2.6 million, or 47% to $8.0 million in the nine months ended June 30, 2011 compared to $5.5 million for the nine months ended June 30, 2010. Increased amortization is related to the amount of paydowns on sold loans, which remains elevated in the current period due to the current low level of mortgage loan interest rates, prompting a significant increase in refinancing activity. In addition, the balance of our portfolio of sold loans we are servicing for others has decreased 24% from June 30, 2010 resulting in a $4.0 million decrease in loan servicing fees collected in the current period compared to the nine months ended June 30, 2010. The decrease in the portfolio of sold loans we are servicing for others can be attributed to the increased paydowns in addition to the significantly lower volume of loan sales.

Non-Interest Expense. Non-interest expense increased $6.4 million, or 5%, to $126.5 million during the current nine months compared to $120.1 million during the nine months ended June 30, 2010, primarily from increases in appraisal and other loan review expenses, real estate owned expense (associated legal cost and losses on the disposition of properties), other operating expenses and federal insurance premiums partially offset by a decrease in salaries and employee benefits.

Salaries and employee benefits decreased $6.9 million, or 11%, to $57.0 million during the current nine months compared to $63.9 million during the nine months ended June 30, 2010. This change was primarily due to a $3.2 million decrease in associate compensation (particularly bonus accruals) and a $2.7 million decrease in employee stock ownership costs.

Marketing services increased $1.3 million, or 27%, to $6.3 million during the current nine months compared to $5.0 million during the nine months ended June 30, 2010 due to increased promotion of our adjustable-rate mortgages.

Appraisal and other loan review expenses increased $4.4 million to $4.9 million during the current nine months compared to $480 thousand during the nine months ended June 30. 2010. These costs along with other costs included in other operating expenses (legal, postage, courier, telephone etc.) are associated with our home equity lending reduction plan. Additionally, professional consulting fees incurred in connection with the enhancement of our home equity lending account administration and account management activities coupled with similar fees incurred in connection with an independent evaluation of our enterprise risk management processes and procedures also contributed to the cost increase. Finally, because of the higher loan refinance activity during the nine months, the cost of interest advances that the Company is required to make (and which is included in other operating expenses) when serviced loans are repaid prior to month end increased $1.4 million in the current nine months when compared to the same nine months last year.

Income Tax Expense. The provision for income taxes was $645 thousand during the current nine months compared to $11.0 million during the nine months ended June 30, 2010. The provision for the nine months ended June 30, 2011 included $585 thousand of federal tax and $60 thousand of state income tax expense. The provision for the nine months ended June 30, 2010 included $11.0 million of federal income tax provision and $17 thousand of state income tax provision. The state income tax provision is subtracted from income before income taxes when calculating the federal income tax provision. Our effective federal tax rate was 40.4% in the current nine months compared to 33.2% for the nine

months ended June 30, 2010. Our

Table of Contents

provision for income taxes in the current nine months reflects our expectations for the full fiscal year. Our current estimate for the fiscal year ending September 30, 2011, is that our federal effective income tax rate will be 17.0%, inclusive of a $400 thousand unfavorable adjustment to the deferred tax asset reserve that was recorded during the current nine-month period. The deferred tax asset reserve relates to our charitable contribution carryforward. Our projected effective tax rate is below the federal statutory rate because of our ownership of bank-owned life insurance.

Table of Contents

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments, advances from the FHLB of Cincinnati, borrowings from the Federal Reserve Discount Window, maturing securities, sales of securities classified as available-for-sale and, historically, sales of loans. In addition, we have the ability to obtain collateralized borrowings in the wholesale markets. Finally, access to the equity capital markets via a supplemental stock offering or a full (second step) conversion transaction remain other potential sources of liquidity, although these channels generally require six to nine months of lead time. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. The Association s Asset/Liability Management Committee is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We seek to maintain a minimum liquidity ratio of 2% or greater (which we compute as the sum of cash and cash equivalents plus unpledged investment securities for which ready markets exist, divided by total assets). For the quarter ended June 30, 2011, our liquidity ratio averaged 7.09%. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of June 30, 2011.

We regularly adjust our investments in liquid assets based upon our assessment of expected loan demand, expected deposit flows, yields available on interest-earning deposits and securities and the objectives of our asset/liability management program.

Excess liquid assets are generally invested in interest-earning deposits and short- and intermediate-term securities.

Our most liquid assets are cash and cash equivalents. The levels of these assets depend on our operating, financing, lending and investing activities during any given period. At June 30, 2011, cash and cash equivalents totaled $277.6 million. There were $33.6 million in sales of long-term, fixed rate loans during the nine-month period ended June 30, 2011. Effective July 1, 2010, our traditional underwriting procedures no longer complied with Fannie Mae s standard requirements and accordingly, our ability to manage liquidity via the loan sales channel will be limited until we either change our origination processes or Fannie Mae, or other market participants, revise their loan origination standards. In the absence of such changes, future sales of fixed rate mortgage loans will be limited to those loans that have established payment histories, strong borrower credit profiles and are supported by adequate collateral values. Refer to the *Controlling Our Interest Rate Risk Exposure* section of the *Overview* for additional discussion regarding our management of interest rate risk. Investment securities classified as available-for-sale, which provide additional sources of liquidity, totaled $16.7 million at June 30, 2011. Also, at June 30, 2011 we had borrowed $185.1 million from the FHLB of Cincinnati.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows (unaudited) included in our Unaudited Consolidated Financial Statements.

At June 30, 2011, we had $234.3 million of outstanding commitments to originate loans. In addition to commitments to originate loans, we had $1.77 billion in unused lines of credit to borrowers of which $203.6 million is currently suspended and not available due to material default or decline in equity. Certificates of deposit due within one year of June 30, 2011 totaled $2.84 billion, or 32.7% of total deposits. If these deposits do not remain with us, we will be required to seek other sources of funds, including loan sales, sales of investment securities, other deposit products, including certificates of deposit, Federal Home Loan Bank advances, borrowings from the Federal Reserve Discount Window or other collateralized borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before June 30, 2012. We believe, however, based on past experience, that a significant portion of such deposits will remain with us. Generally, we have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are originating residential mortgage loans and purchasing investments. During the nine-month period ended June 30, 2011, we originated $1.74 billion of loans, and during the nine-month period ended June 30, 2010 we originated $1.18 million of loans. We purchased $14.7 million of securities during the nine-month period ended June 30, 2011, and $303.7 million during the nine-month period ended June 30, 2010.

Financing activities consist primarily of changes in deposit accounts, changes in the balances of principal and interest owed on loans serviced for others and, to a lesser extent, Federal Home Loan Bank advances and borrowings from the Federal Reserve Discount Window. We experienced a net decrease in total deposits of $150.0 million during the nine-month period ended June 30, 2011 compared to a net increase of $337.7 million during the nine-month period ended June 30, 2010. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLB of Cincinnati and the Federal Reserve Discount

52

Table of Contents

Window, each of which provides an additional source of funds. At June 30, 2011 we had $185.1 million of FHLB of Cincinnati advances and no outstanding borrowings from the Federal Reserve Discount Window. During the nine months ended June 30, 2011, we had average outstanding advances with the FHLB of Cincinnati of $117.4 million compared to average outstanding advances of $70.0 million from the FHLB of Cincinnati during the nine months ended June 30, 2010. At June 30, 2011 we had the ability to immediately borrow an additional $769.2 million from the FHLB of Cincinnati and $311.5 million from the Federal Reserve Discount Window. From the perspective of collateral value securing FHLB of Cincinnati advances, our capacity limit for additional borrowings at June 30, 2011 was $1.62 billion, subject to satisfaction of the FHLB Cincinnati common stock ownership requirement. To satisfy the common stock ownership requirement we would have to increase our ownership of FHLB Cincinnati common stock by an additional $32.4 million.

Third Federal Savings and Loan is subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories.

As of June 30, 2011 the Association exceeded all regulatory requirements to be considered Well Capitalized as presented in the table below (dollar amounts in thousands).

	Actual		Required	
	Amount	Ratio	Amount	Ratio
Total Capital to Risk Weighted Assets	$ 1,586,647	22.02%	$ 720,408	10.00%
Core Capital to Adjusted Tangible Assets	1,496,596	13.82	541,404	5.00
Tangible Capital to Tangible Assets	1,496,596	13.82	N/A	N/A
Tier 1 Capital to Risk-Weighted Assets	1,496,596	20.77	432,245	6.00

The net proceeds from the stock offering significantly increased our liquidity and capital resources during fiscal 2007. Our financial condition and results of operations have been enhanced by the net proceeds from the stock offering, and have resulted in increased net interest-earning assets and net interest income during the periods following completion of the offering in April 2007. However, due to the increase in equity that resulted from the net proceeds of our stock offering, our return on equity ratios have been adversely affected and can be expected to continue to be so affected prospectively.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

General. The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. In general, our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Accordingly, our board of directors has established an Asset/Liability Management Committee, which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate, given our business strategy, the operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the board of directors.

We have sought to manage our interest rate risk in order to control the exposure of our earnings and capital to changes in interest rates. As part of our ongoing asset-liability management, we have historically used the following strategies to manage our interest rate risk:

(i) marketing adjustable-rate loans;

(ii) lengthening the weighted average remaining term of major funding sources, primarily by offering attractive interest rates on longer duration deposit products;

(iii) investing in shorter- to medium-term securities;

(iv) maintaining high levels of capital; and

(v) securitizing and selling long-term, fixed-rate, one- to four-family residential real estate mortgage loans.

Historically, loan sales were undertaken to improve our interest rate risk position in the event that market interest rates increased. However, effective July 1, 2010, Fannie Mae, the Association s primary loan investor, implemented certain loan origination requirement changes affecting loan eligibility that we did not adopt. Accordingly, the Association s ability to reduce interest rate risk via our traditional loan sales of newly originated longer-term fixed rate residential loans is limited until

Table of Contents

the Association either changes its loan origination processes or Fannie Mae, Freddie Mac or other market participants, revise their loan eligibility standards. Otherwise, future sales of fixed-rate mortgage loans will predominantly be limited to those loans that have established payment histories, strong borrower credit profiles and are supported by adequate collateral values. In response to this change, we are currently marketing a new adjustable-rate mortgage loan product that provides us with improved interest rate risk characteristics when compared to a long-term, fixed-rate mortgage. Refer to the *Controlling Our Interest Rate Risk Exposure* section of the *Overview* for additional discussion regarding our management of interest rate risk.

Shortening the average maturity of our interest-earning assets by increasing our investments in shorter-term loans and investments, as well as loans and investments with variable rates of interest, helps to better match the maturities and interest rates of our assets and liabilities, thereby reducing the exposure of our net interest income to changes in market interest rates. By following these strategies, we believe that we are better-positioned with respect to the negative impact of changes (primarily increases) in market interest rates.

Net Portfolio Value. As our primary regulator prior to its merger into the OCC, the OTS required the computation of amounts by which the net present value of an institution s cash flow from assets, liabilities and off balance sheet items (the institution s net portfolio value or NPV) would change in the event of a range of assumed changes in market interest rates. The OTS provided all institutions that filed a Consolidated Maturity/Rate Schedule as a part of their quarterly Thrift Financial Report with an interest rate sensitivity report of NPV. The OTS simulation model used a discounted cash flow analysis and an option-based pricing approach in measuring the interest rate sensitivity of NPV. The OTS model estimated the economic value of each type of asset, liability and off-balance sheet contract under the assumption that instantaneous changes (measured in basis points) occur at all maturities along the United States Treasury yield curve. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 2% to 3% would mean, for example, a 100 basis point increase in the Change in Interest Rates column below. On a quarterly basis the OTS provided us with the results of its interest rate sensitivity model, which is based on information we provided to the OTS, to estimate the sensitivity of our NPV. Prior to its merger into the OCC, the OTS advised institutions that it supervised that calculations of the estimated changes in NPV would not be prepared as of June 30, 2011.

The following table presents our internal calculations of the estimated changes in the Association s NPV at June 30, 2011 that would result from the designated instantaneous changes in the United States Treasury yield curve. In general, the assumptions used by the OTS are, by necessity, more generic as their modeling framework must fit and be adaptable to all institutions subject to its regulation. Our internal model is tailored specifically to our organization which, we believe, improves the accuracy of our internally prepared NPV estimates. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

Change in Interest Rates (basis points) (1)	Estimated NPV (2)	Estimated Increase (Decrease) in NPV		NPV as a Percentage of Present Value of Assets (3)	
		Amount	Percent	NPV Ratio (4)	Increase (Decrease) (basis points)
	(Dollars in thousands)				
+300	$ 957,129	$ (725,742)	-43%	9.51%	-570
+200	$ 1,214,289	$ (468,582)	-28%	11.65%	-356
+100	$ 1,481,730	$ (201,141)	-12%	13.75%	-146
	$ 1,682,871			15.21%	
-100	$ 1,736,009	$ 53,138	3%	15.43%	22

(1) Assumes an instantaneous uniform change in interest rates at all maturities.
(2) NPV is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts.
(3) Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.
(4) NPV Ratio represents NPV divided by the present value of assets.

The table above indicates that at June 30, 2011, in the event of an increase of 200 basis points in all interest rates, the Association would experience a 28% decrease in NPV. In the event of a 100 basis point decrease in interest rates, the Association would experience a 3% increase in NPV.

54

Table of Contents

The following table is based on the calculations contained in the previous table, and sets forth the change in the NPV at a +200 basis point rate of shock at June 30, 2011, with comparative information as of September 30, 2010. By regulation the Association must measure and manage its interest rate risk for an interest rate shock of +/-200 basis points, whichever produces the largest decline in NPV.

Risk Measure +200 bp Rate Shock

	At June 30, 2011	At September 30, 2010
Pre-Shock NPV Ratio	15.21%	12.63%
Post-Shock NPV Ratio	11.65%	11.29%
Sesitivity Measure in basis points	356	134

During the nine months ended June 30, 2011, our sensitivity measure increased as we re-invested interest-bearing cash equivalents, investment securities repayments and home equity portfolio repayments into $956.1 million of new adjustable-rate first mortgage loans. Cash equivalents, investment securities and home equity portfolio products are assigned more favorable interest rate sensitivity than adjustable-rate first mortgage loans, and as a result, this reallocation of assets contributed to the increase in the sensitivity measure. Additionally, market interest rates for terms of five to 10 years increased approximately 60 basis points during current nine-month period, resulting in longer durations generally being assigned to our fixed-rate mortgage portfolio, further contributing to the increase in the sensitivity measure. While the sensitivity measure increased during the nine-month period ended June 30, 2011, it nevertheless remains within our traditional range when viewed from a historic perspective.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk through changes in NPV. Modeling changes in NPV require making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the NPV tables presented above assume that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assume that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the NPV tables provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our NPV and will differ from actual results.

Net Interest Income. In addition to NPV calculations, we analyze our sensitivity to changes in interest rates through our internal net interest income model. Net interest income is the difference between the interest income earned on interest-earning assets, such as loans and securities, and the interest paid on interest-bearing liabilities, such as deposits and borrowings. In our model, we estimate what the Association s net interest income would be for a twelve-month period using OTS Pricing Tables for assumptions such as loan prepayment rates and deposit decay rates, and the Bloomberg forward yield curve for assumptions as to projected interest rates. We then calculate what the net interest income would be for the same period in the event of an instantaneous 200 basis point increase in market interest rates. As of June 30, 2011, we estimated that the Association s net interest income for the twelve months ending June 30, 2012 would decrease by 14.5% in the event of an instantaneous 200 basis point increase in market interest rates.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk through changes in net interest income. Modeling changes in net interest income require making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the interest rate risk information presented assumes that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although interest rate risk calculations provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

Item 4. Controls and Procedures

Under the supervision of and with the participation of the Company s management, including our principal executive officer and principal financial officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer s management, including its principal executive and principal

financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based upon that

Table of Contents

evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

In addition to the other information contained this Quarterly Report on Form 10-Q, the following risk factor represents a material update and addition to the risk factors previously disclosed in the Company s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on November 24, 2010. Additional risks not presently known to us, or that we currently deem immaterial, may also adversely affect our business, financial condition or results of operations. Further, to the extent that any of the information contained in this Quarterly Report on Form 10-Q constitutes forward-looking statements, the risk factor set forth below also is a cautionary statement identifying important factors that could cause our actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of us.

Our ability to reduce interest rate risk has been adversely affected by the fact that the Association no longer sells long-term fixed-rate residential loans to Fannie Mae.

Effective July 1, 2010, Fannie Mae, the Association s primary loan investor, promulgated certain loan origination requirement changes affecting loan eligibility that, to date, we have not adopted. Accordingly, the Association s ability to reduce interest rate risk via our traditional sales of longer-term fixed-rate residential loans is limited until the Association either changes its loan origination processes or Fannie Mae revise its loan eligibility standards. In the absence of such changes, future sales of longer-term fixed-rate mortgage loans will be predominantly limited to those loans that have established payment histories, strong borrower credit profiles, are supported by adequate collateral values and are acceptable to market participants other than Fannie Mae. During the three and nine-month periods ended June 30, 2011, we sold to Fannie Mae $8.0 million, and $13.3 million, respectively, of longer-term fixed-rate residential loans compared to $542.1 million and $942.2 million during the three and nine-month periods ended June 30, 2010, respectively. Sales to other market participants totaled $20.3 million during the three-month period ended June 30, 2011.

Because it is no longer selling loans to Fannie Mae, the Association is also generating less non-interest income. During the three and nine-month periods ended June 30, 2011, we realized net gains on the sale of loans of $201 thousand and $490 thousand, respectively, compared to net gains on the sale of loans of $19.7 million and $25.5 million during the three and nine-month periods ended June 30, 2010, respectively.

The Association s ability to reduce interest rate risk exposure may be further compromised by its inability to do so using home equity lines of credit, which the Association has not offered since June 2010. While we have taken mitigating steps to reduce interest rate risk through, among other means, the production of SmartRate adjustable rate mortgages, which have improved interest rate characteristics as compared to long-term fixed-rate mortgages, the production volume of such loans may be insufficient to offset the increased interest rate risk resulting from the Association no longer selling loans to Fannie Mae.

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

(a) Not applicable

(b) Not applicable

(c) The Company did not repurchase any shares of common stock during the quarter ended June 30, 2011.

On March 12, 2009, the Company announced its fourth stock repurchase program which authorizes the repurchase of up to an additional 3,300,000 shares of the Company s outstanding common stock. Purchases under the program are subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses of capital, and our financial

Table of Contents

performance. Repurchased shares are held as treasury stock and are available for general corporate use. The program has 2,156,250 shares yet to be purchased as of June 30, 2011.

Because of concerns communicated to us by the OTS, which was merged into the OCC on July 21, 2011, and pending an evaluation by our current, as of July 21, 2011, primary regulators, the OCC and the Federal Reserve, as referred to in the *Monitoring and Limiting Our Credit Risk* section in the *Overview*, the Company does not intend to declare or pay a cash dividend, or to repurchase any of its outstanding common stock until the concerns of our regulators are resolved.

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. [Removed and Reserved]

Item 5. Other Information

Not applicable

Item 6.

(a) Exhibits

31.1	Certification of chief executive officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934	
31.2	Certification of chief financial officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934	
32	Certification of chief executive officer and chief financial officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350	
101	The following financial statements from TFS Financial Corporation s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed on August 9, 2011, formatted in XBRL: (i) Consolidated Statements of Income, (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Equity, (v) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text.	
101.INS	Interactive datafile	XBRL Instance Document
101.SCH	Interactive datafile	XBRL Taxonomy Extension Schema Document
101.CAL	Interactive datafile	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Interactive datafile	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Interactive datafile	XBRL Taxonomy Extension Label Linkbase
101.PRE	Interactive datafile	XBRL Taxonomy Extension Presentation Linkbase Document

Table of Contents

SIGNATURES

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

TFS Financial Corporation

Dated: August 9, 2011

/s/ Marc A. Stefanski
Marc A. Stefanski
Chairman of the Board, President

and Chief Executive Officer

Dated: August 9, 2011

/s/ David S. Huffman
David S. Huffman
Chief Financial Officer