Standard Financial Corp.
Form 10-K
December 15, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended September 30, 2011

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _______ to _______

Commission file number 001-34893

STANDARD FINANCIAL CORP.

(Exact Name of Registrant as Specified in its Charter)

Maryland	**27-3100949**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
2640 Monroeville Boulevard, Monroeville,	**15146**

Pennsylvania
(Address of Principal Executive Offices) **(Zip Code)**
(412) 856-0363

(Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.01 per share	The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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 a smaller reporting company)	Smaller reporting company	þ

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

As of December 10, 2011, there were issued and outstanding 3,463,173 shares of the Registrant s Common Stock.

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the last sales price on March 31, 2011 was $54.6 million.

DOCUMENTS INCORPORATED BY REFERENCE:

Document	Part of Form 10-K
Proxy Statement for the 2012 Annual Meeting of Stockholders of the Registrant	Part III

Standard Financial Corp.

Annual Report on Form 10-K

For The Year Ended

September 30, 2011

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PART I

ITEM 1. Business

Forward Looking Statements

This annual report contains forward-looking statements, which can be identified by the use of words such as estimate, project, believe, intend, anticipate, plan, seek, expect, will, may and words of similar meaning. These forward-looking statements include, but are not limited to:

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

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and unless required under the federal securities laws, we do not undertake any obligation to update any forward-looking statements after the date of this annual report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities;

our ability to successfully integrate acquired entities, if any;

changes in consumer spending, borrowing and savings habits;

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

changes in our organization, compensation and benefit plans;

changes in our financial condition or results of operations that reduce capital available to pay dividends; and

changes in the financial condition or future prospects of issuers of securities that we own.

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

Standard Financial Corp.

Standard Financial Corp. (the Company) is a Maryland corporation that owns all of the outstanding shares of common stock of Standard Bank upon completion of the mutual-to-stock conversion which occurred on October 6, 2010. On a consolidated basis, as of September 30, 2011, Standard Financial Corp. had total assets of $434.6 million, total loans of $289.6 million, total deposits of $320.3 million and stockholders equity of $78.7 million.

Upon completion of the stock conversion on October 6, 2010, a total of 3,478,173 shares of common stock were issued in the offering of which 3,360,554 shares were subscribed for by depositors of Standard Bank, other investors in the subscription and community offerings and the Employee Stock Ownership Plan at a purchase price of $10.00 per share. 117,619 shares were issued to Standard Charitable Foundation. The shares of common stock began trading on the Nasdaq Capital Market under the trading symbol STND on October 7, 2010.

Our executive offices are located at 2640 Monroeville Boulevard, Monroeville, Pennsylvania 15146. Our telephone number at this address is (412) 856-0363.

Standard Bank

Standard Bank (the Bank) is a Pennsylvania chartered savings bank headquartered in Murrysville, Pennsylvania with executive offices in Monroeville, Pennsylvania. Standard Bank was organized in 1913, and reorganized into the mutual holding company structure in 1998. Following the completion of the stock conversion, Standard Bank became the wholly owned subsidiary of Standard Financial Corp. We provide financial services to individuals, families and businesses through ten banking offices located in the Pennsylvania counties of Allegheny, Westmoreland and Bedford and Allegany County, Maryland.

Standard Bank s business consists primarily of accepting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in one- to four-family residential mortgage loans, commercial real estate loans, home equity loans and lines of credit, commercial business loans and investment securities. To a much lesser extent, we also originate construction loans and consumer loans. Standard Bank offers a variety of deposit accounts, including savings accounts, certificates of deposit, money market accounts, commercial and regular checking accounts and individual retirement accounts.

Standard Bank s executive offices are located at 2640 Monroeville Boulevard, Monroeville, Pennsylvania 15146. Our telephone number at this address is (412) 856-0363. Our website address is www.standardbankpa.com. Information on our website is not incorporated into this Annual Report and should not be considered part of this Annual Report.

Market Area

We conduct our operations from our ten branch offices located in the Pennsylvania counties of Allegheny, Westmoreland and Bedford and Allegany County, Maryland. Standard Bank considers its primary market area to be eastern Allegheny, Westmoreland, northern Fayette and southern Bedford counties in Pennsylvania and Allegany County, Maryland.

Our market area has a broad range of private employers, and has changed its focus from heavy industry to more specialized industries and service providers, including technology, health care, education and finance. Allegheny County, Pennsylvania is the headquarters for seven Fortune 500 companies, including H.J. Heinz, USX Corporation and Alcoa Inc. Westmoreland County is east of Allegheny County and is part of the Pittsburgh metropolitan area. Allegany County, Maryland is part of the Cumberland, Maryland-West Virginia metropolitan area, which is equidistant from Pittsburgh and Baltimore, and its economy includes information technology, biotechnology, medical services and manufacturing.

Our market area did not fully benefit from the national economic expansion during the period prior to the current economic downturn, and as a result, it has not been as severely affected during the current economic downturn. The national unemployment rate has remained over 9% as of September 30, 2011 and real estate prices across the country have declined substantially in many markets. In comparison to many areas throughout the country, real estate values in our market have not declined to the extent that other areas of the country have experienced during the past decade.

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Median household income levels in Standard Bank s market area have been mixed. Allegheny County, Pennsylvania and Allegany County, Maryland have trailed the median household income growth rate of their respective states and the nation over the last several years, while Westmoreland and Fayette Counties have outpaced it. However, the median household income in each of the counties within our market area is substantially less than their respective states and nationally.

Competition

We face intense competition in our market areas both in making loans and attracting deposits. We compete with commercial banks, savings institutions, mortgage brokerage firms, credit unions, finance companies, mutual funds, insurance companies and investment banking firms. Some of our competitors have greater name recognition and market presence that benefit them in attracting business, and offer certain services that we do not or cannot provide.

Our deposit sources are primarily concentrated in the communities surrounding our banking offices, located in the Pennsylvania counties of Allegheny, Westmoreland and Bedford and Allegany County, Maryland. As of June 30, 2011 (the latest date for which information is publicly available), we ranked 27th in deposit market share out of 35 bank and thrift institutions with offices in Allegheny County, Pennsylvania with a market share of less than 1.0%, 9th in deposit market share out of 23 bank and thrift institutions in Westmoreland County, Pennsylvania with a market share of 3.0%, 7th in deposit market share out of 9 bank and thrift institutions in Bedford County, Pennsylvania, with a market share of 3.4% and 5th in deposit market share out of 5 bank and thrift institutions in Allegany County, Maryland with a market share of 6.6%.

Lending Activities

Our primary lending activities are the origination of one- to four-family residential mortgage loans, commercial real estate loans, commercial business loans and home equity loans and lines of credit. To a lesser extent, we also originate construction loans and consumer loans.

One- to Four-Family Residential Mortgage Loans. At September 30, 2011, $141.3 million, or 48.7%, of our total loan portfolio, consisted of one- to four-family residential mortgage loans. We offer fixed-rate and adjustable-rate residential mortgage loans with maturities up to 30 years.

One- to four-family residential mortgage loans are generally underwritten according to secondary market guidelines, and we refer to loans that conform to such guidelines as conforming loans. We generally originate both fixed- and adjustable-rate mortgage loans in amounts up to the maximum conforming loan limits as established by the Office of Federal Housing Enterprise Oversight, which is currently $417,000 for single-family homes. However, loans in excess of $417,000 (which are referred to as jumbo loans) may be generally originated for retention in our loan portfolio, and not for sale in the secondary market. Our maximum loan amount for these loans is generally $750,000. We generally underwrite jumbo loans in the same manner as conforming loans.

We will originate loans with loan-to-value ratios in excess of 80%, up to and including a loan-to-value ratio of 95%. We require private mortgage insurance for loans with loan-to-value ratios in excess of 80%. During the fiscal year ended September 30, 2011, we originated $6.8 million of one- to four-family residential mortgage loans with loan-to-value ratios in excess of 80%.

We generally sell fixed rate conforming loans with terms greater than 15 years and retain the servicing rights on loans sold to generate fee income. For the fiscal year ended September 30, 2011, we received loan servicing fees of $119,000. As of September 30, 2011, the principal balance of loans serviced for others totaled $15.8 million.

We offer special programs for low- and moderate-income home purchasers. The property must be located within our lending area in a low-moderate census tract. Household income may not exceed 80% at median income of the Metropolitan Statistical Area. All bank-earned fees are waived.

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Other than our loans for the construction of one- to four-family residential mortgage loans (described under Construction Loans) and home equity lines of credit (described under Home Equity Loans and Lines of Credit), we do not offer interest only mortgage loans on one- to four-family residential properties (where the borrower pays interest for an initial period, after which the loan converts to a fully amortizing loan). We also do not offer loans that provide for negative amortization of principal, such as Option ARM loans, where the borrower can pay less than the interest owed on the loan, resulting in an increased principal balance during the life of the loan. We do not offer subprime loans (loans that generally target borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios) or Alt-A loans (traditionally defined as loans having less than full documentation).

Commercial Real Estate Loans. At September 30, 2011, $88.1 million, or 30.4%, of our total loan portfolio, consisted of commercial real estate loans. Properties securing our commercial real estate loans primarily include business owner-occupied properties, small office buildings and office suites. We generally seek to originate commercial real estate loans with initial principal balances of up to $3.0 million. Substantially all of our commercial real estate loans are secured by properties located in our primary market area. At September 30, 2011, our largest commercial real estate loan relationship had a principal balance of $3.1 million and was secured by first mortgages on office and warehouse buildings. This loan was performing in accordance with its terms at September 30, 2011.

In the underwriting of commercial real estate loans, we generally lend up to the lesser of 80% of the property s appraised value or purchase price. We base our decision to lend primarily on the economic viability of the property and the creditworthiness of the borrower. In evaluating a proposed commercial real estate loan, we emphasize the ratio of the property s projected net cash flow to the loan s debt service requirement (generally requiring a preferred ratio of 1.25x), computed after deduction for a vacancy factor and property expenses we deem appropriate. Personal guarantees are usually obtained from commercial real estate borrowers. We generally require title insurance, fire and extended coverage casualty insurance, and, if appropriate, flood insurance, in order to protect our security interest in the underlying property. Almost all of our commercial real estate loans are generated internally by our loan officers.

Commercial real estate loans generally carry higher interest rates and have shorter terms than one- to four-family residential mortgage loans. Commercial real estate loans, however, entail greater credit risks compared to the one- to four-family residential mortgage loans we originate, as they typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment of loans secured by income-producing properties typically depends on the successful operation of the property, as repayment of the loan generally is dependent, in large part, on sufficient income from the property to cover operating expenses and debt service. Changes in economic conditions that are not in the control of the borrower or lender could affect the value of the collateral for the loan or the future cash flow of the property. Additionally, any decline in real estate values may be more pronounced for commercial real estate than residential properties.

Home Equity Loans and Lines of Credit. In addition to traditional one- to four-family residential mortgage loans, we offer home equity loans and home equity lines of credit that are secured by the borrower s primary residence or secondary residence. At September 30, 2011, our home equity loans and lines of credit totaled $45.6 million and represented 15.7% of our total loan portfolio. Our home equity loans are originated with fixed rates of interest and with terms of up to 20 years. Home equity lines of credit have a maximum term of 20 years. The borrower is permitted to draw against the line during the first ten years of the line of credit. During this draw period, repayments are made at 2% of the unpaid balance on a monthly basis. After this initial 10-year draw period, the borrower is required to make payments to principal based on a 10-year amortization. We also offer interest only lines of credit with a 5-year draw period and a 10-year repayment period in which interest is due monthly. Our home equity lines of credit are currently originated with adjustable rates of interest. Home equity loans and lines of credit are generally underwritten with the same criteria that we use to underwrite one- to four-family residential mortgage loans. For a borrower s primary residence, home equity loans and lines of credit may be underwritten with a loan-to-value ratio of 85% when combined with the principal balance of the existing mortgage loan, while the maximum loan-to-value ratio on the second mortgage is 75% when combined with the principal balance of the existing mortgage loan. We require appraisals on home equity loans and lines of credit. At the time we close a home equity loan or line of credit, we record a mortgage to perfect our security interest in the underlying collateral. At September 30, 2011 our in-house maximum limit for a home equity loan or a line of credit was $250,000 without title insurance; any higher amounts require title insurance.

Home equity loans and lines of credit entail greater credit risks compared to the one- to four-family residential mortgage loans we originate, as they typically involve higher loan-to-value ratios. Therefore, any decline in real estate values may have a more detrimental effect on home equity loans and lines of credit compared to one- to four-family residential mortgage loans.

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Commercial Business Loans. We make various types of secured and unsecured commercial business loans to customers in our market area for the purpose of working capital and other general business purposes. The terms of these loans generally range from less than one year to a maximum of ten years. The loans are either negotiated on a fixed-rate basis or carry adjustable interest rates indexed to a lending rate that is determined internally, or a market rate index. We seek to originate loans to small- and medium-size businesses with principal balances between $150,000 and $750,000. At September 30, 2011, we had commercial business loans totaling $11.7 million, or 4.0% of the total loan portfolio.

Commercial credit decisions are based upon our credit assessment of the loan applicant. We evaluate the applicant s ability to repay in accordance with the proposed terms of the loan and we assess the risks involved. Personal guarantees of the principals are typically obtained. In addition to evaluating the loan applicant s financial statements, we consider the adequacy of the primary and secondary sources of repayment for the loan. Credit agency reports of the applicant s personal credit history supplement our analysis of the applicant s creditworthiness. Collateral supporting a secured transaction also is analyzed to determine its marketability. Commercial business loans generally have higher interest rates than residential loans of like duration because they have a higher risk of default since their repayment generally depends on the successful operation of the borrower s business and the sufficiency of any collateral.

At September 30, 2011, our largest commercial business loan had a principal balance of $1.0 million and was secured primarily by conservation-related federal tax credits. This loan was an interest-only loan which was scheduled to mature upon approval by the Internal Revenue Service (IRS) of the tax credits. The loan was current as to interest payments as of September 30, 2011.

Construction Loans. We make commercial construction loans for rental properties, commercial buildings and homes built by developers on speculative, undeveloped property. The terms of commercial construction loans are made in accordance with our commercial loan policy. Advances on construction loans are made in accordance with a schedule reflecting the cost of construction, but are generally limited to an 80% loan-to-completed-appraised-value ratio. Repayment of construction loans on non-residential properties is normally expected from the property s eventual rental income, income from the borrower s operating entity or the sale of the subject property. In the case of income-producing property, repayment is usually expected from permanent financing upon completion of construction. We typically provide the permanent mortgage financing on our construction loans on income-producing property. Construction loans are interest-only loans during the construction period, which typically do not exceed 12 months, and convert to permanent, amortizing financing following the completion of construction. At September 30, 2011, construction loans totaled $1.1 million, or 0.40%, of total loans receivable. At September 30, 2011, the additional unadvanced portion of these construction loans totaled $396,000.

Generally, before making a commitment to fund a construction loan, we require an appraisal of the property by a state-certified or state-licensed appraiser. We review and inspect properties before disbursement of funds during the term of the construction loan.

Construction financing generally involves greater credit risk than long-term financing on improved, owner-occupied real estate. Risk of loss on a construction loan depends largely upon the accuracy of the initial estimate of the value of the property at completion of construction compared to the estimated cost (including interest) of construction and other assumptions. If the estimate of construction cost is inaccurate, we may be required to advance additional funds beyond the amount originally committed in order to protect the value of the property. Moreover, if the estimated value of the completed project is inaccurate, the borrower may hold a property with a value that is insufficient to assure full repayment of the construction loan upon the sale of the property. In the event we make a land acquisition loan on property that is not yet approved for the planned development, there is the risk that approvals will not be granted or will be delayed. Construction loans also expose us to the risk that improvements will not be completed on time in accordance with specifications and projected costs. In addition, the ultimate sale or rental of the property may not occur as anticipated.

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Loan Originations, Purchases, Sales, Participations and Servicing. All loans that we originate are underwritten pursuant to our policies and procedures, which incorporate standard underwriting and secondary market guidelines. We originate both adjustable-rate and fixed-rate loans. Our loan origination and sales activity may be adversely affected by a rising interest rate environment that typically results in decreased loan demand. Most of our one- to four-family residential mortgage loan originations are generated by our loan officers.

In recent years, we have sold most of our longer term loans to the Federal Home Loan Bank of Pittsburgh, with loan servicing rights retained. During the fiscal years 2011 and 2010, we sold $4.2 million and $1.2 million, respectively, of fixed-rate loans as originated, primarily with terms of 15 years and longer, to assist us in managing interest rate risk.

We sell our loans with the servicing rights retained on residential mortgage loans, and we intend to continue this practice in the future, subject to the pricing of retaining such servicing rights. At September 30, 2011, we were servicing loans owned by others with a principal balance of $15.8 million. Loan servicing includes collecting and remitting loan payments, accounting for principal and interest, contacting delinquent borrowers, supervising foreclosures and property dispositions in the event of unremedied defaults, making certain insurance and tax payments on behalf of the borrowers and generally administering the loans. We retain a portion of the interest paid by the borrower on the loans we service as consideration for our servicing activities.

From time to time, we enter into participations in commercial loans with other banks. In these circumstances, we will generally follow our customary loan underwriting and approval policies. At September 30, 2011 we had $6.4 million in loan participations. From time to time, we have purchased residential loans from other financial institutions. At September 30, 2011 the unpaid balance of these loans was $817,000.

***Loan Approval Procedures and Authority*.** Our lending activities follow written, non-discriminatory underwriting standards and loan origination procedures established by our Board of Directors. The loan approval process is intended to assess the borrower s ability to repay the loan and value of the property that will secure the loan. To assess the borrower s ability to repay, we review the borrower s employment and credit history and information on the historical and projected income and expenses of the borrower. We require full documentation on all of our loan applications. We require appraisals of all real property securing one- to four-family residential and commercial real estate loans and home equity loans and lines of credit. All appraisers are state-licensed or state-certified appraisers, and our practice is to have local appraisers approved by the Board of Directors annually.

Our policies and loan approval limits are established by the Board of Directors. Loans in amounts up to $200,000 (for consumer loans), $1.0 million (for residential real estate loans), and $1.0 million (for commercial loans) can be approved by designated individual officers or officers acting together with specific lending approval authority. Relationships in excess of these amounts require the approval of the Board of Directors or its loan committee.

Investments

Our Investment Committee, which is comprised of our Chief Executive Officer, our Chief Financial Officer and our Controller, has primary responsibility for implementing our investment policy, which is established by our Board of Directors. The general investment strategies are developed and authorized by the Investment Committee in consultation with our Board of Directors. The Investment Committee is responsible for the execution of specific investment actions. These officers are authorized to execute investment transactions without the Board of Directors prior approval (provided the transactions are within the scope of the established investment policy). The investment policy is reviewed annually by the Investment Committee, and any changes to the policy are subject to approval by the full Board of Directors. The overall objectives of the Investment Policy are to maintain a portfolio of high quality and diversified investments to maximize interest income over the long term and to minimize risk, to provide collateral for borrowings, to provide additional earnings when loan production is low, and, when appropriate, to reduce our tax liability. The policy dictates that investment decisions give consideration to the safety of principal, liquidity requirements and interest rate risk management. All securities transactions are reported to the Board of Directors on a monthly basis.

Our current investment policy permits investments in securities issued by the U.S. Government as well as mortgage-backed securities, municipal securities, corporate bonds and direct obligations of Fannie Mae, Freddie Mac and Ginnie Mae. The investment policy also permits, with certain limitations, investments in certificates of deposit, collateralized mortgage obligations, mutual funds and equity securities. Our current investment policy does not permit investment in stripped mortgage-backed securities or derivatives as defined in federal banking regulations or in other high-risk securities. Our investment policy expressly prohibits the use of our investment portfolio for market-oriented trading activities or speculative purposes unless otherwise approved by our Board of Directors. We do not currently have a trading account for investment securities.

We designate a security as either held to maturity, available-for-sale, or trading, based upon our ability and intent. Securities available-for-sale and trading securities are reported at market value and securities held to maturity are reported at amortized cost. A periodic review and evaluation of the available-for-sale and held-to-maturity securities portfolios is conducted to determine if the fair value of any security has declined below its carrying value and whether such decline is other-than-temporary. The fair values of mortgage-backed securities are based on quoted market prices or, when quoted prices in active markets for identical assets are not available, are based on matrix pricing, which is a mathematical technique that relies on the securities relationship to other benchmark quoted prices.

At September 30, 2011, all of such securities were classified as available for sale. Our securities portfolio at September 30, 2011, consisted primarily of securities with the following carrying value: $42.4 million of mortgage-backed securities issued by U.S. Government agencies and U.S. Government-sponsored enterprises; $30.0 million in municipal obligations; $24.7 million of U.S. government and agency obligations; $7.1 million in corporate bonds; $1.2 million in equity securities and $455,000 in collateralized mortgage obligations. At September 30, 2011, none of the collateral underlying our securities portfolio was considered subprime or Alt-A. See Item 7 Management s Discussion of Financial Condition and Results of Operations Balance Sheet Analysis: September 30, 2011 and September 30, 2010 Investment Securities Portfolio for a discussion of the recent performance of our securities portfolio.

We purchase mortgage-backed securities insured or guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. Historically, we have invested in mortgage-backed securities to achieve positive interest rate spreads with minimal administrative expense and to lower our credit risk as a result of the guarantees provided by Freddie Mac, Fannie Mae or Ginnie Mae. However, in September 2008, the Federal Housing Finance Agency placed Freddie Mac and Fannie Mae into conservatorship. The U.S. Treasury Department has established financing agreements to ensure that Freddie Mac and Fannie Mae meet their obligations to holders of mortgage-backed securities that they have issued or guaranteed. These actions have not affected the markets for mortgage-backed securities issued by Freddie Mac or Fannie Mae.

Mortgage-backed securities are securities issued in the secondary market that are collateralized by pools of mortgages. Certain types of mortgage-backed securities are commonly referred to as pass-through certificates because the principal and interest of the underlying loans is passed through to investors, net of certain costs, including servicing and guarantee fees. Mortgage-backed securities typically are collateralized by pools of one- to four-family or multifamily (loans on properties with 5 or more units) mortgages, although we invest primarily in mortgage-backed securities backed by one- to four-family mortgages. The issuers of such securities pool and resell the participation interests in the form of securities to investors such as Standard Bank. The interest rate on the security is lower than the interest rates on the underlying loans to allow for payment of servicing and guaranty fees. Government National Mortgage Association, a U.S. Government agency, and government sponsored enterprises, such as Fannie Mae and Freddie Mac, either guarantee the payments or guarantee the timely payment of principal and interest to investors. Mortgage-backed securities are more liquid than individual mortgage loans since there is an active trading market for such securities. In addition, mortgage-backed securities may be used to collateralize our borrowings. Investments in mortgage-backed securities involve a risk that actual payments will be greater or less than the prepayment rate estimated at the time of purchase, which may require adjustments to the amortization of any premium or accretion of any discount relating to such interests, thereby affecting the net yield on our securities. Current prepayment speeds determine whether prepayment estimates require modification that could cause amortization or accretion adjustments.

Sources of Funds

General. Deposits traditionally have been our primary source of funds for our investment and lending activities. We also borrow from the Federal Home Loan Bank of Pittsburgh to supplement cash flow needs. Our additional sources of funds are scheduled loan payments, maturing investments, loan repayments, customer repurchase agreements, income on other earning assets and the proceeds of loan sales.

Deposits. We accept deposits primarily from the areas in which our offices are located. We rely on our competitive pricing and products, convenient locations and quality customer service to attract and retain deposits. We offer a variety of deposit accounts with a range of interest rates and terms. Our deposit accounts consist of savings accounts, certificates of deposit and regular checking accounts.

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Interest rates, maturity terms, service fees and withdrawal penalties are established on a periodic basis. Deposit rates and terms are based primarily on current operating strategies and market interest rates, liquidity requirements and our deposit growth goals.

Borrowings. Our borrowings consist of advances from the Federal Home Loan Bank of Pittsburgh and funds borrowed from customers under repurchase agreements. At September 30, 2011, Federal Home Loan Bank advances totalled $28.5 million, or 8.0%, of total liabilities and our repurchase agreements totalled $2.9 million, or 0.8%, of total liabilities. At September 30, 2011, we had access to additional Federal Home Loan Bank advances of up to $87.9 million. Advances from the Federal Home Loan Bank of Pittsburgh are secured by our investment in the common stock of the Federal Home Loan Bank of Pittsburgh as well as by a blanket pledge on our assets not otherwise pledged. Repurchase agreements are secured by mortgage-backed securities.

Subsidiary Activities

Standard Bank has one subsidiary, Westmoreland Investment Company, which is a Delaware corporation that holds residential mortgage loans originated and serviced by Standard Bank.

Expense and Tax Allocation

Standard Bank has entered into an agreement with Standard Financial Corp. to provide it with certain administrative support services, whereby Standard Bank will be compensated at not less than the fair market value of the services provided. In addition, Standard Bank and Standard Financial Corp. have entered into an agreement to establish a method for allocating and for reimbursing the payment of their consolidated tax liability.

Personnel

As of September 30, 2011, we had 96 full-time equivalent employees. Our employees are not represented by any collective bargaining group. Management believes that we have a good working relationship with our employees.

SUPERVISION AND REGULATION

General

Standard Bank is supervised and examined by the Pennsylvania Department of Banking as the issuer of its charter, and by the FDIC as the insurer of its deposits and its primary federal regulator. Standard Bank also is regulated to a lesser extent by the Federal Reserve Board, governing reserves to be maintained against deposits and other matters. This system of state and federal regulation and supervision establishes a comprehensive framework of activities in which an institution may engage and is intended primarily for the protection of the FDIC s deposit insurance fund and depositors, and not for the protection of security holders. Standard Bank is periodically examined by the Pennsylvania Department of Banking and the FDIC to ensure that it satisfies applicable standards with respect to its capital adequacy, assets, management, earnings, liquidity and sensitivity to market interest rates. Following examinations, the Pennsylvania Department of Banking and the FDIC prepare reports for the consideration of Standard Bank s Board of Directors on any operating deficiencies. Standard Bank s relationship with its depositors also is regulated to a great extent by federal law and, to a much lesser extent, state law, especially in matters concerning the ownership of deposit accounts and the form and content of Standard Bank s loan documents.

As a bank holding company, Standard Financial Corp. is required to file certain reports with, is subject to examination by, and otherwise must comply with the rules and regulations of the Pennsylvania Department of Banking and the Federal Reserve Board. Standard Financial Corp. is also subject to the rules and regulations of the Securities and Exchange Commission under the federal securities laws.

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Any change in these laws or regulations, whether by the FDIC, the Pennsylvania Department of Banking, the Federal Reserve Board or Congress, could have a material adverse impact on Standard Financial Corp., Standard Bank and their operations. See Item 1A Risk Factors Recently enacted regulatory reform may have a material impact on our operations and the cost of our operations.

Recently enacted regulatory reform legislation will, among other things, create a new Consumer Financial Protection Bureau, tighten capital standards, and result in new laws and regulations that are expected to increase our costs of operations.

Set forth below is a brief description of certain regulatory requirements that are applicable to Standard Bank and Standard Financial Corp. The description below is limited to certain material aspects of the statutes and regulations addressed, and is not intended to be a complete description of such statutes and regulations and their effects on Standard Bank and Standard Financial Corp.

Federal Legislation

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act), enacted on July 21, 2010, has significantly changed the bank regulatory structure and is affecting the lending, investment, trading and operating activities of depository institutions and their holding companies. For example, the Dodd-Frank Act eliminated the Office of Thrift Supervision and required all federal savings associations and federal savings banks to be regulated by the OCC (the primary federal regulator for national banks). The Dodd-Frank Act also authorized the Federal Reserve Board to supervise and regulate all savings and loan holding companies, in addition to bank holding companies like Standard Financial Corp., which it currently regulates. The Dodd-Frank Act also requires the Federal Reserve Board to set minimum capital levels for depository institution holding companies that are as stringent as those required for the insured depository subsidiaries, and the components of Tier 1 capital would be restricted to capital instruments that are currently considered to be Tier 1 capital for insured depository institutions. The legislation also establishes a floor for capital of insured depository institutions that cannot be lower than the standards in effect today, and directs the federal banking regulators to implement new leverage and capital requirements within eighteen months from the enactment of Dodd-Frank that take into account off-balance sheet activities and other risks, including risks relating to securitized products and derivatives.

The Dodd-Frank Act also created a new Consumer Financial Protection Bureau with substantial power to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rulemaking authority for a wide range of consumer protection laws that apply to all banks and savings institutions such as Standard Bank, including the authority to prohibit unfair, deceptive or abusive acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than $10 billion in assets. Banks and savings institutions with $10 billion or less in assets, such as Standard Bank, will continue to be examined by their applicable bank regulators. The legislation also weakened the federal preemption available for national banks and federal savings associations, and gives state attorneys general the ability to enforce applicable federal consumer protection laws.

The legislation broadened the base for FDIC insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution. The Dodd-Frank Act also permanently increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to $250,000 per depositor, retroactive to January 1, 2008, and non-interest bearing transaction accounts have unlimited deposit insurance through December 31, 2012. The Dodd-Frank Act increased stockholder influence over boards of directors by requiring companies to give stockholders a non-binding vote on executive compensation and so-called golden parachute payments, and by authorizing the Securities and Exchange Commission to promulgate rules that would allow stockholders to nominate their own candidates using a company s proxy materials. The legislation also directs the Federal Reserve Board to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded. The Dodd-Frank Act provided for originators of certain securitized loans to retain a percentage of the risk for transferred loan, directed the Federal Reserve Board to regulate pricing of certain debit card interchange fees, contained a number of reforms related to mortgage origination and authorized depository institutions to pay interest on business checking accounts.

Many of the provisions of the Dodd-Frank Act have delayed effective dates and the legislation requires various federal agencies to promulgate numerous and extensive implementing regulations over the next several years. Although the substance and scope of these regulations cannot be completely determined at this time, it is expected that the legislation and implementing regulations will increase our operating and compliance costs.

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Banking Regulation

Pennsylvania Savings Bank Law. The Pennsylvania Banking Code of 1965, as amended (the Banking Code), contains detailed provisions governing the organization, operations, corporate powers, savings and investment authority, branching rights and responsibilities of directors, officers and employees of Pennsylvania savings banks. A Pennsylvania savings bank may locate or change the location of its principal place of business and establish an office anywhere in, or adjacent to, Pennsylvania, with the prior approval of the Pennsylvania Department of Banking. The Banking Code delegates extensive rulemaking power and administrative discretion to the Department of Banking in its supervision and regulation of state-chartered savings banks. The Pennsylvania Department of Banking may order any savings bank to discontinue any violation of law or unsafe or unsound business practice and may direct any trustee, officer, attorney, or employee of a savings bank engaged in an objectionable activity, after the Pennsylvania Department of Banking has ordered the activity to be terminated, to show cause at a hearing before the Pennsylvania Department of Banking why such person should not be removed.

Capital Requirements. Under the FDIC s regulations, federally insured state-chartered banks that are not members of the Federal Reserve System (state non-member banks), such as Standard Bank, are required to comply with minimum leverage capital requirements. For an institution determined by the FDIC to not be anticipating or experiencing significant growth and to be, in general, a strong banking organization rated composite 1 under Uniform Financial Institutions Ranking System established by the Federal Financial Institutions Examination Council, the minimum capital leverage requirement is a ratio of Tier 1 capital to total assets of 3.0%. For all other institutions, the minimum leverage capital ratio is not less than 4.0%. Tier 1 capital is the sum of common stockholder s equity, noncumulative perpetual preferred stock (including any related surplus) and minority investments in certain subsidiaries, less intangible assets (except for certain servicing rights and credit card relationships) and certain other specified items.

In addition, FDIC regulations require state non-member banks to maintain certain ratios of regulatory capital to regulatory risk-weighted assets, or risk-based capital ratios. Risk-based capital ratios are determined by allocating assets and specified off-balance sheet items to four risk-weighted categories ranging from 0.0% to 100.0%. State non-member banks must maintain a minimum ratio of total capital to risk-weighted assets of at least 8.0%, of which at least one-half must be Tier 1 capital. Total capital consists of Tier 1 capital plus Tier 2 or supplementary capital items, which include allowances for loan losses in an amount of up to 1.25% of risk-weighted assets, cumulative preferred stock and certain other capital instruments, and a portion of the net unrealized gain on equity securities. The includable amount of Tier 2 capital cannot exceed the amount of the institution s Tier 1 capital.

Standard Bank is also subject to capital guidelines of the Pennsylvania Department of Banking. Although not adopted in regulation form, the Pennsylvania Department of Banking requires 6% leverage capital and 10% risk-based capital. The components of leverage and risk-based capital are substantially the same as those defined by the FDIC.

Prompt Corrective Action. Under federal regulations, a bank is considered to be (i) well capitalized if it has total risk-based capital of 10.0% or more, Tier 1 risk-based capital of 6.0% or more, Tier I leverage capital of 5.0% or more, and is not subject to any written capital order or directive; (ii) adequately capitalized if it has total risk-based capital of 8.0% or more, Tier I risk-based capital of 4.0% or more and Tier I leverage capital of 4.0% or more (3.0% under certain circumstances), and does not meet the definition of well capitalized ; (iii) undercapitalized if it has total risk-based capital of less than 8.0%, Tier I risk-based capital of less than 4.0% or Tier I leverage capital of less than 4.0% (3.0% under certain circumstances); (iv) significantly undercapitalized if it has total risk-based capital of less than 6.0%, Tier I risk-based capital less than 3.0%, or Tier I leverage capital of less than 3.0%; and (v) critically undercapitalized if its ratio of tangible equity to total assets is equal to or less than 2.0%. Federal regulations also specify circumstances under which a federal banking agency may reclassify a well capitalized institution as adequately capitalized, and may require an adequately capitalized institution to comply with supervisory actions as if it were in the next lower category (except that the FDIC may not reclassify a significantly undercapitalized institution as critically undercapitalized). As of September 30, 2011, Standard Bank was well-capitalized for this purpose. At September 30, 2011, Standard Bank s capital exceeded all applicable requirements.

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Loans-to-One-Borrower Limitation. Under applicable regulations, with certain limited exceptions, a Pennsylvania chartered savings bank may lend to a single or related group of borrowers on an unsecured basis an amount equal to 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if such loan is secured by readily marketable collateral, which is defined to include certain securities and bullion, but generally does not include real estate. Our internal policy, however, is to make no loans either individually or in the aggregate to one entity in excess of $3.8 million. However, in special circumstances this limit may be exceeded subject to the approval of the Board of Directors.

Activities and Investments of Insured State-Chartered Banks. Federal law generally limits the equity investments of state-chartered banks insured by the FDIC to those that are permissible for national banks. Under regulations dealing with equity investments, an insured state bank generally may not, directly or indirectly, acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank. An insured state bank is not prohibited from, among other things: (i) acquiring or retaining a majority interest in a subsidiary; (ii) investing as a limited partner in a partnership the sole purpose of which is direct or indirect investment in the acquisition, rehabilitation, or new construction of a qualified housing project, provided that such limited partnership investments may not exceed 2% of the bank s total assets; (iii) acquiring up to 10% of the voting stock of a company that solely provides or reinsures liability insurance for directors, trustees or officers, or blanket bond group insurance coverage for insured depository institutions; and (iv) acquiring or retaining the voting shares of a depository institution if certain requirements are met. The direct or indirect activities of a state bank are similar, generally limited to those of a national bank. Exceptions include where approval is received for the activity from the FDIC.

Capital Distributions. The federal banking agencies have indicated that paying dividends that deplete a depository institution s capital base to an inadequate level would be an unsafe and unsound banking practice. Under the FDIC Improvement Act of 1991, a depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. Federal banking regulators have the authority to prohibit banks and bank holding companies from paying a dividend if the regulators deem such payment to be an unsafe or unsound practice.

Standard Bank is also subject to regulatory restrictions on the payment and amounts of dividends under the Banking Code. The Banking Code states, in part, that dividends may be declared and paid by Standard Bank only out of accumulated net earnings.

Community Reinvestment Act and Fair Lending Laws. Under the Community Reinvestment Act of 1977 (CRA), the FDIC is required to assess the record of all financial institutions regulated by it to determine if such institutions are meeting the credit needs of the community (including low and moderate income areas) which they serve. CRA performance evaluations are based on a four-tiered rating system: Outstanding, Satisfactory, Needs to Improve and Substantial Noncompliance. CRA performance evaluations are considered in evaluating applications for such things as mergers, acquisitions and applications to open branches. Standard Bank has a CRA rating of Satisfactory.

Transactions with Related Parties. Transactions between banks and their related parties or affiliates are limited by Sections 23A and 23B of the Federal Reserve Act. An affiliate of a bank is any company or entity that controls, is controlled by or is under common control with the bank. In a holding company context, the parent bank holding company and any companies which are controlled by such parent holding company are affiliates of the bank.

Generally, Sections 23A and 23B of the Federal Reserve Act and Regulation W (i) limit the extent to which the bank or its subsidiaries may engage in covered transactions with any one affiliate to an amount equal to 10.0% of such institution s capital stock and surplus, and contain an aggregate limit on all such transactions with all affiliates to an amount equal to 20.0% of such institution s capital stock and surplus and (ii) require that all such transactions be on terms substantially the same, or at least as favorable, to the institution or subsidiary as those provided to non-affiliates. The term covered transaction includes the making of loans, purchase of assets, issuance of a guarantee and other similar transactions. In addition, loans or other extensions of credit by the financial institution to the affiliate are required to be collateralized in accordance with the requirements set forth in Section 23A of the Federal Reserve Act.

The Sarbanes-Oxley Act of 2002 generally prohibits loans by a company to its executive officers and directors. However, the law contains a specific exception for loans by a depository institution to its executive officers and directors in compliance with federal banking laws, assuming such loans are also permitted under the law of the institution s chartering state. Under such laws, the Standard Bank s authority to extend credit to executive officers, directors and 10% shareholders (insiders), as well as entities under such person s control, is limited. The law limits both the individual and aggregate amount of loans Standard Bank may make to insiders based, in part, on the Standard Bank s capital position and requires certain Board approval procedures to be followed. Such loans are required to be made on terms substantially the same as those offered to unaffiliated individuals and not involve more than the normal risk of repayment. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees. Loans to executive officers are further limited by specific categories.

Standards for Safety and Soundness. Federal law requires each federal banking agency to prescribe certain standards for all insured depository institutions. These standards relate to, among other things, internal controls, information systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation, and other operational and managerial standards as the agency deems appropriate. Interagency guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. If an institution fails to meet these standards, the appropriate federal banking agency may require the institution to implement an acceptable compliance plan. Failure to implement such a plan can result in further enforcement action, including the issuance of a cease and desist order or the imposition of civil money penalties.

Insurance of Deposit Accounts. Standard Bank s deposits are insured up to applicable limits by the FDIC. Under the FDIC s risk-based assessment system, insured institutions are assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other risk factors. An institution is assigned an assessment based upon the risk category to which it is assigned and certain specified adjustments, with institutions perceived to present more risk paying higher assessments. The Dodd-Frank Act permanently raised the general deposit insurance limit to $250,000 per depositor retroactive to January 1, 2008.

In February 2011, as required by the Dodd-Frank Act, the FDIC adopted the final rule which redefined the assessment base to consist of average consolidated total assets during the assessment period minus the average tangible equity during the assessment period. In addition, the revision eliminated the adjustment for secured borrowings and made certain other changes to the impact of unsecured borrowings and brokered deposits on an institution s deposit insurance assessment. The FDIC also adopted a new rate schedule that was effective April 1, 2011 and ranges from 2.5 to 4.5 basis points. In lieu of dividends, the FDIC adopted progressively lower assessment rate schedules that will take effect when the reserve ratio exceeds 1.15 percent, 2 percent and 2.5 percent.

In 2009, the FDIC imposed a special emergency assessment on all insured institutions in order to cover losses to the Deposit Insurance Fund resulting from bank failures. Standard Bank recorded an expense of $177,000 during the quarter ended June 30, 2009, to reflect the special assessment. In addition, in lieu of further special assessments, the FDIC required all insured depository institutions to prepay on December 30, 2009 their estimated quarterly risk-based assessments for the fourth quarter of 2009, and for all of 2010, 2011, and 2012. Estimated assessments for the fourth quarter of 2009 and for all of 2010 were based upon the assessment rate in effect on September 30, 2009, with 3 basis points added for the 2011 and 2012 assessment rates. In addition, a 5% annual growth in the assessment base was assumed. Prepaid assessments are to be applied against the actual quarterly assessments until exhausted, and may not be applied to any special assessments that may occur in the future. Any unused prepayments will be returned to the institution on June 30, 2013. On December 30, 2009, Standard Bank prepaid approximately $1.5 million in estimated assessment fees. Because the prepaid assessments represent the prepayment of future expense, they do not affect Standard Bank s capital (the prepaid asset will have a risk-weighting of 0%) or tax obligations. The balance of prepaid FDIC assessment fees at September 30, 2011 was $846,000.

The FDIC s Transaction Account Guarantee (TAG) Program, one of two components of the Temporary Liquidity Guarantee Program, provided full federal deposit insurance coverage for noninterest-bearing transaction deposit accounts, regardless of dollar amount. Standard Bank opted to participate in this program, which was initially set to expire on December 31, 2009. On August 26, 2009, the FDIC extended the program until June 30, 2010, and revised the annualized assessment rate charged for the guarantee to between 15 and 25 basis points, depending on the institution s risk category, on balances in noninterest-bearing transaction accounts that exceed the existing deposit insurance limit of $250,000. We opted into the extension. On April 13, 2010, the FDIC announced a second extension of the program until December 31, 2010, and that it retained the discretion to further extend the program until December 31, 2011 without further rulemaking. We did opt into the extension.

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The Dodd-Frank-Wall Act included a two-year extension of the TAG Program, though the extension does not apply to all accounts covered under the current program. The extension through December 31, 2012 applies only to non-interest bearing transaction accounts. Beginning January 1, 2011, low-interest consumer checking accounts (NOW Accounts) and Interest on Lawyer Trust Accounts (IOLTAs) were no longer eligible for the unlimited guarantee. Unlike the original TAG Program, which allowed banks to opt in, the extended program applies at all FDIC-insured institutions and is no longer funded by separate premiums. The FDIC accounts for the additional TAG insurance coverage in determining the amount of the general assessment it charges under the risk-based assessment system.

The second component of the Temporary Liquidity Guarantee Program, the Debt Guarantee Program, guaranteed certain senior unsecured debt of participating organizations. Standard Bank opted not to participate in this component of the Temporary Liquidity Guarantee Program.

Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. We do not currently know of any practice, condition or violation that may lead to termination of our deposit insurance.

In addition to the FDIC assessments, the Financing Corporation (FICO) is authorized to impose and collect, with the approval of the FDIC, assessments for anticipated payments, issuance costs and custodial fees on bonds issued by the FICO in the 1980s to recapitalize the former Federal Savings and Loan Insurance Corporation. For the quarter ended September 30, 2011, the annualized FICO assessment rate equaled 0.68 basis points for each $100 in domestic deposits maintained at an institution. The bonds issued by the FICO are due to mature in 2017 through 2019.

Federal Home Loan Bank System. Standard Bank is a member of the Federal Home Loan Bank System, which consists of 12 regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions as well as other entities involved in home mortgage lending. As a member of the Federal Home Loan Bank of Pittsburgh, Standard Bank is required to acquire and hold shares of capital stock in the Federal Home Loan Bank. As of September 30, 2011, Standard Bank was in compliance with this requirement.

Other Regulations

Interest and other charges collected or contracted for by Standard Bank are subject to state usury laws and federal laws concerning interest rates. Standard Bank s operations are also subject to federal laws applicable to credit transactions.

Bank Holding Company Regulation

As a bank holding company, Standard Financial Corp. is subject to regulation and examination by the Pennsylvania Department of Banking and the Federal Reserve Board. Standard Financial Corp. is required to file with the Federal Reserve Board an annual report and such additional information as the Federal Reserve Board may require pursuant to the Bank Holding Company Act of 1956, as amended (the BHC Act). The BHC Act requires each bank holding company to obtain the approval of the Federal Reserve Board before it may acquire substantially all the assets of any bank, or before it may acquire ownership or control of any voting shares of any bank if, after such acquisition, it would own or control, directly or indirectly, more than five percent of the voting shares of such bank. Such a transaction may also require approval of the Pennsylvania Department of Banking. Pennsylvania law permits bank holding companies to control an unlimited number of banks.

Pursuant to provisions of the BHC Act and regulations promulgated by the Federal Reserve Board thereunder, Standard Financial Corp. may only engage in or own companies that engage in activities deemed by the Federal Reserve Board to be so closely related to the business of banking or managing or controlling banks as to be a proper incident thereto, and the holding company must obtain permission from the Federal Reserve Board prior to engaging in most new business activities. A bank holding company that meets certain criteria may become a financial holding company and thereby engage in a broader range of financial activities. Standard Financial Corp. has not applied to become a financial holding company.

A bank holding company and its subsidiaries are subject to certain restrictions imposed by the BHC Act on any extensions of credit to the bank or any of its subsidiaries, investments in the stock or securities thereof, and on the taking of such stock or securities as collateral for loans to any borrower. A bank holding company and its subsidiaries are also prevented from engaging in certain tie-in arrangements in connection with any extension of credit, lease or sale of property or furnishing of services.

Federal banking regulators have adopted risk-based capital guidelines for bank holding companies with assets of $500 million or greater. Currently, the required minimum ratio of total capital to risk-weighted assets (including off-balance sheet activities, such as standby letters of credit) is 8%. At least half of the total capital is required to be Tier 1 capital, consisting principally of common shareholders equity, non-cumulative perpetual preferred stock, a limited amount of cumulative perpetual preferred stock and minority interests in the equity accounts of consolidated subsidiaries, less goodwill. The remainder (Tier 2 capital) may consist of a limited amount of subordinated debt and intermediate-term preferred stock, certain hybrid capital instruments and other debt securities, perpetual preferred stock and a limited amount of the general loan loss allowance.

In addition to the risk-based capital guidelines, the federal banking regulators established minimum leverage ratio (Tier 1 capital to total assets) guidelines for bank holding companies with assets of $500 million or greater. These guidelines provide for a minimum leverage ratio of 3% for those bank holding companies which have the highest regulatory examination ratings and are not contemplating or experiencing significant growth or expansion. All other bank holding companies are required to maintain a leverage ratio of at least 4%. The Dodd-Frank Act requires the Federal Reserve Board to revise its holding company capital requirements so that they are no less stringent than those applicable to insured depository institutions.

The Federal Reserve Board has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the Federal Reserve Board s policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization s capital needs, asset quality and overall financial condition. The Federal Reserve Board s policies also require that a bank holding company serve as a source of financial strength to its subsidiary banks by standing ready to use available resources to provide adequate capital funds to those banks during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. Under the prompt corrective action laws, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of Standard Financial Corp. to pay dividends or otherwise engage in capital distributions.

Federal Securities Laws

We are subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934. Our common stock is registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

The registration under the Securities Act of 1933 of shares of common stock issued in the stock offering does not cover the resale of those shares. Shares of common stock purchased by persons who are not our affiliates may be resold without registration. Shares purchased by our affiliates are subject to the resale restrictions of Rule 144 under the Securities Act of 1933. If we meet the current public information requirements of Rule 144 under the Securities Act of 1933, each affiliate of ours that complies with the other conditions of Rule 144, including those that require the affiliate s sale to be aggregated with those of other persons, would be able to sell in the public market, without registration, a number of shares not to exceed, in any three-month period, the greater of 1% of our outstanding shares, or the average weekly volume of trading in the shares during the preceding four calendar weeks. In the future, we may permit affiliates to have their shares registered for sale under the Securities Act of 1933.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 addresses, among other issues, corporate governance, auditing and accounting, executive compensation, and enhanced and timely disclosure of corporate information. As directed by the Sarbanes-Oxley Act, our Chief Executive Officer and Chief Financial Officer are required to certify that our quarterly and annual reports do not contain any untrue statement of a material fact. The rules adopted by the Securities and Exchange Commission under the Sarbanes-Oxley Act have several requirements, including having these officers certify that: they are responsible for establishing, maintaining and regularly evaluating the effectiveness of our internal control over financial reporting; they have made certain disclosures to our auditors and the audit committee of the Board of Directors about our internal control over financial reporting; and they have included information in

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our quarterly and annual reports about their evaluation and whether there have been changes in our internal control over financial reporting or in other factors that could materially affect internal control over financial reporting.

TAXATION

Federal Taxation

General. Standard Financial Corp. and Standard Bank are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. The following discussion of federal taxation is intended only to summarize material federal income tax matters and is not a comprehensive description of the tax rules applicable to Standard Financial Corp. and Standard Bank.

Method of Accounting. For federal income tax purposes, Standard Bank will file a consolidated tax return with Standard Financial Corp., will report its income and expenses on the accrual method of accounting and use a calendar year ending December 31st for filing their consolidated federal income tax returns.

Minimum Tax. The Internal Revenue Code of 1986, as amended, imposes an alternative minimum tax at a rate of 20% on a base of regular taxable income plus certain tax preferences, referred to as alternative minimum taxable income. The alternative minimum tax is payable to the extent alternative minimum taxable income is in excess of an exemption amount. Net operating losses can, in general, offset no more than 90% of alternative minimum taxable income. Certain payments of alternative minimum tax may be used as credits against regular tax liabilities in future years. At September 30, 2011, Standard Financial Corp. had no alternative minimum tax credit carryforward.

Net Operating Loss Carryovers. Generally, a financial institution may carry back net operating losses to the preceding two taxable years and forward to the succeeding 20 taxable years. However, as a result of recent legislation, subject to certain limitations, the carryback period for net operating losses incurred in 2008 or 2009 (but not both years) has been expanded to five years. At September 30, 2011, we had no net operating loss carryforward for federal income tax purposes.

Corporate Dividends. Standard Financial Corp. will be able to exclude from its income 100% of dividends received from Standard Bank as a member of the same affiliated group of corporations.

Audit of Tax Returns. Our federal income tax returns, as applicable, have not been audited in the most recent five-year period.

State Taxation

The Commonwealth of Pennsylvania and the State of Maryland impose an income tax of approximately 11.5% and 8.25%, respectively, on income measured substantially the same as federally taxable income, except that U.S. Government interest is not fully taxable. Our state income tax returns, as applicable, have not been audited in the most recent five-year period.

ITEM 1A. Risk Factors.

Because we intend to continue to emphasize commercial real estate loan originations, our credit risk could increase and continued weakness in the local real estate market or economy could adversely affect our earnings.

We intend to continue our emphasis on originating commercial real estate loans. Commercial real estate loans generally have more risk than the one- to four-family residential real estate loans we originate. Because the repayment of commercial real estate loans depends on the successful management and operation of the borrower s properties or related businesses, repayment of such loans can be affected by adverse conditions in the local real estate market or economy. Commercial real estate loans may also involve relatively large loan balances to individual borrowers or groups of related borrowers. Any continued weakness or downturn in the real estate market or the local economy could adversely affect the value of properties securing the loan or the revenues from the borrower s business, thereby increasing the risk of nonperforming loans. As our commercial real estate portfolio increases, the corresponding risks and potential for losses from these loans may also increase.

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If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings will decrease.

We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In determining the amount of the allowance for loan losses, we review our loans and our loss and delinquency experience and we evaluate economic conditions. If our assumptions are incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, resulting in additions to our allowance. Material additions to our allowance could materially decrease our net income.

In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our allowance for loan losses or recognize further loan charge-offs. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory authorities might have a material adverse effect on our financial condition and results of operations.

Future changes in interest rates could reduce our profits.

Our ability to make a profit largely depends on our net interest income, which could be negatively affected by changes in interest rates. Net interest income is the difference between:

- the interest income we earn on our interest-earning assets, such as loans and securities; and
- the interest expense we pay on our interest-bearing liabilities, such as deposits and borrowings.

The majority of our portfolio loans have fixed interest rates. Additionally, many of our securities investments have fixed interest rates. Like many financial institutions, our focus on deposit accounts as a source of funds, which have no stated maturity date or short contractual maturities, results in our liabilities having a shorter duration than our assets. For example, as of September 30, 2011, 41.9% of our loans had maturities of 15 years or longer, while 26.2% of our certificates of deposit had maturities of one year or less. This imbalance can create significant earnings volatility, because market interest rates change over time. In a period of rising interest rates, the interest income earned on our assets, such as loans and investments, may not increase as rapidly as the interest paid on our liabilities, such as deposits. In a period of declining interest rates, the interest income earned on our assets may decrease more rapidly than the interest paid on our liabilities, as borrowers prepay mortgage loans, and mortgage-backed securities and callable investment securities are called or prepaid, thereby requiring us to reinvest these cash flows at lower interest rates.

Changes in interest rates creates reinvestment risk, which is the risk that we may not be able to reinvest prepayments at rates that are comparable to the rates we earned on the prepaid loans or securities in a declining interest rate environment. Additionally, increases in interest rates may decrease loan demand and/or make it more difficult for borrowers to repay adjustable-rate loans. Changes in interest rates also affect the current fair value of our interest-earning securities portfolio. Generally, the value of securities moves inversely with changes in interest rates. At September 30, 2011, a rate shock analysis indicated that our net portfolio value (the difference between the present value of our assets and the present value of our liabilities) would decrease by approximately $5.2 million, or 6.18%, if there was an instantaneous 100 basis point increase in market interest rates.

Concentration of loans in our primary market area, which has experienced an economic downturn, may increase the risk of increased nonperforming assets.

Our success depends primarily on the general economic conditions in the Pennsylvania counties of Allegheny, Westmoreland and Bedford and Allegany County, Maryland, as nearly all of our loans are to customers in these markets. Accordingly, the local economic conditions in these markets have a significant impact on the ability of borrowers to repay loans as well as our ability to originate new loans. According to the National Association of Realtors statistics, the median sales price for existing single family homes in the United States decreased from $217,900 in 2007 to $172,900 in 2010. As such, a continuation of the decline in real estate values would also lower the value of the collateral securing loans on properties in our markets. In addition, continued weakening in general economic conditions such as inflation, recession, unemployment or other factors beyond our control could negatively affect our financial results.

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Continued and sustained deterioration in the housing sector and related markets and prolonged elevated unemployment levels may adversely affect our business and financial results.

Over recent years, general economic conditions continued to worsen nationally as well as in our market area. While we did not invest in sub-prime mortgages and related investments, our lending business is tied significantly to the housing market. Declines in home prices, and increases in foreclosures and unemployment levels, have adversely impacted the credit performance of real estate loans, resulting in the write-down of some asset values. The continuing housing slump has resulted in reduced demand for the construction of new housing, further declines in home prices, and increased delinquencies on construction, residential and commercial real estate loans. The ongoing concern about the economy in general has caused many lenders to reduce or cease providing funding to some borrowers. These conditions also caused a further reduction in loan demand, and increases in our non-performing assets, net charge-offs and provisions for loan losses. A worsening of these negative economic conditions could adversely affect our prospects for growth, asset and goodwill valuations and could result in a decrease in our interest income and a material increase in our provision for loan losses.

If our investment in the common stock of the Federal Home Loan Bank of Pittsburgh is classified as other-than-temporarily impaired or as permanently impaired, our earnings and stockholders equity could decrease.

We own common stock of the Federal Home Loan Bank of Pittsburgh. We hold this stock to qualify for membership in the Federal Home Loan Bank System and to be eligible to borrow funds under the Federal Home Loan Bank of Pittsburgh s advance program. The aggregate cost and fair value of our Federal Home Loan Bank of Pittsburgh common stock as of September 30, 2011 was $2.8 million based on its par value. There is no market for our Federal Home Loan Bank of Pittsburgh common stock.

Published reports indicate that certain member banks of the Federal Home Loan Bank System may be subject to accounting rules and asset quality risks that could result in materially lower regulatory capital levels. In an extreme situation, it is possible that the capital of a Federal Home Loan Bank, including the Federal Home Loan Bank of Pittsburgh, could be substantially diminished or reduced to zero. Consequently, we believe that there is a risk that our investment in Federal Home Loan Bank of Pittsburgh common stock could be impaired at some time in the future, and if this occurs, it would cause our earnings and stockholders equity to decrease by the after-tax amount of the impairment charge.

Declines in the value of certain investment securities could require write-downs, which would reduce our earnings.

Our securities portfolio includes securities that are subject to declines in value due to negative perceptions about the health of the financial sector in general and the lack of liquidity for securities that are real estate related. A prolonged decline in the value of these or other securities could result in an other-than-temporary impairment write-down which would reduce our earnings.

The requirement to account for certain assets at estimated fair value, and a proposal to account for additional financial assets and liabilities at estimated fair value, may adversely affect our stockholders equity and results of operations.

We report certain assets, including securities, at fair value, and a recent proposal would require us to report nearly all of our financial assets and liabilities at fair value. Generally, for assets that are reported at fair value, we use quoted market prices or valuation models that utilize observable market inputs to estimate fair value. Because we carry these assets on our books at their estimated fair value, we may incur losses even if the asset in question presents minimal credit risk. The amount and timing of any impairment recognized will depend on the severity and duration of the decline in the estimated fair value of the asset and our estimate of the anticipated recovery period. Under proposed accounting requirements, we may be required to record reductions in the fair value of nearly all of our financial assets and liabilities (including loans) either through a charge to net income or through a reduction to accumulated other comprehensive income. Accordingly, we could be required to record charges on assets such as loans where we have no intention to sell the loan and expect to receive repayment in full on the loan. This could result in a decrease in net income, or a decrease in our stockholders equity, or both.

Government responses to economic conditions may adversely affect our operations, financial condition and earnings.

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Recently enacted financial institution legislation has changed the bank regulatory framework with the creation of an independent consumer financial protection bureau that has assumed the consumer protection responsibilities of the various federal banking agencies, and is expected to establish more stringent capital standards for banks and bank holding companies. The legislation requires additional regulations affecting the lending, funding, trading and investment activities of banks and bank holding companies. Bank regulatory agencies also have been responding aggressively to concerns and adverse trends identified in examinations. Ongoing uncertainty and adverse developments in the financial services industry and the domestic and international credit markets, and the effect of new legislation and regulatory actions in response to these conditions, may adversely affect our operations by restricting our business operations, including our ability to originate or sell loans, modify loan terms, or foreclose on property securing loans. These events may have a significant adverse effect on our financial performance and operating flexibility. In addition, these factors could affect the performance and value of our loan and investment securities portfolios, which also would negatively affect our financial performance.

Furthermore, the Board of Governors of the Federal Reserve System, in an attempt to help the overall economy, has, among other things, kept interest rates low through its targeted federal funds rate and the purchase of mortgage-backed securities. If the Federal Reserve increases the federal funds rate, overall interest rates will likely rise, which may negatively impact the housing markets and the U.S. economic recovery. In addition, deflationary pressures, while possibly lowering our operating costs, could have a significant negative effect on our borrowers, especially our business borrowers, and the values of underlying collateral securing loans, which could negatively affect our financial performance.

Recently enacted regulatory reform may have a material impact on our operations and the cost of our operations.

On July 21, 2010, the President signed the Dodd-Frank Act. This new law has significantly changed the current bank regulatory structure and affected the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

The Dodd-Frank Act broadened the base for Federal Deposit Insurance Corporation deposit insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution, rather than deposits. The Dodd-Frank Act also permanently increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to $250,000 per account, retroactive to January 1, 2008, and non-interest bearing transaction accounts have unlimited deposit insurance through December 31, 2013.

The Dodd-Frank Act requires publicly traded companies to give stockholders a non-binding vote on executive compensation and so-called golden parachute payments, and authorizes the Securities and Exchange Commission to promulgate rules that allow stockholders to nominate their own candidates using a company s proxy materials. It also provides that the listing standards of the national securities exchanges shall require listed companies to implement and disclose clawback policies mandating the recovery of incentive compensation paid to executive officers in connection with accounting restatements. The legislation also directs the Federal Reserve Board to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded or not. This legislation has been delayed for smaller reporting SEC companies.

The Dodd-Frank Act created a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit unfair, deceptive or abusive acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than $10 billion in assets. Savings banks, such as Standard Bank, with $10 billion or less in assets will continue to be examined for compliance with the consumer laws by their primary bank regulators. The Dodd-Frank Act also weakens the federal preemption rules that have been applicable for national banks and federal savings associations, and gives state attorneys general the ability to enforce federal consumer protection laws. The Dodd-Frank Act requires the implementation of regulations for bank and savings and loan holding companies which establish capital standards that are no less stringent than those applicable to depository institutions themselves.

It is difficult to predict at this time what specific impact the Dodd-Frank Act and certain yet-to-be written implementing rules and regulations will have on community banks. However, it is expected that at a minimum they will increase our operating and compliance costs.

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We are subject to extensive regulatory oversight.

We and our subsidiaries are subject to extensive regulation and supervision. Regulators have intensified their focus on bank lending criteria and controls, and on the USA PATRIOT Act s anti-money laundering and Bank Secrecy Act compliance requirements. There also is increased scrutiny of our compliance practices generally and particularly with the rules enforced by the Office of Foreign Assets Control. It is possible that we are not in full compliance with these requirements. Our failure to comply with these and other regulatory requirements could lead to, among other remedies, administrative enforcement actions and legal proceedings. In addition, proposed future legislation and regulations are likely to have a significant effect on the financial services industry. Regulatory or legislative changes could make regulatory compliance more difficult or expensive for us, and could cause us to change or limit some of our products and services, or the way we operate our business.

Strong competition within our market areas may limit our growth and profitability.

Competition in the banking and financial services industry is intense. In our market areas we compete with commercial banks, savings institutions, mortgage brokerage firms, credit unions, finance companies, mutual funds, insurance companies, and brokerage and investment banking firms operating locally and elsewhere. Some of our competitors have greater name recognition and market presence that benefits them in attracting business, and offer certain services that we do not or cannot provide. In addition, larger competitors may be able to price loans and deposits more aggressively than we do, which could affect our ability to grow and remain profitable on a long-term basis. Our profitability depends upon our continued ability to successfully compete in our market areas. If we must raise interest rates paid on deposits or lower interest rates charged on our loans, our net interest margin and profitability could be adversely affected. For additional information see Item 1-Business of Standard Bank Competition.

Legislative or regulatory responses to perceived financial and market problems could impair our rights against borrowers.

Current and future proposals made by members of Congress would reduce the amount distressed borrowers are otherwise contractually obligated to pay under their mortgage loans, and may further limit the ability of lenders to foreclose on mortgage collateral. If proposals such as these, or other proposals limiting Standard Bank s rights as a creditor, were to be implemented, we could experience increased credit losses on our loans, or increased expense in pursuing our remedies as a creditor.

Our information systems may experience an interruption or security breach.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our internet banking, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the possible failure, interruption or security breach of our information systems, there can be no assurance that any such failure, interruption or security breach will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failure, interruption or security breach of our communications and information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We operate from our ten full service branches located in the Pennsylvania counties of Allegheny, Westmoreland and Bedford and Allegany County, Maryland. Standard Bank considers its primary market area to be eastern Allegheny, Westmoreland, northern Fayette and southern Bedford counties in Pennsylvania and Allegany County, Maryland. The net book value of our premises, land and equipment was $3.9 million at September 30, 2011. The following table sets forth information with respect to our full-service banking offices, including the expiration date of leases with respect to leased facilities.

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Branch Name	Address	Owned or Leased
Murrysville (1)	4785 Old William Penn Hwy.	
	Murrysville, PA 15668	Owned
Mount Pleasant	659 W. Main Street	
	Mt. Pleasant, PA 15666	Owned
Ligonier	211 W. Main Street	
	Ligonier, PA 15658	Owned
Monroeville (2)	2640 Monroeville Blvd.	
	Monroeville, PA 15146	Owned
Scottdale	100 Pittsburgh Street	
	Scottdale, PA 15683	Owned
Walmart	2100 Summit Ridge Plaza	
	Mt. Pleasant, PA 15666	Leased (expires 10/31/2014)
Hyndman	3945 Center Street	
	Hyndman, PA 15545	Owned
Greensburg	5150 Route 30	
	Greensburg, PA 15601	Leased (expires 4/30/2016)
LaVale	1275 National Hwy.	
	LaVale, MD 21502	Owned
Cumberland	200 N. Mechanic Street	
	Cumberland, MD 21502	Owned

(1) Bank headquarters.
(2) Executive office.

ITEM 3. Legal Proceedings

From time to time, we are involved as plaintiff or defendant in various legal proceedings arising in the ordinary course of business. At September 30, 2011, we were not involved in any legal proceedings, the outcome of which would be material to our financial condition or results of operations.

ITEM 4. Removed and Reserved

PART II

ITEM 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

(a) **Market for Common Stock.** Our common stock began trading on October 7, 2010 on the NASDAQ Capital Market under the symbol STND. As of September 30, 2011, Standard Financial Corp. had 3,478,173 shares of common stock outstanding and approximately 385 stockholders of record. Certain shares of the Company are held in nominee or street name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number. At September 30, 2011, there were no compensation plans under which equity securities of Standard Financial Corp. were authorized for issuance other than the Employee Stock Ownership Plan.

In October 2011, the Company authorized the repurchase of up to 347,000 shares, or approximately 10%, of the Company s outstanding common stock. The stock repurchase program does not have an expiration date and all shares will be purchased in open market purchases, block trades, negotiated private transactions and pursuant to a trading plan in accordance with Rule 10b5-1 of the Securities and Exchange Commission rules. The stock will be repurchased on an ongoing basis and will be 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.

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The following table sets forth the high and low sales prices of the Company s common stock as of and during the quarterly periods presented as well as the quarterly cash dividends. The Company s first quarterly dividend of $.045 per share was payable to stockholders of record as of November 2, 2011 and was paid on November 15, 2011.

	$000,000	$000,000	$000,000	$000,000	$000,000
		Market Price		Dividend Information	
Quarter Ended	**High**	**Low**	**Close**	**Payment Date**	**Cash Dividends per Share**
September 30, 2011	$ 15.69	$ 14.01	$ 14.68	November 15, 2011	$ 0.045
June 30, 2011	$ 15.75	$ 14.87	$ 15.20	n/a	$
March 31, 2011	$ 17.03	$ 13.81	$ 15.70	n/a	$
December 31, 2010	$ 13.94	$ 10.90	$ 13.85	n/a	$

For a discussion on the limitations of capital distributions payable by the Bank to the Company under applicable regulations, and limitations on the payment of dividends by bank holding companies, see Item 1 Business Supervision and Regulation Banking Regulation Capital Distributions and -Bank Holding Company Regulation .

(b) **Use of Proceeds**. There were no unregistered sales of equity securities during the quarter ended September 30, 2011.

(c) **Issuer Purchases of Equity Securities.** During the quarter ended September 30, 2011, we did not repurchase any shares of our common stock.

ITEM 6. Selected Financial Data

The summary information presented below at the dates or for each of the years presented is derived from Standard Financial Corp. audited consolidated financial statements or its predecessor, Standard Mutual Holding Company for periods prior to October 6, 2010. The following information is only a summary, and should be read in conjunction with our audited consolidated financial statements and notes that appear elsewhere in this Annual Report.

	$000,000	$000,000	$000,000	$000,000	$000,000
			At September 30,		
	2011	**2010**	**2009**	**2008**	**2007**
			(In thousands)		
Selected Financial Condition Data:					
Total assets	$ 434,619	$ 435,103	$ 382,415	$ 353,971	$ 342,938
Cash and cash equivalents	12,658	38,988	12,420	18,817	18,143
Securities available for sale	105,754	77,537	69,244	28,949	26,240
Securities held to maturity (1)				19,518	27,710
Loans receivable, net	285,113	286,066	270,769	257,551	243,742
Bank owned life insurance	9,778	9,419	9,080	8,756	8,424
Federal Home Loan Bank stock, at cost	2,839	3,416	3,416	3,335	2,488
Deposits	320,322	316,217	286,934	254,632	263,977
Federal Home Loan Bank advances	28,520	37,805	46,618	50,948	32,809
Securities sold under agreements to repurchase	2,897	3,444	3,866	3,537	3,990
Total stockholders equity	78,716	45,334	42,168	38,695	39,444

(1) During 2009, all securities previously categorized as held to maturity were transferred to available for sale.

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	Years Ended September 30, 2011	2010	2009	2008	2007
	(In thousands)				
Selected Operating Data:					
Interest and dividend income	$ 18,412	$ 18,201	$ 18,236	$ 18,679	$ 18,191
Interest expense	4,919	6,247	8,091	9,237	10,075
Net interest income	13,493	11,954	10,145	9,442	8,116
Provision for loan losses (1)	1,625	1,179	1,100	316	
Net interest and dividend income after provision for loan losses	11,868	10,775	9,045	9,126	8,116
Noninterest income	2,333	2,265	1,798	959	2,587
Noninterest expense (2)	10,839	8,747	8,698	8,169	8,036
Income before income tax expense	3,362	4,293	2,145	1,916	2,667
Income tax expense (3)	938	1,378	1	776	607
Net income	$ 2,424	$ 2,915	$ 2,144	$ 1,140	$ 2,060

(1) A provision for loan losses was not recorded during the year ended September 30, 2007 because the results of a comprehensive analysis of the allowance for loan losses indicated that the allowance was at an appropriate level. See Item 7-Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies Allowance for Loan Losses and Item 7-Management s Discussion and Analysis of Financial Condition and Results of Operations Allowance for Loan Losses for a discussion of our procedures for determining the provision for loan losses.

(2) Noninterest expense for the year ended September 30, 2011 included a $1.4 million one-time contribution to Standard Charitable Foundation ($908,000 after tax impact to net income). This contribution represented $200,000 in cash and $1.2 million or 3.5% of the stock issued in connection with Standard Bank s mutual to stock conversion on October 6, 2010.

(3) The income tax expense recorded for the year ended September 30, 2009 was impacted by the reversal of a $510,000 valuation allowance related to impairment losses on Fannie Mae and Freddie Mac preferred stocks.

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	$000,0	$000,0	$000,0	$000,0	$000,0
		At or For the Years Ended September 30,			
	2011	2010	2009	2008	2007
Selected Financial Ratios and Other Data:					
Performance Ratios:					
Return on average assets (ratio of net income to average total assets)	0.56%	0.73%	0.58%	0.33%	0.62%
Return on average equity (ratio of net income to average equity)	3.18%	6.64%	5.27%	2.86%	5.33%
Interest rate spread (1)	3.13%	3.16%	2.88%	2.83%	2.50%
Net interest margin (2)	3.31%	3.25%	2.99%	2.98%	2.66%
Efficiency ratio (3)	68.49%	61.52%	72.83%	78.54%	75.08%
Noninterest expense to average total assets	2.48%	2.20%	2.36%	2.37%	2.43%
Average interest-earning assets to average interest-bearing liabilities	114.50%	105.53%	104.45%	104.94%	104.94%
Equity to assets	18.11%	10.77%	11.03%	10.93%	11.50%
Tangible equity to tangible assets	16.29%	8.39%	8.69%	8.35%	8.81%
Average equity to average assets	17.45%	11.05%	11.03%	11.59%	11.68%
Asset Quality Ratios:					
Non-performing assets to total assets	1.24%	1.10%	0.61%	0.51%	0.26%
Non-performing loans to total loans	1.62%	1.37%	0.49%	0.63%	0.33%
Allowance for loan losses to non-performing loans	97.73%	101.71%	233.01%	150.12%	294.43%
Allowance for loan losses to total loans	1.56%	1.38%	1.12%	0.93%	0.97%
Net charge-offs to average loans	0.37%	0.10%	0.17%	0.10%	0.02%
Capital Ratios: (4)					
Total capital (to risk-weighted assets)	21.70%	14.34%	14.09%	14.33%	14.32%
Tier I capital (to risk-weighted assets)	20.44%	13.08%	12.83%	13.22%	12.80%
Tier I capital (to average assets)	12.45%	8.49%	8.32%	8.45%	8.27%
Other Data:					
Number of offices	10	10	10	10	10
Full time equivalent employees	96	88	89	89	93

(1) The interest rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities for the year.

(2) The net interest margin represents net interest income as a percent of average interest-earning assets for the year.

(3) The efficiency ratio represents noninterest expense divided by the sum of net interest income and noninterest income.

(4) Capital ratios are for Standard Bank unconsolidated.

ITEM 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

This section is intended to help potential investors understand our financial performance through a discussion of the factors affecting our financial condition at September 30, 2011 and 2010, and our consolidated results of operations for the fiscal years ended September 30, 2011 and 2010. This section should be read in conjunction with the audited consolidated financial statements and notes that appear elsewhere in this Annual Report.

Overview

Historically, we have operated as a traditional community savings bank. At September 30, 2011, $141.3 million, or 48.7% of our loan portfolio, consisted of longer-term, one- to four-family residential real estate loans, of which $95.2 million, or 67.4%, were fixed rate loans and $46.1 million, or 32.6% were adjustable rate loans. This resulted in our being particularly vulnerable to increases in interest rates, as our interest-bearing liabilities mature or reprice more quickly than our interest-earning assets. However, in recent years, we have increased our focus on the origination of commercial real estate loans, which generally provide higher yields than one- to four-family residential mortgage loans, have shorter durations and are usually originated with adjustable interest rates.

Other than our loans for the construction of one- to four-family residential properties and home equity lines of credit, we do not offer interest only mortgage loans on one- to four-family residential properties (where the borrower pays interest but no principal for an initial period, after which the loan converts to a fully amortizing loan). We also do not offer loans that provide for negative amortization of principal, such as Option ARM loans, where the borrower can pay less than the interest owed on their loan, resulting in an increased principal balance during the life of the loan. We do not offer subprime loans (loans that generally target borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios) or Alt-A loans (traditionally defined as loans having less than full documentation). We also do not own any private label mortgage-backed securities that are collateralized by Alt-A, low or no documentation or subprime mortgage loans.

At September 30, 2011, 98.6% of our mortgage-backed securities have been issued by Freddie Mac, Fannie Mae or Ginnie Mae, U.S. government agencies or government-sponsored enterprises. These entities guarantee the payment of principal and interest on our mortgage-backed securities.

Our non-performing assets totaled $5.4 million, or 1.24% of total assets at September 30, 2011, compared to $4.8 million, or 1.10%, of total assets at September 30, 2010. We had $5.6 million of loans delinquent 60 days or greater at September 30, 2011 and September 30, 2010. We provided $1.6 million for loan losses during the fiscal year ended September 30, 2011 and $1.2 million during the fiscal year ended September 30, 2010, reflecting an increase in nonperforming loans, as well as a higher percentage of commercial real estate loans which have greater risk relative to one- to four-family residential real estate loans, and worsening economic conditions.

Business Strategy

Our primary objective is to operate as a profitable, community-oriented financial institution serving customers in our market areas. We have sought to accomplish this objective by adopting a business strategy that is designed to maintain strong capital and high asset quality. This business strategy includes the following elements:

- ***Remaining a community-oriented financial institution while continuing to increase our customer base of small and medium-size businesses in our market area.*** We were established in 1913 and have operated continuously in the Pittsburgh Metropolitan Area since that date. In 2006, we acquired Hoblitzell National Bank, which expanded our branch network to Bedford County, Pennsylvania and Allegany County, Maryland. We are committed to meeting the financial needs of the communities in which we operate, and we are dedicated to providing quality personal service to our customers. We provide a broad range of consumer and business financial services from our ten banking offices, and have expanded our commercial real estate staff to enhance our capacity to serve small businesses in our market area.

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Increasing commercial real estate lending while maintaining our conservative loan underwriting standards. Our loan portfolio balance has increased in recent years due in part to the growth in our commercial real estate loan portfolio to $88.1 million, or 30.4% of our gross loan portfolio at September 30, 2011, from $53.6 million, or 25.4% of our gross loan portfolio at September 30, 2006. This growth was due in part to the acquisition of Hoblitzell National Bank, a commercial bank that emphasized commercial real estate lending. In growing our commercial loan portfolio, we have emphasized maintaining strong asset quality by following conservative loan underwriting guidelines. We underwrite all of our loans in our main office to ensure uniformity and consistency in underwriting decisions.

Emphasizing deposits by attracting new customers and enhancing existing customer relationships. In an effort to grow our banking franchise, we have enhanced our direct marketing efforts to local businesses and established a stronger culture of cross-selling our products to our existing customers. In addition, we attract and retain deposits by offering enhanced technology, such as online banking and remote deposit capture, with a continued emphasis on quality customer service.

Expanding our branch network, primarily through branch purchases and de novo branching. We currently operate from ten banking offices. On April 6, 2011, a new branch was opened in Greensburg, Pennsylvania. We intend to evaluate additional branch expansion opportunities, primarily through branch purchases and de novo branches, to expand our presence in our current market area.

Pursuing future expansion and acquisition opportunities with the capital obtained in the conversion, although we have no current arrangements or agreements with respect to any such acquisitions. We intend to evaluate acquisitions of other financial institutions, as opportunities present themselves.

Critical Accounting Policies

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

Allowance for Loan Losses. We maintain an allowance for loan losses in an amount we believe is appropriate to absorb probable losses inherent in the portfolio at a balance sheet date. Management s periodic determination of the adequacy of the allowance is based on the size and current risk characteristics of the loan portfolio, an assessment of individual problem loans and actual loss experience, current economic events in relevant industries and other pertinent factors such as regulatory guidance and general economic conditions. However, this evaluation is inherently subjective, as it requires an estimate of the loss content for each risk rating and for each impaired loan, an estimate of the amounts and timing of expected future cash flows, and an appraisal or other estimate of the value of collateral on impaired loans and estimated losses on pools of homogenous loans based on the balance of loans in each loan category, changes in the inherent credit risk due to portfolio growth, historical loss experience and consideration of current economic trends. Based on our estimate of the level of allowance for loan losses required, we record a provision for loan losses to maintain the allowance for loan losses at an appropriate level.

The determination of the allowance for loan losses is based on management s current judgments about the loan portfolio credit quality and management s consideration of all known relevant internal and external factors that affect loan collectability, as of the reporting date. We cannot predict with certainty the amount of loan charge-offs that will be incurred. We do not currently determine a range of loss with respect to the allowance for loan losses. In addition, various banking regulatory agencies, as an integral part of their examination processes, periodically review our allowance for loan losses. Such agencies may require that we recognize additions to the allowance for loan losses based on their judgments about information available to them at the time of their examination. Accordingly, actual results could differ from those estimates.

Other-Than-Temporary Impairment. In estimating other-than-temporary impairment of investment securities, securities are evaluated periodically, and at least quarterly, to determine whether a decline in their value is other than temporary. We consider numerous factors when determining whether potential other-than-temporary impairment exists and the period over which a debt security is expected to recover. The principal factors considered are (1) the length of time and the extent to which the fair value has been less than the amortized cost basis, (2) the financial condition of the issuer (and guarantor, if any) and adverse conditions specifically related to the security, industry or geographic area, (3) failure of the issuer of the security to make scheduled interest or principal payments, (4) any changes to the rating of a security by a rating agency, and (5) the presence of credit enhancements, if any, including the guarantee of the federal government or any of its agencies.

For debt securities, other-than-temporary impairment is considered to have occurred if (1) we intend to sell the security, (2) it is more likely than not we will be required to sell the security before recovery of its amortized cost basis, or (3) if the present value of expected cash flows is not sufficient to recover the entire amortized cost basis. In determining the present value of expected cash flows, we discount the expected cash flows at the effective interest rate implicit in the security at the date of acquisition or, for debt securities that are beneficial interests in securitized financial assets, at the current rate used to accrete the beneficial interest. In estimating cash flows expected to be collected, we use available information with respect to security prepayment speeds, expected deferral rates and severity, whether subordinated interests, if any, are capable of absorbing estimated losses and the value of any underlying collateral.

Deferred Tax Assets. We use an estimate of future earnings to support our position that the benefit of our deferred tax assets will be realized. If future income should prove non-existent or less than the amount of the deferred tax assets within the tax years to which they may be applied, the asset may not be realized and our net income will be reduced.

Goodwill and Other Intangible Assets. As discussed in Note 1 of the consolidated financial statements, we must assess goodwill and other intangible assets each year for impairment. This assessment involves estimating the fair value of our reporting units. If the fair value of the reporting unit is less than its carrying value including goodwill, we would be required to take a charge against earnings to write down the assets to the lower value.

Balance Sheet Analysis: September 30, 2011 and September 30, 2010

Assets. Our total assets decreased $484,000, or 0.1%, to $434.6 million at September 30, 2011 from $435.1 million at September 30, 2010. The slight decrease was due to a decrease in cash and cash equivalents and net loans, offset by increases in mortgage-backed securities and investment securities.

Cash and Cash Equivalents. At September 30, 2011, cash and cash equivalents consisted of cash on hand and due from banks and interest-earning deposits. Cash and cash equivalents decreased $26.3 million or 67.5% to $12.7 million at September 30, 2011 from $39.0 million at September 30, 2010. This decrease was due primarily to a decrease in interest-earning deposits as proceeds from the stock conversion were used to purchase securities.

Loans. At September 30, 2011, net loans were $285.1 million, or 65.6% of total assets, a decrease of $953,000 from $286.1 million at September 30, 2010. This slight decrease was primarily due to a decrease in the home equity and construction loan portfolios partly offset by increases in commercial real estate and commercial loans. We have continued our focus on steadily increasing our commercial real estate loans to better diversify our loan portfolio.

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Loan Portfolio Composition. The following table sets forth the composition of our loan portfolio at the dates indicated. We had $100,000 and $461,000 of loans held for sale at September 30, 2011 and September 30, 2010, respectively, and no loans held for sale at the other dates indicated.

	At September 30,									
	2011		2010		2009		2008		2007	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)									
Real estate loans:										
One- to four-family residential	$ 141,265	48.7 %	$ 141,710	48.7 %	$ 134,958	49.0 %	$ 129,973	49.6 %	$ 120,914	48.4 %
Commercial	88,096	30.4	86,051	29.5	76,890	27.9	67,411	25.7	61,918	24.8
Home equity loans and lines of credit	45,594	15.7	47,523	16.3	45,486	16.5	44,079	16.8	42,657	17.1
Construction	1,128	0.4	3,240	1.1	2,145	0.8	5,028	1.9	8,358	3.3
Commercial loans	11,683	4.0	9,956	3.4	12,414	4.5	12,052	4.6	12,207	4.9
Other loans	2,392	0.8	3,012	1.0	3,261	1.2	3,696	1.4	3,760	1.5
Total loans	290,158	100.0 %	291,492	100.0 %	275,154	100.0 %	262,239	100.0 %	249,814	100.0 %
Other items:										
Deferred loan costs (fees), net	(128)		(118)		(47)		63		44	
Loans in process	(396)		(1,319)		(1,260)		(2,325)		(3,737)	
Allowance for loan losses	(4,521)		(3,989)		(3,078)		(2,426)		(2,379)	
Total loans, net	$ 285,113		$ 286,066		$ 270,769		$ 257,551		$ 243,742	

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Loan Portfolio Maturities and Yields. The following table summarizes the scheduled repayments of our loan portfolio at September 30, 2011. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less.

Due During the Twelve Months Ending September 30,	One- to four-family residential real estate Amount	One- to four-family residential real estate Weighted Average Rate	Commercial real estate Amount	Commercial real estate Weighted Average Rate	Home equity loans and lines of credit Amount	Home equity loans and lines of credit Weighted Average Rate	Construction Amount	Construction Weighted Average Rate
	(Dollars in thousands)							
2012	$ 799	6.06%	$ 6,462	4.70%	$ 460	4.97%	$	
2013	1,189	4.68%	2,290	5.64%	370	5.78%		
2014	790	4.87%	2,136	5.45%	1,518	5.20%		
2015 to 2016	545	5.26%	6,921	4.77%	2,839	5.54%		
2017 to 2021	26,483	4.38%	13,199	5.79%	13,708	5.37%		
2022 to 2026	36,037	4.60%	18,931	6.11%	19,899	5.00%		
2027 and beyond	75,422	5.13%	38,157	6.35%	6,800	5.56%	1,128	5.20%
Total	$ 141,265	4.86%	$ 88,096	5.93%	$ 45,594	5.24%	$ 1,128	5.20%

Due During the Twelve Months Ending September 30,	Commercial Amount	Commercial Weighted Average Rate	Other loans Amount	Other loans Weighted Average Rate	Total Amount	Total Weighted Average Rate
	(Dollars in thousands)					
2012	$ 4,427	4.66%	$ 195	7.95%	$ 12,343	4.83%
2013	1,252	5.91%	562	8.53%	5,663	5.80%
2014	1,494	6.27%	559	9.31%	6,497	5.84%
2015 to 2016	3,668	5.68%	838	7.96%	14,811	5.34%
2017 to 2021	829	6.80%	238	3.04%	54,457	5.00%
2022 to 2026	13	6.75%			74,880	5.09%
2027 and beyond					121,507	5.54%
Total	$ 11,683	5.48%	$ 2,392	7.92%	$ 290,158	5.29%

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Fixed and Adjustable Rate Loans. The following table sets forth the scheduled repayments of fixed- and adjustable-rate loans at September 30, 2011 that are contractually due after September 30, 2012.

	Due After September 30, 2012		
	Fixed	Adjustable	Total
		(In thousands)	
Real estate loans:			
One- to four-family residential	$ 94,406	$ 46,059	$ 140,465
Commercial	18,136	63,498	81,634
Home equity loans and lines of credit	45,134		45,134
Construction	1,128		1,128
Commercial	100	7,156	7,256
Other loans	2,197		2,197
Total loans	$ 161,101	$ 116,713	$ 277,814

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Investment Securities Portfolio. The following table sets forth the composition of our investment securities portfolio at the dates indicated.

	At September 30,					
	2011		2010		2009	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)					
Municipal obligations	$ 28,595	$ 29,980	$ 18,037	$ 19,050	$ 18,066	$ 18,736
U.S. government and agency obligations	24,493	24,654	26,848	26,949	17,791	17,871
Corporate bonds	7,255	7,066	7,776	7,795	4,686	4,780
Mortgage-backed securities:						
Freddie Mac pass through certificates	4,755	5,071	7,876	8,288	12,466	12,948
Fannie Mae pass through certificates	17,358	17,960	6,447	6,743	10,850	11,149
Ginnie Mae pass through certificates	19,080	19,192	6,665	6,734	1,518	1,554
Collateralized mortgage obligations	446	455	672	686	920	898
Private pass through certificates	131	130	139	138	148	145
Equity securities	1,218	1,246	1,134	1,154	1,236	1,163
Total securities	**$ 103,331**	**$ 105,754**	**$ 75,594**	**$ 77,537**	**$ 67,681**	**$ 69,244**

At September 30, 2011 and September 30, 2010, all of our investment securities were classified as available for sale and recorded at current fair value. We held investment securities with an amortized cost of $103.3 million and a fair value of $105.8 million at September 30, 2011, compared to an amortized cost of $75.6 million and a fair value of $77.5 million at September 30, 2010, respectively. At September 30, 2011, our investment portfolio consisted of $42.8 million of mortgage-backed securities (of which $42.2 million were U.S. government sponsored mortgage-backed securities), $30.0 million of municipal bonds, $24.7 million in U.S. government and agency obligations, $7.1 million in corporate bonds and $1.2 million in equity securities at fair value. Purchases of investment securities during the fiscal year ended September 30, 2011 of $71.2 million were partly offset by maturities, repayments and calls of $43.5 million.

At September 30, 2011 and September 30, 2010, the Company held 19 securities and 8 securities in unrealized loss positions of $280,000 and $45,000, respectively. The decline in the fair value of these securities resulted primarily from interest rate fluctuations. The Company does not intend to sell these securities nor is it more likely than not that the Company would be required to sell these securities before their anticipated recovery and the Company believes the collection of the investment and related interest is probable. Based on this analysis, the Company considers all of the unrealized losses to be temporary impairment losses.

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Portfolio Maturities and Yields. The composition and maturities of the investment securities portfolio at September 30, 2011 are summarized in the following table. Maturities are based on the final contractual payment dates, and do not reflect the impact of prepayments or early redemptions that may occur. State and municipal securities yields have not been adjusted to a tax-equivalent basis.

	One Year or Less		More than One Year through Five Years		More than Five Years through Ten Years		More than Ten Years		Total Securities		
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Fair Value	Weighted Average Yield
	(Dollars in thousands)										
Municipal obligations	$ 4,172	2.24%	$ 1,270	4.38%	$ 14,255	3.60%	$ 8,898	4.37%	$ 28,595	$ 29,980	3.68%
U.S. government and agency obligations			21,493	1.45%	3,000	1.67%			24,493	24,654	1.47%
Corporate bonds			7,255	1.75%					7,255	7,066	1.75%
Mortgage-backed securities:											
Freddie Mac pass through certificates			562	4.10%	4,193	4.26%			4,755	5,071	4.24%
Fannie Mae pass through certificates			1,395	4.00%	2,478	4.11%	13,485	2.69%	17,358	17,960	3.00%
Ginnie Mae pass through certificates							19,080	2.19%	19,080	19,192	2.19%
Collateralized mortgage obligations					352	4.75%	94	1.25%	446	455	4.01%
Private pass through certificates							131	0.88%	131	130	0.88%
Equity securities							1,218	3.00%	1,218	1,246	3.00%
Total	$ 4,172	2.24%	$ 31,975	1.79%	$ 24,278	3.54%	$ 42,906	2.82%	$ 103,331	$ 105,754	2.65%

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Bank Owned Life Insurance. 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. At September 30, 2011, we had invested $9.8 million in bank owned life insurance.

Prepaid FDIC Insurance. On December 30, 2009 we prepaid approximately $1.5 million in estimated assessment fees. At September 30, 2011, the balance of prepaid FDIC assessment fees was $846,000.

Deposits. We accept deposits primarily from the areas in which our offices are located. We have consistently focused on building broader customer relationships and targeting small business customers to increase our core deposits. We also rely on our enhanced technology and our customer service to attract and retain deposits. We offer a variety of deposit accounts with a range of interest rates and terms. Our deposit accounts consist of savings accounts, certificates of deposit, money market accounts, commercial and regular checking accounts and individual retirement accounts. Interest rates, maturity terms, service fees and withdrawal penalties are established on a periodic basis. Deposit rates and terms are based primarily on current operating strategies and market interest rates, liquidity requirements and our deposit growth goals. We do not accept brokered deposits.

Our deposits increased $4.1 million, or 1.3%, to $320.3 million at September 30, 2011 from $316.2 million at September 30, 2010. The increase resulted from an $8.4 million, or 6.7%, increase in certificates of deposit partly offset by a $4.3 million, or 2.2%, decrease in demand and savings accounts. The increase in certificates of deposit resulted from an increase in longer term certificate products some of which provide the customer an option to increase the interest rate on the certificate in the future.

At September 30, 2011, we had a total of $134.1 million in certificates of deposit, of which $35.2 million had remaining maturities of one year or less. Based on historical experience and current market interest rates, we believe we will retain upon maturity a large portion of our certificates of deposit with maturities of one year or less as of September 30, 2011.

The following table sets forth the distribution of total deposit accounts, by account type, at the dates indicated.

	$000.000	$000.000	$000.000	$000.000	$000.000	$000.000	$000.000	$000.000	$000.000
	At September 30,								
	2011			2010			2009		
	Balance	Percent	Weighted Average Rate	Balance	Percent	Weighted Average Rate	Balance	Percent	Weighted Average Rate
	(Dollars in thousands)								
Deposit type:									
Savings accounts	$ 112,270	35.0%	0.29%	$ 123,590	39.1%	0.67%	$ 120,896	42.1%	1.81%
Certificates of deposit	134,087	41.9	2.46%	125,700	39.7	2.61%	108,176	37.7	3.41%
Money market accounts	7,898	2.5	0.22%	8,166	2.6	0.37%	5,415	1.9	0.53%
Demand and NOW accounts	66,067	20.6	0.14%	58,761	18.6	0.14%	52,447	18.3	0.31%
Total deposits	$ 320,322	100.0%	1.15%	$ 316,217	100.0%	1.33%	$ 286,934	100.0%	2.12%

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As of September 30, 2011, the aggregate amount of outstanding certificates of deposit in amounts greater than or equal to $100,000 was $39.9 million. The following table sets forth the maturity of those certificates as of September 30, 2011.

	At September 30, 2011 (In thousands)
Three months or less	$ 1,535
Over three months through six months	1,881
Over six months through one year	10,290
Over one year to three years	16,174
Over three years	10,048
Total	$ 39,928

Borrowings. Our borrowings consist of advances from the Federal Home Loan Bank of Pittsburgh and funds borrowed under repurchase agreements. At September 30, 2011, we had access to additional Federal Home Loan Bank advances of up to $87.9 million. During the fiscal year ended September 30, 2011, Federal Home Loan Bank advances totaling $17.0 million matured and were repaid partly offset by $7.8 million of new advances. The following table sets forth information concerning balances and interest rates on our Federal Home Loan Bank advances at the dates and for the years indicated.

	At or For the Years Ended September 30,		
	2011	2010	2009
	(Dollars in thousands)		
Balance at year end	$ 28,520	$ 37,805	$ 46,618
Average balance outstanding during the year	$ 37,199	$ 40,270	$ 49,353
Maximum amount outstanding at any month-end	$ 39,590	$ 46,613	$ 50,943
Weighted average interest rate at year end	2.72%	3.23%	4.18%
Average interest rate during the year	3.06%	3.99%	4.59%

The following table sets forth information concerning balances and interest rates on our repurchase agreements at the dates and for the years indicated.

	At or For the Years Ended September 30,		
	2011	2010	2009
	(Dollars in thousands)		
Balance at year end	$ 2,897	$ 3,444	$ 3,866
Average balance outstanding during the year	$ 4,855	$ 3,634	$ 4,532
Maximum amount outstanding at any month-end	$ 6,738	$ 3,895	$ 6,380
Weighted average interest rate at year end	0.27%	0.60%	1.26%
Average interest rate during the year	0.33%	0.77%	1.63%

Total Stockholders Equity. Stockholders equity increased $33.4 million, or 73.6%, to $78.7 million at September 30, 2011 from $45.3 million at September 30, 2010. The increase resulted primarily from net proceeds of $33.4 million received from the stock conversion on October 6, 2011.

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Average Balance and Yields

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

	For the Years Ended September 30,								
	2011			2010			2009		
	Average Outstanding Balance	Interest	Yield/ Rate	Average Outstanding Balance	Interest	Yield/ Rate	Average Outstanding Balance	Interest	Yield/ Rate
	(Dollars in thousands)								
Interest-earning assets:									
Loans	$ 294,047	$ 15,627	5.31%	$ 281,382	$ 15,994	5.68%	$ 263,311	$ 15,837	6.01%
Investment and mortgage-backed securities	98,919	2,753	2.78%	69,636	2,167	3.11%	59,442	2,343	3.94%
Interest earning deposits	14,959	32	0.21%	16,770	40	0.24%	17,017	56	0.33%
Total interest-earning assets	407,925	18,412	4.51%	367,788	18,201	4.95%	339,770	18,236	5.37%
Noninterest-earning assets	28,337			29,466			28,923		
Total assets	$ 436,262			$ 397,254			$ 368,693		
Interest-bearing liabilities:									
Savings accounts	$ 120,089	506	0.42%	$ 123,858	1,169	0.94%	$ 109,524	1,985	1.81%
Certificates of deposit	125,967	3,187	2.53%	118,943	3,321	2.79%	104,961	3,579	3.41%
Money market accounts	6,310	16	0.25%	5,625	22	0.39%	5,523	29	0.53%
Demand and NOW accounts	61,852	57	0.09%	56,175	102	0.18%	51,402	159	0.31%
Total deposits	314,218	3,766	1.20%	304,601	4,614	1.51%	271,410	5,752	2.12%
Federal Home Loan Bank advances	37,199	1,137	3.06%	40,270	1,605	3.99%	49,353	2,265	4.59%
Securities sold under agreements to repurchase	4,855	16	0.33%	3,634	28	0.77%	4,532	74	1.63%
Total interest-bearing liabilities	356,272	4,919	1.38%	348,505	6,247	1.79%	325,295	8,091	2.49%
Noninterest-bearing liabilities	3,871			4,836			2,733		
Total liabilities	360,143			353,341			328,028		
Stockholders equity	76,119			43,913			40,665		
Total liabilities and stockholders equity	$ 436,262			$ 397,254			$ 368,693		
Net interest income		$ 13,493			$ 11,954			$ 10,145	
Net interest rate spread [(1)]			3.13%			3.16%			2.88%
Net interest-earning assets [(2)]	$ 51,653			$ 19,283			$ 14,475		

Net interest margin (3)	3.31%	3.25%	2.99%
Average interest-earning assets to interest-bearing liabilities	114.50%	105.53%	104.45%

(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-earning assets represents total interest-earning assets less total interest-bearing liabilities.

(3) Net interest margin represents net interest income divided by average total interest-earning assets.

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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 years 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 total 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 proportionately, based on the changes due to rate and the changes due to volume.

	For the Years Ended September 30, 2011 vs. 2010			For the Years Ended September 30, 2010 vs. 2009		
	Increase (Decrease) Due to		Total Increase	Increase (Decrease) Due to		Total Increase
	Volume	Rate	(Decrease)	Volume	Rate	(Decrease)
	(In thousands)					
Interest-earning assets:						
Loans	$ 701	$ (1,068)	$ (367)	$ 1,054	$ (897)	$ 157
Investment and mortgage-backed securities	834	(248)	586	364	(540)	(176)
Interest earning deposits	(4)	(4)	(8)	(1)	(15)	(16)
Total interest-earning assets	1,531	(1,320)	211	1,417	(1,452)	(35)
Interest-bearing liabilities:						
Savings accounts	(35)	(628)	(663)	233	(1,049)	(816)
Certificates of deposit	189	(323)	(134)	440	(698)	(258)
Money market accounts	3	(9)	(6)	1	(8)	(7)
Demand and NOW accounts	6	(51)	(45)	14	(71)	(57)
Total deposits	163	(1,011)	(848)	688	(1,826)	(1,138)
Federal Home Loan Bank advances	(115)	(353)	(468)	(385)	(275)	(660)
Securities sold under agreements to repurchase	7	(19)	(12)	(13)	(33)	(46)
Total interest-bearing liabilities	55	(1,383)	(1,328)	290	(2,134)	(1,844)
Change in net interest income	$ 1,476	$ 63	$ 1,539	$ 1,127	$ 682	$ 1,809

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Comparison of Operating Results for the Fiscal Years Ended September 30, 2011 and 2010

General. Net income for the fiscal year ended September 30, 2011 was $2.4 million or $0.76 per share compared to $2.9 million for the fiscal year ended September 30, 2010. Our 2011 earnings were negatively impacted by a $1.4 million one-time contribution to Standard Charitable Foundation ($908,000 after tax impact). This contribution represented $200,000 in cash and $1.2 million or 3.5% of the stock issued in connection with Standard Bank s mutual to stock conversion on October 6, 2010. Excluding the after tax impact of the contribution, net income would have been $3.3 million or $1.03 per share for the fiscal year ended September 30, 2011 compared to $2.9 million for the fiscal year ended September 30, 2010, representing a 14.3% increase. Return on average assets and average equity were 0.56% and 3.18%, respectively, (0.76% and 4.38%, respectively, excluding the one-time charitable foundation contribution) for the fiscal year ended September 30, 2011. The comparable ratios for the fiscal year ended September 30, 2010 were 0.73% and 6.64%, respectively.

Net Interest Income. Net interest income increased by $1.5 million, or 12.9%, to $13.5 million for the fiscal year ended September 30, 2011 from $12.0 million for the fiscal year ended September 30, 2010. Net interest income increased as a result of a higher average balance of interest earning assets due mainly to proceeds received in the stock conversion that closed on October 6, 2010 and a lower cost of funds. Our net interest rate spread and net interest margin were 3.13% and 3.31%, respectively, for the fiscal year ended September 30, 2011 compared to 3.16% and 3.25% for the fiscal year 2010.

Interest and Dividend Income. Total interest and dividend income of $18.4 million for the fiscal year ended September 30, 2011 increased $211,000, or 1.2%, from the prior fiscal year. An increase in the average balance of interest earning assets was partly offset by a decrease in the average yield on interest earning assets. Average interest earning assets increased by $40.1 million, or 10.9% to $407.9 million for the fiscal year ended September 30, 2011 from $367.8 million for the fiscal year 2010 due mainly to the investment of the proceeds received in the October 2010 stock conversion. The average yield on interest earning assets decreased to 4.51% for the fiscal year ended September 30, 2011 from 4.95% for the fiscal year 2010. The average yield on all categories of interest earning assets decreased from the previous year due to the low interest rate environment.

Interest income on loans decreased $367,000, or 2.3%, to $15.6 million for the fiscal year ended September 30, 2011 from $16.0 million for fiscal year ended September 30, 2010. The average yield on loans receivable decreased to 5.31% for the fiscal year ended September 30, 2011 from 5.68% for the fiscal year 2010. The decrease in average yield was primarily attributable to our variable rate loans adjusting downward as prime and short-term interest rates decreased as well as the origination of new loans in a generally lower interest rate environment and repayment/refinance of higher rate loans into lower rate loans. Average loans receivable increased by $12.7 million, or 4.5%, to $294.0 million for the fiscal year ended September 30, 2011 from $281.4 million for the fiscal year 2010. This increase was primarily attributable to continued loan demand throughout our market area.

Interest income on investment and mortgage-backed securities increased by $586,000, or 27.0%, to $2.8 million for the fiscal year ended September 30, 2011 from $2.2 million for the fiscal year ended September 30, 2010. This increase was due to an increase in the average balance of investment and mortgage-backed securities, which increased by $29.3 million, or 42.1%, to $98.9 million for the fiscal year ended September 30, 2011 from $69.6 million for the fiscal year 2010. Partly offsetting the increase in the average balance of investment and mortgage-backed securities was a decrease in the average yield earned, which decreased to 2.78% for the fiscal year ended September 30, 2011 from 3.11% for the fiscal year 2010, due to new investments added in a lower interest rate environment, variable rate investments that adjusted downward and repayment and calls of higher yielding securities.

Interest Expense. Total interest expense decreased by $1.3 million, or 21.3%, to $4.9 million for the fiscal year ended September 30, 2011 from $6.2 million for the fiscal year ended September 30, 2010. This decrease in interest expense was almost entirely due to a decrease in the average cost of interest-bearing liabilities to 1.38% from 1.79% from the prior fiscal year. Average interest-bearing liabilities increased by $7.8 million, or 2.3%, to $356.3 million for the fiscal year ended September 30, 2011 from $348.5 million for the fiscal year 2010.

Interest expense on deposits decreased by $848,000, or 18.4%, to $3.8 million for the fiscal year ended September 30, 2011 from $4.6 million for the fiscal year ended September 30, 2010. The cost of deposits declined from 1.51% for the fiscal year ended September 30, 2010 to 1.20% for the fiscal year ended September 30, 2011. The continued low level of market interest rates enabled us to reduce the rates of interest paid on deposit products. The average balance of deposits increased by $9.6 million, or 3.2%, for the fiscal year ended September 30, 2011 compared to the fiscal year ended September 30, 2010.

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Interest expense on Federal Home Loan Bank advances decreased $468,000 or 29.2%, to $1.1 million for the fiscal year ended September 30, 2011 from $1.6 million for the fiscal year ended September 30, 2010. The average cost of advances decreased to 3.06% in fiscal year 2011 from 3.99% in fiscal year 2010 due to a low interest rate environment and repayment of higher rate maturing advances. The average balance of advances decreased $3.1 million, or 7.6%, to $37.2 million for the fiscal year ended September 30, 2011. During the fiscal year ended September 30, 2011, $17.0 million of maturing advances were repaid while $7.8 million in new advances were obtained. Deposit inflows were the primary funding source during the 2011 fiscal year.

Provision for Loan Losses. The provision for loan losses increased by $446,000, or 37.8%, to $1.6 million for the fiscal year ended September 30, 2011 from $1.2 million for the fiscal year ended September 30, 2010. Non-performing loans at September 30, 2011 were $4.6 million or 1.62% of total loans compared to $3.9 million or 1.37% of total loans at September 30, 2010 reflecting the weak and uncertain economic environment. Management analyzes the allowance for loan losses as described in the section entitled Allowance for Loan Losses. The provision that is recorded is sufficient, in management s judgment, to bring the allowance for loan losses to a level that reflects the losses inherent in our loan portfolio relative to loan mix, economic conditions and historical loss experience. Management believes, to the best of their knowledge, that all known losses as of the balance sheet dates have been recorded.

Noninterest Income. Noninterest income increased $68,000, or 3.0%, to $2.3 million for the fiscal year ended September 30, 2011. Net securities gains increased $103,000 with gains of $22,000 recognized for the fiscal year ended September 30, 2011 compared to losses of $81,000 for the fiscal year ended September 30, 2010. During the 2011 fiscal year, gains of $22,000 were recognized on the sale of equity securities. During the 2010 fiscal year, impairment losses totaling $102,000 were recorded for other-than-temporary declines in the market value on equity securities partly offset by gains on sales of mortgage-backed securities available for sale of $21,000. Net loan sale gains were $75,000 for fiscal year 2011 compared to $12,000 for fiscal year 2010 due to higher loan sale activity.

Noninterest Expense. Noninterest expense increased by $2.1 million, or 23.9%, to $10.8 million for the fiscal year ended September 30, 2011. Noninterest expenses for fiscal year 2011 included a $1.4 million one-time contribution to Standard Charitable Foundation. Excluding the one-time charitable contribution, total non-interest expenses increased $716,000 or 8.2% to $9.5 million for the fiscal year ended September 30, 2011 from $8.7 million for the fiscal year ended September 30, 2010. This increase was due primarily to higher personnel related costs and other operating expenses, a portion of which were due to operating as a public company, and additional expenses associated with managing and selling real estate owned properties.

Income Tax Expense. The provision for income taxes for the fiscal year ended September 30, 2011 was $938,000 (effective tax rate of 27.9%) compared to $1.4 million (effective tax rate of 32.1%) for the fiscal year ended September 30, 2010. This decrease in income tax expense was primarily the result of a lower level of income before taxes and a higher level of nontaxable interest income in fiscal year 2011 compared to the prior fiscal year.

Non-Performing and Problem Assets

When a residential mortgage loan, home equity loan or line of credit or consumer loan is past due, we send a late notice and contact the borrower to inquire as to why the loan is past due. When a loan is 30 days or more past due, we mail a second late notice and attempt additional personal, direct contact with the borrower to determine the reason for the delinquency and establish the procedures by which the borrower will bring the loan current. When the loan is 45 days past due, we explore the customer s issues and repayment options and inspect the collateral. In addition, when a loan reaches 90 days past due, our management determines and recommends to our Board of Directors whether to initiate foreclosure proceedings, which will be initiated by counsel if the loan is not brought current. Procedures for avoiding foreclosure can include restructuring the loan in a manner that provides concessions to the borrower to facilitate payment.

Commercial business loans and commercial real estate loans are generally handled in the same manner as the loans discussed above. Additionally, when a loan is 30 days past due, we contact the borrower, visually inspect the property(ies) and inquire of the principals the status of the loan and what actions are being implemented to bring the loan current. Depending on the type of loan, the borrower s cash flow statements, internal financial statements, tax returns, rent rolls, new or updated independent appraisals, online databases and other relevant information in Bank and third-party loan reviews are analyzed to help determine a course of action. In addition, legal counsel is consulted and an approach for resolution is determined and aggressively pursued.

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Loans are placed on non-accrual status when payment of principal or interest is 90 days or more delinquent. Loans are also placed on non-accrual status if collection of principal or interest in full is in doubt. When loans are placed on a non-accrual status, unpaid accrued interest is fully reversed, and further income is recognized only to the extent received. The loan may be returned to accrual status if payments are brought to less than 90 days delinquent and full payment of principal and interest is expected.

Impaired loans are commercial and commercial real estate loans for which it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan agreement. We individually evaluate such loans for impairment rather than aggregate loans by major risk classifications. The definition of impaired loans is not the same as the definition of non-accrual loans, although the two categories overlap. We may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. Factors considered in determining impairment include payment status and collateral value. The amount of impairment for these types of impaired loans is determined by the difference between the present value of the expected cash flows related to the loan, using current interest rates, and its recorded value. In the case of collateralized loans, the impairment is the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Mortgage loans on one- to-four-family properties, home equity loans and lines of credit and consumer loans are generally considered larger groups of homogeneous loans and are measured for impairment collectively. Loans that experience insignificant payment delays, which are defined as less than 90 days, generally are not classified as impaired. Management determines the significance of payment delays on a case-by-case basis, taking into consideration all circumstances surrounding the loan and the borrower including the length of the delay, the borrower s prior payment record and the amount of shortfall in relation to the principal and interest owed.

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The table below sets forth the amounts and categories of our non-performing assets at the dates indicated. At September 30, 2011, 2010, 2009, 2008 and 2007, we had no troubled debt restructurings (loans for which a portion of interest or principal has been forgiven and loans modified at interest rates materially less than current market rates).

	At September 30,				
	2011	2010	2009	2008	2007
	(Dollars in thousands)				
Non-accrual loans:					
Real estate loans:					
One- to four-family residential	$ 1,436	$ 1,056	$ 895	$ 1,600	$ 737
Commercial	3,101	1,636	415	2	71
Home equity loans and lines of credit	47	216	7	9	
Construction					
Commercial	39	1,000			
Other loans	3	14	4	5	
Total non-accrual loans	4,626	3,922	1,321	1,616	808
Loans delinquent 90 days or greater and still accruing:					
Real estate loans:					
One- to four-family residential					
Commercial					
Home equity loans and lines of credit					
Construction					
Commercial					
Other loans					
Total loans delinquent 90 days or greater and still accruing					
Foreclosed real estate:					
One- to four-family residential	743	884	1,002	205	71
Commercial					
Home equity loans and lines of credit					
Construction					
Commercial					
Other loans					
Total foreclosed real estate	743	884	1,002	205	71
Total non-performing assets	$ 5,369	$ 4,806	$ 2,323	$ 1,821	$ 879
Ratios:					
Non-performing loans to total loans	1.62 %	1.37 %	0.49 %	0.63 %	0.33 %
Non-performing assets to total assets	1.24 %	1.10 %	0.61 %	0.51 %	0.26 %

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Delinquent Loans. The following table sets forth certain information with respect to our loan portfolio delinquencies at the dates indicated.

	Loans Delinquent For					
	60-89 Days		90 Days and Over		Total	
	Number	Amount	Number	Amount	Number	Amount
			(Dollars in thousands)			
At September 30, 2011						
Real estate loans:						
One- to four-family residential	12	$ 521	11	$ 1,436	23	$ 1,957
Commercial	3	348	10	3,101	13	3,449
Home equity loans and lines of credit	1	22	3	47	4	69
Construction						
Commercial	1	81	1	39	2	120
Other loans			1	3	1	3
Total loans	17	$ 972	26	$ 4,626	43	$ 5,598
At September 30, 2010						
Real estate loans:						
One- to four-family residential	10	$ 1,303	12	$ 1,056	22	$ 2,359
Commercial	3	404	3	1,636	6	2,040
Home equity loans and lines of credit	2	7	3	216	5	223
Construction						
Commercial			1	1,000	1	1,000
Other loans			2	14	2	14
Total loans	15	$ 1,714	21	$ 3,922	36	$ 5,636
At September 30, 2009						
Real estate loans:						
One- to four-family residential	8	$ 975	13	$ 895	21	$ 1,870
Commercial	3	242	3	415	6	657
Home equity loans and lines of credit	2	29	1	7	3	36
Construction						
Commercial						
Other loans	4	13	4	4	8	17
Total loans	17	$ 1,259	21	$ 1,321	38	$ 2,580
At September 30, 2008						
Real estate loans:						
One- to four-family residential	8	$ 1,017	13	$ 1,600	21	$ 2,617
Commercial			1	2	1	2
Home equity loans and lines of credit	1	5	1	9	2	14
Construction						
Commercial						
Other loans	1	2	3	5	4	7
Total loans	10	$ 1,024	18	$ 1,616	28	$ 2,640
At September 30, 2007						

Real estate loans:						
One- to four-family residential	8	$ 548	12	$ 737	20	$ 1,285
Commercial			2	71	2	71
Home equity loans and lines of credit						
Construction						
Commercial						
Other loans	5	18			5	18
Total loans	13	$ 566	14	$ 808	27	$ 1,374

Foreclosed Real Estate. Real estate acquired by us as a result of foreclosure or by deed in lieu of foreclosure is classified as foreclosed real estate. When property is acquired, it is recorded at estimated fair value at the date of foreclosure less the cost to sell, establishing a new cost basis. Estimated fair value generally represents the sales price a buyer would be willing to pay on the basis of current market conditions, including normal terms from other financial institutions. Holding costs and declines in estimated fair market value result in charges to expense after acquisition. At September 30, 2011, 2010, 2009, 2008 and 2007, we had foreclosed real estate of $743,000, $884,000, $1.0 million, $205,000 and $71,000, respectively. Foreclosed real estate at September 30, 2011 consisted of four residential real estate properties with the largest balance of $400,000 for property located in a lake resort area in Maryland.

Classification of Assets. Our policies, consistent with regulatory guidelines, provide for the classification of loans and other assets that are considered to be of lesser quality as substandard, doubtful, or loss assets. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those assets characterized by the distinct possibility that we will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets (or portions of assets) classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted. Assets that do not expose us to risk sufficient to warrant classification in one of the aforementioned categories, but which possess potential weaknesses that deserve our close attention, are required to be designated as special mention. If our concerns about loans in the special mention category increase as to the ability of the borrower to comply with current loan repayment terms, the loan is reclassified to one of the aforementioned categories.

We maintain an allowance for loan losses at an amount estimated to equal all credit losses incurred in our loan portfolio that are both probable and reasonable to estimate at a balance sheet date. Our determination as to the classification of our assets is subject to review by our principal federal regulator, the Federal Deposit Insurance Corporation, and our State regulator, the Pennsylvania Department of Banking. We regularly review our asset portfolio to determine whether any assets require classification in accordance with applicable regulations.

The following table sets forth our amounts of classified assets and criticized assets (classified assets and loans designated as special mention) at the dates indicated.

	At September 30,		
	2011	**2010**	**2009**
		(In thousands)	
Classified assets:			
Substandard	$ 7,693	$ 4,845	$ 2,497
Doubtful	3	14	4
Loss			
Total classified assets	7,696	4,859	2,501
Special mention	2,808	5,392	5,929
Total criticized assets	$ 10,504	$ 10,251	$ 8,430

Assets classified substandard increased $2.8 million partly offset by a decrease of $2.6 million in assets classified special mention at September 30, 2011 compared to September 30, 2010. At September 30, 2011, total criticized assets consisted of $4.6 million of non-accrual loans (consisting primarily of $3.1 million of commercial real estate loans and $1.5 million of residential real estate and home equity loans and lines of credit), $734,000 of foreclosed real estate and $5.2 million of performing commercial loans that were considered special mention or substandard. At September 30, 2010, criticized assets consisted of $3.9 million non-accrual loans (consisting primarily of $2.6 million of commercial loans and $1.3 million of residential real estate and home equity loans and lines of credit), $884,000 of foreclosed real estate and $5.4 million of performing commercial loans that were considered special mention.

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Allowance for Loan Losses

We provide for loan losses based upon the consistent application of our documented allowance for loan loss methodology. All loan losses are charged to the allowance for loan losses and all recoveries are credited to it. Additions to the allowance for loan losses are provided by charges to income based on various factors which, in our judgment, deserve current recognition in estimating probable losses. We regularly review the loan portfolio and make provisions for loan losses, if considered necessary. The allowance for loan losses consists primarily of two components:

(1) Specific allowances established for impaired loans. The amount of impairment provided for as a specific allowance is represented by the deficiency, if any, between the estimated fair value of the loan, or the loan s observable market price, if any, or the underlying collateral, if the loan is collateral dependent, and the carrying value of the loan. Impaired loans for which the estimated fair value of the loan, or the loan s observable market price or the fair value of the underlying collateral, if the loan is collateral dependent, exceeds the carrying value of the loan are not considered in establishing specific allowances for loan losses; and

(2) General allowances established for loan losses on a portfolio basis for loans that do not meet the definition of impaired loans. The portfolio is grouped into similar risk characteristics, primarily loan type and regulatory classification. We apply an estimated loss rate to each loan group. The loss rates applied are based upon our loss experience adjusted, as appropriate, for the environmental factors discussed below. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revisions based upon changes in economic and real estate market conditions.

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.

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

- changes in any concentration of credit (including, but not limited to, concentrations by geography, industry or collateral type);
- changes in the number and amount of non-accrual loans, criticized loans and past due loans;
- changes in national, state and local economic trends;
- changes in the types of loans in the loan portfolio;
- changes in the experience and ability of personnel and management in the mortgage loan origination and loan servicing departments;
- changes in the value of underlying collateral for collateral dependent loans;
- changes in lending strategies; and
- changes in lending policies and procedures.

In addition, we may establish an unallocated allowance to provide for probable losses that have been incurred as of the reporting date but are not reflected in the allocated allowance.

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

Commercial real estate loans generally have greater credit risks compared to the one- to four-family residential mortgage loans we originate, as they typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by income-producing properties typically depends on the successful operation of the related business and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy.

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Commercial business loans generally have greater credit risks compared to the one- to four-family residential mortgage loans we originate, as they typically involve larger loan balances concentrated with single borrowers or groups of related borrowers. In addition, the payment experience on commercial business loans typically depends on the successful operation of the related business and thus may be subject to a greater extent to adverse conditions in the real estate market and in the general economy.

We evaluate the loan portfolio on a quarterly basis and the allowance is adjusted accordingly. While we use the best information available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. In addition, as an integral part of their examination process, the Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation will periodically review the allowance for loan losses. The Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation may require us to recognize additions to the allowance based on their analysis of information available to them at the time of their examination.

At September 30, 2011, the Company had eleven impaired loans totaling $3.1 million of which almost all were commercial real estate loans. The largest impaired loan at September 30, 2011 was a $1.1 million loan representing a 6.4% interest in a participation which was secured by commercial real estate and a mall in West Virginia. At September 30, 2010, the Company had two impaired loans totaling $2.4 million both of which were commercial participation loans. These loans were interest-only loans which were current as to the interest payments as of September 30, 2010; however they were deemed impaired due to the financial difficulties of each of the borrowers. At September 30, 2009, the Company had no loans considered to be impaired.

There were no loans 90 days or more past due and still accruing interest. Loans 90 days or more past due or in process of foreclosure (non-accrual loans) were as follows:

	Number of Loans	Amount	Percentage of Loans Receivable
		(Dollars in thousands)	
At September 30, 2011	26	$ 4,626	1.62%
At September 30, 2010	21	3,922	1.37
At September 30, 2009	21	1,321	0.49

Total interest income which would have been recognized had these loans paid in accordance with their contractual terms and actual interest income recognized on these loans as of the years indicated are summarized as follows:

	$4,626	$4,626	$4,626
	For the Years Ended September 30,		
	2011	2010	2009
	(In thousands)		
Interest income that would have been recognized	$ 307	$ 101	$ 80
Interest income recognized	118	34	34
Interest income foregone	$ 189	$ 67	$ 46

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

	At or For the Years Ended September 30,				
	2011	2010	2009	2008	2007
	(Dollars in thousands)				
Balance at beginning of the year	$ 3,989	$ 3,078	$ 2,426	$ 2,379	$ 2,423
Charge-offs:					
Real estate loans	334	147	118	151	18
Commercial	806	106	305	70	
Other loans	44	33	65	132	130
Total charge-offs	1,184	286	488	353	148
Recoveries:					
Real estate loans	12	7			
Commercial	62	4	6	6	9
Other loans	17	7	34	78	95
Total recoveries	91	18	40	84	104
Net charge-offs	(1,093)	(268)	(448)	(269)	(44)
Provision for loan losses	1,625	1,179	1,100	316	
Balance at end of year	$ 4,521	$ 3,989	$ 3,078	$ 2,426	$ 2,379
Ratios:					
Net charge-offs to average loans outstanding	0.37%	0.10%	0.17%	0.10%	0.02%
Allowance for loan losses to non-performing loans at end of year	97.73 %	101.71%	233.01%	150.12%	294.43%
Allowance for loan losses to total loans at end of year	1.56%	1.38%	1.12%	0.93%	0.97%

Our experience with amounts charged-off tracks closely with the difference between the carrying value at the time of default and the fair value of collateral as determined by appraisal, less applicable selling costs. For additional information with respect to the portions of the allowance for loan losses attributable to our loan classifications, see Allocation of Allowance for Loan Losses. For additional information with respect to non-performing loans and delinquent loans, see Non-Performing and Problem Assets and Non-Performing and Problem Assets Delinquent Loans.

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

	At September 30,									
	2011		2010		2009		2008		2007	
	Allowance for Loan Losses	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Percent of Loans in Each Category to Total Loans	Allowance for Loan Losses	Percent of Loans in Each Category to Total Loans
	(Dollars in thousands)									
Real estate loans (1)	$ 855	64.7%	$ 829	65.9%	$ 1,064	66.3%	$ 984	68.3%	$ 1,261	68.8%
Commercial (2)	3,476	34.5	2,943	33.1	1,943	32.5	1,354	30.3	898	29.7
Other loans (3)	190	0.8	217	1.0	71	1.2	88	1.4	220	1.5
Total allocated allowance	4,521	100.0	3,989	100.0	3,078	100.0	2,426	100.0	2,379	100.0
Unallocated										
Total	$ 4,521	100.0%	$ 3,989	100.0%	$ 3,078	100.0%	$ 2,426	100.0%	$ 2,379	100.0%

(1) Includes one- to four-family residential, home equity loans and lines of credit and residential construction loans.

(2) Includes commercial real estate and commercial loans.

(3) Consists of automobile loans, consumer loans and loans secured by savings accounts.

The increase in the allowance attributable to the commercial loan portfolio at September 30, 2011, 2010 and 2009 was related both to the size of this portfolio as well as to the amount of commercial real estate loans designated as nonperforming and criticized loans. See Non-Performing and Problem Assets Classification of Assets.

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Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations. Our primary sources of funds consist of deposit inflows, loan repayments, advances from the Federal Home Loan Bank of Pittsburgh, repurchase agreements and maturities, principal repayments and the sale of available-for-sale 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, under the direction of our Chief Financial Officer, is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of September 30, 2011.

We regularly monitor and adjust our investments in liquid assets based upon our assessment of:

(i) expected loan demand;

(ii) expected deposit flows and borrowing maturities;

(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-term securities and are also used to pay off short-term borrowings.

Our most liquid assets are cash and cash equivalents. The level of these assets is dependent on our operating, financing, lending and investing activities during any given period. At September 30, 2011, cash and cash equivalents totaled $12.7 million. Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows included in our Consolidated Financial Statements.

At September 30, 2011, we had $14.8 million in loan commitments outstanding, $13.7 million of which were for commercial real estate loans and $1.1 million of which were for one- to four-family loans. In addition to commitments to originate loans, we had $12.6 million in unused lines of credit to borrowers and $396,000 in undisbursed funds for construction loans in process. Certificates of deposit due within one year of September 30, 2011 totalled $35.2 million, or 11% of total deposits. If these deposits do not remain with us, we may be required to seek other sources of funds, including loan and securities sales, repurchase agreements and Federal Home Loan Bank advances. We believe, however, based on historical experience and current market interest rates, we will retain upon maturity a large portion of our certificates of deposit with maturities of one year or less.

Our primary investing activity is originating loans. During the fiscal years ended September 30, 2011 and 2010, we originated $60.2 million and $80.7 million of loans, respectively. During these years, we purchased $71.2 million and $54.5 million of securities, respectively.

Financing activities consist primarily of activity in deposit accounts and Federal Home Loan Bank advances. We experienced a net increase in deposits of $5.3 million and $29.3 million during the fiscal years ended September 30, 2011 and 2010, respectively. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the Federal Home Loan Bank of Pittsburgh, which provides an additional source of funds. We also utilize securities sold under agreements to repurchase (with customers) as another borrowing source. Federal Home Loan Bank advances decreased by $9.3 million and $8.8 million for the fiscal year ended September 30, 2011 and for the fiscal year ended September 30, 2010, respectively. At September 30, 2011, we had the ability to borrow up to an additional $87.9 million from the Federal Home Loan Bank of Pittsburgh. Securities sold under agreements to repurchase decreased by $547,000 for the fiscal year ended September 30, 2011 and by $422,000 for the fiscal year ended September 30, 2010.

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Standard Bank 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 September 30, 2011, Standard Bank exceeded all regulatory capital requirements. Standard Bank is considered well capitalized under regulatory guidelines. See Item 1 Business-Supervision and Regulation Banking Regulation Capital Requirements and Note 10 of the Notes to the Consolidated Financial Statements.

The net proceeds from the October 6, 2010 stock offering significantly increased our liquidity and capital resources. Our financial condition and results of operations were 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 was adversely affected following the stock offering.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

Commitments. As a financial services provider, we routinely are a party to various financial instruments with off-balance-sheet risks, such as commitments to extend credit and unused lines of credit. While these contractual obligations represent our potential future cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. Such commitments are subject to the same credit policies and approval process accorded to loans we make. In addition, we enter into commitments to sell mortgage loans. For additional information, see Note 14 of the Notes to our Consolidated Financial Statements.

Contractual Obligations. In the ordinary course of our operations, we enter into certain contractual obligations. Such obligations include operating leases for premises and equipment, agreements with respect to borrowed funds and deposit liabilities and agreements with respect to investments.

The following table summarizes our significant fixed and determinable contractual obligations and other funding needs by payment date at September 30, 2011. The payment amounts represent those amounts due to the recipient and do not include any unamortized premiums or discounts or other similar carrying amount adjustments.

Contractual Obligations	Payments Due by Period One year or less	More than one year to three years	More than three years to five years (In thousands)	More than five years	Total
Long-term debt	$ 5,673	$ 18,995	$ 3,852	$	$ 28,520
Operating leases	120	237	120		477
Securities sold under agreements to repurchase	2,897				2,897
Certificates of deposit	35,157	38,416	40,820	19,694	134,087
Total	$ 43,847	$ 57,648	$ 44,792	$ 19,694	$ 165,981

Impact of Inflation and Changing Prices

Our consolidated financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles which require the measurement of financial condition and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in nature. As a result, changes in market interest rates have a greater impact on performance than the effects of inflation.

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ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Management of Market Risk

General. Our most significant form of market risk is interest rate risk because, as a financial institution, the majority of our assets and liabilities are sensitive to changes in interest rates. Therefore, a principal part of our operations is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Our Board of Directors has established an Asset/Liability Management Committee, which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate, given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors.

Historically, we operated as a traditional savings bank. Therefore, the majority of our assets consist of longer-term, fixed rate residential mortgage loans and mortgage backed securities, which we funded primarily with checking and savings accounts and short-term borrowings. In an effort to improve our earnings and to decrease our exposure to interest rate risk, we generally sell fixed rate residential loans with a term over 15 years. In addition, we have shifted our focus to originating more commercial real estate loans, which generally have shorter maturities than one- to four-family residential mortgage loans, and are usually originated with adjustable interest rates.

In addition to the above strategies with respect to our lending activities, we have used the following strategies to reduce our interest rate risk:

- increasing our personal and business checking accounts, which are less rate-sensitive than certificates of deposit and which provide us with a stable, low-cost source of funds;
- repaying short-term borrowings; and
- maintaining relatively high levels of capital.

We have not conducted hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage backed securities.

In addition, changes in interest rates can affect the fair values of our financial instruments. During the fiscal year ended September 30, 2011, low market interest rates were the primary factors in the increases in the fair values of our loans, deposits and Federal Home Loan Bank advances. For additional information, see Note 16 to the Notes to our Consolidated Financial Statements.

Net Portfolio Value. The table below sets forth, as of September 30, 2011, the estimated changes in our net portfolio value (NPV) that would result from the designated instantaneous changes in the interest rate yield curve. The NPV is the difference between the present value of an institution s assets and liabilities (the institution s net portfolio value or NPV) would change in the event of a range of assumed changes in market interest rates. The simulation model uses a discounted cash flow analysis and an option-based pricing approach to measure the interest rate sensitivity of net portfolio value. Historically, the model estimated the economic value of each type of asset, liability and off-balance sheet contract using the current interest rate yield curve with instantaneous increases or decreases of 100 to 300 basis points in 100 basis point increments. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 3% to 4% would mean, for example, a 100 basis point increase in the Change in Interest Rates column below. Given the current relatively low level of market interest rates, an NPV calculation for an interest rate decrease of greater than 100 basis points has not been prepared.

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Change in Interest Rates (basis points) (1)	Estimated NPV (2)	Estimated Increase (Decrease) in NPV Amount	Percent	NPV as a Percentage of Present Value of Assets (3) NPV Ratio (4)	Increase (Decrease) (basis points)
	(Dollars in thousands)				
+300	$ 74,112	$ (8,666)	(10.47)%	17.63%	(89)
+200	78,259	(4,519)	(5.46)	18.21	(30)
+100	81,208	(1,570)	(1.90)	18.50	(1)
0	82,778			18.51	
-100	77,662	(5,116)	(6.18)	17.30	(121)

(1) Assumes interest rate changes (up and down) in increments of 100 basis points.

(2) NPV is the discounted present value of expected cash flows from assets and liabilities.

(3) Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.

(4) NPV Ratio represents NPV divided by the present value of assets.

The table above indicates that at September 30, 2011, in the event of a 200 basis point increase in interest rates, we would experience a 5.46% decrease in net portfolio value. In the event of a 100 basis point decrease in interest rates, we would experience a 6.18% decrease in net portfolio value.

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

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ITEM 8. Financial Statements and Supplementary Data

MANAGEMENT S REPORTS TO STANDARD FINANCIAL CORP. SHAREHOLDERS

Management s Report on Financial Statements and Practices

Standard Financial Corp. is responsible for the preparation, integrity and fair presentation of the consolidated financial statements included in this annual report. The consolidated financial statements and notes included in this annual report have been prepared in conformity with United States generally accepted accounting principles and necessarily include some amounts that are based on management s best estimates and judgments.

The system of internal control over financial reporting as it relates to the financial statements is evaluated for effectiveness by management and tested for reliability through a program of internal audits. Actions are taken to correct potential deficiencies as they are identified. Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control could be circumvented or overridden and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation.

The Audit Committee, consisting entirely of independent directors, meets regularly with management, internal auditors and the independent registered public accounting firm and reviews audit plans and results, as well as management s actions taken in discharging responsibilities for accounting, financial reporting and internal control. S.R. Snodgrass, independent registered public accounting firm and the internal auditors have direct and confidential access to the Audit Committee at all times to discuss the results of their examinations.

Report on Management s Assessment of Internal Control over Financial Reporting

We, as management of Standard Financial Corp., are responsible for establishing and maintaining effective internal control over financial reporting that is designed to produce reliable financial statements in conformity with United States generally accepted accounting principles. Management assessed the Company s system of internal control over financial reporting as of September 30, 2011, in relation to criteria for effective internal control over financial reporting as described in Internal Control Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concludes that, as of September 30, 2011, its system of internal control over financial reporting is effective and meets the criteria of the Internal Control Integrated Framework .

Timothy K. Zimmerman

President and Chief Executive Officer

Colleen M. Brown

Senior Vice President and Chief Financial Officer

December 13, 2011

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders

Standard Financial Corp.

We have audited the accompanying consolidated statements of financial condition of Standard Financial Corp. (the Company) and subsidiaries as of September 30, 2011 and 2010, and the related consolidated statements of income, changes in stockholders equity, and cash flows for each of the two years in the period ended September 30, 2011. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Standard Financial Corp. and subsidiaries as of September 30, 2011 and 2010, and the results of their operations and their cash flows for each of the two years in the period ended September 30, 2011, in conformity with U.S. generally accepted accounting principles.

/s/ S.R. Snodgrass, A.C.

Wexford, Pennsylvania

December 13, 2011

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Standard Financial Corp.

Consolidated Statements of Financial Condition

(Dollars in thousands except per share data)

	September 30, 2011	September 30, 2010
ASSETS		
Cash on hand and due from banks	$ 1,869	$ 2,052
Interest-earning deposits in other institutions	10,789	36,936
Cash and Cash Equivalents	12,658	38,988
Investment securities available for sale, at fair value	62,946	54,948
Mortgage-backed securities available for sale, at fair value	42,808	22,589
Federal Home Loan Bank stock, at cost	2,839	3,416
Loans receivable, net of allowance for loan losses of $4,521 and $3,989	285,113	286,066
Loans held for sale	100	461
Foreclosed real estate	743	884
Office properties and equipment, at cost, less accumulated depreciation and amortization	3,903	3,847
Bank-owned life insurance	9,778	9,419
Goodwill	8,769	8,769
Core deposit intangible	687	855
Prepaid federal deposit insurance	846	1,174
Accrued interest and other assets	3,429	3,687
TOTAL ASSETS	$ 434,619	$ 435,103
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities		
Deposits:		
Demand, regular and club accounts	$ 186,235	$ 190,517
Certificate accounts	134,087	125,700
Total Deposits	320,322	316,217
Federal Home Loan Bank advances	28,520	37,805
Securities sold under agreements to repurchase	2,897	3,444
Advance deposits by borrowers for taxes and insurance	588	93
Stock subscriptions outstanding		29,461
Securities purchased not settled	993	
Accrued interest and other expenses	2,583	2,749
TOTAL LIABILITIES	355,903	389,769
Stockholders Equity		
Common Stock, $0.01 par value per share, 40,000,000 shares authorized, 3,478,173 shares issued	35	
Additional paid-in-capital	33,403	
Retained earnings	46,475	44,051
Unearned Employee Stock Ownership Plan (ESOP) shares	(2,797)	
Accumulated other comprehensive income	1,600	1,283

TOTAL STOCKHOLDERS EQUITY	78,716	45,334
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 434,619	$ 435,103

See accompanying notes to the consolidated financial statements.

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Standard Financial Corp.

Consolidated Statements of Income

(Dollars in thousands, except per share data)

	Years Ended September 30, 2011	2010
Interest and Dividend Income		
Loans, including fees	$ 15,627	$ 15,994
Mortgage-backed securities	1,261	877
Investments:		
Taxable	865	857
Tax-exempt	627	433
Interest-earning deposits	32	40
Total Interest and Dividend Income	18,412	18,201
Interest Expense		
Deposits	3,766	4,614
Securities sold under agreements to repurchase	16	28
Federal Home Loan Bank advances	1,137	1,605
Total Interest Expense	4,919	6,247
Net Interest Income	13,493	11,954
Provision for Loan Losses	1,625	1,179
Net Interest Income after Provision for Loan Losses	11,868	10,775
Noninterest Income		
Total other-than -temporary impairment losses on securities		(102)
Portion of loss recognized in other comprehensive income before taxes		
Net impairment losses on securities		(102)
Net securities gains	22	21
Service charges	1,614	1,691
Earnings on bank-owned life insurance	395	386
Net loan sale gains	75	12
Annuity and mutual fund fees	190	224
Other income	37	33
Total Noninterest Income	2,333	2,265
Noninterest Expenses		
Compensation and employee benefits	5,512	5,069
Data processing	389	378
Premises and occupancy costs	995	910
Core deposit amortization	168	168
Automatic teller machine expense	314	288

Federal deposit insurance		362		437
Contribution to Standard Charitable Foundation		1,376		
Other operating expenses		1,723		1,497
Total Noninterest Expenses		10,839		8,747
Income before Income Tax Expense		3,362		4,293
Income Tax Expense				
Federal		773		1,217
State		165		161
Total Income Tax Expense		938		1,378
Net Income	$	2,424	$	2,915
Earnings Per Share (since inception October 6, 2010):				
Basic earnings per common share	$	0.76	$	N/A
Diluted earnings per common share	$	0.76	$	N/A

See accompanying notes to the consolidated financial statement.

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Standard Financial Corp.

Consolidated Statement of Changes in Stockholders Equity

(Dollars in thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Unearned ESOP Shares	Accumulated Other Comprehensive Income	Total Stockholder s Equity
Balance, September 30, 2009	$	$	$ 41,136	$	$ 1,032	$ 42,168
Comprehensive income:						
Net income			2,915			2,915
Net change in unrealized income on securities available for sale, net of reclassification adjustment, net of taxes					251	251
Total Comprehensive Income						3,166
Balance, September 30, 2010			44,051		1,283	45,334
Comprehensive income:						
Net income			2,424			2,424
Net change in unrealized income on securities available for sale, net of reclassification adjustment, net of taxes					317	317
Total Comprehensive Income						2,741
Issuance of common stock (3,478,173 shares)	35	33,340		(2,950)		30,425
Compensation expense on ESOP		63		153		216
Balance, September 30, 2011	$ 35	$ 33,403	$ 46,475	$ (2,797)	$ 1,600	$ 78,716

See accompanying notes to the consolidated financial statements.

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Standard Financial Corp.

Consolidated Statements of Cash Flows

(Dollars in thousands)

	Years Ended September 30, 2011	2010
Cash Flows from Operating Activities		
Net income	$ 2,424	$ 2,915
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	396	403
Provision for loan losses	1,625	1,179
Amortization of core deposit intangible	168	168
Net amortization of premium/discount on securities	270	70
Net (gain) loss on securities	(22)	81
Origination of loans held for sale	(4,204)	(1,169)
Proceeds from sale of loans held for sale	4,640	1,181
Gain on sale of loans held for sale	(75)	(12)
Compensation expense on ESOP	216	
Stock contribution to Charitable Foundation	1,176	
Deferred income taxes	(623)	(638)
Increase in accrued interest and other assets	(23)	(636)
Decrease (increase) in prepaid Federal deposit insurance	328	(1,174)
Earnings on bank-owned life insurance	(395)	(386)
Decrease in accrued interest payable	(55)	(142)
(Decrease) increase in other accrued expenses	(110)	740
Increase in accrued income taxes payable	39	208
Other, net	180	242
Net Cash Provided by Operating Activities	5,955	3,030
Cash Flows from Investing Activities		
Net increase in loans	(1,085)	(17,331)
Purchases of investment securities	(43,214)	(48,460)
Purchases of mortgage-backed securities	(27,977)	(6,000)
Proceeds from maturities/principal repayments/calls of investment securities	35,656	34,887
Proceeds from maturities/principal repayments/calls of mortgage-backed securities	7,850	8,814
Proceeds from sales of investment securities	694	1,250
Proceeds from sales of mortgage-backed securities		1,445
Purchase of Federal Home Loan Bank stock	(60)	
Redemption of Federal Home Loan Bank stock	637	
Proceeds from sales of foreclosed real estate	408	318
Net purchases of office properties and equipment	(452)	(308)
Net Cash Used in Investing Activities	(27,543)	(25,385)
Cash Flows from Financing Activities		
Net (decrease) increase in demand, regular and club accounts	(3,369)	11,759
Net increase in certificate accounts	8,675	17,524
Net decrease in securities sold under agreements to repurchase	(547)	(422)
Stock proceeds less conversion expenses	457	29,461
Purchase of ESOP shares	(1,168)	
Repayments of Federal Home Loan Bank advances	(17,037)	(19,561)

Proceeds from new Federal Home Loan Bank advances		7,752		10,748
Increase (decrease) in advance deposits by borrowers for taxes and insurance		495		(586)
Net Cash (Used in) Provided by Financing Activities		(4,742)		48,923
Net (Decrease) Increase in Cash and Cash Equivalents		(26,330)		26,568
Cash and Cash Equivalents Beginning		38,988		12,420
Cash and Cash Equivalents Ending	$	12,658	$	38,988
Supplementary Cash Flows Information				
Interest paid	$	4,975	$	6,389
Income taxes paid	$	1,525	$	1,810
Supplementary Schedule of Noncash Investing and Financing Activities				
Foreclosed real estate acquired in settlement of loans	$	413	$	394
Issuance of common stock from stock subscription payable	$	28,759	$	
Issuance of common stock from customer deposit accounts	$	1,201	$	
Issuance of common stock for ESOP plan	$	1,782	$	
Securities purchased not settled	$	993	$	

See accompanying notes to the consolidated financial statements.

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STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies

The following comprise the significant accounting policies which Standard Financial Corp. and subsidiaries (the Company) follow in preparing and presenting their consolidated financial statements:

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Standard Financial Corp. (the Company) and its direct and indirect wholly owned subsidiaries, Standard Bank, PaSB (the Bank), and Westmoreland Investment Company. All significant intercompany accounts and transactions have been eliminated in consolidation. Standard Financial Corp. owns all of the outstanding shares of common stock of Standard Bank upon completion of the mutual-to-stock conversion which occurred on October 6, 2010. Prior to the stock conversion, the holding company of the Bank was Standard Mutual Holding Company. A total of 3,478,173 shares of common stock were issued in the offering (3,360,554 shares were subscribed for by depositors of the Bank, other investors in the subscription and community offerings and the Employee Stock Ownership Plan at a purchase price of $10.00 per share and 117,619 shares were issued to Standard Charitable Foundation). The shares of common stock began trading on the Nasdaq Capital Market under the trading symbol STND on October 7, 2010.

Nature of Operations

The Company s primary asset is the stock of its wholly owned subsidiary, the Bank, a Pennsylvania-chartered state savings bank with deposits insured by the Federal Deposit Insurance Corporation (FDIC). The Bank is a retail-oriented financial institution, which offers traditional deposit and loan products through its ten offices in Allegheny, Westmoreland, and Bedford Counties of Pennsylvania and Northern Allegany County of Maryland. Westmoreland Investment Company is a Delaware subsidiary, holding residential mortgage loans as the majority of its assets.

Financial Statements

The accompanying consolidated financial statements have been prepared on a September 30 fiscal-year basis. For regulatory and income tax reporting purposes, the Company reports on a December 31 calendar-year basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated statements of financial condition and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, valuation of deferred taxes, and the valuation of intangible assets.

Significant Group Concentrations of Credit Risk

Most of the Bank s activities are with customers located within Allegheny, Westmoreland, and Bedford Counties of Pennsylvania and Allegany County of Maryland. Notes 2 and 3 discuss the types of securities in which the Company invests. Note 4 discusses the types of lending in which the Company engages. The Company does not have any significant concentrations in any one industry or customer.

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand and due from banks and interest-earning deposits in other institutions with original maturities of less than 90 days.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies (Continued)

Interest-Earning Deposits In Other Institutions

Interest-earning deposits in other institutions mature within three months and are carried at cost.

Investment and Mortgage-Backed Securities

The Company accounts for investment and mortgage-backed securities by classifying them into three categories: (1) securities held to maturity; (2) securities available for sale; and (3) trading securities.

Securities held to maturity are carried at cost adjusted for amortization of premium and accretion of discount over the term of the related investments using the interest method.

Securities available for sale are carried at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss) as a part of stockholders equity. Premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating the other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition of the underlying issuer, (3) ability of the issuer to meet contractual obligations, (4) the intent to sell the security or whether it s more likely than not that the Company would be required to sell the security before its anticipated recovery in market value. Realized gains and losses determined on the basis of the cost of the specific securities sold are reported in earnings.

Securities bought and held principally for the purpose of selling them in the near term are classified as trading and are reported at fair value, with unrealized gains and losses included in earnings.

Federal Home Loan Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank System to hold stock of its district Federal Home Loan Bank according to a predetermined formula. The restricted stock is carried at cost and classified separately on the statement of financial condition.

The Bank is a member of the Federal Home Loan Bank of Pittsburgh and, as such, is required to maintain a minimum investment in stock of the Federal Home Loan Bank that varies with the level of advances outstanding with the Federal Home Loan Bank. The stock is bought from and sold to the Federal Home Loan Bank based upon its $100 par value. The stock does not have a readily determinable fair value and, as such, is classified as restricted stock, carried at cost, and evaluated for impairment as needed. The stock s value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the Federal Home Loan Bank as compared with the capital stock amount and the length of time this situation has persisted, (b) commitments by the Federal Home Loan Bank to make payments required by law or regulation and the level of such payments in relation to the operating performance, (c) the impact of legislative and regulatory changes on the customer base of the Federal Home Loan Bank, and (d) the liquidity position of the Federal Home Loan Bank.

The Federal Home Loan Bank has incurred losses in the recent two years and has suspended the payment of dividends. The losses are primarily attributable to impairment of investment securities associated with the extreme economic conditions in place over the last two years. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. More consideration was given to the long-term prospects for the Federal Home Loan Bank as opposed to the recent stress caused by the extreme economic conditions the world is facing. Management also considered that the Federal Home Loan Bank s regulatory capital ratios have increased from the prior year, liquidity appears adequate, they have once again started redeeming excess stock, and new shares of FHLB stock continue to change hands at the $100 par value.

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STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies (Continued)

Loans Receivable

Loans are stated at their unpaid principal balances net of deferred origination fees less allowances for losses. Monthly payments are scheduled to include interest. Interest on loans is credited to income as earned. Interest earned on loans for which no payments were received during the month is accrued. An allowance is established for accrued interest deemed to be uncollectible, generally when a loan is 90 days or more delinquent. Such interest ultimately collected is credited to income in the period received. Amortization of premiums and accretion of discounts are recognized over the term of the loan as an adjustment to the loan s yield using the interest method and cease when a loan becomes nonperforming. Loan origination fees, net of certain direct origination costs, are deferred and recognized over the contractual life of the related loan as a yield adjustment.

Allowance for Loan Losses

The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management s periodic evaluation of the adequacy of the allowance is based on the Company s past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay, the estimated value of the underlying collateral, composition of the loan portfolio, current economic conditions, and other relevant factors. This evaluation is inherently subjective, since it required estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general, and unallocated components. The specific component relates to loans that are classified as either doubtful, substandard or special mention. The general component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors.

Impaired loans are commercial and commercial real estate loans for which it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan agreement. We individually evaluate such loans for impairment rather than aggregate loans by major risk classifications. The definition of impaired loans is not the same as the definition of non-accrual loans, although the two categories overlap. We may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. Factors considered in determining impairment include payment status and collateral value. The amount of impairment for these types of impaired loans is determined by the difference between the present value of the expected cash flows related to the loan, using current interest rates, and its recorded value. In the case of collateralized loans, the impairment is the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Mortgage loans on one- to-four-family properties, home equity loans and lines of credit and consumer loans are large groups of smaller balance homogeneous loans and are measured for impairment collectively. Loans that experience insignificant payment delays, which are defined as less than 90 days, generally are not classified as impaired. Management determines the significance of payment delays on a case-by-case basis, taking into consideration all circumstances surrounding the loan and the borrower including the length of the delay, the borrower s prior payment record and the amount of shortfall in relation to the principal and interest owed.

Mortgage Loans Held for Sale and Mortgage Loan Servicing

Mortgage loans held for sale are valued at the lower of cost or fair value as determined by current investor yield requirements calculated on an aggregate basis. The Company acquired mortgage servicing rights through the origination and sale of mortgage loans. These rights are recognized as separate assets by allocating the total costs of the mortgage loans to the mortgage servicing rights and the loans (without the mortgage servicing rights) based on their relative fair values when the respective loans are sold.

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STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies (Continued)

Mortgage Loans Held for Sale and Mortgage Loan Servicing (Continued)

The Company measures the impairment of the mortgage servicing rights based on their current fair value. Current fair value is determined through the discounted present value of the estimated future net servicing cash flows using a risk-based discount rate and assumptions based upon market estimates for future servicing revenues and expenses (including prepayment expectations, servicing costs, default rates and interest earnings on escrows). For impairment measurement purposes, servicing rights are stratified by interest rates. If the carrying value of an individual stratum exceeds its fair value, a valuation allowance is established.

Foreclosed Real Estate

Foreclosed real estate consists of property acquired through a foreclosure proceeding or acceptance of a deed in lieu of foreclosure. Foreclosed real estate is initially recorded at fair value, net of estimated selling costs, at the date of foreclosure establishing a new cost basis. After foreclosure, valuations are periodically performed by management and the assets are carried at the lower of cost or fair value minus estimated costs to sell. Revenues and expenses from operations and changes in the valuation allowance are included in earnings.

Office Properties and Equipment

Office properties and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets. Estimated lives are 40 to 50 years for buildings and 3 to 10 years for furniture and equipment. Amortization of leasehold improvements is computed on the straight-line method over the shorter of the estimated useful life or term of the related lease.

Bank-Owned Life Insurance

The Company owns insurance on the lives of certain key employees. The policies were purchased to help offset the cost of increases in various fringe benefit plans, including healthcare. The cash surrender value of these policies is shown on the Consolidated Statements of Financial Condition, and any increases in the cash surrender value are recorded as noninterest income on the Consolidated Statements of Income. In the event of the death of an insured individual under these policies, the Company would receive a death benefit.

Goodwill and Core Deposit Intangible

Goodwill represents the excess of the purchase price over the cost of net assets purchased. Goodwill is not amortized, but is evaluated for impairment.

At least annually, management reviews goodwill and evaluates events or changes in circumstances that may indicate impairment in the carrying amount of goodwill. If the sum of the expected undiscounted future cash flows is less than the carrying amount of the net assets, an impairment loss will be recognized. Impairment, if any, is measured on a discounted future cash flow basis.

For September 30, 2011 and 2010, no impairment existed; however, for any future period the Company determines that there has been impairment in the carrying value of goodwill, the Company would record a charge to earnings, which could have a material adverse effect on net income.

The Company has core deposit intangible assets relating to the acquisition of HNB in 2006. These intangible assets are being amortized on a straight-line basis over a period of ten years and also continue to be subject to impairment testing. The balance of core deposit intangibles at September 30, 2011 and 2010 was $687,000 and $855,000, respectively, net of accumulated amortization of $1.3 million at September 30, 2011 and $1.1 million at September 30, 2010. Amortization expense of $168,000 was recorded in each of the years ended September 30, 2011 and 2010. Amortization expense is estimated to be $168,000 in 2012 through 2015, and $15,000 in 2016.

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STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies (Continued)

Income Taxes

Deferred taxes are provided on the liability method, whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Off-Balance Sheet Financial Instrument

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments consisting of commitments to extend credit and letters of credit. Such financial instruments are recorded in the Consolidated Statements of Financial Condition when they are funded.

Comprehensive Income

Recognized revenue, expenses, gains and losses are included in net income. However, certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of stockholders equity in the Statements of Financial Condition. Such items, along with net income, are components of comprehensive income. The components of other comprehensive income and related tax effects for the years ended September 30, 2011 and 2010 are as follows (dollars in thousands):

	2011	2010
Unrealized holding gains on available-for-sale securities	$ 502	$ 299
Reclassification adjustment for (gains) losses realized in income	(22)	81
Net Unrealized Gain	480	380
Income tax expense	(163)	(129)
Net of Tax Amount	$ 317	$ 251

Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred. Advertising costs for the years ended September 30, 2011 and 2010 totaled $79,000 and $81,000, respectively.

Reclassifications

Certain comparative amounts for the prior year have been reclassified to conform to current-year classifications. Such reclassifications had no effect on net income or stockholders equity.

Recent Accounting Pronouncements

In July 2010, the Financial Accounting Standards Board (FASB) issued ASU No. 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses.* ASU 2010-20 is intended to provide additional information to assist financial statement users in assessing an entity s credit risk exposures and evaluating the adequacy of its allowance for credit losses. The disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The amendments in ASU 2010-20 encourage, but do not require comparative disclosures for earlier reporting periods that ended before initial adoption.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements (Continued)

However, an entity should provide comparative disclosures for those reporting periods ending after initial adoption. The Company has presented the necessary disclosures in the Note 4 herein.

In December, 2010, the FASB issued ASU 2010-28, *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts*. This ASU modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating an impairment may exist. The qualitative factors are consistent with the existing guidance, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For public entities, the amendments in this Update are effective for fiscal year, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. For nonpublic entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Nonpublic entities may early adopt the amendments using the effective date for public entities. This ASU is not expected to have a significant impact on the Company s financial statements.

In December 2010, the FASB issued ASU 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations*. The amendments in this update specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments in this Update are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company s financial statements.

In April 2011, the FASB issued ASU 2011-02, *Receivables (Topic 310): A Creditor s Determination of Whether a Restructuring Is a Troubled Debt Restructuring*. The amendments in this Update provide additional guidance or clarification to help creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring. The amendments in this Update are effective for the first interim or annual reporting period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011. This ASU is not expected to have a significant impact on the Company s financial statements.

In April 2011, the FASB issued ASU 2011-03, *Reconsideration of Effective Control for Repurchase Agreements*. The main objective in developing this Update is to improve the accounting for repurchase agreements (repos) and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The amendments in this Update remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion.

The amendments in this Update apply to all entities, both public and nonpublic. The amendments affect all entities that enter into agreements to transfer financial assets that both entitle and obligate the transferor to repurchase or redeem the financial assets before their maturity. The guidance in this Update is effective for the first interim or annual period beginning on or after December 15, 2011 and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. This ASU is not expected to have a significant impact on the Company s financial statements.

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STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 1 Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements (Continued)

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments in this Update are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. For nonpublic entities, the amendments are effective for annual periods beginning after December 15, 2011. Early application by public entities is not permitted. This ASU is not expected to have a significant impact on the Company s financial statements.

In June 2011, the FASB issued ASU 2011-05, Presentation of Comprehensive Income. The amendments in this Update improve the comparability, clarity, consistency, and transparency of financial reporting and increase the prominence of items reported in other comprehensive income. To increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS, the option to present components of other comprehensive income as part of the statement of changes in stockholders equity was eliminated. The amendments require that all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. All entities that report items of comprehensive income, in any period presented, will be affected by the changes in this Update. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. For nonpublic entities, the amendments are effective for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. The amendments in this Update should be applied retrospectively, and early adoption is permitted. This ASU is not expected to have a significant impact on the Company s financial statements.

In September 2011, the FASB issued ASU 2011-08, *Intangibles Goodwill and Other Topics (Topic 350), Testing Goodwill for Impairment*. The objective of this update is to simplify how entities, both public and nonpublic, test goodwill for impairment. The amendments in the Update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Under the amendments in this Update, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments in this Update apply to all entities, both public and nonpublic, that have goodwill reported in their financial statements and are effective for interim and annual goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity s financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. This ASU is not expected to have a significant impact on the Company s financial statements.

In September 2011, the FASB issued ASU 2011-09, *Compensation-Retirement Benefits-Multiemployer Plans* (Subtopic 715-80). The amendments in this Update will require additional disclosures about an employer s participation in a multiemployer pension plan to enable users of financial statements to assess the potential cash flow implications relating to an employer s participation in multiemployer pension plans. The disclosures also will indicate the financial health of all of the significant plans in which the employer participates and assist a financial statement user to access additional information that is available outside the financial statements. For public entities, the amendments in this Update are effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. For nonpublic entities, the amendments are effective for annual periods of fiscal years ending after December 15, 2012, with early adoption permitted. The amendments should be applied retrospectively for all prior periods presented. This ASU is not expected to have a significant impact on the Company s financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 2 Investment Securities

Investment securities available for sale at September 30, 2011 and 2010 are as follows (dollars in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2011:				
U.S. government and agency obligations due:				
Beyond 1 year but within 5 years	$ 21,493	$ 151	$	$ 21,644
Beyond 5 years but within 10 years	3,000	10		3,010
Corporate bonds due:				
Beyond 1 year but within 5 years	7,255	9	(198)	7,066
Municipal obligations due:				
Within 1 year	4,172	15		4,187
Beyond 1 year but within 5 years	1,270	5		1,275
Beyond 5 years but within 10 years	14,255	716		14,971
Beyond 10 years	8,898	649		9,547
Equity securities:				
CRA Investment Fund	750	21		771
Freddie Mac common stock	10		(2)	8
Common stocks	458	36	(27)	467
	$ 61,561	$ 1,612	$ (227)	$ 62,946

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2010:				
U.S. government and agency obligations due:				
Beyond 1 year but within 5 years	$ 25,846	$ 94	$	$ 25,940
Beyond 5 years but within 10 years	1,002	7		1,009
Corporate bonds due:				
Within 1 year	1,521	27		1,548
Beyond 1 year but within 5 years	6,255	16	(24)	6,247
Municipal obligations due:				
Within 1 year	2,402	13		2,415
Beyond 1 year but within 5 years	4,203	69		4,272
Beyond 5 years but within 10 years	3,864	232		4,096
Beyond 10 years	7,568	699		8,267
Equity securities:				

CRA Investment Fund	750	11		761
Freddie Mac common stock	10			10
Common stocks	374	29	(20)	383
	$ 53,795	$ 1,197	$ (44)	$ 54,948

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 2 Investment Securities (Continued)

During 2011, gains on sales of investment securities totaled $24,000 and losses totaled $2,000 and proceeds from such sales were $694,000. During 2010, gains on sales of investment securities totaled $32,000 and losses totaled $32,000 and proceeds from such sales were $1.3 million. Impairment losses totaling $102,000 were recorded for 2010 for other-than-temporary declines in the market value on equity securities. At September 30, 2011, and 2010, no securities were held in the trading portfolio.

The following table shows the fair value and gross unrealized losses on investment securities and the length of time that the securities have been in a continuous unrealized loss position at September 30, 2011 and 2010 (dollars in thousands):

	September 30, 2011					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Corporate bonds	$ 1,925	$ (74)	$ 3,876	$ (124)	$ 5,801	$ (198)
Equity securities	93	(9)	60	(20)	153	(29)
Total Temporarily Impaired Securities	$ 2,018	$ (83)	$ 3,936	$ (144)	$ 5,954	$ (227)

	September 30, 2010					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Corporate bonds	$ 3,976	$ (24)	$	$	$ 3,976	$ (24)
Equity securities			60	(20)	60	(20)
Total Temporarily Impaired Securities	$ 3,976	$ (24)	$ 60	$ (20)	$ 4,036	$ (44)

At September 30, 2011 and 2010, the Company held 16 and 7, respectively, securities in an unrealized loss position. The decline in the fair value of these securities resulted primarily from interest rate fluctuations. The Company does not intend to sell these securities nor is it more likely than not that the Company would be required to sell these securities before its anticipated recovery and the Company believes the collection of the investment and related interest is probable. Based on this, the Company considers all of the unrealized losses to be temporary impairment losses.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 3 Mortgage-Backed Securities

Mortgage-backed securities available for sale of September 30, 2011 and 2010 are as follows (dollars in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2011:				
Government pass-throughs:				
Ginnie Mae	$ 19,080	$ 164	$ (52)	$ 19,192
Fannie Mae	17,358	602		17,960
Freddie Mac	4,755	316		5,071
Private pass-throughs	131		(1)	130
Collateralized mortgage obligations	446	9		455
	$ 41,770	$ 1,091	$ (53)	$ 42,808

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2010:				
Government pass-throughs:				
Ginnie Mae	$ 6,665	$ 69	$	$ 6,734
Fannie Mae	6,447	296		6,743
Freddie Mac	7,876	412		8,288
Private pass-throughs	139		(1)	138
Collateralized mortgage obligations	672	14		686
	$ 21,799	$ 791	$ (1)	$ 22,589

During 2011, there were no sales of mortgage-backed securities. During 2010, gains on sales of mortgage-backed securities available for sale totaled $21,000 and proceeds from such sales were $1.4 million.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 3 Mortgage-Backed Securities (Continued)

The following table shows the fair value and gross unrealized losses on mortgage-backed securities and the length of time that the securities have been in a continuous unrealized loss position at September 30, 2011 and 2010 (dollars in thousands):

	$00000.0	$00000.0	$00000.0	$00000.0	$00000.0	$00000.0
	September 30, 2011					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Ginnie Mae	$ 9,961	$ (52)	$	$	$ 9,961	$ (52)
Private pass-throughs			130	(1)	130	(1)
Total Temporarily Impaired Securities	$ 9,961	$ (52)	$ 130	$ (1)	$ 10,091	$ (53)

	September 30, 2010					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Private pass-throughs	$	$	$ 138	$ (1)	$ 138	$ (1)
Total Temporarily Impaired Securities	$	$	$ 138	$ (1)	$ 138	$ (1)

At September 30, 2011 and 2010, the Company held 3 and 1, respectively, mortgage-backed securities in an unrealized loss position. The decline in the fair value of these securities resulted primarily from interest rate fluctuations. The Company does not intend to sell these securities nor is it more likely than not that the Company would be required to sell these securities before its anticipated recovery and the Company believes the collection of the investment and related interest is probable. Based on this, the Company considers all of the unrealized losses to be temporary impairment losses.

Mortgage-backed securities with a carrying value of $25.1 million and $9.0 million were pledged to secure repurchase agreements and public funds accounts at September 30, 2011 and 2010, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 4 Loans Receivable

Loans receivable at September 30, 2011 and 2010 are summarized as follows (dollars in thousands):

	Real Estate Loans					
	One-to-four-family Residential and Construction	Commercial Real Estate	Home Equity Loans and Lines of Credit	Commercial	Other Loans	Total
September 30, 2011:						
Total loans before allowance for loan losses	$ 141,869	$ 88,096	$ 45,594	$ 11,683	$ 2,392	$ 289,634
Individually evaluated for impairment	$	$ 3,101	$	$ 39	$	$ 3,140
Collectively evaluated for impairment	$ 141,869	$ 84,995	$ 45,594	$ 11,644	$ 2,392	$ 286,494
September 30, 2010:						
Total loans before allowance for loan losses	$ 143,513	$ 86,051	$ 47,523	$ 9,956	$ 3,012	$ 290,055
Individually evaluated for impairment	$	$ 1,379	$	$ 1,000	$	$ 2,379
Collectively evaluated for impairment	$ 143,513	$ 84,672	$ 47,523	$ 8,956	$ 3,012	$ 287,676

The Company s primary business activity is with customers located within its local trade area. Commercial, residential, and personal loans are granted. Although the Company has a diversified loan portfolio at September 30, 2011 and 2010, loans outstanding to individual and businesses are dependent upon the local economic conditions in its immediate trade area.

The segments of the Bank s loan portfolio are disaggregated to a level that allows management to monitor risk and performance. Real estate loans are disaggregated into three categories which include one-to-four family residential (including residential construction loans), commercial real estate (which are primarily first liens) and home equity loans and lines of credit (which are generally second liens). The commercial loan segment consists of loans made for the purpose of financing the activities of commercial customers. Other loans consist of automobile loans, consumer loans and loans secured by savings accounts.

Management evaluates individual loans in the commercial and commercial real estate loan segments for possible impairment if the loan is in nonaccrual status or is risk rated Substandard, Doubtful or Loss and is greater than 90 days past due. Loans are considered to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. 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 loan 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. The Company does not separately evaluate individual consumer and residential real estate loans for impairment, unless such loans are part of a larger relationship that is impaired, or are classified as a troubled debt restructuring agreement. Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (a) the present value of expected future cash flows discounted at the loan s effective interest rate; (b) the loan s observable market price; or (c) the fair value of the collateral less selling costs. The method is selected on a loan-by loan basis, with management primarily utilizing the fair value of collateral method. The evaluation of the need and amount of a specific allocation of the allowance and whether a loan can be removed from impairment status is made on a quarterly basis. The Company s policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition.

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STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 4 Loans Receivable (Continued)

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary at September 30, 2011 and 2010 (dollars in thousands):

	Impaired Loans With Allowance		Impaired Loans Without Allowance	Total Impaired Loans	
	Recorded Investment	Related Allowance	Recorded Investment	Recorded Investment	Unpaid Principal Balance
September 30, 2011:					
Commercial real estate	$ 3,101	$ 930	$	$ 3,101	$ 3,101
Commercial	39	12		39	39
Total impaired loans	$ 3,140	$ 942	$	$ 3,140	$ 3,140
September 30, 2010:					
Commercial real estate	$ 1,379	$ 414	$	$ 1,379	$ 1,379
Commercial	1,000	300		1,000	1,000
Total impaired loans	$ 2,379	$ 714	$	$ 2,379	$ 2,379

The following table presents the average recorded investment in impaired loans and related interest income recognized for the years ended September 30, 2011 and 2010 (dollars in thousands):

	2011	2010
Average investment in impaired loans:		
Commercial real estate	$ 1,798	$ 345
Commercial	617	
Total impaired loans	$ 2,415	$ 345
Interest income recognized on impaired loans:	$ 76	$ 149
Accrual basis		

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 4 Loans Receivable (Continued)

The loan rating categories utilized by management generally follow bank regulatory definitions. The special mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered substandard. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets (or portions of assets) classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted and are charged off against the loan loss allowance. The pass category includes all loans not considered special mention, substandard, doubtful or loss.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential real estate loans are included in the pass category unless a specific action, such as delinquency greater than 90 days, bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank s commercial loan officers are responsible for the timely and accurate risk rating of the loans in their portfolios at origination and on an ongoing basis. An annual loan review is performed for all commercial real estate and commercial loans for all commercial relationships greater than $500,000. The Bank engages an external consultant to conduct loan reviews on at least an annual basis. Generally, the external consultant reviews commercial relationships greater than $500,000 and all criticized relationships. Loans in the special mention, substandard or doubtful categories that are collectively evaluated for impairment are given separate consideration in the determination of the loan loss allowance.

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Note 4 Loans Receivable (Continued)

The following table presents the classes of the loan portfolio summarized by the aggregate pass and the criticized categories of special mention, substandard and doubtful within the internal risk rating system as of September 30, 2011 and 2010 (dollars in thousands):

	Pass	Special Mention	Substandard	Doubtful	Total
September 30, 2011:					
First mortgage loans:					
One-to-four-family residential and construction	$ 140,433	$	$ 1,436	$	$ 141,869
Commercial real estate	80,860	2,808	4,428		88,096
Home equity loans and lines of credit	45,547		47		45,594
Commercial loans	10,644		1,039		11,683
Other loans	2,389			3	2,392
Total	$ 279,873	$ 2,808	$ 6,950	$ 3	$ 289,634
September 30, 2010:					
First mortgage loans:					
One-to-four-family residential and construction	$ 142,457	$	$ 1,056	$	$ 143,513
Commercial real estate	79,023	5,392	1,636		86,051
Home equity loans and lines of credit	47,307		216		47,523
Commercial loans	8,956		1,000		9,956
Other loans	2,998			14	3,012
Total	$ 280,741	$ 5,392	$ 3,908	$ 14	$ 290,055

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FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 4 Loans Receivable (Continued)

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of September 30, 2011 and 2010 (dollars in thousands):

	Current	30-59 Days Past Due	60-89 Days Past Due	Non-Accrual (90 Days+)	Total Loans
September 30, 2011:					
First mortgage loans:					
One-to-four-family residential and construction	$ 137,935	$ 1,977	$ 521	$ 1,436	$ 141,869
Commercial real estate	83,641	1,006	348	3,101	88,096
Home equity loans and lines of credit	45,457	68	22	47	45,594
Commercial loans	11,563		81	39	11,683
Other loans	2,386	3		3	2,392
Total	$ 280,982	$ 3,054	$ 972	$ 4,626	$ 289,634
September 30, 2010:					
First mortgage loans:					
One-to-four-family residential and construction	$ 138,312	$ 2,842	$ 1,303	$ 1,056	$ 143,513
Commercial real estate	81,750	2,261	404	1,636	86,051
Home equity loans and lines of credit	47,016	284	7	216	47,523
Commercial loans	8,956			1,000	9,956
Other loans	2,976	22		14	3,012
Total	$ 279,010	$ 5,409	$ 1,714	$ 3,922	$ 290,055

An allowance for loan losses (ALL) is maintained to absorb losses from the loan portfolio. The ALL is based on management s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors. Management tracks the historical net charge-off activity for the loan segments which may be adjusted for qualitative factors. Pass rated credits are segregated from criticized credits for the application of qualitative factors. Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors.

Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors are evaluated using information obtained from internal, regulatory, and governmental sources such as national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

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Note 4 Loans Receivable(Continued)

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

The following table summarizes the primary segments of the ALL, segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of September 30, 2011 and 2010. Activity in the allowance is presented for years ended September 30, 2011 and 2010 (dollars in thousands):

	$000,00	$000,00	$000,00	$000,00	$000,00	$000,00
	Real Estate Loans					
	One-to-four-family Residential and Construction	Commercial Real Estate	Home Equity Loans and Lines of Credit	Commercial	Other Loans	Total
Balance at September 30, 2010	$ 609	$ 2,460	$ 220	$ 483	$ 217	$ 3,989
Charge-offs	(287)	(721)	(47)	(85)	(44)	(1,184)
Recoveries	12	35		27	17	91
Provision	348	1,250		27		1,625
Balance at September 30, 2011	$ 682	$ 3,024	$ 173	$ 452	$ 190	$ 4,521
Individually evaluated for impairment	$	$ 930	$	$ 12	$	$ 942
Collectively evaluated for impairment	$ 682	$ 2,094	$ 173	$ 440	$ 190	$ 3,579
Balance at September 30, 2009	$ 279	$ 1,874	$ 220	$ 483	$ 222	$ 3,078
Charge-offs	(147)	(106)			(33)	(286)
Recoveries	7	4			7	18
Provision	470	688			21	1,179
Balance at September 30, 2010	$ 609	$ 2,460	$ 220	$ 483	$ 217	$ 3,989
Individually evaluated for impairment	$	$ 414	$	$ 300	$	$ 714
Collectively evaluated for impairment	$ 609	$ 2,046	$ 220	$ 183	$ 217	$ 3,275

The ALL is based on estimates and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the loan portfolio at any given date.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 4 Loans Receivable (Continued)

Loans serviced for others were $15.8 million and $15.9 million, at September 30, 2011 and 2010, respectively. These loans serviced for others are not assets of the Company and are appropriately excluded from the Company s financial statements. Mortgage servicing rights were $46,000 and $28,000, at September 30, 2011 and 2010, respectively, and are included on the Consolidated Statements of Financial Condition in other assets. Mortgage servicing rights are recorded by allocating the total cost of acquired mortgage loans to the mortgage servicing rights and the loans (without the mortgage servicing rights) based on their relative fair values. Mortgage servicing rights are deferred and amortized in proportion to and over the period of estimated net service fee income. The estimated fair value of mortgage servicing rights was $113,000 and $111,000, at September 30, 2011 and 2010, respectively, based on the present value of expected, future cash flows using a market discount rate. The Company periodically evaluates its mortgage servicing rights for impairment based on the fair value of those rights. Impairment, if any, would be recognized through a valuation allowance for each loan portfolio stratum for the recorded amount that exceeds fair value. Strata are defined based on predominant risk characteristics of the underlying loans such as loan type and within type, by loan rate intervals. No impairment reserves were deemed necessary as September 30, 2011 and 2010.

Note 5 Office Properties and Equipment

Office properties and equipment at September 30, 2011 and 2010 are summarized by major classifications as follows (dollars in thousands):

	2011	2010
Land	$ 1,109	$ 1,109
Office buildings and improvements	5,570	5,398
Furniture, fixtures, and equipment	2,075	1,927
Total, at Cost	8,754	8,434
Accumulated depreciation and amortization	4,851	4,587
	$ 3,903	$ 3,847

Depreciation and amortization charged to operations was $396,000 and $403,000 for the years ended September 30, 2011 and 2010, respectively.

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Note 6 Deposits

Deposit balances at September 30, 2011 and 2010 are summarized as follows (dollars in thousands):

	2011		2010	
	Amount	Percent	Amount	Percent
Savings account	$ 112,270	35.0%	$ 123,589	39.1%
Demand and NOWaccounts, including non-interest-bearing deposits of $30,251 in 2011 and $25,888 in 2010	66,067	20.6	58,762	18.6
Money market accounts	7,898	2.5	8,166	2.5
	186,235	58.1	190,517	60.2
Certificates of deposit:				
0.00 to 1.99%	51,183	16.0	51,559	16.3
2.00 to 3.99%	70,262	22.0	57,610	18.2
4.00 to 5.99%	12,561	3.9	15,410	4.9
6.00 to 7.99%	81		1,121	0.4
	134,087	41.9	125,700	39.8
	$ 320,322	100.0%	$ 316,217	100.0%

A summary of certificate accounts by maturity at September 30, 2011, is as follows (dollars in thousands):

	2011
One year or less	$ 35,157
One to two years	20,512
Two to three years	17,904
Three to four years	32,225
Four to five years	8,595
After five years	19,694
	$ 134,087

Interest expense by deposit category for the years ended September 30, 2011 and 2010, is as follows (dollars in thousands):

	2011	2010
NOW accounts	$ 57	$ 102

Money market accounts	16	22
Savings and club accounts	506	1,169
Certificates accounts	3,187	3,321
	$ 3,766	$ 4,614

The aggregate amount of time certificates of deposit including Individual Retirement Accounts with a minimum denomination of $100,000 at September 30, 2011 and 2010 is $39.9 million and $35.8 million, respectively.

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Note 7 Federal Home Loan Bank Advances

Advances from the FHLB of Pittsburgh are collateralized by certain qualifying collateral such as loans, with weighted-average collateral values determined by the FHLB of Pittsburgh equal to at least the unpaid amount of outstanding advances. At September 30, 2011 and 2010, advances from the FHLB consisted of the following (dollars in thousands):

Stated Maturity	Rate	2011	2010
1/18/2011	4.64%	$	$ 2,190
4/15/2011	3.14		1,393
6/22/2011	4.87		2,000
8/17/2011	5.03		1,000
8/30/2011	0.43		2,758
9/6/2011	5.43		491
9/12/2011	4.48		4,138
11/30/2011	5.38	852	852
7/9/2012	3.99	2,300	2,300
9/10/2012	1.88	2,451	2,451
12/18/2012	4.13	2,471	2,471
3/25/2013	3.34	3,130	3,130
7/11/2013	4.03	2,249	2,249
8/30/2013	1.06	3,000	3,000
9/9/2013	2.52	2,000	2,000
1/21/2014	2.31	4,990	4,990
6/20/2014	1.05	1,000	
1/26/2015	1.86	2,413	
6/22/2015	1.52	1,339	
10/5/2015	6.51	325	392
		$ 28,520	$ 37,805

Contractual maturities of FHLB advances at September 30, 2011, were as follows (dollars in thousands):

	2011
One year or less	$ 5,673
One to two years	12,925
Two to three years	6,070
Three to four years	3,837
Four to five years	15
	$ 28,520

The Bank has entered into a line of credit agreement whereby it can borrow up to $15.0 million from the FHLB. The line was not drawn upon as of September 30, 2011 or 2010. The agreement expires in February 2012. The interest rate was .68% at September 30, 2011, respectively.

The maximum borrowing capacity from the FHLB at September 30, 2011 is $116.4 million.

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Note 8 Securities Sold Under Agreement to Repurchase

Short-term borrowings consist of borrowings from securities sold under agreements to repurchase. Average amounts outstanding during the year represent daily average balances, and average interest rates represent interest expense divided by the related average balance.

The outstanding balances and related information for short-term borrowings are summarized as follows (dollars in thousands):

	2011		2010	
	Amount	Rate	Amount	Rate
Balance at year end	$ 2,897	0.27%	$ 3,444	0.60%
Average balance outstanding during the year	4,855	0.33	3,634	0.77
Maximum amount outstanding at any month-end	6,738		3,895	

Note 9 Income Taxes

Total income tax expense for the years ended September 30, 2011 and 2010 is as follows (dollars in thousands):

	2011	2010
Federal:		
Current	$ 1,396	$ 1,855
Deferred	(623)	(638)
	$ 773	$ 1,217
State, current	$ 165	$ 161

The difference between the expected and actual tax provision expressed as percentage of earnings before income tax provision are as follows:

	2011	2010
Expected federal tax rate	34.0%	34.0%
State taxes, net of federal tax benefit	3.2	2.5
Nontaxable interest income	(5.7)	(3.9)
Bank-owned life insurance	(3.6)	(2.7)
Other items, net		2.2
Effective Tax Rate	27.9%	32.1%

The Bank is subject to the Pennsylvania and Maryland Thrift Institutions tax which is calculated at 11.5 and 8.25 percent of earnings based on U.S. generally accepted accounting principles.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Note 9 Income Taxes (Continued)

The net deferred tax asset (liability) consisted of the following components as of September 30, 2011 and 2010 (dollars in thousands):

	2011	2010
Deferred Tax Assets:		
Allowance for loan losses	$ 1,537	$ 1,356
Impairment reserves	89	118
Employee benefits	572	498
Charitable donations	185	
Other, net	136	67
Total Deferred Tax Assets	2,519	2,039
Deferred Tax Liabilities:		
Unrealized gain on securities	(824)	(661)
Premises and equipment	(119)	(147)
Purchase accounting	(184)	(234)
Other, net	(16)	(81)
Total Deferred Tax Liabilities	(1,143)	(1,123)
Net Deferred Tax Assets	$ 1,376	$ 916

U.S. generally accepted accounting principles prescribe a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met.

There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. The Bank recognizes, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the Statement of Income. The Bank s federal and PA shares tax returns for taxable years through 2006 have been closed for purposes of examination by the Internal Revenue Service and the Pennsylvania Department of Revenue.

Retained income at September 30, 2011, includes $3.9 million of base year reserves for which no tax provision has been made. This amount represents deductions for bad debt reserves for tax purposes, which were only allowed to savings institutions that met certain definitional tests prescribed by the Internal Revenue Code of 1986, as amended. The Small business Job Protection Act of 1996 eliminated the special bad debt deduction granted solely to thrifts. Under the terms of the Act, there would be no recapture of the pre-1988 (base year) reserves. However, these pre-1998 reserves would be subject to recapture under the rules of the Internal Revenue Code if the Bank itself pays a cash dividend in excess of earnings and profits, or liquidates. The Act also provides for the recapture of deductions arising from applicable excess reserve defined as the total amount of reserve over the period base year reserve. The Bank s total reserve exceeds the base year reserve and deferred taxes have been provided for this excess.

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Note 10 Regulatory Capital Requirements

The Company is required to maintain a cash reserve balance in vault cash or with the Federal Reserve Bank. The total of this reserve was approximately $1.8 million at September 30, 2011, respectively.

The Company is subject to various regulatory capital requirements administered by the federal banking agencies. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company s assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company s financial statements. The Company s capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the following table) of total Tier I capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier I capital (as defined) to average assets (as defined). Management believes, as of September 30, 2011, that the Company meets all capital adequacy requirements of which it is subject.

As of September 30, 2011, the FDIC categorized the Company as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Company must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Company s category.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Note 10 Regulatory Capital Requirements (Continued)

The Company s and Bank s actual capital amounts and ratios are presented in the following table (dollars in thousands):

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2011:						
Total Capital (To Risk Weighted Assets)						
Consolidated	$ 70,939	27.16%	$ 20,896	8.00%	$ 26,120	10.00%
Standard Bank	56,279	21.70	20,751	8.00	25,939	10.00
Tier 1 Capital (To Risk Weighted Assets)						
Consolidated	67,661	25.90	10,448	4.00	15,672	6.00
Standard Bank	53,012	20.44	10,376	4.00	15,563	6.00
Tier 1 Capital (To Average Assets)						
Consolidated	67,661	15.51	17,530	4.00	21,913	5.00
Standard Bank	53,012	12.45	17,032	4.00	21,290	5.00

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2010:						
Total Capital (To Risk Weighted Assets)						
Consolidated	$ 37,684	14.50%	$ 20,796	8.00%	$ 25,995	10.00%
Standard Bank	37,111	14.34	20,705	8.00	25,881	10.00
Tier 1 Capital (To Risk Weighted Assets)						
Consolidated	34,427	13.24	10,398	4.00	15,597	6.00
Standard Bank	33,862	13.08	10,352	4.00	15,528	6.00
Tier 1 Capital (To Average Assets)						
Consolidated	34,427	8.67	15,890	4.00	19,863	5.00
Standard Bank	33,862	8.49	15,963	4.00	19,954	5.00

Note 11 Contribution to Standard Charitable Foundation

The Company made a $1.4 million one-time contribution to Standard Charitable Foundation during 2011 in connection with the stock conversion. This contribution represented $1.2 million or 3.5% of the stock issued on October 6, 2010 and $200,000 in cash. The after tax impact on 2011 net income of this one-time contribution was net expense of $908,000 (net of income tax benefit of $468,000).

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Note 12 Employee Stock Ownership Plan

The Company established a tax qualified Employee Stock Ownership Plan (ESOP) for the benefit of its employees in conjunction with the stock conversion on October 6, 2010. Eligible employees begin to participate in the plan after one year of service and become 20% vested in their accounts after two years of service, 40% after three years of service, 60% after four years of service, 80% after five years of service and 100% after six years of service or, if earlier, upon death, disability or attainment of normal retirement age.

In connection with the stock conversion, the purchase of the 278,254 shares of the Company stock by the ESOP was funded by a loan from the Company through the Bank. Unreleased ESOP shares collateralize the loan payable, and the cost of the shares is recorded as a contra-equity account in the stockholders equity of the Company. Shares are released as debt payments are made by the ESOP to the loan. The ESOP s sources of repayment of the loan can include dividends, if any, on the unallocated stock held by the ESOP and discretionary contributions from the Company to the ESOP and earnings thereon.

Compensation is recognized under the shares released method and compensation expense is equal to the fair value of the shares committed to be released and unallocated ESOP shares are excluded from outstanding shares for purposes of computing EPS. Compensation expense related to the ESOP of $216,000 and $0 was recognized during the years ended September 30, 2011 and 2010, respectively.

As of December 31, 2010 (the ESOP s plan year end), the ESOP held a total of 278,254 shares of the Company s stock, and there were 274,640 unallocated shares. The fair market value of the unallocated ESOP shares was $3,804,000 at December 31, 2010. During the year ended December 31, 2010, a partial year allocation of 3,614 shares was released for allocation.

Note 13 Employee Benefit Plans

The Company participates in the Financial Institutions Retirement Fund (FIRF), a multi-employer pension plan. FIRF provided defined pension benefits to substantially all of the Company s employees. Effective August 1, 2005, the annual benefit provided to employees under this defined benefit pension plan was frozen by Standard Bank. Freezing the plan eliminates all future benefit accruals; however, the accrued benefit as of August 1, 2005, remains. During the years ended September 30, 2011 and 2010, the Company recognized $335,000 and $448,000, respectively, as pension expense and made $182,000 and $31,000, respectively, as contributions to FIRF.

The Company participates in the Financial Institutions Thrift Plan, a multi-employer 401(k) plan, which provides benefits to substantially all of the Company s employees. Employees contributions to the plan are matched by the Company up to a maximum of 3 percent of such employees pretax salaries. Expense recognized for the plans was $90,000 and $65,000 for the years ended September 30, 2011 and 2010, respectively.

The Company adopted a nonqualified phantom stock appreciation rights plan for key officers and directors of the Bank on January 1, 2002. This plan was an incentive-driven benefit plan with payout deferred until the end of the tenth plan year. This nonqualified phantom stock appreciation rights plan was frozen effective September 30, 2010 with no further benefits accruing in connection with the conversion of the Company from the mutual to stock form. Expense recognized for the plan was $0 and $136,000 for the years ended September 30, 2011 and 2010, respectively, and the accrued liability relating to this plan was $548,000 at September 30, 2011 and September 30, 2010.

STANDARD FINANCIAL CORP.

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Note 14 Financial Instruments With Off-Balance Sheet Risk

In the normal course of business, the Company extends credit in the form of loan commitments and undisbursed home equity lines of credit. These off-balance sheet instruments involve, to various degrees, elements of credit and interest rate risk not reported in the statement of financial condition.

The Company s exposure to credit loss in the event of nonperformance by the other party to these financial instruments is represented by the contract amount of the financial instrument. The Company uses the same credit policies in making commitments for off-balance sheet financial instrument as it does for on-balance sheet instruments.

Financial instruments with off-balance sheet risk as of September 30, 2011 and 2010 are presented in the following table (dollars in thousands):

	2011	2010
One-to-four family dwellings:		
Loan commitments	$ 1,107	$ 3,458
Undisbursed home equity lines of credit	12,623	12,779
Undisbursed funds-construction loans in process	396	1,319
Commercial loan commitments	13,731	18,699
Other	644	711

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company evaluates each customer s creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, by the Company upon extension of credit is based on management s credit evaluation of the counterparty. Collateral held varies but generally includes real estate property. The majority of commitments to originate loans at September 30, 2011 and 2010 were for fixed rate loans. The Company grants loan commitments at prevailing market rates of interest.

Note 15 Fair Value Measurements

The Company provides disclosures about assets and liabilities carried at fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and lowest priority to unobservable inputs. The three broad levels of the fair value hierarchy are described below:

Level I: Inputs to the valuation methodology are unadjusted quoted prices are available for identical assets or liabilities in active markets that the Company has the ability to access.

Level II: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by corroborated or other means. If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.

Level III: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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Note 15 Fair Value Measurements (Continued)

The following table presents the assets reported on the balance sheet at their fair value as of September 30, 2011 and 2010 by level within the fair value hierarchy (dollars in thousands):

	September 30, 2011			
	Level I	Level II	Level III	Total
Assets measured at fair value on a recurring basis:				
U.S. government and agency obligations	$	$ 24,654	$	$ 24,654
Corporate bonds		7,066		7,066
Municipal obligations		29,980		29,980
Equity securities	1,246			1,246
Mortgage-backed securities		42,808		42,808
Assets measured at fair value on a non-recurring basis:				
Impaired loans			2,198	2,198
Foreclosed real estate			743	743
	$ 1,246	$ 104,508	$ 2,941	$ 108,695

	September 30, 2010			
	Level I	Level II	Level III	Total
Assets measured at fair value on a recurring basis:				
U.S. government and agency obligations	$	$ 26,949	$	$ 26,949
Corporate bonds		7,795		7,795
Municipal obligations		19,050		19,050
Equity securities	1,154			1,154
Mortgage-backed securities		22,589		22,589
Assets measured at fair value on a non-recurring basis:				
Impaired loans			1,665	1,665
Foreclosed real estate			884	884
	$ 1,154	$ 76,383	$ 2,549	$ 80,086

No liabilities are carried at fair value. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Fair values for U.S. government and agency obligations, corporate bonds, municipal obligations and mortgage-backed securities are valued at observable market data for similar assets. Equity securities are valued at the closing price reported on the active market on which the individual securities are traded. Impaired loans are valued on a loan by loan basis using one of three methods: a) the present value of expected future cash flows discounted at the loan s effective interest rate; (b) the loan s observable market price; or (c) the fair value of the collateral less selling costs. Foreclosed real estate is recorded on the date acquired at the lower of the related loan balance or fair value, less disposition costs, with the fair value being determined by appraisal. Subsequently, foreclosed real estate is valued at the lower of the amount recorded at acquisition date or fair value, less estimated disposition costs.

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Note 16 Fair Value of Financial Instruments

Disclosure of fair value information about financial instruments, whether or not recognized in the statement of financial condition, is required for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be sustained by comparison of independent markets and, in many cases, could not be realized in immediate settlement of the instrument. GAAP excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts do not represent the underlying value of the Company. The carrying amounts reported in the consolidated statements of financial condition approximate fair value for the following financial instruments: cash on hand and due from banks, interest-earning deposits in other institutions, Federal Home Loan Bank stock, accrued interest receivable, bank-owned life insurance, and accrued interest payable.

Fair values for investment securities and mortgage-backed securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments with similar credit, maturity, and interest rate characteristics. The fair values for one-to-four-family and other residential loans are estimated using current market inputs at which loans with similar terms and qualities would be made to borrowers of similar credit quality. Where quoted prices were available, such market rates were utilized. The carrying amount of construction loans approximates its fair value given their short-term nature. The fair values of loans secured by savings accounts, consumer loans, second mortgage loans, automobile, home equity, commercial loans, and loans for real estate sold on contract are estimated using discounted cash flow analyses, using interest rates currently being offered for loans in the current market with similar terms to borrowers of similar creditworthiness. The estimated fair value of nonperforming loans is the as is appraised value of the underlying collateral.

The fair values of deposits with no stated maturities, which include non-interest-bearing checking, NOW accounts, regular passbook, club accounts, and money market demand accounts, are equal to the amount payable on demand at the repricing date (i.e., their carrying amounts). Fair values of certificate accounts are estimated using a discounted cash flow calculation that applies a comparable market interest rate to the aggregated weighted-average maturity of time deposits.

Fair values of borrowed funds are estimated using a discounted cash flow calculation that applies a comparable FHLB advance rate to the weighted average maturity of the borrowings.

Fair value of off-balance sheet items is based on the current fees or costs that would be charged to enter into or terminate such arrangements and are considered nominal.

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Note 16 Fair Value of Financial Instruments (Continued)

The carrying amounts and estimated fair value of the Company s financial assets and financial liabilities at September 30, 2011 and 2010 (dollars in thousands):

	2011		2010	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Financial Assets:				
Cash on hand and due from banks	$ 1,869	$ 1,869	$ 2,052	$ 2,052
Interest-earning deposits in other institutions	10,789	10,789	36,936	36,936
Investment securities	62,946	62,946	54,948	54,948
Mortgage-backed securities	42,808	42,808	22,589	22,589
Loans receivable	297,800	285,113	296,430	286,066
Loans held for sale	102	100	468	461
Accrued interest receivable	1,337	1,337	1,399	1,399
Federal Home Loan Bank stock	2,839	2,839	3,416	3,416
Bank-owned life insurance	9,778	9,778	9,419	9,419
Financial Liabilities:				
Deposits	326,717	320,322	321,630	316,217
Federal Home Loan Bank advances	29,500	28,520	39,417	37,805
Securities sold under agreements to repurchase	2,897	2,897	3,444	3,444
Accrued interest payable	268	268	323	323
Off-balance sheet financial instruments:				
Commitment to extend credit and letters of credit				

Note 17 Standard Financial Corp. Condensed Financial Statements (Parent Company Only)

Following are condensed financial statements for the parent company as of and for the year ended September 30, 2011:

Condensed Balance Sheet

(Dollars in thousands)

	September 30, 2011
Cash	$ 168
Investment securities available for sale, at fair value	467
Investment in bank subsidiary	64,060
Loan receivable from bank subsidiary	13,500

Other assets		521
Total Assets	$	78,716
Total Liabilities	$	
Total Stockholders Equity		78,716
Total Liabilities and Stockholders Equity	$	78,716

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FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 17 Standard Financial Corp. Condensed Financial Statements (Parent Company Only) (Continued)

Condensed Statement of Income

(Dollars in thousands)

	Year Ended September 30, 2011
Interest on loan receivable	$ 328
Dividends on investment securities	17
Net securities gains	22
Total Income	367
Operating Expenses	160
Income before Income Tax Expense	207
Income Tax Expense	88
Income before equity in undistributed net income of subsidiaries	119
Equity in undistributed net income of subsidiaries	2,305
Net Income	$ 2,424

Condensed Statement of Cash Flows

(Dollars in thousands)

	Year Ended September 30, 2011
Cash Flows from Operating Activities	
Net income	$ 2,424
Adjustments to reconcile net income to net cash used in operating activities:	
Equity in undistributed net income of subsidiaries	(2,305)
Net gain on securities	(22)
Other, net	(116)
Net Cash Used in Operating Activities	(19)

Cash Flows from Investing Activities		
Loan to bank subsidiary		(13,500)
Purchases of investment securities		(256)
Proceeds from sales of investment securities		194
Net Cash Used in Investing Activities		(13,562)
Cash Flows from Financing Activities		
Stock proceeds less conversion expenses		30,425
Contribution of stock and cash to bank subsidiary		(16,676)
Net Cash Provided by Financing Activities		13,749
Net Increase in Cash and Cash Equivalents		168
Cash and Cash Equivalents Beginning		
Cash and Cash Equivalents Ending	$	168
Supplementary Schedule of Noncash Investing and Financing Activities		
Merger of Standard Mutual Holding Company into Standard Financial Corp.		
Assets acquired	$	45,334
Equity accquired	$	45,334

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 and 2010

Note 18 Quarterly Financial Data (unaudited)

Following are quarterly condensed consolidated statements of income for the years ended September 30, 2011 and 2010. Quarterly earnings per share data may vary from annual earnings per share due to rounding.

(Dollars in thousands, except per share data)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2011				
Interest and dividend income	$ 4,651	$ 4,643	$ 4,643	$ 4,475
Interest expense	1,339	1,232	1,192	1,156
Net interest income	3,312	3,411	3,451	3,319
Provision for loan losses	350	425	425	425
Net interest income after provision for loan losses	2,962	2,986	3,026	2,894
Noninterest income	617	535	596	585
Contribution to Standard Charitable Foundation	1,376			
Noninterest expenses	2,315	2,361	2,388	2,398
(Loss) income before income tax (benefit) expense	(112)	1,160	1,234	1,081
Income tax (benefit) expense	(130)	332	389	347
Net income	$ 18	$ 828	$ 845	$ 734
Earnings Per Share (since inception October 6, 2010)	$	$ 0.26	$ 0.26	$ 0.23
2010				
Interest and dividend income	$ 4,609	$ 4,551	$ 4,508	$ 4,533
Interest expense	1,750	1,623	1,470	1,403
Net interest income	2,859	2,928	3,038	3,130
Provision for loan losses	129	300	350	400
Net interest income after provision for loan losses	2,730	2,628	2,688	2,730
Noninterest income	596	555	617	497
Noninterest expenses	1,994	2,175	2,221	2,358
Income before income tax expense	1,332	1,008	1,084	869
Income tax expense	477	324	347	230
Net income	$ 855	$ 684	$ 737	$ 639

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ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. As of September 30, 2011, an evaluation was performed under the supervision and with the participation of the Company s management, including the President and Chief Executive Officer and the Senior Executive Vice President and Chief 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) and 15d-15(e) under the Securities and Exchange Act of 1934). Based on that evaluation, the Company s management, including the President and Chief Executive Officer and the Senior Executive Vice President and Chief Financial Officer, concluded that the Company s disclosure controls and procedures were effective as of September 30, 2011.

Disclosure controls and procedures are the controls and other procedures that are designed to ensure that the information required to be disclosed by the Company in its reports filed and submitted under the Securities Exchange Act of 1934, as amended (Exchange Act) is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in its reports filed under the Exchange Act is accumulated and communicated to the Company s management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management Report on Internal Control over Financial Reporting. The Company s management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Management s assessment of internal control over financial reporting for the fiscal year ended September 30, 2011 is included in Item 8.

Changes in Internal Control over Financial Reporting. No change in the Company s internal control over financial reporting (as defined in Rules 13a-15(f) and 15-d15(f) under the Exchange Act) occurred during the last fiscal quarter that has materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Information concerning directors and executive officers of Standard Financial Corp. is incorporated herein by reference from our definitive Proxy Statement (the Proxy Statement), specifically the section captioned Proposal I Election of Directors.

ITEM 11. Executive Compensation

Information concerning executive compensation is incorporated herein by reference from our Proxy Statement, specifically the section captioned Proposal I Election of Directors.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information concerning security ownership of certain owners and management is incorporated herein by reference from our Proxy Statement, specifically the sections captioned Voting Securities and Principal Holders Thereof and Proposal I Election of Directors.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

Information concerning relationships and transactions is incorporated herein by reference from our Proxy Statement, specifically the section captioned Transactions with Certain Related Persons.

ITEM 14. Principal Accountant Fees and Services

Information concerning principal accountant fees and services is incorporated herein by reference from our Proxy Statement, specifically the section captioned Proposal II Ratification of Appointment of Independent Registered Public Accounting Firm.

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PART IV

ITEM 15. Exhibits and Financial Statement Schedules

3.1	Articles of Incorporation of Standard Financial Corp.*
3.2	Bylaws of Standard Financial Corp.*
4	Form of Common Stock Certificate of Standard Financial Corp.*
10.1	Form of Standard Bank, PaSB Employee Stock Ownership Plan*
10.2	Form of Standard Financial Corp. and Standard Bank, PaSB Three-Year Employment Agreement*
10.3	Form of Standard Financial Corp. and Standard Bank, PaSB Two-Year Employment Agreement*
10.4	Form of Standard Bank, PaSB Change in Control Agreement*
10.5	Form of Phantom Stock Agreement for Officers*
10.6	Form of Phantom Stock Agreement for Directors*
10.7	Chief Financial Officer Performance Based Compensation Plan*
10.8	Chief Commercial Lending Officer Performance Based Compensation Plan*
10.9	Non-Compete Agreement between Standard Bank, PaSB and David C. Mathews*
21	Subsidiaries of Registrant*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema Document **
101.CAL	XBRL Taxonomy Calculation Linkbase Document **
101 DEF	XBRL Taxonomy Extension Definition Linkbase Document **
101 LAB	XBRL Taxonomy Label Linkbase Document **
101.PRE	XBRL Taxonomy Presentation Linkbase Document **

* Incorporated by reference to the Registration Statement on Form S-1 of Standard Financial Corp. (File No. 333-167579), originally filed with the Securities and Exchange Commission on June 17, 2010, as amended.

** We have attached these documents formatted in XBRL (Extensible Business Reporting Language) as Exhibit 101 to this report. We advise users of this data that pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STANDARD FINANCIAL CORP.

By: /s/ Timothy K. Zimmerman
Timothy K. Zimmerman
President, Chief Executive Officer and Director
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Exchange of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Timothy K. Zimmerman Timothy K. Zimmerman	President, Chief Executive Officer and Director (Principal Executive Officer)	December 13, 2011
/s/ Colleen M. Brown Colleen M. Brown	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 13, 2011
/s Terence L. Graft Terence L. Graft	Chairman of the Board	December 13, 2011
/s/ Dale A. Walker Dale A. Walker	Vice Chairman of the Board	December 13, 2011
/s/ Horace G. Cofer Horace G. Cofer	Director	December 13, 2011
/s/ William T. Ferri William T. Ferri	Director	December 13, 2011
/s/ David C. Mathews David C. Mathews	Director	December 13, 2011
/s/ Thomas J. Rennie Thomas J. Rennie	Director	December 13, 2011