IF Bancorp, Inc.
Form 10-Q
February 10, 2014
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

OR

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

Commission File No. 001-35226

IF Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**45-1834449**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
201 East Cherry Street, Watseka, Illinois	**60970**
(Address of Principal Executive Offices)	**Zip Code**

(815) 432-2476

(Registrant s telephone number)

N/A

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 ¨		Accelerated filer	¨
Non-accelerated filer ¨ (Do not check if smaller reporting company)		Smaller reporting company	x

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

The Registrant had 4,427,657 shares of common stock, par value $0.01 per share, issued and outstanding as of February 4, 2014.

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Part I. Financial Information

Item 1. Financial Statements

IF Bancorp, Inc.

Condensed Consolidated Balance Sheets

(Dollars in thousands, except per share amount)

	December 31, 2013 (Unaudited)	June 30, 2013
Assets		
Cash and due from banks	$ 6,711	$ 5,371
Interest-bearing demand deposits	306	1,209
Cash and cash equivalents	7,017	6,580
Interest-bearing time deposits in banks	250	250
Available-for-sale securities	213,848	200,827
Loans, net of allowance for loan losses of $3,906 and $3,938 at December 31, 2013 and June 30, 2013, respectively	322,210	315,775
Premises and equipment, net of accumulated depreciation of $5,397 and $5,193 at December 31, 2013 and June 30, 2013, respectively	4,743	4,293
Federal Home Loan Bank stock, at cost	5,425	5,425
Foreclosed assets held for sale	258	418
Accrued interest receivable	1,751	1,688
Bank-owned life insurance	7,891	7,757
Mortgage servicing rights	533	502
Deferred income taxes	3,931	3,213
Other	392	807
Total assets	$ 568,249	$ 547,535
Liabilities and Equity		
Liabilities		
Deposits		
Demand	$ 12,837	$ 12,820
Savings, NOW and money market	124,973	131,779
Certificates of deposit	210,239	188,775
Brokered certificates of deposit	40,371	37,829
Total deposits	388,420	371,203

Repurchase agreements	2,588	1,674
Federal Home Loan Bank advances	93,000	87,500
Advances from borrowers for taxes and insurance	1,072	966
Accrued post-retirement benefit obligation	2,412	2,344
Accrued interest payable	66	44
Other	1,760	2,055
Total liabilities	489,318	465,786
Commitments and Contingencies		
Stockholders Equity		
Common stock, $.01 par value per share, 100,000,000 shares authorized, 4,457,783 and 4,570,692 shares issued and outstanding at December 31, 2013 and June 30, 2013, respectively	45	46
Additional paid-in capital	46,526	46,451
Unearned ESOP shares, at cost, 336,788 and 346,410 shares at December 31, 2013 and June 30, 2013, respectively	(3,368)	(3,464)
Retained earnings	37,243	39,101
Accumulated other comprehensive income (loss), net of tax	(1,515)	(385)
Total stockholders equity	78,931	81,749
Total liabilities and stockholders equity	$ 568,249	$ 547,535

See accompanying notes to the unaudited condensed consolidated financial statements.

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IF Bancorp, Inc.

Condensed Consolidated Statements of Income (Unaudited)

(Dollars in thousands except per share amounts)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2013	2012	2013	2012
Interest and Dividend Income				
Interest and fees on loans	$ 3,446	$ 3,021	$ 6,837	$ 6,048
Securities:				
Taxable	1,288	1,257	2,408	2,595
Tax-exempt	26	30	54	60
Federal Home Loan Bank dividends	6	4	10	7
Deposits with other financial institutions	1	2	4	6
Total interest and dividend income	4,767	4,314	9,313	8,716
Interest Expense				
Deposits	580	565	1,152	1,136
Federal Home Loan Bank advances	208	222	408	450
Total interest expense	788	787	1,560	1,586
Net Interest Income	3,979	3,527	7,753	7,130
Provision for Loan Losses	47	405	226	507
Net Interest Income After Provision for Loan Losses	3,932	3,122	7,527	6,623
Noninterest Income				
Customer service fees	144	149	292	288
Other service charges and fees	26	75	72	147
Insurance commissions	152	169	350	372
Brokerage commissions	168	154	336	268
Net realized gains (losses) on sales of available-for-sale securities	(44)	95	(104)	568
Mortgage banking income, net	66	91	128	116
Gain on sale of loans	27	118	72	207
Bank-owned life insurance income, net	67	67	134	133
Other	140	175	287	365
Total noninterest income	746	1,093	1,567	2,464

Noninterest Expense				
Compensation and benefits	2,071	1,891	4,189	3,766
Office occupancy	121	133	250	264
Equipment	218	251	435	464
Federal deposit insurance	78	69	141	137
Stationary, printing and office	42	45	79	84
Advertising	109	86	198	156
Professional services	82	112	198	237
Supervisory examinations	37	35	74	70
Audit and accounting services	32	50	81	102
Organizational dues and subscriptions	16	15	33	33
Insurance bond premiums	37	38	65	63
Telephone and postage	65	85	125	144
(Gain) loss on foreclosed assets, net	76	3	192	(21)
Other	296	333	543	739
Total noninterest expense	3,280	3,146	6,603	6,238
Income Before Income Tax	1,398	1,069	2,491	2,849
Provision for Income Tax	501	360	852	1,007
Net Income	$ 897	$ 709	$ 1,639	$ 1,842
Earnings Per Share:				
Basic and diluted (Note 4)	$ .22	$ .16	$ .39	$ .42
Dividends declared per common share	$	$	$ .05	$

See accompanying notes to the unaudited condensed consolidated financial statements.

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IF Bancorp, Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

(Dollars in thousands)

	Three Months Ended December 31,	
	2013	2012
Net Income	$ 897	$ 709
Other Comprehensive Income (Loss)		
Unrealized appreciation (depreciation) on available-for-sale securities, net of taxes of $(661) and $(511), for 2013 and 2012, respectively	(980)	(837)
Less: reclassification adjustment for realized gains (losses) included in net income, net of taxes of $17 and $(37), for 2013 and 2012, respectively	(26)	58
	(954)	(895)
Postretirement health plan amortization of transition obligation and prior service cost and change in net loss, net of taxes of $(6) and $(13) for 2013 and 2012, respectively	(9)	(20)
Other comprehensive income (loss), net of tax	(963)	(915)
Comprehensive Income (Loss)	$ (66)	$ (206)

	Six Months Ended December 31,	
	2013	2012
Net Income	$ 1,639	$ 1,842
Other Comprehensive Income (Loss)		
Unrealized appreciation (depreciation) on available-for-sale securities, net of taxes of $(793) and $(12), for 2013 and 2012, respectively	(1,174)	(17)
Less: reclassification adjustment for realized gains (losses) included in net income, net of taxes of $42 and $216, for 2013 and 2012, respectively	(62)	(352)
	(1,112)	(335)
Postretirement health plan amortization of transition obligation and prior service cost and change in net loss, net of taxes of $(12) and $(26) for 2013 and 2012, respectively	(18)	(42)

Other comprehensive income (loss), net of tax	(1,130)	(377)
Comprehensive Income	$ 509	$ 1,465

See accompanying notes to the unaudited condensed consolidated financial statements.

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IF Bancorp, Inc.

Condensed Consolidated Statement of Stockholders Equity (Unaudited)

(Dollars in thousands, except per share amounts)

	Common Stock	Additional Paid-In Capital	Unearned ESOP Shares	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
For the six months ended December 31, 2013						
Balance, July 1, 2013	$ 46	$ 46,451	$ (3,464)	$ 39,101	$ (385)	$ 81,749
Net income				1,639		1,639
Other comprehensive income (loss)					(1,130)	(1,130)
Dividends on common stock, $0.05 per share				(211)		(211)
Stock equity plan	1	17				18
Stock repurchase, 198,409 shares, average price $16.57 each	(2)			(3,286)		(3,288)
ESOP shares earned, 9,622 shares		58	96			154
Balance, December 31, 2013	$ 45	$ 46,526	$ (3,368)	$ 37,243	$ (1,515)	$ 78,931
For the six months ended December 31, 2012						
Balance, July 1, 2012	$ 48	$ 46,371	$ (3,656)	$ 38,728	$ 5,158	$ 86,649
Net income				1,842		1,842
Other comprehensive income (loss)					(377)	(377)
Stock repurchase, 176,552 shares, average price $13.54 each	(2)			(2,390)		(2,392)
ESOP shares earned, 9,622 shares		32	96			128
Balance, December 31, 2012	$ 46	$ 46,403	$ (3,560)	$ 38,180	$ 4,781	$ 85,850

See accompanying notes to the unaudited condensed consolidated financial statements.

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IF Bancorp, Inc.

Condensed Consolidated Statement of Cash Flows (Unaudited)

(Dollars in thousands)

	Six Months Ended December 31,	
	2013	**2012**
Operating Activities		
Net income	$ 1,639	$ 1,842
Items not requiring (providing) cash		
Depreciation	204	230
Provision for loan losses	226	507
Amortization of premiums and discounts on securities	536	613
Deferred income taxes	44	(100)
Net realized (gains) losses on loan sales	(200)	(323)
Net realized (gains) losses on sales of available-for-sale securities	104	(568)
(Gain) loss on foreclosed assets held for sale	192	(21)
Bank-owned life insurance income, net	(134)	(133)
Originations of loans held for sale	(6,212)	(14,187)
Proceeds from sales of loans held for sale	6,381	14,483
ESOP compensation expense	154	128
Stock equity plan expense	18	
Changes in		
Accrued interest receivable	(63)	177
Other assets	414	213
Accrued interest payable	22	(1)
Post-retirement benefit obligation	39	29
Other liabilities	(295)	(522)
Net cash provided by operating activities	3,069	2,367
Investing Activities		
Purchases of available-for-sale securities	(34,881)	(102,440)
Proceeds from the sales of available-for-sale securities	13,733	106,862
Proceeds from maturities and pay-downs of available-for-sale securities	5,624	15,386
Net change in loans	(6,994)	(26,450)
Purchase of FHLB stock		(900)
Purchase of premises and equipment	(654)	(246)
Proceeds from sale of foreclosed assets	301	236
Net cash used in investing activities	(22,871)	(7,552)
Financing Activities		
	(6,789)	3,617

Net increase (decrease) in demand deposits, money market, NOW and savings accounts		
Net increase in certificates of deposit, including brokered certificates	24,007	6,488
Net increase in advances from borrowers for taxes and insurance	106	123
Proceeds from Federal Home Loan Bank advances	183,000	329,000
Repayments of Federal Home Loan Bank advances	(176,586)	(328,500)
Dividends paid	(211)	
Stock purchase per stock repurchase plan	(3,288)	(2,392)
Net cash provided by (used in) financing activities	20,239	8,336
Net Increase in Cash and Cash Equivalents	437	3,151
Cash and Cash Equivalents, Beginning of Period	6,580	8,193
Cash and Cash Equivalents, End of Period	$ 7,017	$ 11,344
Supplemental Cash Flows Information		
Interest paid	$ 1,538	$ 1,587
Income taxes paid, net of refunds	$ 870	$ 1,254
Foreclosed assets acquired in settlement of loans	$ 333	$ 39

See accompanying notes to the unaudited condensed consolidated financial statements.

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IF Bancorp, Inc.

Form 10-Q (Unaudited)

(Table dollar amounts in thousands)

Notes to Condensed Consolidated Financial Statements

Note 1: Basis of Financial Statement Presentation

IF Bancorp, Inc., a Maryland corporation (the Company), became the holding company for Iroquois Federal Savings and Loan Association (the Association) upon completion of the Association s conversion from the mutual form of organization to the stock holding company form of organization (the Conversion) on July 7, 2011. At the time of the conversion, the Company also established an employee stock ownership plan that purchased 384,900 shares of Company stock, and a charitable foundation, Iroquois Federal Foundation, to which the Company donated 314,755 shares of Company stock and $450,000 cash. IF Bancorp, Inc. s common stock then began trading on the NASDAQ Capital Market under the symbol IROQ .

During the six months ended December 31, 2013, a second stock repurchase plan was adopted whereby the Company may repurchase up to 228,535 shares of its common stock, or approximately 5% of the current outstanding shares. As shares are repurchased, the Company will treat them as shares repurchased for constructive retirement (although such shares may be reissued), and the excess of purchase price over par value will be charged entirely to retained earnings in recognition of the fact that that the Company may always capitalize or allocate retained earnings for such purposes. The stock repurchase plan was completed on January 27, 2014, and the average price paid per share was $16.61.

During the six months ended December 31, 2013, the Company also announced that the Board of Directors had declared an initial cash dividend of $0.05 per common share paid on October 15, 2013, to the stockholders of record as of the close of business on September 12, 2013.

At the annual meeting on November 19, 2012, the IF Bancorp, Inc. 2012 Equity Incentive Plan (the Equity Incentive Plan) was approved by stockholders. The purpose of the Equity Incentive Plan is to promote the long-term financial success of the Company and its Subsidiaries by providing a means to attract, retain and reward individuals who contribute to such success and to further align their interests with those of the Company s stockholders. The Equity Incentive Plan authorizes the issuance or delivery to participants of up to 673,575 shares of the Company common stock pursuant to grants of incentive and non-qualified stock options, restricted stock awards and restricted stock unit awards, provided that the maximum number of shares of Company common stock that may be delivered pursuant to the exercise of stock options (all of which may be granted as incentive stock options) is 481,125 and the maximum number of shares of Company stock that may be issued as restricted stock awards or restricted stock units is 192,450. On December 10, 2013, the Board of Directors approved grants of 85,500 shares of restricted stock and 167,000 in stock options to be awarded to senior officers and directors of the Association. The restricted stock will vest in equal installments over 10 years and the stock options will vest in equal installments over 7 years, both starting in December 2014.

The unaudited condensed consolidated financial statements include the accounts of the Company, the Association, and the Association s wholly owned subsidiary, L.C.I. Service Corporation. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial reporting and with instructions for Form 10 Q and Regulation S X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet date and revenues and expenses for the period. Actual results could differ from these estimates. In the opinion of management, the preceding unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the financial condition of the Company as of December 31, 2013 and June 30,

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2013, and the results of its operations for the three month and six month periods ended December 31, 2013 and 2012. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended June 30, 2013. The results of operations for the three month and six month periods ended December 31, 2013 are not necessarily indicative of the results that may be expected for the entire year.

Note 2: New Accounting Pronouncements
Recent and Future Accounting Requirements

FASB ASU 2013-04 *Liabilities (Topic 405): Obligations Resulting From Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date*. On February 28, 2013, FASB issued ASU 2013-40. The amendments in this Update provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this Update is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount of reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors.

The guidance in this Update also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. This Accounting Standards Update is the final version of Proposed Accounting Standard Update EITF12D Liabilities (Topic 405) which has been deleted.

The amendments in this Update are effective for fiscal years beginning after December 31, 2013. Early adoption is permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

FASB ASU 2014-04: *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure.* EITF Issue 13-E sought to define in substance repossession or foreclosure because of the diversity in practice regarding when entities were reclassifying loans receivable to other real estate owned (OREO) (instead of as a loan receivable). The timing of loan reclassifications to OREO may be qualitatively significant to regulators and other financial statement users. In substance repossession or foreclosure is clarified by the ASU.

A creditor is considered to have received physical possession (resulting from an in substance repossession or foreclosure) of residential real estate property collateralizing a consumer mortgage loan only upon the occurrence of either of the following:

a. The creditor obtains legal title to the residential real estate property upon completion of a foreclosure. A creditor may obtain legal title to the residential real estate property even if the borrower has redemption rights that provide the borrower with a legal right for a period of time after a foreclosure to reclaim the real estate property by paying certain amounts specified by law.

b. The borrower conveys all interest in the residential real estate property to the creditor to satisfy the loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. The deed in lieu of foreclosure or similar legal agreement is completed when agreed-upon terms and conditions have been satisfied by both the borrower and the creditor.

The ASU is effective for fiscal years beginning after December 15, 2014, and interim periods therein. Early adoption is permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

Note 3: Stock-based Compensation

In connection with the conversion to stock form, the Association established an ESOP for the exclusive benefit of eligible employees (all salaried employees who have completed at least 1,000 hours of service in a twelve-month period and have attained the age of 21). The ESOP borrowed funds from the Company in an amount sufficient to purchase 384,900 shares (approximately 8% of the Common Stock issued in the stock offering). The loan is secured by the shares purchased and will be repaid by the ESOP with funds from contributions made by the Association and dividends received by the ESOP, with funds from any contributions on ESOP assets. Contributions will be applied to repay interest on the loan first, then the remainder will be applied to principal. The loan is expected to be repaid over a period of up to 20 years. Shares purchased with the loan proceeds are held in a suspense account for allocation among participants as the loan is repaid. Contributions to the ESOP and shares released from the suspense account are allocated among participants in proportion to their compensation, relative to total compensation of all active participants. Participants will vest 100% in their accrued benefits under the employee stock ownership plan after six vesting years, with prorated vesting in years two through five. Vesting is accelerated upon retirement, death or disability of the participant or a change in control of the Association. Forfeitures will be reallocated to remaining plan participants. Benefits may be payable upon retirement, death, disability, separation from service, or termination of the ESOP. Since the Association s annual contributions are discretionary, benefits payable under the ESOP cannot be estimated. Participants receive the shares at the end of employment.

The Company is accounting for its ESOP in accordance with ASC Topic 718, *Employers Accounting for Employee Stock Ownership Plans*. Accordingly, the debt of the ESOP is eliminated in consolidation and the shares pledged as collateral are reported as unearned ESOP shares in the consolidated balance sheets. Contributions to the ESOP shall be sufficient to pay principal and interest currently due under the loan agreement. As shares are committed to be released from collateral, the Company reports compensation expense equal to the average market price of the shares for the respective period, and the shares become outstanding for earnings per share computations. Dividends, if any, on unallocated ESOP shares are recorded as a reduction of debt and accrued interest.

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A summary of ESOP shares at December 31, 2013 and June 30, 2013 are as follows (dollars in thousands):

	December 31, 2013	June 30, 2013
Allocated shares	38,490	19,245
Shares committed for release	9,622	19,245
Unearned shares	336,788	346,410
Total ESOP shares	384,900	384,900
Fair value of unearned ESOP shares (1)	$ 5,624	$ 5,293

(1) Based on closing price of $16.70 and $15.28 per share on December 31, 2013, and June 30, 2013, respectively. At the annual meeting on November 19, 2012, the IF Bancorp, Inc. 2012 Equity Incentive Plan (the Equity Incentive Plan) was approved by stockholders. The purpose of the Equity Incentive Plan is to promote the long-term financial success of the Company and its Subsidiaries by providing a means to attract, retain and reward individuals who contribute to such success and to further align their interests with those of the Company s stockholders. The Equity Incentive Plan authorizes the issuance or delivery to participants of up to 673,575 shares of the Company common stock pursuant to grants of incentive and non-qualified stock options, restricted stock awards and restricted stock unit awards, provided that the maximum number of shares of Company common stock that may be delivered pursuant to the exercise of stock options (all of which may be granted as incentive stock options) is 481,125 and the maximum number of shares of Company stock that may be issued as restricted stock awards or restricted stock units is 192,450.

On December 10, 2013, the Board of Directors approved grants of 85,500 shares of restricted stock and 167,000 in stock options to be awarded to senior officers and directors of the Association. The restricted stock will vest in equal installments over 10 years and the stock options will vest in equal installments over 7 years, both starting in December 2014. As of December 31, 2013, there were 106,950 shares of restricted stock and 314,125 stock option shares available for future grants under this plan.

The following table summarizes stock option activity for the six months ended December 31, 2013 (dollars in thousands):

	Options	Weighted-Average Exercise Price/Share	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding, June 30, 2013		$		
Granted	167,000	16.63		
Exercised				
Forfeited				
Outstanding, December 31, 2013	167,000	$ 16.63	9.94	$ 12 (1)

Exercisable, December 31, 2013	$	N/A	N/A	$

(1) Based on closing price of $16.70 per share on December 31, 2013.

Intrinsic value for stock options is defined as the difference between the current market value and the exercise price. The weighted-average grant-date fair value of options granted during the period was $2.54.

The fair value for each option grant was estimated on the date of grant using the Black-Scholes option pricing model using the following assumptions. The Company used the seven year U.S. Treasury rate in effect at the time of the grant to determine the risk-free interest rate. The expected dividend yield was estimated using the projected semi-annual dividend

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level and recent stock price of the Company s common stock at the date of grant. Expected volatility was based on historical volatility of the Company s stock and other factors. The expected term of options granted represents the period of time that options are expected to be outstanding. The exercise price is the share price on the grant date of December 10, 2013.

The weighted-average assumptions used in the Black-Scholes option pricing model for the grants made on December 10, 2013, were as follows:

Risk-free interest rate	2.17%
Expected dividend yield	0.60%
Expected stock volatility	9.87%
Expected life (years)	7.00
Exercise price	$ 16.63

There were no options that vested during the six months ended December 31, 2013. Stock-based compensation expense and related tax benefit was considered nominal for stock options for the six months ended December 31, 2013. Total unrecognized compensation cost related to non-vested stock options was $424,000 at December 31, 2013 and is expected to be recognized over a weighted-average period of 7 years.

The following table summarizes non-vested restricted stock activity for the six months ended December 31, 2013:

	Shares	Weighted-Average Grant-Date Fair Value
Balance, June 30, 2013		$
Granted	85,500	16.63
Forfeited		
Earned and issued		
Balance, December 31, 2013	85,500	$ 16.63

The fair value of the restricted stock awards is amortized to compensation expense over the vesting period (ten years) and is based on the market price of the Company s common stock at the date of grant multiplied by the number of shares granted that are expected to vest. At the date of grant the par value of the shares granted was recorded in equity as a credit to common stock and a debit to paid-in capital. The weighted-average grant date fair value of restricted stock granted during the six months ended December 31, 2013 was $16.63 per share of $1.4 million. Stock-based compensation expense and related tax benefit for restricted stock was nominal and was recognized in non-interest expense for the six months ended December 31, 2013. Unrecognized compensation expense for non-vested restricted stock awards was $1.4 million and is expected to be recognized over ten years with a corresponding credit to paid-in capital.

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Note 4: Earnings Per Common Share (EPS)

Basic and diluted earnings per common share are presented for the three month and six month periods ended December 31, 2013 and 2012. The factors used in the earnings per common share computation follow:

	Three Months Ended December 31, 2013	Three Months Ended December 31, 2012	Six Months Ended December 31, 2013	Six Months Ended December 31, 2012
Net income	$ 897	$ 709	$ 1,639	$ 1,842
Basic weighted average shares outstanding	4,501,182	4,704,920	4,535,918	4,757,591
Less: Average unallocated ESOP shares	(339,193)	(358,438)	(341,599)	(360,844)
Basic average shares outstanding	4,161,989	4,346,482	4,194,319	4,396,747
Diluted effect of restricted stock awards and stock options				
Diluted average shares outstanding	4,161,989	4,346,482	4,194,319	4,396,747
Basic earnings per common share	$ .22	$ .16	$ .39	$ .42
Diluted earnings per common share	$ .22	$ .16	$ .39	$ .42

On September 11, 2013, the Company announced a second stock repurchase program to repurchase up to 228,535 shares of its common stock, or approximately 5% of its then current outstanding shares. As of December 31, 2013, 198,409 shares were repurchased at an average price of $16.57 per share.

On December 10, 2013, the Company awarded 85,500 shares of restricted stock and 167,000 in stock options to officers and directors of the Association as part of the IF Bancorp, Inc. 2012 Equity Incentive Plan. The restricted stock will vest over 10 years and the stock options will vest over 7 years, both starting in December 2014. The 167,000 in stock options and 84,787 shares of non-vested restricted stock were not included in the computation of diluted earnings per share as the stock awards were considered antidilutive for the three and six month periods ended December 31, 2013.

Note 5: Securities

The amortized cost and approximate fair value of securities, together with gross unrealized gains and losses, of securities are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities:				
December 31, 2013:				
U.S. government, federal agency, and government-sponsored enterprises (GSE)	$ 133,680	$ 2,880	$ (2,845)	$ 133,715
Mortgage-backed:				
GSE residential	79,556	454	(2,947)	77,063
State and political subdivisions	2,967	145	(42)	3,070
	$ 216,203	$ 3,479	$ (5,834)	$ 213,848
June 30, 2013:				
U.S. government, federal agency, and government-sponsored enterprises (GSE)	$ 121,162	$ 3,543	$ (2,372)	$ 122,333
Mortgage-backed:				
GSE residential	76,407	465	(2,263)	74,609
State and political subdivisions	3,750	175	(40)	3,885
	$ 201,319	$ 4,183	$ (4,675)	$ 200,827

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With the exception of U.S. Government, federal agency and GSE securities and GSE residential mortgage-backed securities with a book value of approximately $133,680,000 and $79,556,000, respectively, and a market value of approximately $133,715,000 and $77,063,000, respectively, at December 31, 2013, the Company held no securities at December 31, 2013 with a book value that exceeded 10% of total equity.

All mortgage-backed securities at December 31, 2013, and June 30, 2013 were issued by GSEs.

The amortized cost and fair value of available-for-sale securities at December 31, 2013, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-sale Securities	
	Amortized Cost	Fair Value
Within one year	$ 4,278	$ 4,427
One to five years	52,672	55,395
Five to ten years	79,609	76,870
After ten years	88	93
	136,647	136,785
Mortgage-backed securities	79,556	77,063
Totals	$ 216,203	$ 213,848

The carrying value of securities pledged as collateral to secure public deposits and for other purposes was $50,590,000 and $49,416,000 as of December 31, 2013 and June 30, 2013, respectively.

Gross gains of $191,000 and $571,000, and gross losses of $294,000 and $2,000, resulting from sales of available-for-sale securities were realized for the six month periods ended December 31, 2013 and 2012, respectively. The tax provision applicable to these net realized gains amounted to approximately $(42,000) and $216,000, respectively. Gross gains of $0 and $97,000, and gross losses of $44,000 and $2,000, resulting from sales of available-for-sale securities were realized for the three month periods ended December 31, 2013, and 2012, respectively. The tax provision applicable to these net realized gains amounted to approximately $(17,000) and $37,000, respectively.

Certain investments in debt and marketable equity securities are reported in the financial statements at amounts less than their historical cost. Total fair value of these investments at December 31, 2013 and June 30, 2013 was $123,797,000 and $107,019,000 respectively, which is approximately 57.9% and 53.3% of the Company s available-for-sale investment portfolio. These declines primarily resulted from recent increases in market interest rates. Management believes the declines in fair value for these securities are temporary.

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The following tables show the gross unrealized losses of the Company s securities and the fair value of the Company s securities with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2013 and June 30, 2013:

	December 31, 2013					
	Less Than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	$ 67,578	$ (2,845)	$	$	$ 67,578	$ (2,845)
Mortgage-backed:						
GSE residential	51,664	(2,666)	3,536	(281)	55,200	(2,947)
State and political subdivisions			1,019	(42)	1,019	(42)
Total temporarily impaired securities	$ 119,242	$ (5,511)	$ 4,555	$ (323)	$ 123,797	$ (5,834)

	June 30, 2013					
	Less Than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	$ 55,825	$ (2,372)	$	$	$ 55,825	$ (2,372)
Mortgage-backed:						
GSE residential	50,172	(2,263)			50,172	(2,263)
State and political subdivisions	1,022	(40)			1,022	(40)
Total temporarily impaired securities	$ 107,019	$ (4,675)	$	$	$ 107,019	$ (4,675)

The unrealized losses on the Company s investment in residential mortgage-backed securities, state and political subdivisions, and U.S. Government and federal agency and Government sponsored enterprises were caused by interest rate increases. The Company expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2013.

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Note 6: Loans and Allowance for Loan Losses

Classes of loans include:

	December 31, 2013	June 30, 2013
Real estate loans:		
One-to four-family, including home equity loans	$ 148,684	$ 147,221
Multi-family	59,631	58,442
Commercial	77,522	74,679
Home equity lines of credit	7,808	8,228
Construction	2,250	2,497
Commercial	21,339	19,695
Consumer	9,290	9,662
Total loans	326,524	320,424
Less:		
Unearned fees and discounts, net	100	67
Loans in process	308	644
Allowance for loan losses	3,906	3,938
Loans, net	$ 322,210	$ 315,775

The Company believes that sound loans are a necessary and desirable means of employing funds available for investment. Recognizing the Company s obligations to its depositors and to the communities it serves, authorized personnel are expected to seek to develop and make sound, profitable loans that resources permit and that opportunity affords. The Company maintains lending policies and procedures designed to focus our lending efforts on the types, locations, and duration of loans most appropriate for our business model and markets. The Company s principal lending activity is the origination of one-to four-family residential mortgage loans but also includes multi-family loans, commercial real estate loans, home equity lines of credits, commercial business loans, consumer loans (consisting primarily of automobile loans), and, to a much lesser extent, construction loans and land loans. The primary lending market includes the Illinois counties of Vermilion and Iroquois, as well as the adjacent counties in Illinois and Indiana. The Company also has a loan production and wealth management office in Osage Beach, Missouri, which serves the Missouri counties of Camden, Miller, and Morgan. Generally, loans are collateralized by assets, primarily real estate, of the borrowers and guaranteed by individuals. The loans are expected to be repaid from cash flows of the borrowers or from proceeds from the sale of selected assets of the borrowers.

Management reviews and approves the Company s lending policies and procedures on a routine basis. Management routinely (at least quarterly) reviews our allowance for loan losses and reports related to loan production, loan quality, concentrations of credit, loan delinquencies and non-performing and potential problem loans. Our underwriting standards are designed to encourage relationship banking rather than transactional banking. Relationship banking implies a primary banking relationship with the borrower that includes, at minimum, an active deposit banking relationship in addition to the lending relationship. The integrity and character of the borrower are significant factors in our loan underwriting. As a part of underwriting, tangible positive or negative evidence of the borrower s integrity and character are sought out. Additional significant underwriting factors beyond location, duration, the sound and

profitable cash flow basis underlying the loan and the borrower s character are the quality of the borrower s financial history, the liquidity of the underlying collateral and the reliability of the valuation of the underlying collateral.

The Company s policies and loan approval limits are established by the Board of Directors. The loan officers generally have authority to approve one-to four-family residential mortgage loans up to $100,000, other secured loans up to

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$50,000, and unsecured loans up to $10,000. Managing Officers (those with designated loan approval authority), generally have authority to approve one-to four-family residential mortgage loans up to $300,000, other secured loans up to $300,000, and unsecured loans up to $100,000. In addition, any two individual officers may combine their loan authority limits to approve a loan. Our Loan Committee may approve one-to four-family residential mortgage loans, commercial real estate loans, multi-family real estate loans and land loans up to $1,000,000 in aggregate loans or $750,000 for individual loans, and unsecured loans up to $300,000. All loans above these limits must be approved by the Operating Committee, consisting of the Chairman and up to four other Board members. At no time is a borrower s total borrowing relationship to exceed our regulatory lending limit. Loans to related parties, including executive officers and the Company s directors, are reviewed for compliance with regulatory guidelines and the Board of Directors at least annually.

The Company conducts internal loan reviews that validate the loans against the Company s loan policy quarterly for mortgage, consumer, and small commercial loans on a sample basis, and all larger commercial loans on an annual basis. The Company also receives independent loan reviews performed by a third party on larger commercial loans to be performed annually. In addition to compliance with our policy, the third party loan review process reviews the risk assessments made by our credit department, lenders and loan committees. Results of these reviews are presented to management and the Board of Directors.

The Company s lending can be summarized into six primary areas; one-to four-family residential mortgage loans, commercial real estate and multi-family real estate loans, home equity lines of credits, real estate construction, commercial business loans, and consumer loans.

One-to four-family Residential Mortgage Loans

The Company offers one-to four-family residential mortgage loans that conform to Fannie Mae and Freddie Mac underwriting standards (conforming loans) as well as non-conforming loans. In recent years there has been an increased demand for long-term fixed-rate loans, as market rates have dropped and remained near historic lows. As a result, the Company has sold a substantial portion of the fixed-rate one-to four-family residential mortgage loans with terms of 15 years or greater. Generally, the Company retains fixed-rate one-to four-family residential mortgage loans with terms of less than 15 years, although this has represented a small percentage of the fixed-rate loans originated in recent years due to the favorable long-term rates for borrower.

In addition, the Company also offers home equity loans that are secured by a second mortgage on the borrower s primary or secondary residence. Home equity loans are generally underwritten using the same criteria used to underwrite one-to four-family residential mortgage loans.

As one-to four-family residential mortgage and home equity loan underwriting are subject to specific regulations, the Company typically underwrites its one-to four-family residential mortgage and home equity loans to conform to widely accepted standards. Several factors are considered in underwriting including the value of the underlying real estate and the debt to income ratio and credit history of the borrower.

Commercial Real Estate and Multi-Family Real Estate Loans

Commercial real estate mortgage loans are primarily secured by office buildings, owner-occupied businesses, strip mall centers, churches and farm loans secured by real estate. In underwriting commercial real estate and multi-family real estate loans, the Company considers a number of factors, which include the projected net cash flow to the loan s debt service requirement, the age and condition of the collateral, the financial resources and income level of the borrower and the borrower s experience in owning or managing similar properties. Personal guarantees are typically

obtained from commercial real estate and multi-family real estate borrowers. In addition, the borrower s financial information on such loans is monitored on an ongoing basis by requiring periodic financial statement updates. The repayment of these loans is primarily dependent on the cash flows of the underlying property. However, the commercial real estate loan generally must be supported by an adequate underlying collateral value. The performance and the value of the underlying property may be adversely affected by economic factors or geographical and/or industry specific factors. These loans are subject to other industry guidelines that are closely monitored by the Company.

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Home Equity Lines of Credit

In addition to traditional one-to four-family residential mortgage loans and home equity loans, the Company offers home equity lines of credit that are secured by the borrower s primary or secondary residence. Home equity lines of credit are generally underwritten using the same criteria used to underwrite one-to four-family residential mortgage loans. As home equity lines of credit underwriting is subject to specific regulations, the Company typically underwrites its home equity lines of credit to conform to widely accepted standards. Several factors are considered in underwriting including the value of the underlying real estate and the debt to income ratio and credit history of the borrower.

Commercial Business Loans

The Company originates commercial non-mortgage business (term) loans and lines of credit. These loans are generally originated to small- and medium-sized companies in the Company s primary market area. Commercial business loans are generally used for working capital purposes or for acquiring equipment, inventory or furniture, and are primarily secured by business assets other than real estate, such as business equipment and inventory, accounts receivable or stock. The Company also offers agriculture loans that are not secured by real estate.

The commercial business loan portfolio consists primarily of secured loans. When making commercial business loans, the Company considers the financial statements, lending history and debt service capabilities of the borrower, the projected cash flows of the business and the value of any collateral. The cash flows of the underlying borrower, however, may not perform consistently with historical or projected information. Further, the collateral securing loans may fluctuate in value due to individual economic or other factors. Loans are typically guaranteed by the principals of the borrower. The Company has established minimum standards and underwriting guidelines for all commercial loan types.

Real Estate Construction Loans

The Company originates construction loans for one-to four-family residential properties and commercial real estate properties, including multi-family properties. The Company generally requires that a commitment for permanent financing be in place prior to closing the construction loan. The repayment of these loans is typically through permanent financing following completion of the construction. Real estate construction loans are inherently more risky than loans on completed properties as the unimproved nature and the financial risks of construction significantly enhance the risks of commercial real estate loans. These loans are closely monitored and subject to other industry guidelines.

Consumer Loans

Consumer loans consist of installment loans to individuals, primarily automotive loans. These loans are centrally underwritten utilizing the borrower s financial history, including the Fair Isaac Corporation (FICO) credit scoring and information as to the underlying collateral. Repayment is expected from the cash flow of the borrower. Consumer loans may be underwritten with terms up to seven years, fully amortized. Unsecured loans are limited to twelve months. Loan-to-value ratios vary based on the type of collateral. The Company has established minimum standards and underwriting guidelines for all consumer loan collateral types.

Loan Concentration

The loan portfolio includes a concentration of loans secured by commercial real estate properties amounting to $137,153,000 and $133,121,000 as of December 31, 2013 and June 30, 2013, respectively. Generally, these loans are collateralized by multi-family and nonresidential properties. The loans are expected to be repaid from cash flows or from proceeds from the sale of the properties of the borrower.

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Purchased Loans and Loan Participations

The Company s loans receivable included purchased loans of $14,465,000 and $15,692,000 at December 31, 2013 and June 30, 2013, respectively. All of these purchased loans are secured by single family homes located out of our primary market area primarily in the Midwest. The Company s loans receivable also include commercial loan participations of $27,916,000 and $27,695,000 at December 31, 2013 and June 30, 2013, respectively, of which $9,996,000 and $9,803,000, at December 31, 2013 and June 30, 2013 were outside our primary market area. The Company purchased $1,000,000 of new commercial participations during the quarter ended December 31, 2013 related to two loans to one borrower. These participation loans are secured by multi-family real estate.

Allowance for Loan Losses

The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of the three month and six month periods ended December 31, 2013 and 2012 and the year ended June 30, 2013:

	Three Months Ended December 31, 2013			
	Real Estate Loans			
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit
Allowance for loan losses:				
Balance, beginning of period	$ 1,572	$ 810	$ 857	$ 105
Provision charged to expense	(4)	4	24	(15)
Losses charged off	(120)		(8)	
Recoveries	38			
Balance, end of period	$ 1,486	$ 814	$ 873	$ 90
Ending balance: individually evaluated for impairment	$ 267	$	$	$
Ending balance: collectively evaluated for impairment	$ 1,219	$ 814	$ 873	$ 90
Loans:				
Ending balance	$ 148,684	$ 59,631	$ 77,522	$ 7,808
Ending balance: individually evaluated for impairment	$ 3,435	$ 1,669	$ 59	$
Ending balance: collectively evaluated for impairment	$ 145,249	$ 57,962	$ 77,463	$ 7,808

	Three Months Ended December 31, 2013 (Continued)				
	Construction	Commercial	Consumer	Unallocated	Total
Allowance for loan losses:					
Balance, beginning of period	$ 12	$ 486	$ 100	$ 25	$ 3,967
Provision charged to expense	18	40	(1)	(19)	47
Losses charged off			(20)		(148)
Recoveries			2		40
Balance, end of period	$ 30	$ 526	$ 81	$ 6	$ 3,906
Ending balance: individually evaluated for impairment	$	$ 39	$ 3	$	$ 309
Ending balance: collectively evaluated for impairment	$ 30	$ 487	$ 78	$ 6	$ 3,597
Loans:					
Ending balance	$ 2,250	$ 21,339	$ 9,290	$	$ 326,524
Ending balance: individually evaluated for impairment	$	$ 102	$ 30	$	$ 5,295
Ending balance: collectively evaluated for impairment	$ 2,250	$ 21,237	$ 9,260	$	$ 321,229

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	Six Months Ended December 31, 2013			
	Real Estate Loans			
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit
Allowance for loan losses:				
Balance, beginning of period	$ 1,616	$ 797	$ 838	$ 90
Provision charged to expense	75	17	63	
Losses charged off	(251)		(28)	
Recoveries	46			
Balance, end of period	$ 1,486	$ 814	$ 873	$ 90
Ending balance: individually evaluated for impairment	$ 267	$	$	$
Ending balance: collectively evaluated for impairment	$ 1,219	$ 814	$ 873	$ 90
Loans:				
Ending balance	$ 148,684	$ 59,631	$ 77,522	$ 7,808
Ending balance: individually evaluated for impairment	$ 3,435	$ 1,669	$ 59	$
Ending balance: collectively evaluated for impairment	$ 145,249	$ 57,962	$ 77,463	$ 7,808

	Six Months Ended December 31, 2013 (Continued)				
	Construction	Commercial	Consumer	Unallocated	Total
Allowance for loan losses:					
Balance, beginning of period	$ 24	$ 431	$ 104	$ 38	$ 3,938
Provision charged to expense	6	95	2	(32)	226
Losses charged off			(28)		(307)
Recoveries			3		49
Balance, end of period	$ 30	$ 526	$ 81	$ 6	$ 3,906
Ending balance: individually evaluated for impairment	$	$ 39	$ 3	$	$ 309
Ending balance: collectively evaluated for impairment	$ 30	$ 487	$ 78	$ 6	$ 3,597

Loans:					
Ending balance	$ 2,250	$ 21,339	$ 9,290	$	$ 326,524
Ending balance: individually evaluated for impairment	$	$ 102	$ 30	$	$ 5,295
Ending balance: collectively evaluated for impairment	$ 2,250	$ 21,237	$ 9,260	$	$ 321,229

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	Year Ended June 30, 2013 Real Estate Loans			
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit
Allowance for loan losses:				
Balance, beginning of year	$ 1,940	$ 679	$ 245	$ 81
Provision charged to expense	(295)	118	638	17
Losses charged off	(78)		(45)	(8)
Recoveries	49			
Balance, end of year	$ 1,616	$ 797	$ 838	$ 90
Ending balance: individually evaluated for impairment	$ 403	$	$ 8	$
Ending balance: collectively evaluated for impairment	$ 1,213	$ 797	$ 830	$ 90
Loans:				
Ending balance	$ 147,221	$ 58,442	$ 74,679	$ 8,228
Ending balance: individually evaluated for impairment	$ 4,100	$ 1,706	$ 194	$
Ending balance: collectively evaluated for impairment	$ 143,121	$ 56,736	$ 74,485	$ 8,228

	Year Ended June 30, 2013 (Continued)				
	Construction	Commercial	Consumer	Unallocated	Total
Allowance for loan losses:					
Balance, beginning of year	$ 78	$ 347	$ 139	$ 22	$ 3,531
Provision charged to expense	(54)	134	21	16	595
Losses charged off		(50)	(69)		(250)
Recoveries			13		62
Balance, end of year	$ 24	$ 431	$ 104	$ 38	$ 3,938
Ending balance: individually evaluated for impairment	$	$ 5	$ 25	$	$ 441
Ending balance: collectively evaluated for impairment	$ 24	$ 426	$ 79	$ 38	$ 3,497

Loans:					
Ending balance	$ 2,497	$ 19,695	$ 9,662	$	$ 320,424
Ending balance: individually evaluated for impairment	$	$ 242	$ 64	$	$ 6,306
Ending balance: collectively evaluated for impairment	$ 2,497	$ 19,453	$ 9,598	$	$ 314,118

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	Three Months Ended December 31, 2012			
	Real Estate Loans			
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit
Allowance for loan losses:				
Balance, beginning of period	$ 1,939	$ 694	$ 416	$ 99
Provision charged to expense	80	118	150	13
Losses charged off	(35)			
Recoveries	1			
Balance, end of period	$ 1,985	$ 812	$ 566	$ 112
Ending balance: individually evaluated for impairment	$ 687	$ 231	$ 48	$ 35
Ending balance: collectively evaluated for impairment	$ 1,298	$ 581	$ 518	$ 77
Loans:				
Ending balance	$ 145,544	$ 49,865	$ 58,633	$ 8,543
Ending balance: individually evaluated for impairment	$ 3,900	$ 1,708	$ 109	$ 55
Ending balance: collectively evaluated for impairment	$ 141,644	$ 48,157	$ 58,524	$ 8,488

	Three Months Ended December 31, 2012 (Continued)				
	Construction	Commercial	Consumer	Unallocated	Total
Allowance for loan losses:					
Balance, beginning of period	$ 22	$ 336	$ 138	$ 28	$ 3,672
Provision charged to expense	4	15	34	(9)	405
Losses charged off		(50)	(29)		(114)
Recoveries			1		2
Balance, end of period	$ 26	$ 301	$ 144	$ 19	$ 3,965
Ending balance: individually evaluated for impairment	$	$ 6	$ 53	$	$ 1,060
Ending balance: collectively evaluated for impairment	$ 26	$ 295	$ 91	$ 19	$ 2,905

Loans:					
Ending balance	$ 3,735	$ 12,484	$ 10,852	$	$ 289,656
Ending balance: individually evaluated for impairment	$	$ 41	$ 112	$	$ 5,925
Ending balance: collectively evaluated for impairment	$ 3,735	$ 12,443	$ 10,740	$	$ 283,731

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	Six Months Ended December 31, 2012			
	Real Estate Loans			
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit
Allowance for loan losses:				
Balance, beginning of period	$ 1,940	$ 679	$ 245	$ 81
Provision charged to expense	39	133	321	31
Losses charged off	(35)			
Recoveries	41			
Balance, end of period	$ 1,985	$ 812	$ 566	$ 112
Ending balance: individually evaluated for impairment	$ 687	$ 231	$ 48	$ 35
Ending balance: collectively evaluated for impairment	$ 1,298	$ 581	$ 518	$ 77
Loans:				
Ending balance	$ 145,544	$ 49,865	$ 58,633	$ 8,543
Ending balance: individually evaluated for impairment	$ 3,900	$ 1,708	$ 109	$ 55
Ending balance: collectively evaluated for impairment	$ 141,644	$ 48,157	$ 58,524	$ 8,488

	Six Months Ended December 31, 2012 (Continued)				
	Construction	Commercial	Consumer	Unallocated	Total
Allowance for loan losses:					
Balance, beginning of period	$ 78	$ 347	$ 139	$ 22	$ 3,531
Provision charged to expense	(52)	4	34	(3)	507
Losses charged off		(50)	(32)		(117)
Recoveries			3		44
Balance, end of period	$ 26	$ 301	$ 144	$ 19	$ 3,965
Ending balance: individually evaluated for impairment	$	$ 6	$ 53	$	$ 1,060
Ending balance: collectively evaluated for impairment	$ 26	$ 295	$ 91	$ 19	$ 2,905

Loans:					
Ending balance	$ 3,735	$ 12,484	$ 10,852	$	$ 289,656
Ending balance: individually evaluated for impairment	$	$ 41	$ 112	$	$ 5,925
Ending balance: collectively evaluated for impairment	$ 3,735	$ 12,443	$ 10,740	$	$ 283,731

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Management s opinion as to the ultimate collectability of loans is subject to estimates regarding future cash flows from operations and the value of property, real and personal, pledged as collateral. These estimates are affected by changing economic conditions and the economic prospects of borrowers.

The allowance for loan losses represents an estimate of the amount of losses believed inherent in our loan portfolio at the balance sheet date. The allowance calculation involves a high degree of estimation that management attempts to mitigate through the use of objective historical data where available. Loan losses are charged against the allowance for loan losses when management believes the uncollectability of the loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Overall, we believe the reserve to be consistent with prior periods and adequate to cover the estimated losses in our loan portfolio.

The Company s methodology for assessing the appropriateness of the allowance for loan losses consists of two key elements: (1) specific allowances for estimated credit losses on individual loans that are determined to be impaired through the Company s review for identified problem loans; and (2) a general allowance based on estimated credit losses inherent in the remainder of the loan portfolio.

The specific allowance is measured by determining the present value of expected cash flows, the loan s observable market value, or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expense. Factors used in identifying a specific problem loan include: (1) the strength of the customer s personal or business cash flows; (2) the availability of other sources of repayment; (3) the amount due or past due; (4) the type and value of collateral; (5) the strength of the collateral position; (6) the estimated cost to sell the collateral; and (7) the borrower s effort to cure the delinquency. In addition for loans secured by real estate, the Company also considers the extent of any past due and unpaid property taxes applicable to the property serving as collateral on the mortgage.

The Company establishes a general allowance for loans that are not deemed impaired to recognize the inherent losses associated with lending activities, but which, unlike specific allowances, has not been allocated to particular problem assets. The general valuation allowance is determined by segregating the loans by loan category and assigning allowance percentages based on the Company s historical loss experience and management s evaluation of the collectability of the loan portfolio. The allowance is then adjusted for qualitative factors that, in management s judgment, affect the collectability of the portfolio as of the evaluation date. These qualitative factors may include: (1) Management s assumptions regarding the minimal level of risk for a given loan category; (2) changes in lending policies and procedures, including changes in underwriting standards, and charge-off and recovery practices not considered elsewhere in estimating credit losses; (3) changes in international, national, regional and local economics and business conditions and developments that affect the collectability of the portfolio, including the conditions of various market segments; (4) changes in the nature and volume of the portfolio and in the terms of loans; (5) changes in the experience, ability, and depth of the lending officers and other relevant staff; (6) changes in the volume and severity of past due loans, the volume of non-accrual loans, the volume of troubled debt restructured and other loan modifications, and the volume and severity of adversely classified loans; (7) changes in the quality of the loan review system; (8) changes in the value of the underlying collateral for collateral-dependent loans; (9) the existence and effect of any concentrations of credit, and changes in the level of such concentrations; and (10) the effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio. The applied loss factors are re-evaluated quarterly to ensure their relevance in the current environment.

Although the Company s policy allows for a general valuation allowance on certain smaller-balance, homogenous pools of loans classified as substandard, the Company has historically evaluated every loan classified as substandard, regardless of size, for impairment as part of the review for establishing specific allowances. The Company s policy also allows for general valuation allowance on certain smaller-balance, homogenous pools of loans which are loans

criticized as special mention or watch. A separate general allowance calculation is made on these loans based on historical measured weakness, and which is no less than twice the amount of the general allowance calculated on the non-classified loans.

Because of the recent added concern based on the overall condition of the real estate market and in particular how the market is affecting the Junior Lien and Home Equity Lines of Credit (HELOC) loan portfolios, as with all portfolios, the

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Company has reviewed these two portfolios to determine the adequacy of the allowance. The Company notes that Junior Lien loans are one-to four-family loans that are in a subordinate lien position, and can be subordinate to either a Company first lien or another institution first lien and all are fully amortizing loans. HELOC loans were initially underwritten to ensure adequate cash flow to make payments even under stressed conditions. Based on review of the HELOC portfolio, $2.5 million had initial combined loan to value ratios of between 81% and 90%. The December 31, 2013 allowance calculation includes 1.12% of qualitative factors to address added concerns, above a weighted average loss factor of 0.03%. The qualitative factor for HELOCs was 1.01% as of June 30, 2013.

There have been no changes to the Company s accounting policies or methodology from the prior periods.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. All loans are graded at inception of the loan. Subsequently, analyses are performed on an annual basis and grade changes are made as necessary. Interim grade reviews may take place if circumstances of the borrower warrant a more timely review. The Company utilizes an internal asset classification system as a means of reporting problem and potential problem loans. Under the Company s risk rating system, the Company classifies problem and potential problem loans as Watch, Substandard, Doubtful, and Loss. The Company uses the following definitions for risk ratings:

Pass Loans classified as pass are well protected by the ability of the borrower to pay or by the value of the asset or underlying collateral.

Watch Loans classified as watch have a potential weakness that deserves management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company s credit position at some future date.

Substandard Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of any pledged collateral. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

Loss Loans classified as loss are the portion of the loan that is considered uncollectible so that its continuance as an asset is not warranted. The amount of the loss determined will be charged-off.

Risk characteristics applicable to each segment of the loan portfolio are described as follows.

Residential One-to Four-Family and Equity Lines of Credit Real Estate: The residential one-to four-family real estate loans are generally secured by owner-occupied one-to four-family residences. Repayment of these loans is primarily dependent on the personal income and credit rating of the borrowers. Credit risk in these loans can be impacted by economic conditions within the Company s market areas that might impact either property values or a borrower s personal income. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Commercial and Multi-family Real Estate: Commercial and multi-family real estate loans typically involve larger principal amounts, and repayment of these loans is generally dependent on the successful operations of the property securing the loan or the business conducted on the property securing the loan. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the Company s market areas.

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Construction Real Estate: Construction real estate loans are usually based upon estimates of costs and estimated value of the completed project and include independent appraisal reviews and a financial analysis of the developers and property owners. Sources of repayment of these loans may include permanent loans, sales of developed property, or an interim loan commitment from the Company until permanent financing is obtained. These loans are considered to be higher risk than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, general economic conditions and the availability of long-term financing. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the Company s market areas.

Commercial: The commercial portfolio includes loans to commercial customers for use in financing working capital needs, equipment purchases and expansions. The loans in this category are repaid primarily from the cash flow of a borrower s principal business operation. Credit risk in these loans is driven by creditworthiness of a borrower and the economic conditions that impact the cash flow stability from business operations.

Consumer: The consumer loan portfolio consists of various term loans such as automobile loans and loans for other personal purposes. Repayment for these types of loans will come from a borrower s income sources that are typically independent of the loan purpose. Credit risk is driven by consumer economic factors (such as unemployment and general economic conditions in the Company s market area) and the creditworthiness of a borrower.

The following tables present the credit risk profile of the Company s loan portfolio based on rating category and payment activity:

	Real Estate Loans							
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit	Construction	Commercial	Consumer	Total
December 31, 2013:								
Pass	$ 144,389	$ 57,783	$ 75,466	$ 7,793	$ 2,250	$ 18,755	$ 9,245	$ 315,681
Watch	834	1,519	1,997			2,482		6,832
Substandard	3,408	329	59	15		102	45	3,958
Doubtful	53							53
Loss								
Total	$ 148,684	$ 59,631	$ 77,522	$ 7,808	$ 2,250	$ 21,339	$ 9,290	$ 326,524

	Real Estate Loans							
	One-to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit	Construction	Commercial	Consumer	Total
June 30, 2013:								
Pass	$ 142,607	$ 56,554	$ 74,115	$ 8,228	$ 2,497	$ 18,443	$ 9,598	$ 312,042
Watch	483	182	370			1,010		2,045
Substandard	4,131	1,706	148			242	64	6,291
Doubtful			46					46
Loss								

Total	$ 147,221	$ 58,442	$ 74,679	$ 8,228	$ 2,497	$ 19,695	$ 9,662	$ 320,424

The Company evaluates the loan risk grading system definitions and allowance for loan loss methodology on an ongoing basis. No significant changes were made to either during the past year.

The accrual of interest on loans is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Past due status is based on contractual terms of the loan. In all instances, loans are placed on non-accrual or are charged-off at an earlier date if collection of principal and interest is considered doubtful.

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All interest accrued but not collected for loans that are placed on non-accrual or charged-off are reversed against interest income. The interest on these loans is accounted for on a cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The following tables present the Company s loan portfolio aging analysis:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Loans Receivable	Total Loans 90 Days Past Due & Accruing
December 31, 2013:							
Real estate loans:							
One-to four-family	$ 2,522	$ 823	$ 1,922	$ 5,267	$ 143,417	$ 148,684	$ 176
Multi-family					59,631	59,631	
Commercial	328			328	77,194	77,522	
Home equity lines of credit	61	27		88	7,720	7,808	
Construction					2,250	2,250	
Commercial	43		69	112	21,227	21,339	
Consumer	69	86	38	193	9,097	9,290	16
Total	$ 3,023	$ 936	$ 2,029	$ 5,988	$ 320,536	$ 326,524	$ 192

	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Loans Receivable	Total Loans 90 Days Past Due & Accruing
June 30, 2013:							
Real estate loans:							
One-to four-family	$ 2,502	$ 827	$ 2,472	$ 5,801	$ 141,420	$ 147,221	$ 30
Multi-family					58,442	58,442	
Commercial	343		46	389	74,290	74,679	
Home equity lines of credit	144	8		152	8,076	8,228	
Construction					2,497	2,497	
Commercial		15		15	19,680	19,695	
Consumer	105	50	44	199	9,463	9,662	
Total	$ 3,094	$ 900	$ 2,562	$ 6,556	$ 313,868	$ 320,424	$ 30

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Factors considered by management in determining

impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loans and the borrower, including the length of the delay, the reasons for the delay, the borrower s prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a loan-by-loan basis by either the present value of the expected future cash flows, the loan s observable market value, or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. Significantly restructured loans are considered impaired in determining the adequacy of the allowance for loan losses.

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The Company actively seeks to reduce its investment in impaired loans. The primary tools to work through impaired loans are settlements with the borrowers or guarantors, foreclosure of the underlying collateral, or restructuring. Included in certain loan categories in the impaired loans are $3.0 million in troubled debt restructurings that were classified as impaired.

The following tables present impaired loans:

				Three Months Ended December 31, 2013			Six Months Ended December 31, 2013		
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized	Interest on Cash Basis	Average Investment in Impaired Loans	Interest Income Recognized	Interest on Cash Basis
December 31, 2013 (Unaudited):									
Loans without a specific valuation allowance									
Real estate loans:									
One-to-four family	$ 2,249	$ 2,249	$	$ 2,286	$ 7	$ 8	$ 2,344	$ 10	$ 13
Multi-family	1,669	1,669		1,678	23	24	1,687	47	47
Commercial	59	59		60			61		
Home equity line of credit									
Construction									
Commercial	33	33		35			36		
Consumer	11	11		13			14		
Loans with a specific valuation allowance									
Real estate loans:									
One-to-four family	1,186	1,186	267	1,194			1,194		3
Multi-family									
Commercial									
Home equity line of credit									
Construction									
Commercial	69	69	39	136			136		
Consumer	19	19	3	20			21		
Total:									
Real estate loans:									
One-to-four family	3,435	3,435	267	3,480	7	8	3,538	10	16
Multi-family	1,669	1,669		1,678	23	24	1,687	47	47
Commercial	59	59		60			61		
Home equity line of credit									
Construction									
Commercial	102	102	39	171			172		
Consumer	30	30	3	33			35		

	$ 5,295	$ 5,295	$ 309	$ 5,422	$ 30	$ 31	$ 5,493	$ 57	$ 63

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	Year Ended June 30, 2013					
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized	Interest on Cash Basis
June 30, 2013:						
Loans without a specific valuation allowance						
Real estate loans:						
One-to four-family	$ 2,375	$ 2,375	$	$ 2,405	$ 14	$ 19
Multi-family	1,706	1,706		1,773	3	5
Commercial	148	148		154	6	7
Home equity line of credit						
Construction						
Commercial	204	204		233	13	14
Consumer	2	2		3		
Loans with a specific allowance						
Real estate loans:						
One-to four-family	1,725	1,725	403	1,741	6	9
Multi-family						
Commercial	46	46	8	70		
Home equity line of credit						
Construction						
Commercial	38	38	5	40		1
Consumer	62	62	25	75	2	3
Total:						
Real estate loans:						
One-to four-family	4,100	4,100	403	4,146	20	28
Multi-family	1,706	1,706		1,773	3	5
Commercial	194	194	8	224	6	7
Home equity line of credit						
Construction						
Commercial	242	242	5	273	13	15
Consumer	64	64	25	78	2	3
	$ 6,306	$ 6,306	$ 441	$ 6,494	$ 44	$ 58

	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Three Months Ended December 31, 2012 Average Investment in Impaired Loans	Interest Income Recognized	Interest on Cash Basis	Six Months Ended December 31, 2012 Average Investment in Impaired Loans	Interest Income Recognized	Interest on Cash Basis
December 31, 2012 (Unaudited):									
Loans without a specific valuation allowance									
Real estate loans:									
One-to-four family	$ 1,638	$ 1,638	$	$ 1,643	$	$	$ 1,655	$	$
Multi-family									
Commercial									
Home equity line of credit									
Construction									
Commercial	2	2		2			2		
Consumer	4	4		6			6		
Loans with a specific valuation allowance									
Real estate loans:									
One-to-four family	2,262	2,262	687	2,280		1	2,297	1	3
Multi-family	1,708	1,708	231	1,727			1,745	1	3
Commercial	109	109	48	110			110		
Home equity line of credit	55	55	35	55			56		
Construction									
Commercial	40	40	6	41			41		1
Consumer	107	107	53	111	1	1	112	1	2
Total:									
Real estate loans:									
One-to-four family	3,900	3,900	687	3,923		1	3,952	1	3
Multi-family	1,708	1,708	231	1,727			1,745	1	3
Commercial	109	109	48	110			110		
Home equity line of credit	55	55	35	55			56		
Construction									
Commercial	42	42	6	43			43		1
Consumer	111	111	53	117	1	1	118	1	2
	$ 5,925	$ 5,925	$ 1,060	$ 5,975	$ 1	$ 2	$ 6,024	$ 3	$ 9

Interest income recognized on impaired loans includes interest accrued and collected on the outstanding balances of accruing impaired loans as well as interest cash collections on non-accruing impaired loans for which the ultimate collectability of principal is not uncertain.

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The following table presents the Company s nonaccrual loans at December 31, 2013 and June 30, 2013:

	December 31, 2013	June 30, 2013
Mortgages on real estate:		
One-to four-family	$ 2,963	$ 3,439
Multi-family	329	353
Commercial	59	194
Home equity lines of credit		
Construction loans		
Commercial business loans	102	242
Consumer loans	30	64
Total	$ 3,483	$ 4,292

Included in certain loan categories in the impaired loans are troubled debt restructurings (TDR) which were classified as impaired, where economic concessions have been granted to borrowers who have experienced financial difficulties. These concessions typically result from our loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. TDRs are considered impaired at the time of restructuring and may be returned to accrual status after considering the borrower s sustained repayment performance for a reasonable period of a least six months, and typically are returned to performing status after twelve months, unless impairment still exists.

When loans and leases are modified into a TDR, the Company evaluates any possible impairment similar to other impaired loans based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan or lease agreement, and uses the current fair value of the collateral, less selling costs for collateral dependent loans. If the Company determines that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance. In periods subsequent to modification, the Company evaluates all TDRs, including those that have payment defaults, for possible impairment and recognizes impairment through the allowance.

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The following table presents the recorded balance, at original cost, of troubled debt restructurings. Four one-to four-family TDRs totaling $486,000 were not performing in accordance with their restructured terms as of December 31, 2013, while three one-to four-family TDRs totaling $460,000 were not performing according to the terms of the restructuring, as of June 30, 2013. As of December 31, 2013 all loans listed were on nonaccrual except for seven one-to four-family residential loans totaling $473,000, and one multi-family loan in the amount of $1.3 million. All loans listed as of June 30, 2013 were on nonaccrual except for eight, one-to four-family residential loans totaling $661,000, and one multi-family loan for $1.4 million.

	December 31, 2013	June 30, 2013
Real estate loans		
One-to four-family	$ 1,637	$ 1,808
Home equity lines of credit		
Multi-family	1,362	1,379
Commercial	16	46
Total real estate loans	3,015	3,233
Construction		
Commercial and industrial	33	39
Consumer loans		2
Total	$ 3,048	$ 3,274

During the six month period ended December 31, 2013, the Company modified one one-to four-family loan in the amount of $14,000 and one commercial loan in the amount of $16,000 as troubled debt restructurings.

During the year ended June 30, 2013, the Company modified two one-to four-family residential real estate loans, with a recorded investment of $176,000, one multi-family residential real estate loan with a recorded investment of $25,000, and one commercial business loan with a recorded investment of $38,000.

During the six month period ended December 31, 2012, the Company modified three commercial loans, with a recorded investment of $41,000 as troubled debt restructuring.

The Company has four TDRs, all of which were one-to four-family residential loans totaling $486,000, that were in default as of December 31, 2013, and were restructured in prior periods. All four of these loans are currently in foreclosure. The Company had three TDRs, all one-to four-family residential loans totaling $460,000, that were in default as of June 30, 2013, and were restructured in the prior years. All loans were in foreclosure at June 30, 2013. A fourth loan a commercial real estate loan for $46,000 defaulted during 2013 and was in foreclosure at June 30, 2013. The company defines a default as any loan that becomes 90 days or more past due.

Specific loss allowances are included in the calculation of estimated future loss ratios, which are applied to the various loan portfolios for purposes of estimating future losses.

Management considers the level of defaults within the various portfolios, as well as the current adverse economic environment and negative outlook in the real estate and collateral markets when evaluating qualitative adjustments used to determine the adequacy of the allowance for loan losses. We believe the qualitative adjustments more accurately reflect collateral values in light of the sales and economic conditions that we have recently observed.

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Note 7: Federal Home Loan Bank Stock

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in the common stock is based on a predetermined formula. The Company owned $5,425,000 of Federal Home Loan Bank stock as of both December 31, 2013 and June 30, 2013. The FHLB provides liquidity and funding through advances.

Note 8: Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss), included in stockholders equity, were as follows at the dates specified:

	December 31, 2013	June 30, 2013
Net unrealized gains on securities available-for-sale	$ (2,355)	$ (492)
Net unrealized postretirement health benefit plan obligations	(182)	(152)
	(2,537)	(644)
Tax effect	1,022	259
Total	$ (1,515)	$ (385)

Note 9: Changes in Accumulated Other Comprehensive Income (AOCI) by Component

Amounts reclassified from AOCI and the affected line items in the statements of income during the three and six month periods ended December 31, 2013 and 2012, were as follows:

	Amounts Reclassified from AOCI				
	Three Months Ended December 31,		Six Months Ended December 31,		
	2013	2012	2013	2012	Affected Line Item in the Condensed Consolidated Statements of Income
Unrealized gains (losses) on available-for-sale securities	$ (44)	$ 95	$ (104)	$ 568	Net realized gains on sale of available-for-sale securities
Amortization of defined benefit pension items					Components are included in computation of net periodic pension cost
Transition obligation	$ 8	$ 8	$ 16	$ 16	
Prior service costs	$ 12	$ (12)	$ (24)	$ (24)	
Total reclassified amount before tax	(24)	91	(112)	560	

Tax expense (benefit)	(10)	37	(45)	226	Provision for Income Tax
Total reclassification out of AOCI	$ (14)	$ 54	$ (67)	$ 334	Net Income

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Note 10: Income Taxes

A reconciliation of income tax expense (benefit) at the statutory rate to the Company s actual income tax expense (benefit) is shown below:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2013	2012	2013	2012
Computed at the statutory rate (34%)	$ 475	$ 363	$ 847	$ 969
Decrease resulting from				
Tax exempt interest	(9)	(4)	(18)	(9)
Cash surrender value of life insurance	(23)	(23)	(46)	(45)
State income taxes	90	53	157	174
Other	(32)	(29)	(88)	(82)
Actual expense (benefit)	$ 501	$ 360	$ 852	$ 1,007

The Company established a charitable foundation at the time of its mutual-to-stock conversion and donated to it shares of common stock equal to 7% of the shares sold in the offering, or 314,755 shares. The donated shares were valued at $3,147,550 ($10.00 per share) at the time of conversion. The Association also contributed $450,000 in cash to the Foundation. The $3,147,550 and the $450,000 cash donation, or a total of $3,597,550 was expensed during the six month period ended December 31, 2011. The Company established a deferred tax asset associated with this charitable contribution. No valuation allowance was deemed necessary as it appears the Company will be able to deduct the contribution, which is subject to limitations each year, during the five year carry forward period.

Note 11: Disclosures About Fair Value of Assets and Liabilities

Fair value is 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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1	Quoted prices in active markets for identical assets or liabilities
Level 2	Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
Level 3	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

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Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and June 30, 2013:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Available-for-sale securities:				
US Government and federal agency	$ 133,715	$	$ 133,715	$
Mortgage-backed securities GSE residential	77,063		77,063	
State and political subdivisions	3,070		3,070	
Mortgage servicing rights	533			533

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2013:				
Available-for-sale securities:				
US Government and federal agency	$ 122,333	$	$ 122,333	$
Mortgage-backed securities GSE residential	74,609		74,609	
State and political subdivisions	3,885		3,885	
Mortgage servicing rights	502			502

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Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the period ended December 31, 2013. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Available-for-Sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. There were no Level 1 securities as of December 31, 2013 or June 30, 2013. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. For these investments, the inputs used by the pricing service to determine fair value may include one, or a combination of, observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bid, offers and reference data market research publications and are classified within Level 2 of the valuation hierarchy. Level 2 securities include U.S. Government and federal agency, mortgage-backed securities (GSE - residential) and state and political subdivisions. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There were no Level 3 securities as of December 31, 2013 or June 30, 2013.

Mortgage Servicing Rights

Mortgage servicing rights do not trade in an active, open market with readily observable prices. Accordingly, fair value is estimated using discounted cash flow models. Due to the nature of the valuation inputs, mortgage servicing rights are classified within Level 3 of the hierarchy.

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying balance sheet using significant unobservable (Level 3) inputs:

		Mortgage Servicing Rights
Balance, July 1, 2013	$	502
Total realized and unrealized gains and losses included in net income		16
Servicing rights that result from asset transfers		50
Payments received and loans refinanced		(35)
Balance, December 31, 2013	$	533
Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date	$	16

Realized and unrealized gains and losses for items reflected in the table above are included in net income in the consolidated statements of income as noninterest income.

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Nonrecurring Measurements

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and June 30, 2013:

	Fair Value	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Impaired loans (collateral-dependent)	$ 254	$	$	$ 254
Foreclosed assets	$ 38	$	$	$ 38
June 30, 2013:				
Impaired loans (collateral-dependent)	$ 581	$	$	$ 581
Foreclosed assets	399			399

The following table presents (losses)/recoveries recognized on assets measured on a non-recurring basis for the three months and six months ended December 31, 2013 and 2012:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2013	2012	2013	2012
Impaired loans (collateral-dependent)	$ (13,000)	$ (25,000)	$ (19,000)	$ (41,000)
Foreclosed and repossessed assets held for sale	(75,000)		(75,000)	
Total losses on assets measured on a non-recurring basis	$ (88,000)	$ (25,000)	$ (94,000)	$ (41,000)

Following is a description of the valuation methodologies used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Collateral-dependent Impaired Loans, Net of the Allowance for Loan Losses

The estimated fair value of collateral-dependent impaired loans is based on the appraised fair value of the collateral,

less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy.

The Company considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as

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deemed necessary by the senior lending officer. Appraisals are reviewed for accuracy and consistency by the senior lending officer. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the senior lending officer by comparison to historical results.

Foreclosed Assets

Foreclosed assets consist primarily of real estate owned. Real estate owned (OREO) is carried at the lower of fair value at acquisition date or current estimated fair value, less estimated cost to sell when the real estate is acquired. Estimated fair value of OREO is based on appraisals or evaluations. OREO is classified within Level 3 of the fair value hierarchy.

Appraisals of OREO are obtained when the real estate is acquired and subsequently as deemed necessary by the senior lending officer. Appraisals are reviewed for accuracy and consistency by the senior lending officer. Appraisers are selected from the list of approved appraisers maintained by management.

Unobservable (Level 3) Inputs

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements at December 31, 2013 and June 30, 2013.

	Fair Value at December 31, 2013	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Mortgage servicing rights	$ 533	Discounted cash flow	Discount rate	10.5% - 11.5% (10.5%)
			Constant prepayment rate	9.5% - 11.5% (10.6%)
			Probability of default	.20% - .35% (.34%)
Impaired loans (collateral-dependent)	254	Market comparable properties	Marketability discount	0% - 24% (22%)
Foreclosed assets	38	Market comparable properties	Comparability adjustments (%)	24% (24%)

	Fair Value at June 30, 2013	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Mortgage servicing rights	$ 502	Discounted cash flow	Discount rate	10.5% - 11.5% (10.5%)
			Constant prepayment rate	10.7% - 12.68% (11.74%)
			Probability of default	.20% - .35% (.34%)
Impaired loans (collateral-dependent)	581	Market comparable properties	Marketability discount	16% - 24% (23%)

Foreclosed assets	399	Market comparable properties	Comparability adjustments (%)	16% (16%)

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Fair Value of Financial Instruments

The following tables present estimated fair values of the Company s financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and June 30, 2013.

	Carrying Amount	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Financial assets				
Cash and cash equivalents	$ 7,017	$ 7,017	$	$
Interest-bearing time deposits in banks	250	250		
Loans, net of allowance for loan losses	322,210			325,809
Federal Home Loan Bank stock	5,425		5,425	
Accrued interest receivable	1,751		1,751	
Financial liabilities				
Deposits	388,420		137,810	250,814
Repurchase agreements	2,588		2,588	
Federal Home Loan Bank advances	93,000		94,644	
Advances from borrowers for taxes and insurance	1,072		1,072	
Accrued interest payable	66		66	
Unrecognized financial instruments (net of contract amount)				
Commitments to originate loans				
Lines of credit				

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	Carrying Amount	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2013:				
Financial assets				
Cash and cash equivalents	$ 6,580	$ 6,580	$	$
Interest-bearing time deposits in banks	250	250		
Loans, net of allowance for loan losses	315,775			319,624
Federal Home Loan Bank stock	5,425		5,425	
Accrued interest receivable	1,688		1,688	
Financial liabilities				
Deposits	371,203		115,560	226,908
Repurchase agreements	1,674		1,674	
Federal Home Loan Bank advances	87,500		89,336	
Advances from borrowers for taxes and insurance	966		966	
Accrued interest payable	44		44	
Unrecognized financial instruments (net of contract amount)				
Commitments to originate loans				
Lines of credit				

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying consolidated balance sheets at amounts other than fair value.

Cash and Cash Equivalents, Interest-Bearing Time Deposits in Banks, Federal Home Loan Bank Stock, Accrued Interest Receivable, Repurchase Agreements, Accrued Interest Payable and Advances from Borrowers for Taxes and Insurance

The carrying amount approximates fair value.

Loans

The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans with similar characteristics were aggregated for purposes of the calculations.

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Deposits

Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount of these types of deposits approximates fair value. The fair value of fixed-maturity time deposits is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Federal Home Loan Bank Advances

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

Commitments to Originate Loans and Lines of Credit

The fair value of commitments to originate loans is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of lines of credit are based on fees currently charged for similar agreements, or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date.

Note 12: Commitments
Commitments to Originate Loans

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since a portion of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each customer s creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management s credit evaluation of the counterparty. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate.

Lines of Credit

Lines of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Lines of credit generally have fixed expiration dates. Since a portion of the line may expire without being drawn upon, the total unused lines do not necessarily represent future cash requirements. Each customer s creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management s credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments.

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

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report may contain forward-looking statements within the meaning of the federal securities laws. These statements are not historical facts, but rather are statements based on management s current expectations regarding its business strategies and their intended results and IF Bancorp, Inc. s (the Company) future performance. Forward-looking statements are preceded by terms such as expects, believes, anticipates, intends and similar expressions.

Management s ability to predict results or the effect of future plans or strategies is inherently uncertain. Factors that could have a material adverse effect on our actual results include, but are not limited to, general economic conditions, changes in the interest rate environment, legislative or regulatory changes that may adversely affect our business, changes in accounting policies and practices, changes in competition and demand for financial services, adverse changes in the securities markets and changes in the quality or composition of the Association s loan or investment portfolios. Additional factors that may affect our results are discussed under Item 1A. - Risk Factors , in the Company s Annual Report on Form 10-K for the year ended June 30, 2013, and the Company s other filings with the SEC. These factors should be considered in evaluating the forward-looking statements and undue reliance should not be placed on such statements. IF Bancorp, Inc. assumes no obligation to update any forward-looking statement, except as may be required by law.

Overview

On July 7, 2011 we completed our initial public offering of common stock in connection with the Association s mutual-to-stock conversion, selling 4,496,500 shares of common stock at $10.00 per share, including 384,900 shares sold to the Association s employee stock ownership plan, and raising approximately $45.0 million of gross proceeds. In addition, we issued 314,755 shares of our common stock to the Iroquois Federal Foundation.

The Company is a savings and loan holding company and is subject to regulation by the Board of Governors of the Federal Reserve System. The Company s business activities are limited to oversight of its investment in the Association.

The Association is primarily engaged in providing a full range of banking and mortgage services to individual and corporate customers within a 100-mile radius of its locations in Watseka, Danville, Clifton and Hoopeston, Illinois and Osage Beach, Missouri. We have received regulatory clearance to open a new branch office at 108 Arbours Drive, Savoy, Illinois, which we expect to open in the first calendar quarter of 2014. The principal activity of the Association s wholly-owned subsidiary, L.C.I. Service Corporation (L.C.I.), is the sale of property and casualty insurance. The Association is subject to regulation by the Office of the Controller of the Currency and the Federal Deposit Insurance Corporation.

Our results of operations depend primarily on our net interest income. Net interest income is the difference between the interest income we earn on our interest-earning assets, consisting primarily of loans, investment securities and other interest-earning assets, and the interest paid on our interest-bearing liabilities, consisting primarily of savings and transaction accounts, certificates of deposit, and Federal Home Loan Bank of Chicago advances. Our results of operations also are affected by our provision for loan losses, noninterest income and noninterest expense. Noninterest income consists primarily of customer service fees, brokerage commission income, insurance commission income, net realized gains on loan sales, mortgage banking income, and income on bank-owned life insurance. Noninterest expense consists primarily of compensation and benefits, occupancy and equipment, data processing, professional fees, marketing, office supplies, federal deposit insurance premiums, and foreclosed assets. Our results of operations

also may be affected significantly by general and local economic and competitive conditions, changes in market interest rates, governmental policies and actions of regulatory authorities.

Our net interest rate spread (the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities) increased to 2.83% for the six months ended December 31, 2013 from 2.77% for the six months ended December 31, 2012. An increase in the average balance of interest-earning assets contributed to an increase in net interest income to $7.8 million for the six months ended December 31, 2013 from $7.1 million for the six months ended December 31, 2012.

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Our emphasis on conservative loan underwriting has resulted in relatively low levels of non-performing assets at a time when many financial institutions are experiencing significant asset quality issues. Our non-performing assets totaled $3.9 million or 0.69% of total assets at December 31, 2013, and $4.7 million, or 0.87% of total assets at June 30, 2013.

At December 31, 2013, the Association was categorized as well capitalized under regulatory capital requirements.

Our net income for the six months ended December 31, 2013 was $1.6 million, compared to a net income of $1.8 million for the six months ended December 31, 2012. The decrease in net income was due to a decrease in noninterest income, and an increase in noninterest expense, partially offset by an increase in net interest income and a decrease in the provision for loan losses.

Management s discussion and analysis of the financial condition and results of operations at and for the three and six months ended December 31, 2013 and 2012 is intended to assist in understanding the financial condition and results of operations of the Association. The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto, appearing in Part I, Item 1 of this quarterly report on Form 10-Q.

Critical Accounting Policies

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

Allowance for Loan Losses. We believe that the allowance for loan losses and related provision for loan losses are particularly susceptible to change in the near term due to changes in credit quality which are evidenced by trends in charge-offs and in the volume and severity of past due loans. In addition, our portfolio is comprised of a substantial amount of commercial real estate loans which generally have greater credit risk than one-to four-family residential mortgage and consumer loans because these loans generally have larger principal balances and are non-homogenous.

The allowance for loan losses is maintained at a level to provide for probable credit losses inherent in the loan portfolio at the balance sheet date. Based on our estimate of the level of allowance for loan losses required, we record a provision for loan losses as a charge to earnings to maintain the allowance for loan losses at an appropriate level. The estimate of our credit losses is applied to two general categories of loans:

- loans that we evaluate individually for impairment under ASC 310-10, Receivables; and
- groups of loans with similar risk characteristics that we evaluate collectively for impairment under ASC 450-20, Loss Contingencies.

The allowance for loan losses is evaluated on a regular basis by management and reflects consideration of all significant factors that affect the collectability of the loan portfolio. The factors used to evaluate the collectability of the loan portfolio include, but are not limited to, current economic conditions, our historical loss experience, the nature and volume of the loan portfolio, the financial strength of the borrower, and the estimated value of any underlying collateral. This evaluation is inherently subjective as it requires estimates that are subject to significant revision as more information becomes available. Actual loan losses may be significantly more than the allowance for loan losses we have established which could have a material negative effect on our financial results.

Income Tax Accounting. The provision for income taxes is based upon income in our consolidated financial statements, rather than amounts reported on our income tax return. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities

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and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on our deferred tax assets and liabilities is recognized as income or expense in the period that includes the enactment date. Under U.S. GAAP, a valuation allowance is required to be recognized if it is more likely than not that a deferred tax asset will not be realized. The determination as to whether we will be able to realize the deferred tax assets is highly subjective and dependent upon judgment concerning our evaluation of both positive and negative evidence, our forecasts of future income, applicable tax planning strategies, and assessments of current and future economic and business conditions. Positive evidence includes the existence of taxes paid in available carryback years as well as the probability that taxable income will be generated in future periods, while negative evidence includes any cumulative losses in the current year and prior two years and general business and economic trends. Any reduction in estimated future taxable income may require us to record a valuation allowance against our deferred tax assets. Any required valuation allowance would result in additional income tax expense in the period and could have a significant impact on our future earnings. Positions taken in our tax returns may be subject to challenge by the taxing authorities upon examination. The benefit of an uncertain tax position is initially recognized in the financial statements only when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. Differences between our position and the position of tax authorities could result in a reduction of a tax benefit or an increase to a tax liability, which could adversely affect our future income tax expense.

There are no material changes to the critical accounting policies disclosed in IF Bancorp, Inc. s Form 10-K for fiscal year ended June 30, 2013.

Comparison of Financial Condition at December 31, 2013 and June 30, 2013

Total assets increased $20.7 million, or 3.8%, to $568.2 million at December 31, 2013 from $547.5 million at June 30, 2013. The increase was primarily due to a $13.0 million increase in investment securities, a $6.4 million increase in net loans and a $437,000 increase in cash and cash equivalents.

Net loans receivable, including loans held for sale, increased by $6.4 million, or 2.0%, to $322.2 million at December 31, 2013 from $315.8 million at June 30, 2013. The increase in net loans receivable during this period was due primarily to a $2.8 million, or 3.8%, increase in commercial real estate loans, a $1.6 million or 8.3% increase in commercial business loans, a $1.5 million, or 1.0% increase in one-to four-family loans, and a $1.2 million, or 2.0% increase in multi-family loans, partially offset by a $420,000, or 5.1% decrease in home equity lines of credit, a $372,000, or 3.9% decrease in consumer loans, and a $247,000, or 9.9% decrease in construction loans.

Investment securities, consisting entirely of securities available for sale, increased $13.0 million, or 6.5%, to $213.8 million at December 31, 2013 from $200.8 million at June 30, 2013. Purchased investment securities consisted primarily of agency debt obligations with terms of four to seven years and fixed-rate mortgage backed securities with terms of 15 years, all of which are held as available for sale. We had no securities held to maturity at December 31, 2013 or June 30, 2013.

As of December 31, 2013, premises and equipment increased $450,000 to $4.7 million, deferred income taxes increased $718,000 to $3.9 million, foreclosed assets held for sale decreased $160,000 to $258,000 and other assets decreased $415,000 to $392,000 from the respective balances as of June 30, 2013. The increase in premises and equipment was due to the purchase of an office building and land for a future branch in Savoy, Illinois, and the increase in deferred income taxes was the result of a change in the unrealized gain/loss on available-for-sale securities. The decrease in foreclosed assets held for sale was due to the sale of other real estate owned, and the decrease in other

assets resulted from a decrease in accounts receivable general due to the receipt of a receivable that was outstanding as of June 30, 2013.

At December 31, 2013, our investment in bank-owned life insurance was $7.9 million, an increase of $134,000 from $7.8 million at June 30, 2013. We invest in bank-owned life insurance to provide us with a funding source for our benefit plan obligations. Bank-owned life insurance also generally provides us noninterest income that is non-taxable. Federal regulations generally limit our investment in bank-owned life insurance to 25% of our Tier 1 capital plus our allowance for loan losses, which totaled $17.1 million at December 31, 2013.

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Deposits increased $17.2 million, or 4.6%, to $388.4 million at December 31, 2013 from $371.2 million at June 30, 2013. Certificates of deposit, excluding brokered certificates of deposit, increased $21.5 million, or 11.4%, to $210.2 million, savings, NOW, and money market accounts decreased $6.8 million, or 5.2%, to $125.0 million, brokered certificates of deposit increased $2.5 million, or 6.7%, to $40.4 million, and noninterest bearing demand accounts increased $17,000, or 0.1%, to $12.8 million. Repurchase agreements increased $914,000, or 54.6%, to $2.6 million at December 31, 2013, from $1.7 million at June 30, 2013. Borrowings, which consisted solely of advances from the Federal Home Loan Bank of Chicago, increased $5.5 million, or 6.3%, to $93.0 million at December 31, 2013 from $87.5 million at June 30, 2013.

Other liabilities decreased $295,000, or 14.4%, to $1.8 million at December 31, 2013 from $2.1 million on June 30, 2013. The decrease was attributable to a general decrease in accounts payable and accrued expenses payable due to timing of payments.

Total equity decreased $2.8 million, or 3.4%, to $78.9 million at December 31, 2013 from $81.7 million at June 30, 2013. Equity decreased due to stock repurchases of $3.3 million and a decrease in accumulated other comprehensive income (loss), net of tax, of $1.1 million, partially offset by net income of $1.6 million. The decrease in other accumulated income was primarily due to an increase in unrealized losses on securities available for sale of $1.1 million. A stock repurchase program was adopted during the six months ended December 31, 2013, which authorized the Company to repurchase up to 228,535 shares of its common stock, or approximately 5% of the then current outstanding shares. As of December 31, 2013, 198,409 shares were repurchased (197,909 of which were repurchased during the three months ended December 31, 2013), leaving the maximum number of shares that may yet be repurchased under the plan at 30,126.

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

General. Net income decreased $203,000 to $1.6 million net income for the six months ended December 31, 2013 from a $1.8 million net income for the six months ended December 31, 2012. The decrease was due to a decrease in noninterest income and an increase in noninterest expense, partially offset by an increase in net interest income and a decrease in the provision for loan losses.

Net Interest Income. Net interest income increased by $623,000, or 8.7%, to $7.8 million for the six months ended December 31, 2013 from $7.1 million for the six months ended December 31, 2012. The increase was due to an increase of $597,000 in interest and dividend income and a decrease of $26,000 in interest expense. The increase in net interest income was primarily the result of an increase in the average balance of interest earning assets and lower rates paid on certificates of deposit and FHLB advances. We had a $37.3 million, or 7.6%, increase in the average balance of interest earning assets, partially offset by a $35.7 million, or 8.6%, increase in average balance of interest bearing liabilities. We also had an increase in our interest rate spread by 5 basis points to 2.83% for the six months ended December 31, 2013 compared to 2.78% for the six months ended December 31, 2012, and an increase in our net interest margin by 3 basis points to 2.93% for the six months ended December 31, 2013 compared to 2.90% for the six months ended December 31, 2012.

Interest and Dividend Income. Interest and dividend income increased $597,000, or 6.9%, to $9.3 million for the six months ended December 31, 2013 from $8.7 million for the six months ended December 31, 2012. The increase in interest income was primarily due to a $789,000 increase in interest income on loans, partially offset by a $193,000 decrease in interest on securities. The increase in interest income on loans resulted from a $52.7 million, or 19.5%, increase in the average balance of loans to $322.5 million for the six months ended December 31, 2013, from $269.8 million for the six months ended December 2012, partially offset by a 24 basis point, or 5.4%, decrease in the average yield on loans from 4.48% to 4.24%. Interest on securities decreased $193,000, or 7.3%, as a result of a $12.5 million

decrease in the average balance of securities to $199.7 at December 31, 2013 and a 4 basis point decrease in the average yield on securities from 2.50% to 2.47%. The decrease in the average yield on loans and securities reflected a reduction in the current interest rates charged on loans originated and earned on securities purchased during the period versus the average rates on loans and securities in the portfolio in the prior period.

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Interest Expense. Interest expense decreased $27,000, or 1.7%, and was $1.6 million for the six months ended December 31, 2013 and for the six months ended December 31, 2012. The decrease was primarily due to lower market interest rates during the period.

Interest expense on interest-bearing deposits increased by $15,000, or 1.3%, to $1.2 million for the six months ended December 31, 2013 from $1.1 million for the six months ended December 31, 2012. This increase was primarily due to an increase of $36.8 million in the average balance of interest-bearing deposits to $367.2 million for the six months ended December 31, 2013 from $330.4 million for the six months ended December 31, 2012, partially offset by a 6 basis point, or 8.8%, decrease in the average cost of interest bearing deposits to 0.63% for the six months ended December 30, 2013, from 0.69% for the six months ended December 30, 2012. We experienced decreases in the average cost across all categories of interest-bearing deposits for the six months ended December 31, 2013, reflecting lower market interest rates as compared to the prior period.

Interest expense on borrowings decreased $42,000, or 9.3%, to $408,000 for the six months ended December 31, 2013 from $450,000 for the six months ended December 31, 2012. This decrease was due a 9 basis point decrease in the average cost of such borrowings to 0.98% for the six months ended December 31, 2013 from 1.07% for the six months ended December 31, 2012 and a decrease in the average balance of borrowings to $83.3 million for the six months ended December 31, 2013 from $84.4 million for the six months ended December 31, 2012.

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 probable credit losses inherent in our loan portfolio. We recorded a provision for loan losses of $226,000 for the six months ended December 31, 2013, compared to a provision for loan losses of $507,000 for the six months ended December 31, 2012. The allowance for loan losses was $3.9 million, or 1.20% of total loans, at December 31, 2013, compared to $4.0 million, or 1.37% of total loans, at December 31, 2012 and $3.9 million, or 1.23% of total loans, at June 30, 2013. Non-performing loans decreased to $3.7 million during the six month period ended December 31, 2013. During the six months ended December 31, 2013, a net charge-off of $258,000 was recorded while during the six months ended December 31, 2012, a net charge-off of $73,000 was recorded.

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The following table sets forth information regarding the allowance for loan losses and nonperforming assets at the dates indicated:

	Six Months Ended December 31, 2013	Year Ended June 30, 2013
Allowance to non-performing loans	106.75%	91.12%
Allowance to total loans outstanding at the end of the period	1.20%	1.23%
Net charge-offs to average total loans outstanding during the period, annualized	.16%	.07%
Total non-performing loans to total loans	1.12%	1.35%
Total non-performing assets to total assets	.69%	.87%

Noninterest Income. Noninterest income decreased $897,000, or 36.4%, to $1.6 million for the six months ended December 31, 2013 compared to $2.5 million for the six months ended December 31, 2012. The decrease was primarily due to decreases in net realized gains on the sale of securities available for sale, net gains on sale of loans, and other service charges and fees, partially offset by an increase in brokerage commissions. For the six months ended December 31, 2013, net realized gains on the sale of securities available for sale decreased from $568,000 to ($104,000), net gains of sale of loans decreased from $207,000 to $72,000, and other service charges and fees decreased from $147,000 to $72,000, while brokerage commissions increased from $268,000 to $336,000. The decrease in net realized gains on the sale of available-for-sale securities was due to the rate environment in the six months ended December 31, 2012, that allowed for profits to be gained when repositioning the investment portfolio that were not available in the six months ended December 31, 2013. The decrease in gains on sale of loans was due to a decrease in the number of loans sold to the Federal Home Loan Bank of Chicago in the six months ending December 31, 2013, and the decrease in other service charges and fees was due to a decrease in the number of fees. The increase in brokerage commissions reflects increased activity due to movement in interest rates.

Noninterest Expense. Noninterest expense increased $365,000, or 5.9%, to $6.6 million for the six months ended December 31, 2013 from $6.2 million for the six months ended December 31, 2012. The largest components of this increase were salaries and benefits, which increased $423,000, or 11.2%, and loss on foreclosed assets, net, which increased $213,000, to a loss of $192,000 in the six months ended December 31, 2013 from a gain of $21,000 for the six months ended December 30, 2012. Increased staffing, normal salary increases, and increases in payroll taxes primarily accounted for the increase in compensation and benefits expense. Loss on foreclosed assets, net, increased due to gains taken in the six months ended December 31, 2012. These increases were partially offset by decreases in equipment expense, professional services, and audit and accounting. The decrease in equipment expense was due to increased expenses in the six months ended December 31, 2012, when we relocated our information technology department to a more secure and efficient location. Decreases in audit and accounting and professional services were due to additional services received in the three months ended December 31, 2012.

Income Tax Expense (Benefit). We recorded a provision for income tax of $852,000 for the six months ended December 31, 2013, compared to a provision for income tax of $1.0 million for the six months ended December 31, 2012, reflecting effective tax rates of 34.2% and 35.4%, respectively.

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

General. Net income increased $188,000 to $897,000 net income for the three months ended December 31, 2013 from a $709,000 net income for the three months ended December 31, 2012. The increase was primarily due to increases in the interest income and a decrease in the provision for loan losses, partially office by a decrease in non-interest income, an increase in noninterest expense, an increase in interest expense, and an increase in income tax expense.

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Net Interest Income. Net interest income increased $452,000 to $4.0 million for the three months ended December 31, 2013 from $3.5 million for the three months ended December 31, 2012. The increase was a result of a $453,000 increase in interest income, partially offset by a $1,000 increase in interest expense. We had a $49.8 million, or 10.1% increase in the average balance of interest earning assets, partially offset by a $49.0 million, or 11.8% increase in average balance of interest bearing liabilities. We also had an increase in our interest rate spread by 10 basis points to 2.82% for the three months ended December 31, 2013 compared to 2.72% for the three months ended December 31, 2012, and an increase in our net interest margin by 7 basis points to 2.92% for the three months ended December 31, 2013 compared to 2.85% for the three months ended December 31, 2012.

Interest and Dividend Income. Interest and dividend income increased $453,000, or 10.5%, to $4.8 million for the three months ended December 31, 2013 from $4.3 million for the three months ended December 31, 2012. The increase in interest and dividend income was primarily due to a $425,000 increase in interest income on loans, which resulted from a $48.7 million, or 17.5%, increase in the average balance of loans to $326.1 million for the three months ending December 31, 2013, from $277.5 million for the three months ending December 31, 2012, partially offset by a 13 basis point, or 3.0% decrease in the average yield on loans from 4.36% to 4.23%. Interest on securities increased $27,000, or 2.1%, as the average balance increased by $1.3 million, or 0.6% to $211.6 million for the three months ended December 31, 2013 from $210.4 million for the three months ended December 30, 2012, and the average yield increased 3 basis points from 2.45% to 2.48%.

Interest Expense. Interest expense increased $1,000, or 0.1%, to $788,000 for the three months ended December 31, 2013 from $787,000 for the three months ended December 31, 2012. The increase was minimal as a $10.8 million increase in the average balance of interest-bearing liabilities was largely offset by an 8 basis point decrease in rates.

Interest expense on interest-bearing deposits increased by $15,000, or 2.7%, to $580,000 for the three months ended December 31, 2013 from $565,000 for the three months ended December 31, 2012. This increase was primarily due to a $38.3 million, or 11.5% increase in the average balance of interest-bearing deposits to $370.6 million for the three months ended December 30, 2013 from $332.3 million for the three months ended December 31, 2012. The increase in average balance was partially offset by a 5 basis point decrease in the average cost of interest-bearing deposits to 0.63% for the three months ended December 31, 2013 from 0.68% for the three months ended December 31, 2012.

Interest expense on borrowings decreased $14,000, or 6.3%, to $208,000 for the three months ended December 31, 2013 from $222,000 for the three months ended December 31, 2012. This decrease was due to a 19 basis point decrease in the average cost of such borrowings to 0.90% for the three months ended December 31, 2013 from 1.08% for the three months ended December 31, 2012, partially offset by an increase in the average balance of borrowings to $92.9 million for the three months ended December 31, 2013 from $82.2 million for the three months ended December 31, 2012.

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 probable credit losses inherent in our loan portfolio. We recorded a provision for loan losses of $47,000 for the three months ended December 31, 2013, compared to a provision for loan losses of $405,000 for the three months ended December 31, 2012. During the three months ended December 31, 2013 and 2012, $108,000 and $112,000, respectively, in net charge-offs were recorded.

Noninterest Income. Noninterest income decreased $347,000, or 31.7%, to $746,000 for the three months ended December 31, 2013 from $1.1 million for the three months ended December 31, 2012. The decrease was primarily due to decreases in net realized gains on the sale of securities available for sale, net gains on sale of loans, and other service charges and fees, partially offset by an increase in brokerage commissions. For the three months ended December 31, 2013, net realized gains on the sale of available-for-sale securities decreased from $95,000 to

($44,000), net gains of sale of loans decreased from $118,000 to $27,000, and other service charges and fees decreased from $75,000 to $26,000, while brokerage commissions increased from $154,000 to $168,000. The decrease in net realized gains on the sale of available-for-sale securities was due to the rate environment in the three months ended December 31, 2012, that allowed for profits to be gained when repositioning the investment portfolio that was not available in the three months ended December 31, 2013. The decrease in gains on sale of loans was due to a decrease in the number of loans sold to the Federal Home Loan Bank of Chicago in the three months ending December 31, 2013, and the decrease in other service charges and fees was due to a decrease in the number of loan fees. The increase in brokerage commissions was a result of increased activity due to movement in interest rates.

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Noninterest Expense. Noninterest expense increased $134,000, or 4.3%, to $3.3 million for the three months ended December 31, 2013 from $3.1 million for the three months ended December 31, 2012. The largest component of this increase was compensation and benefits, which increased $180,000 or 9.5%. This increase was partially offset by decreases in equipment expense, which decreased $33,000 or 13.1%, professional services, which decreased $30,000 or 26.8%, audit and accounting, which decreased $18,000 or 36%, and telephone and postage, which decreased $20,000 or 23.5%. Increased staffing, normal salary increases and increases in payroll taxes primarily accounted for the increase in compensation and benefits expense. The decrease in equipment expense was due to increased expenses in the three months ended December 31, 2012 when we relocated our information technology department to a more secure and efficient location. Decreases in audit and accounting and professional services were the result of additional services received in the three months ended December 31, 2012, while decreases in telephone and postage expense were due to additional phone and data line work in the three months ended December 31, 2012 as we relocated our information technology department.

Income Tax Expense. We recorded a provision for income tax of $501,000 for the three months ended December 31, 2013, compared to a provision for income tax of $360,000 for the three months ended December 31, 2012, reflecting effective tax rates of 35.8% and 33.7%, respectively.

Asset Quality

At December 31, 2013, our non-accrual loans totaled $3.5 million, including $3.0 million in one-to four-family loans, $329,000 in multi-family loans, $59,000 in commercial real estate loans, $102,000 in commercial business loans and $30,000 in consumer loans. The commercial real estate loans are secured by commercial rental properties. At December 31, 2013, we had $192,000 in loans delinquent 90 days or greater and still accruing interest, including six one-to four-family loans totaling $176,000 and two auto loans totaling $16,000.

At December 31, 2013, loans classified as substandard equaled $4.0 million. Loans classified as substandard consisted of $3.4 million in one-to four-family loans, $329,000 in multi-family loans, $59,000 in commercial real estate loans, $15,000 in home equity lines of credit, $102,000 in commercial business loans and $45,000 in consumer loans. At December 31, 2013, loans classified as doubtful equaled $53,000 in one-to four-family loans. At December 31, 2013, no loans were classified as loss.

At December 31, 2013, one-to four-family residential mortgage loans classified as substandard equaled $3.4 million compared to $4.1 million at June 30, 2013. At December 31, 2013, watch assets consisted of $834,000 in one-to four-family loans, $1.5 million in multi-family loans, $2.0 million in commercial real estate loans, and $2.5 million in commercial business loans

Troubled Debt Restructuring. Troubled debt restructurings include loans for which economic concessions have been granted to borrowers with financial difficulties. We periodically modify loans to extend the term or make other concessions to help borrowers stay current on their loans and to avoid foreclosure. At December 31, 2013 and June 30, 2013, we had $3.0 million and $3.3 million, respectively, of troubled debt restructurings. At December 31, 2013 our troubled debt restructurings consisted of $1.6 million in one-to four-family loans, $1.4 million in multi-family loans, $16,000 in commercial real estate loans, and $33,000 in commercial business loans.

At December 31 2013, we had $258,000 in foreclosed assets compared to $418,000 as of June 30, 2013. Foreclosed assets at December 31, 2013 consisted of five residential real estate properties, one commercial real estate property, and one automobile, while foreclosed assets at June 30, 2013, consisted entirely of residential real estate properties.

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Allowance for Loan Loss Activity

The Company regularly reviews its allowance for loan losses and makes adjustments to its balance based on management s analysis of the loan portfolio, the amount of non-performing and classified loans, as well as general economic conditions. Although the Company maintains its allowance for loan losses at a level that it considers sufficient to provide for losses, there can be no assurance that future losses will not exceed internal estimates. In addition, the amount of the allowance for loan losses is subject to review by regulatory agencies, which can order the establishment of additional loss provisions. The following table summarizes changes in the allowance for loan losses over the six-month periods ended December 31, 2013 and 2012:

	Six months ended December 31,	
	2013	2012
Balance, beginning of period	$ 3,938	$ 3,531
Loans charged off		
Real estate loans		
One-to four-family	(251)	(35)
Multi-family		
Commercial	(28)	
HELOC		
Construction		
Commercial business		(50)
Consumer	(28)	(32)
Gross charged off loans	(307)	(117)
Recoveries of loans previously charged off		
Real estate loans		
One-to four-family	46	41
Multi-family		
Commercial		
HELOC		
Construction		
Commercial business		
Consumer	3	3
Gross recoveries of charged off loans	49	44
Net charge offs	(258)	(73)
Provision charged to expense	226	507
Balance, end of period	$ 3,906	$ 3,965

The allowance for loan losses has been calculated based upon an evaluation of pertinent factors underlying the various types and quality of the Company s loans. Management considers such factors as the repayment status of a loan, the estimated net fair value of the underlying collateral, the borrower s intent and ability to repay the loan, local economic conditions, and the Company s historical loss ratios. We maintain the allowance for loan losses through the provisions for loan losses that we charge to income. We charge losses on loans against the allowance for loan losses when we believe the collection of loan principal is unlikely. The allowance for loan losses decreased $32,000 and was $3.9 million at both December 31, 2013, and June 30, 2013.

In its quarterly evaluation of the adequacy of its allowance for loan losses, the Company employs historical data including past due percentages, charge offs, and recoveries. The Company s allowance methodology weights the most recent twelve-quarter period s net charge offs and uses this information as one of the primary factors for evaluation of allowance adequacy. The most recent four-quarter net charge offs are given a higher weight of 50%, while quarters 5-8 are given a 30% weight and quarters 9-12 are given only a 20% weight. The average net charge offs in each period are calculated as net charge offs by portfolio type for the period as a percentage of the quarter end balance of respective portfolio type over the same period. As the Company and the industry have seen increases in loan defaults in the past several years, the

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Company believes that it is prudent to emphasize more recent historical factors in the allowance evaluation. The following table sets forth the Company s weighted average historical net charge offs as of December 31 and June 30, 2013:

Portfolio segment	December 31, 2013 Net charge offs 12 quarter weighted historical	June 30, 2013 Net charge offs 12 quarter weighted historical
Real Estate:		
One-to four-family	.09%	.12%
Multi-family	(.01%)	(.02%)
Commercial	.04%	.80%
HELOC	.03%	.90%
Construction	.00%	.00%
Commercial business	.26%	.30%
Consumer	.18%	.32%
Entire portfolio total	.08%	.12%

Additionally, in its quarterly evaluation of the adequacy of the allowance for loan losses, the Company evaluates changes in financial conditions of individual borrowers; changes in local, regional, and national economic conditions; the Company s historical loss experience; and changes in market conditions for property pledged to the Company as collateral. The Company has identified specific qualitative factors that address these issues and subjectively assigns a percentage to each factor. At December 31, 2013, these qualitative factors included: (1) management s assumptions regarding the minimal level of risk for a given loan category; (2) changes in lending policies and procedures, including changes in underwriting standards, and charge-off and recovery practices not considered elsewhere in estimating credit losses; (3) changes in international, national, regional and local economics and business conditions and developments that affect the collectability of the portfolio, including the conditions of various market segments; (4) changes in the nature and volume of the portfolio and in the terms of loans; (5) changes in the experience, ability, and depth of the lending officers and other relevant staff; (6) changes in the volume and severity of past due loans, the volume of non-accrual loans, the volume of troubled debt restructured and other loan modifications, and the volume and severity of adversely classified loans; (7) changes in the quality of the loan review system; (8) changes in the value of the underlying collateral for collateral-dependent loans; (9) the existence and effect of any concentrations of credit, and changes in the level of such concentrations; and (10) the effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio. The applied loss factors are re-evaluated quarterly to ensure their relevance in the current environment.

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The qualitative factors are applied to the allowance for loan losses based upon the following percentages by loan type:

Portfolio segment	Qualitative factor applied at December 31, 2013	Qualitative factor applied at June 30, 2013
Real Estate:		
One-to four-family	0.75%	0.72%
Multi-family	1.42%	1.42%
Commercial	1.16%	1.12%
HELOC	1.12%	1.01%
Construction	1.31%	0.99%
Commercial business	2.04%	1.89%
Consumer	0.62%	0.47%
Entire portfolio total	1.03%	0.98%

At December 31, 2013, the amount of our allowance for loan losses attributable to these qualitative factors was approximately $3.3 million, as compared to $3.1 million at June 30, 2013. The general increase in qualitative factors was attributable primarily to the change in criticized loans.

Because of the recent added concern based on the overall condition of the real estate market and in particular how the market is affecting the Junior Lien and HELOC loan portfolios, as with all portfolios, the Company has reviewed these two portfolios to determine the adequacy of the allowance. The Company notes that Junior Lien loans are one-to four-family loans that are in a subordinate lien position, and can be subordinate to either a Company first lien or another institution first lien and all are fully amortized loans, and HELOC loans were initially underwritten to ensure adequate cash flow to make payments even under stressed conditions. Based on review of the HELOC portfolio, $2.5 million had initial combined loan to value ratios of between 81% and 90%. The present allowance calculation includes 1.12% of qualitative factors to address added concerns, above a weighted average loss factor of .03%.

While management believes that our asset quality remains strong, it recognizes that, due to the continued growth in the loan portfolio, the increase in troubled debt restructurings and the potential changes in market conditions, our level of nonperforming assets and resulting charge offs may fluctuate. Higher levels of net charge offs requiring additional provisions for loan losses could result. Although management uses the best information available, the level of the allowance for loan losses remains an estimate that is subject to significant judgment and short-term change.

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 sales and repayments, advances from the Federal Home Loan Bank of Chicago, and maturities of securities. 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. Our 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. For the three months ended December 31, 2013 and the year ended June 30, 2013, our liquidity ratio averaged 37.1% and 40.1% of

our total assets, respectively. We believe that we had enough sources of liquidity to satisfy our short- and long-term liquidity needs as of December 31, 2013.

We regularly monitor and adjust our investments in liquid assets based upon our assessment of: (i) expected loan demand; (ii) expected deposit flows; (iii) yields available on interest-earning deposits and securities; and (iv) the objectives of our asset/liability management program. Excess liquid assets are invested generally in interest-earning deposits and short- and medium-term securities.

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Our most liquid assets are cash and cash equivalents. The levels of these assets are affected by our operating, financing, lending and investing activities during any given period. At December 31, 2013, cash and cash equivalents totaled $7.0 million. Interest-earning time deposits which can offer additional sources of liquidity, totaled $250,000 at December 31, 2013.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Condensed Consolidated Statement of Cash Flows included in our financial statements. Net cash provided by operating activities were $3.1 million and $2.4 million for the six months ended December 31, 2013 and 2012, respectively. Net cash provided by (used in) investing activities consisted primarily of disbursements for loan originations and the purchase of securities, offset by net cash provided by principal collections on loans, and proceeds from maturing securities, the sale of securities and pay downs on mortgage-backed securities. Net cash used in investing activities was $22.9 million and $7.6 million for the six months ended December 31, 2013 and 2012, respectively. Net cash provided by (used in) financing activities consisted primarily of the activity in deposit accounts and FHLB Advances. The net cash provided by financing activities was $20.2 million and $8.3 million for the six months ended December 31, 2013 and 2012, respectively.

The Company must also maintain adequate levels of liquidity to ensure the availability of funds to satisfy loan commitments. The Company anticipates that it will have sufficient funds available to meet its current commitments principally through the use of current liquid assets and through its borrowing capacity discussed above. The following table summarizes these commitments at December 31, 2013 and June 30, 2013.

	December 31, 2013	June 30, 2013
	(Dollars in thousands)	
Commitments to fund loans	$ 7,894	$ 12,020
Lines of credit	17,574	15,863

At December 31, 2013, certificates of deposit due within one year of December 31, 2013 totaled $175.6 million, or 45.2% of total deposits. 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 December 31, 2014. Moreover, it is our intention as we continue to grow our commercial real estate portfolio, to emphasize lower cost deposit relationships with these commercial loan customers and thereby replace the higher cost certificates with lower cost deposits. We have the ability to attract and retain deposits by adjusting the interest rates offered.

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 Federal Home Loan Bank of Chicago, which provides an additional source of funds. Federal Home Loan Bank advances were $93.0 million at December 31, 2013. At December 31, 2013, we had the ability to borrow up to an additional $26.7 million from the Federal Home Loan Bank of Chicago and also had the ability to borrow $63.3 million from the Federal Reserve based on current collateral pledged.

On July 2, 2013, the Board of Governors of the Federal Reserve System announced its approval of the final rule to implement the Basel III regulatory capital reforms, among other changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Office of the Comptroller of the Currency, as well as the Federal Deposit Insurance Corporation, adopted the new rule as of July 9, 2013. The approved rule includes a new minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5%, as well as a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rule also raises the minimum ratio of Tier 1 capital to risk-weighted assets

from 4% to 6% and includes a minimum leverage ratio of 4% for all banking institutions.

The phase-in for banking organizations such as the Company and the Association will not begin until January 2015, while the phase-in period for larger banks starts in January 2014. The Company and the Association are currently evaluating the impact of the implementation of the new capital and liquidity standards.

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During the six month period ended December 31, 2013, a stock repurchase program was adopted whereby the Company may repurchase up to 228,535 shares of its common stock, or approximately 5% of the then current outstanding shares. Repurchases are made at management s discretion at prices management considers to be attractive and in the best interests of both the Company and its stockholders, subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital, and the Company s financial performance. The repurchase plan may be suspended, terminated, or modified at any time for any reason, including market conditions, the cost of purchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate. The repurchase program does not obligate the Company to purchase any particular number of shares. As of December 31, 2013, 198,409 shares were repurchased at an average price of $16.57 per share, and the maximum number of shares that may yet be purchased under the plan was 30,126.

At the annual meeting on November 19, 2012, the IF Bancorp, Inc. 2012 Equity Incentive Plan (the Equity Incentive Plan) was approved by stockholders. The purpose of the Equity Incentive Plan is to promote the long-term financial success of the Company and its Subsidiaries by providing a means to attract, retain and reward individuals who contribute to such success and to further align their interests with those of the Company s stockholders. The Equity Incentive Plan authorizes the issuance or delivery to participants of up to 673,575 shares of the Company common stock pursuant to grants of incentive and non-qualified stock options, restricted stock awards and restricted stock unit awards, provided that the maximum number of shares of Company common stock that may be delivered pursuant to the exercise of stock options (all of which may be granted as incentive stock options) is 481,125 and the maximum number of shares of Company stock that may be issued as restricted stock awards or restricted stock units is 192,450. On December 10, 2013, the Board of Directors approved grants of 85,500 shares of restricted stock and 167,000 in stock options to be awarded to senior officers and directors of the Association. The restricted stock will vest in equal installments over 10 years and the stock options vest in equal installments over 7 years, both starting in December 2014.

The Association 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. At December 31, 2013, the Association exceeded all regulatory capital requirements. The Association is considered well capitalized under regulatory guidelines.

	December 31, 2013 Actual	June 30, 2013 Actual	Minimum to Be Well Capitalized
Tier 1 capital to total assets			
Association	11.3%	11.4%	5.0%
Company	14.1%	15.0%	N/A
Tier 1 capital to risk-weighted assets			
Association	20.1%	20.3%	6.0%
Company	25.0%	26.6%	N/A
Total capital to risk-weighted assets			
Association	21.3%	21.6%	10.0%
Company	26.2%	27.9%	N/A

The net proceeds from the Company s stock offering in connection with its conversion have significantly increased our liquidity and capital resources. Over time, the initial level of liquidity will be reduced as net proceeds from the stock offering are used for general corporate purposes, including the funding of new loans. Our financial condition and

results of operations will be enhanced by the net proceeds from the stock offering, resulting in increased net interest-earning assets and net interest income. However, due to the increase in equity resulting from the net proceeds raised in the stock offering, our return on equity will be adversely affected until we can deploy the proceeds effectively.

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Average Balances and Yields

The following tables set forth average balance sheets, average yields and costs, and certain other information at and for the periods indicated. Yields and costs are presented on an annualized basis. Tax-equivalent yield adjustments have not been made for tax-exempt securities. All average balances are based on month-end balances, which management deems to be representative of the operations of the Company. 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 expense.

	For the Three Months Ended December 31,					
	2013			2012		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
	(Dollars in thousands)					
Assets						
Loans	$ 326,118	3,446	4.23%	$ 277,455	3,021	4.36%
Securities:						
U.S. government, federal agency and government-sponsored enterprises	130,662	782	2.39%	136,330	803	2.36%
U.S. government-sponsored enterprise MBS	77,619	520	2.68%	69,904	468	2.68%
State and political subdivisions	3,352	12	1.43%	4,146	16	1.54%
Total securities	211,633	1,314	2.48%	210,380	1,287	2.45%
Other	7,217	7	0.44%	7,323	6	0.33%
Total interest-earning assets	544,968	4,767	3.50%	495,158	4,314	3.48%
Non-interest earning assets	19,181			27,232		
Total assets	$ 564,149			$ 522,390		
Liabilities and Stockholders Equity						
Interest-bearing liabilities:						
Interest-bearing checking or NOW	$ 33,832	8	0.09%	$ 31,107	13	0.17%
Savings accounts	32,248	18	0.22%	29,456	20	0.27%
Money market accounts	58,566	35	0.24%	64,265	41	0.26%
Certificates of deposit	245,941	519	0.84%	207,507	491	0.95%
Total interest-bearing deposits	370,587	580	0.63%	332,335	565	0.68%
Federal Home Loan Bank Advances	92,924	208	0.90%	82,167	222	1.08%
Total interest-bearing liabilities	463,511	788	0.68%	414,502	787	0.76%
Noninterest-bearing liabilities	18,280			22,931		

Total liabilities	481,791	437,433
Stockholders equity	82,358	84,956
Total liabilities and stockholders equity	$ 564,149	$ 522,389

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	For the Three Months Ended December 31,					
	2013			2012		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
	(Dollars in thousands)					
Net interest income		$ 3,979			$ 3,527	
Interest rate spread (1)			2.82%			2.72%
Net interest margin (2)			2.92%			2.85%
Net interest-earning assets (3)	$ 81,457			$ 80,656		
Average interest-earning assets to interest-bearing liabilities	118%			119%		

(1) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(2) Net interest margin represents net interest income divided by average total interest-earning assets.
(3) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.
(4) Tax exempt income is not recorded on a tax equivalent basis.

	For the Six Months Ended December 31,					
	2013			2012		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
	(Dollars in thousands)					
Assets						
Loans	$ 322,513	6,837	4.24%	$ 269,826	6,048	4.48%
Securities:						
U.S. government, federal agency and government-sponsored enterprises	121,021	1,451	2.40%	139,801	1,671	2.39%
U.S. government-sponsored enterprise MBS	75,129	984	2.62%	68,534	955	2.79%
State and political subdivisions	3,552	27	1.52%	3,858	29	1.50%
Total securities	199,702	2,462	2.46%	212,193	2,655	2.50%
Other	7,563	14	0.37%	10,467	13	0.25%
Total interest-earning assets	529,778	9,313	3.52%	492,486	8,716	3.54%
Non-interest earning assets	18,987			28,907		
Total assets	$ 548,765			$ 521,393		

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	For the Six Months Ended December 31,					
	2013			2012		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
	(Dollars in thousands)					
Liabilities and Stockholders Equity						
Interest-bearing liabilities:						
Interest-bearing checking or NOW	$ 33,367	18	0.11%	$ 30,583	27	0.18%
Savings accounts	31,986	38	0.24%	29,041	40	0.28%
Money market accounts	58,756	74	0.25%	64,549	81	0.25%
Certificates of deposit	243,083	1,021	0.84%	206,185	988	0.96%
Total interest-bearing deposits	367,192	1,151	0.63%	330,358	1,136	0.69%
Federal Home Loan Bank Advances	83,270	408	0.98%	84,417	450	1.07%
Total interest-bearing liabilities	450,462	1,559	0.69%	414,775	1,586	0.76%
Noninterest-bearing liabilities	16,387			20,257		
Total liabilities	466,849			435,032		
Stockholders equity	81,916			86,361		
Total liabilities and stockholders equity	$ 548,765			$ 521,393		
Net interest income		$ 7,754			$ 7,130	
Interest rate spread (1)			2.83%			2.77%
Net interest margin (2)			2.93%			2.90%
Net interest-earning assets (3)	$ 79,316			$ 77,711		
Average interest-earning assets to interest-bearing liabilities	118%			119%		

(1) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(2) Net interest margin represents net interest income divided by average total interest-earning assets.
(3) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.
(4) Tax exempt income is not recorded on a tax equivalent basis.

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Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated to the changes due to rate and the changes due to volume in proportion to the relationship of the absolute dollar amounts of change in each.

	Three Months Ended December 31, 2013 vs. 2012			Six Months Ended December 31, 2013 vs. 2012		
	Increase (Decrease) Due to		Total Increase (Decrease)	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate		Volume	Rate	
	(In thousands)					
Interest-earning assets:						
Loans	$ 980	$ (555)	$ 425	$ 1,637	$ (847)	$ 790
Securities	97	(71)	26	(83)	(111)	(194)
Other		2	2	(9)	10	1
Total interest-earning assets	$ 1,077	$ (624)	$ 453	$ 1,545	$ (948)	$ 597
Interest-bearing liabilities:						
Interest-bearing checking or NOW	$ 8	$ (13)	$ (5)	$ 7	$ (15)	$ (8)
Savings accounts	10	(12)	(2)	9	(11)	(2)
Certificates of deposit	298	(270)	28	310	(277)	33
Money market accounts	150	(156)	(6)	(7)		(7)
Total interest-bearing deposits	466	(451)	15	319	(303)	16
Federal Home Loan Bank advances	124	(138)	(14)	(21)	(21)	(42)
Total interest-bearing liabilities	$ 590	$ (589)	$ 1	$ 298	$ (324)	$ (26)
Change in net interest income	$ 487	$ (35)	$ 452	$ 1,247	$ (624)	$ 623

Item 3. Quantitative and Qualitative Disclosures About Market Risk

An internal interest rate risk analysis is performed at least quarterly to assess the Company s Earnings at Risk, Capital at Risk, and Value at Risk. As of December 31, 2013, there were no material changes in interest rate risk from the analysis disclosed in the Company s Form 10-K for the fiscal year ended June 30, 2013, as filed with the Securities and Exchange Commission.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company s management, including the Company s principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of December 31, 2013. Based upon such evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company s disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the SEC) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and (2) is accumulated and communicated to the Company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

During the quarter ended December 31, 2013, there have been no changes in the Company s internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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Part II Other Information

Item 1. Legal Proceedings

The Association and Company 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 Association s or the Company s financial condition or results of operations.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Item1A.- Risk Factors in our Annual Report on Form 10-K for the fiscal year ended June 30, 2013, which could materially affect our business, financial condition or future results of operations. The risks described in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations.

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

The following table provides information about purchases by the Company of the quarter ended December 31, 2013 regarding the Company s common stock.

PURCHASES OF EQUITY SECURITIES BY COMPANY (1)

Period		Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
10/1/13	10/31/13	21,500	$ 16.24	21,500	206,535
11/1/13	11/30/13	81,500	16.52	81,500	125,035
12/1/13	12/31/13	94,909	16.69	94,909	30,126
Total		197,909	$ 16.57	197,909	30,126

(1) On September 11, 2013, the Company announced the commencement of its second stock repurchase program to acquire up to 228,535, or 5%, of the Company s then outstanding common stock. The repurchase program may be

suspended, terminated or modified at any time for any reason. The repurchase program does not obligate the Company to purchase any particular number of shares. The stock repurchase program was completed on January 27, 2014, and the average price paid per share was $16.61.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

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Item 5. Other Information

None.

Item 6. Exhibits

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets as of December 31, 2013 and June 30, 2013, (ii) the Condensed Consolidated Statements of Income for the three and six months ended December 31, 2013 and 2012, (iii) the Condensed Consolidated Statements of Comprehensive Income for the three and six months ended December 31, 2013 and 2012, (iv) the Condensed Consolidated Statements of Stockholders Equity for the six months ended December 31, 2013 and 2012, (v) the Condensed Consolidated Statements of Cash Flows for the six months ended December 31, 2013 and 2012, and (vi) the notes to the Condensed Consolidated Financial Statements.

* This information is furnished and not filed for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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SIGNATURES

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

IF BANCORP, INC.

Date: February 10, 2014

/s/ Alan D. Martin
Alan D. Martin
President and Chief Executive Officer

Date: February 10, 2014

/s/ Pamela J. Verkler
Pamela J. Verkler
Vice President and Chief Financial Officer