Waterstone Financial, Inc.
Form 10-Q
October 31, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

T Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2014

OR

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-36271
WATERSTONE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Maryland	90-1026709
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
11200 W. Plank Court Wauwatosa, Wisconsin	53226
(Address of principal executive offices)	(Zip Code)

(414) 761-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes T No o

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 T No o

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o Accelerated filer T Non-accelerated filer o Smaller reporting company o
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No T

The number of shares outstanding of the issuer's common stock, $0.01 par value per share, was 34,420,094 at October 31, 2014

WATERSTONE FINANCIAL, INC.

10-Q INDEX

	Page No.
PART I. FINANCIAL INFORMATION	3
Item l. Financial Statements	3
Consolidated Statements of Financial Condition as of September 30, 2014 (unaudited) and December 31, 2013	3
Consolidated Statements of Income for the three and nine months ended September 30, 2014 and 2013 (unaudited)	4
Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2014 and 2013 (unaudited)	5
Consolidated Statements of Changes in Shareholders' Equity for the nine months ended September 30, 2014 and 2013 (unaudited)	6
Consolidated Statements of Cash Flows for the nine months ended September 30, 2014 and 2013 (unaudited)	7
Notes to Consolidated Financial Statements (unaudited)	8 - 32
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	33 - 53
Item 3. Quantitative and Qualitative Disclosures about Market Risk	54
Item 4. Controls and Procedures	55
PART II. OTHER INFORMATION	55
Item 1. Legal Proceedings	55
Item 1A. Risk Factors	55
Item 6. Exhibits	55
Signatures	55

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	(Unaudited) September 30, 2014	December 31, 2013
	(In Thousands, except share data)	
Assets		
Cash	$110,848	428,832
Federal funds sold	25,732	93
Interest-earning deposits in other financial institutions and other short term investments	4,702	244
Cash and cash equivalents	141,282	429,169
Securities available for sale (at fair value)	279,373	213,418
Loans held for sale (at fair value)	144,193	97,021
Loans receivable	1,111,719	1,092,676
Less: Allowance for loan losses	20,439	24,264
Loans receivable, net	1,091,280	1,068,412
Office properties and equipment, net	26,274	27,090
Federal Home Loan Bank stock (at cost)	17,500	17,500
Cash surrender value of life insurance	50,640	39,378
Real estate owned	25,837	22,663
Prepaid expenses and other assets	22,946	32,388
Total assets	$1,799,325	1,947,039
Liabilities and Shareholders' Equity		
Liabilities:		
Demand deposits	$90,600	93,275
Money market and savings deposits	119,974	513,716
Time deposits	664,577	637,750
Total deposits	875,151	1,244,741
Short-term borrowings	-	21,197
Long-term borrowings	434,000	434,000
Advance payments by borrowers for taxes	23,129	2,482
Other liabilities	18,532	30,147
Total liabilities	1,350,812	1,732,567
Shareholders' equity:		
Preferred stock (par value $.01 per share)		
Authorized - 50,000,000 shares in 2014 and 20,000,000 in 2013, no shares issued	-	-
Common stock (par value $.01 per share)		
Authorized - 100,000,000 shares in 2014 and 200,000,000 in 2013		
Issued - 34,420,094 in 2014 and 34,073,670 in 2013		
Outstanding - 34,420,094 in 2014 and 31,349,317 in 2013	344	341

Additional paid-in capital	313,841	110,480
Retained earnings	156,611	151,195
Unearned ESOP shares	(22,848)	(854)
Accumulated other comprehensive income (loss), net of taxes	565	(1,429)
Treasury shares (0 in 2014 and 2,724,353 in 2013), at cost	-	(45,261)
Total shareholders' equity	448,513	214,472
Total liabilities and shareholders' equity	$1,799,325	1,947,039

See Accompanying Notes to Unaudited Consolidated Financial Statements.

WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
	(In Thousands, except per share amounts)			
Interest income:				
Loans	$14,942	14,425	43,178	44,500
Mortgage-related securities	835	455	2,142	1,311
Debt securities, federal funds sold and short-term investments	823	653	2,474	1,806
Total interest income	16,600	15,533	47,794	47,617
Interest expense:				
Deposits	1,337	1,237	3,522	4,055
Borrowings	4,349	4,718	13,048	13,917
Total interest expense	5,686	5,955	16,570	17,972
Net interest income	10,914	9,578	31,224	29,645
Provision for loan losses	315	1,000	850	3,960
Net interest income after provision for loan losses	10,599	8,578	30,374	25,685
Noninterest income:				
Service charges on loans and deposits	317	316	904	1,029
Increase in cash surrender value of life insurance	630	528	1,082	929
Mortgage banking income	22,053	18,173	58,743	65,616
Loss on sale of available for sale securities	-	-	—	(9)
Other	911	2,013	3,436	3,205
Total noninterest income	23,911	21,030	64,165	70,770
Noninterest expenses:				
Compensation, payroll taxes, and other employee benefits	18,169	16,575	51,418	53,001
Occupancy, office furniture, and equipment	2,577	2,218	7,883	5,995
Advertising	678	718	2,252	2,339
Data processing	582	516	1,701	1,476
Communications	430	398	1,250	1,148
Professional fees	441	626	1,471	1,762
Real estate owned	665	(163)	1,918	(9)
FDIC insurance premiums	336	516	1,046	1,569
Other	3,152	3,012	9,325	8,453
Total noninterest expenses	27,030	24,416	78,264	75,734
Income before income taxes	7,480	5,192	16,275	20,721
Income tax expense	2,715	1,973	5,857	7,950
Net income	$4,765	3,219	10,418	12,771
Income per share:				
Basic	$0.14	0.09	0.31	0.37
Diluted	$0.14	0.09	0.31	0.37
Weighted average shares outstanding:				
Basic	33,003	34,196	33,759	34,174
Diluted	33,232	34,471	33,997	34,428

See Accompanying Notes to Unaudited Consolidated Financial Statements.

WATERSONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
	(In Thousands)			
Net income	$4,765	3,219	10,418	12,771
Other comprehensive (loss) income, net of tax:				
Net unrealized holding (loss) gain on available for sale securities:				
Net unrealized holding (loss) gain arising during the period, net of tax benefit (expense) of $116, ($30), ($1,281), $2,090, respectively	(180)	38	1,984	(3,184)
Reclassification adjustment for net loss (gain) included in net income during the period, net of tax (benefit) expense of $0, $0, ($7), ($4), respectively	-	-	10	5
Total other comprehensive (loss) income	(180)	38	1,994	(3,179)
Comprehensive income	$4,585	3,257	12,412	9,592

See Accompanying Notes to Unaudited Consolidated Financial Statements.

WATERSONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

	Common Stock		Additional Paid-In	Retained	Unearned ESOP	Accumulated Other Comprehensive Income	Treasury	Total Shareholders'
	Shares	Amount	Capital	Earnings	Shares	(Loss)	Shares	Equity
	(In Thousands)							
Balances at December 31, 2012	31,348	$ 341	110,490	136,487	(1,708)	2,285	(45,261)	202,634
Comprehensive income:								
Net income	-	-	-	12,771	-	-	-	12,771
Other comprehensive loss	-	-	-	-	-	(3,179)	-	(3,179)
Total comprehensive income								9,592
ESOP shares committed to be released to Plan participants	-	-	(130)	-	641	-	-	511
Stock based compensation	1	-	96	-	-	-	-	96
Balances at September 30, 2013	31,349	$ 341	110,456	149,258	(1,067)	(894)	(45,261)	212,833
Balances at December 31, 2013	31,349	$ 341	110,480	151,195	(854)	(1,429)	(45,261)	214,472
Comprehensive income:								
Net income	-	-	-	10,418	-	-	-	10,418
Other comprehensive income	-	-	-	-	-	1,994	-	1,994
Total comprehensive income								12,412
Purchase of ESOP Shares	-	-	-	-	(22,884)	-	-	(22,884)
ESOP shares committed to be released to Plan participants	-	-	5	-	890	-	-	895
Cash dividend, $0.05 per share	-	-	-	(5,002)	-	-	-	(5,002)
Stock based compensation	14	-	198	-	-	-	-	198
Merger of Lamplighter Financial, MHC	(23,050)	(231)	305	-	-	-	-	74

Exchange of common stock	(8,299)	(83)	83	-	-	-	-	-
Treasury stock retired	-	(27)	(45,234)	-	-	-	45,261	-
Proceeds of stock offering, net of costs	34,406	344	248,004	-	-	-	-	248,348
Balances at September 30, 2014	34,420	$ 344	313,841	156,611	(22,848)	565	-	448,513

See Accompanying Notes to Unaudited Consolidated Financial Statements.

WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine months ended September 30,	
	2014	2013
	(In Thousands)	
Operating activities:		
Net income	$10,418	12,771
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Provision for loan losses	850	3,960
Provision for depreciation	2,463	1,936
Deferred income taxes	1,897	4,586
Stock based compensation	149	96
Net amortization of premium/discount on debt and mortgage related securities	1,215	1,764
Amortization of unearned ESOP shares	895	511
Amortization and impairment of mortgage servicing rights	321	790
Gain on sale of loans held for sale	(52,764)	(56,776)
Loans originated for sale	(1,256,795)	(1,419,834)
Proceeds on sales of loans originated for sale	1,262,387	1,513,039
Increase in accrued interest receivable	(420)	(499)
Increase in cash surrender value of life insurance	(1,082)	(929)
Decrease in accrued interest on deposits and borrowings	(46)	(142)
Increase (decrease) in other liabilities	552	(4,590)
Increase (decrease) in accrued tax payable	1,692	(2,980)
Loss on sale of available for sale securities	-	9
Net loss (gain) related to real estate owned	591	(1,313)
Gain on sale of mortgage servicing rights	(2,393)	(1,345)
Other	7,191	(3,722)
Net cash (used in) provided by operating activities	(22,879)	47,332
Investing activities:		
Net (increase) decrease in loans receivable	(37,141)	21,084
Purchases of:		
Debt securities	(15,997)	(37,595)
Mortgage related securities	(80,837)	(11,182)
Certificates of deposit	(735)	(1,225)
Premises and equipment, net	(1,703)	(3,768)
Bank owned life insurance	(10,180)	(241)
Proceeds from:		
Principal repayments on mortgage-related securities	20,662	30,505
Maturities of debt securities	13,020	4,925
Sales of debt securities	-	921
Sales of real estate owned	9,579	23,312
Net cash (used in) provided by investing activities	(103,332)	26,736
Financing activities:		
Net increase (decrease) in deposits	20,714	(67,228)

Net decrease in short-term borrowings	(21,197)	(8,645)
Net change in advance payments by borrowers for taxes	6,911	8,243
Cash dividends on common stock	(3,387)	-
Financing for purchase of ESOP	(22,884)	-
Proceeds from stock option exercises	49	-
Stock offering funds returned to subscribers	(141,882)	-
Net cash used in financing activities	(161,676)	(67,630)
(Decrease) increase in cash and cash equivalents	(287,887)	6,438
Cash and cash equivalents at beginning of period	429,169	71,469
Cash and cash equivalents at end of period	$ 141,282	77,907
Supplemental information:		
Cash paid or credited during the period for:		
Income tax payments	2,199	6,263
Interest payments	16,616	18,114
Noncash activities:		
Loans receivable transferred to real estate owned	13,423	10,117
Deposits utilized to purchase common stock	248,422	-
Dividends declared but not paid in other liabilities	1,615	-

See Accompanying Notes to Unaudited Consolidated Financial Statements.

WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 — Basis of Presentation
On June 6, 2013, the Board of Directors of Lamplighter Financial, MHC ("MHC") and the Board of Directors of Waterstone Financial, Inc., a federal corporation, ("Waterstone-Federal") adopted a Plan of Conversion and Reorganization (the "Plan"). Pursuant to the Plan, Waterstone Financial, Inc., a Maryland corporation, ("New Waterstone") was organized and the MHC converted from the mutual holding company form of organization to the fully public form on January 22, 2014. As part of the conversion, the MHC's ownership interest of Waterstone-Federal was offered for sale in a public offering. A total of 25,300,000 shares were sold in the offering at a price $10.00 per share, resulting in gross proceeds of $253.0 million. Expenses related to the offering totaled approximately $4.7 million. The existing publicly held shares of Waterstone-Federal were exchanged for new shares of common stock of New Waterstone at a conversion ratio of 1.0973-to-one. The exchange ratio ensured that immediately after the conversion and public offering, the public shareholders of Waterstone-Federal owned the same aggregate percentage of New Waterstone common stock that they owned immediately prior to that time (excluding shares purchased in the stock offering and cash received in lieu of fractional shares). When the conversion and public offering was completed, New Waterstone became the holding company of WaterStone Bank SSB and succeeded to all of the business and operations of Waterstone-Federal and each of Waterstone-Federal and Lamplighter Financial, MHC ceased to exist. Approximately 34,405,458 shares of New Waterstone common stock were outstanding after the completion of the offering and exchange.
The Plan provided for the establishment of special "liquidation accounts" for the benefit of certain depositors of WaterStone Bank in an amount equal to the greater of the MHC's ownership interest in the retained earnings of the Company as of the date of the latest balance sheet contained in the prospectus or the retained earnings of WaterStone Bank at the time it reorganized into the MHC. Following the completion of the conversion, under the rules of the Board of Governors of the Federal Reserve System, WaterStone Bank is not permitted to pay dividends on its capital stock to Waterstone Financial, Inc., its sole shareholder, if WaterStone Bank's shareholder's equity would be reduced below the amount of the liquidation accounts. The liquidation accounts will be reduced annually to the extent that eligible account holders have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's interest in the liquidation accounts.
Share and per share amounts have been restated to reflect the completion of our second-step conversion on January 22, 2014 at a conversion ratio of 1.0973 unless noted otherwise.

The unaudited interim consolidated financial statements include the accounts of Waterstone Financial, Inc. (the "Company") and the Company's subsidiaries.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information, Rule 10-01 of Regulation S-X and the instructions to Form 10-Q. The financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations, changes in shareholders' equity, and cash flows of the Company for the periods presented.

The accompanying unaudited consolidated financial statements and related notes should be read in conjunction with the Company's December 31, 2013 Annual Report on Form 10-K. Operating results for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 or for any other period.

The preparation of the unaudited consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the allowance for loan losses, deferred income taxes and real estate owned. Actual results could differ from those estimates.

Certain prior period amounts have been reclassified to conform to current period presentation. These reclassifications did not result in any changes to previously reported net income or shareholders' equity.

Impact of Recent Accounting Pronouncements

In July 2013, the FASB issued ASU No. 2013-11, "Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." This ASU provides that an unrecognized tax benefit, or a portion thereof, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except to the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from disallowance of a tax position, or the tax law does not require the entity to use, and the entity does not intend to use the deferred tax asset for such purpose. In these cases, the unrecognized tax benefit should be presented as a liability. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this standard did not have a material impact on the Company's consolidated financial position or results of operations.

In January 2014, the FASB issued ASU No. 2014-04, "Receivables – Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." This ASU clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar agreement. In addition, the amendment requires interim and annual disclosure of both the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure in accordance with local requirements of the applicable jurisdiction. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. An entity can elect to adopt the amendments using either a modified retrospective method or a prospective transition method. Early adoption is permitted. The Company is in the process of evaluating the impact of this standard to its results of operations, financial position, and liquidity.

In May 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The ASU is a converged standard between the FASB and the IASB that provides a single comprehensive revenue recognition model for all contracts with customers across transactions and industries. The primary objective of the ASU is revenue recognition that represents the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU is effective for interim and annual reporting periods beginning after December 15, 2016. The Company is in the process of evaluating the impact of this standard to its results of operations, financial position, and liquidity.

In June 2014, the FASB issued ASU No. 2014-11, "Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures." This ASU requires secured borrowing accounting treatment for repurchase-to-maturity transactions and provides guidance on accounting for repurchase financing arrangements. This ASU is effective for interim and annual reporting periods beginning after December 15, 2014. The Company is in the process of evaluating the impact of this standard to its results of operations, financial position, and liquidity.

In June 2014, the FASB also issued ASU No. 2014-12, "Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could be Achieved after the Requisite Service Period." This ASU requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition and should not be reflected in estimating the grant-date fair value of the award. This ASU is effective for interim and annual reporting periods beginning after December 15, 2015 with earlier adoption permitted. The adoption of this standard is not expected to have a material impact to the Company's consolidated financial position or results of operations.

Note 2— Securities Available for Sale

The amortized cost and fair values of the Company's investment in securities available for sale follow:

	September 30, 2014			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In Thousands)			
Mortgage-backed securities	$120,675	1,340	(466)	121,549
Collateralized mortgage obligations:				
Government sponsored enterprise issued	61,955	275	(139)	62,091

Mortgage-related securities	182,630	1,615	(605)	183,640
Government sponsored enterprise bonds	6,751	4	(53)	6,702
Municipal securities	76,619	1,151	(681)	77,089
Other debt securities	5,000	300	-	5,300
Debt securities	88,370	1,455	(734)	89,091
Certificates of deposit	6,615	28	(1)	6,642
	$277,615	3,098	(1,340)	279,373

	December 31, 2013			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In Thousands)			
Mortgage-backed securities	$104,462	1,192	(731)	104,923
Collateralized mortgage obligations:				
Government sponsored enterprise issued	18,946	320	(25)	19,241
Mortgage-related securities	123,408	1,512	(756)	124,164
Government sponsored enterprise bonds	18,171	4	(241)	17,934
Municipal securities	61,014	802	(3,023)	58,793
Other debt securities	5,000	160	-	5,160
Debt securities	84,185	966	(3,264)	81,887
Certificates of deposit	7,350	32	(15)	7,367
	$214,943	2,510	(4,035)	213,418

The Company's mortgage-backed securities and collateralized mortgage obligations issued by government sponsored enterprises are guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. At September 30, 2014, $98.6 million of the Company's mortgage related securities were pledged as collateral to secure repurchase agreement obligations of the Company. As of September 30, 2014, $1.3 million of municipal securities were pledged as collateral to secure Federal Home Loan Bank advances. At December 31, 2013, $987,000 of the Company's government sponsored enterprise bonds and $99.7 million of the Company's mortgage related securities were pledged as collateral to secure repurchase agreement obligations of the Company. As of December 31, 2013, $1.2 million of municipal securities were pledged as collateral to secure Federal Home Loan Bank advances.

The amortized cost and fair values of investment securities by contractual maturity at September 30, 2014 are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Fair Value
	(In Thousands)	
Debt and other securities		
Due within one year	$6,269	6,339
Due after one year through five years	18,898	19,260
Due after five years through ten years	39,025	38,692
Due after ten years	30,793	31,442
Mortgage-related securities	182,630	183,640
	$277,615	279,373

Gross unrealized losses on securities available for sale and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows:

	September 30, 2014					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss
	(In Thousands)					
Mortgage-backed securities	$46,657	(241)	12,898	(225)	59,555	(466)
Collateralized mortgage obligations:						
Government sponsored enterprise issued	42,648	(139)	-	-	42,648	(139)
Government sponsored enterprise bonds	-	-	3,447	(53)	3,447	(53)
Municipal securities	11,777	(67)	29,578	(614)	41,355	(681)
Certificates of deposit	734	(1)	-	-	734	(1)
	$101,816	(448)	45,923	(892)	147,739	(1,340)

	December 31, 2013					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss
	(In Thousands)					
Mortgage-backed securities	$45,094	(539)	5,349	(192)	50,443	(731)
Collateralized mortgage obligations:						
Government sponsored enterprise issued	5,669	(25)	-	-	5,669	(25)
Government sponsored enterprise bonds	15,530	(241)	-	-	15,530	(241)
Municipal securities	37,498	(2,546)	4,708	(477)	42,206	(3,023)

Certificates of deposit	3,660	(15)	-	-	3,660	(15)
	$107,451	(3,366)	10,057	(669)	117,508	(4,035)

The Company reviews the investment securities portfolio on a quarterly basis to monitor its exposure to other-than-temporary impairment. In evaluating whether a security's decline in market value is other-than-temporary, management considers the length of time and extent to which the fair value has been less than cost, financial condition of the issuer and the underlying obligors, quality of credit enhancements, volatility of the fair value of the security, the expected recovery period of the security and ratings agency evaluations. In addition the Company may also evaluate payment structure, whether there are defaulted payments or expected defaults, prepayment speeds and the value of any underlying collateral. For certain securities in unrealized loss positions, the Company prepares cash flow analyses to compare the present value of cash flows expected to be collected from the security with the amortized cost basis of the security.

As of September 30, 2014, the Company held two municipal securities that had previously been deemed to be other-than-temporarily impaired. Both securities were issued by a tax incremental district in a municipality located in Wisconsin. During the year ended December 31, 2012, the Company received audited financial statements with respect to the municipal issuer that called into question the ability of the underlying taxing district that issued the securities to operate as a going concern. During the year ended December 31, 2012, the Company's analysis of these securities resulted in $100,000 in credit losses that were charged to earnings with respect to these two municipal securities. An additional $17,000 credit loss that was charged to earnings during the nine months ended September 30, 2014 for these municipal bonds. During the nine months ended September 30, 2014, there were sales in the market of municipal issuer bonds at a discounted price that resulted in the Company recording additional credit losses. As of September 30, 2014, these securities had a combined amortized cost of $198,000 and a combined estimated fair value of $181,000.

As of September 30, 2014, the Company had 72 municipal securities, six mortgage-backed securities, and three government sponsored enterprise bonds which had been in an unrealized loss position for twelve months or longer. These securities were determined not to be other-than-temporarily impaired as of September 30, 2014. The Company has determined that the decline in fair value of these securities is primarily attributable to an increase in market interest rates compared to the stated rates on these securities and is not attributable to credit deterioration. As the Company does not intend to sell nor is it more likely than not that it will be required to sell these securities before recovery of the amortized cost basis, these securities are not considered other-than-temporarily impaired.

Continued deterioration of general economic market conditions could result in the recognition of future other than temporary impairment losses within the investment portfolio and such amounts could be material to our consolidated financial statements.

During the nine months ended September 30, 2013, proceeds from the sale of securities totaled $921,000 and resulted in losses totaling $9,000. The $9,000 included in loss on sale of available for sale securities in the consolidated statements of income during the nine months ended September 30, 2013 was reclassified from accumulated other comprehensive income. There were no sales of securities during the nine months ended September 30, 2014.

The following table presents the change in other-than-temporary credit related impairment charges on securities available for sale for which a portion of the other-than-temporary impairments related to other factors was recognized in other comprehensive loss.

	(In Thousands)
Credit-related impairments on securities as of December 31, 2012	$ 100
Credit-related impairments related to securities for which an other- than-temporary impairment was not previously recognized	-
Increase in credit-related impairments related to securities for which an other-than-temporary impairment was previously recognized	-
Reduction for sales of securities for which other-than-temporary was previously recognized	-
Credit-related impairments on securities as of December 31, 2013	100
Credit-related impairments related to securities for which an other- than-temporary impairment was not previously recognized	-
Increase in credit-related impairments related to securities for which an other-than-temporary impairment was previously recognized	17
Credit-related impairments on securities as of September 30, 2014	$ 117

Note 3 - Loans Receivable

Loans receivable at September 30, 2014 and December 31, 2013 are summarized as follows:

	September 30, 2014	December 31, 2013
	(In Thousands)	
Mortgage loans:		
Residential real estate:		
One- to four-family	$409,209	413,614
Multi-family	532,074	521,597
Home equity	30,187	35,432
Construction and land	24,714	31,905
Commercial real estate	94,703	71,698
Consumer	131	134
Commercial loans	20,701	18,296
	$1,111,719	1,092,676

The Company provides several types of loans to its customers, including residential, construction, commercial and consumer loans. Significant loan concentrations are considered to exist for a financial institution when there are amounts loaned to one borrower or to multiple borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. While credit risks are geographically concentrated in the Company's Milwaukee metropolitan area, there are no concentrations with individual or groups of related borrowers. While the real estate collateralizing these loans is residential in nature, it ranges from owner-occupied single family homes to large apartment complexes.

Qualifying loans receivable totaling $851.0 million and $882.9 million at September 30, 2014 and December 31, 2013, respectively, are pledged as collateral against $350.0 million in outstanding Federal Home Loan Bank of Chicago advances under a blanket security agreement.

As of September 30, 2014 and December 31, 2013, there are no loans that are 90 or more days past due and still accruing interest.

An analysis of past due loans receivable as of September 30, 2014 and December 31, 2013 follows:

	As of September 30, 2014					
	1-59 Days Past Due (1)	60-89 Days Past Due (2)	90 Days or Greater	Total Past Due	Current (3)	Total Loans
	(In Thousands)					
Mortgage loans:						
Residential real estate:						
One- to four-family	$1,973	2,177	12,523	16,673	392,536	409,209
Multi-family	316	281	14,874	15,471	516,603	532,074
Home equity	192	99	194	485	29,702	30,187
Construction and land	47	-	402	449	24,265	24,714
Commercial real estate	-	-	1,085	1,085	93,618	94,703
Consumer	-	-	-	-	131	131
Commercial loans	193	-	266	459	20,242	20,701
Total	$2,721	2,557	29,344	34,622	1,077,097	1,111,719

	As of December 31, 2013					
	1-59 Days Past Due (1)	60-89 Days Past Due (2)	90 Days or Greater	Total Past Due	Current (3)	Total Loans
	(In Thousands)					
Mortgage loans:						
Residential real estate:						
One- to four-family	$4,994	5,236	17,499	27,729	385,885	413,614
Multi-family	804	1,293	7,743	9,840	511,757	521,597
Home equity	373	205	465	1,043	34,389	35,432
Construction and land	-	39	4,195	4,234	27,671	31,905
Commercial real estate	287	-	357	644	71,054	71,698
Consumer	-	-	-	-	134	134

Commercial loans	-	-	521	521	17,775	18,296
Total	$6,458	6,773	30,780	44,011	1,048,665	1,092,676

(1) Includes $564,000 and $1.1 million for September 30, 2014 and December 31, 2013, respectively, which are on non-accrual status.

(2) Includes $1.3 million and $5.7 million for September 30, 2014 and December 31, 2013, respectively, which are on non-accrual status.

(3) Includes $12.0 million and $12.9 million for September 30, 2014 and December 31, 2013, respectively, which are on non-accrual status.

A summary of the activity for the nine months ended September 30, 2014 and 2013 in the allowance for loan losses follows:

	One- to Four-Family	Multi-Family	Home Equity	Construction and Land	Commercial Real Estate	Consumer	Commercial	Total
	(In Thousands)							
Nine months ended September 30, 2014								
Balance at beginning of period	$11,549	7,211	1,807	1,613	1,402	34	648	24,264
Provision (credit) for loan losses	(1,540)	2,897	(1,098)	29	476	(26)	112	850
Charge-offs	(1,900)	(3,462)	(191)	(418)	(186)	(5)	(293)	(6,455)
Recoveries	1,652	23	11	63	23	5	3	1,780
Balance at end of period	$9,761	6,669	529	1,287	1,715	8	470	20,439
Nine months ended September 30, 2013								
Balance at beginning of period	$17,819	7,734	2,097	1,323	1,259	30	781	31,043
Provision (credit) for loan losses	1,178	883	252	1,526	280	(3)	(156)	3,960
Charge-offs	(7,986)	(1,267)	(575)	(1,366)	(128)	-	(6)	(11,328)
Recoveries	694	205	73	51	-	5	5	1,033
Balance at end of period	$11,705	7,555	1,847	1,534	1,411	32	624	24,708

A summary of the allowance for loan loss for loans evaluated individually and collectively for impairment by collateral class as of September 30, 2014 follows:

	One- to Four-Family	Multi-Family	Home Equity	Construction and Land	Commercial Real Estate	Consumer	Commercial	Total
	(In Thousands)							
Allowance related to loans individually evaluated for impairment	$2,468	2,128	53	330	262	-	57	5,298
Allowance related to loans collectively evaluated for impairment	7,293	4,541	476	957	1,453	8	413	15,141
Balance at end of period	$9,761	6,669	529	1,287	1,715	8	470	20,439
Loans individually evaluated for impairment	$29,746	19,799	526	3,330	2,748	-	360	56,509
Loans collectively evaluated for impairment	379,463	512,275	29,661	21,384	91,955	131	20,341	1,055,210
Total gross loans	$409,209	532,074	30,187	24,714	94,703	131	20,701	1,111,719

A summary of the allowance for loan loss for loans evaluated individually and collectively for impairment by collateral class as of December 31, 2013 follows:

	One- to Four-Family	Multi-Family	Home Equity	Construction and Land	Commercial Real Estate	Consumer	Commercial	Total
	(In Thousands)							
Allowance related to loans individually evaluated for impairment	$2,631	2,196	862	624	370	-	258	6,941
Allowance related to loans collectively evaluated for impairment	8,918	5,015	945	989	1,032	34	390	17,323
Balance at end of period	$11,549	7,211	1,807	1,613	1,402	34	648	24,264
Loans individually evaluated for impairment	$37,064	17,221	1,956	6,527	1,298	17	580	64,663
Loans collectively evaluated for impairment	376,550	504,376	33,476	25,378	70,400	117	17,716	1,028,013
Total gross loans	$413,614	521,597	35,432	31,905	71,698	134	18,296	1,092,676

The following table presents information relating to the Company's internal risk ratings of its loans receivable as of September 30, 2014 and December 31, 2013:

One- to Four-	Multi-Family	Home Equity	Construction and Land	Commercial	Consumer	Commercial	Total

	Family				Real Estate			
	(In Thousands)							
At September 30, 2014								
Substandard	$29,653	17,112	626	3,330	2,749	-	360	53,830
Watch	7,010	6,676	556	1,383	2,208	-	851	18,684
Pass	372,546	508,286	29,005	20,001	89,746	131	19,490	1,039,205
	$409,209	532,074	30,187	24,714	94,703	131	20,701	1,111,719
At December 31, 2013								
Substandard	$37,060	14,809	2,169	6,576	1,298	17	580	62,509
Watch	14,402	13,108	1,077	1,866	1,401	-	1,120	32,974
Pass	362,152	493,680	32,186	23,463	68,999	117	16,596	997,193
	$413,614	521,597	35,432	31,905	71,698	134	18,296	1,092,676

Factors that are important to managing overall credit quality include sound loan underwriting and administration, systematic monitoring of existing loans and commitments, effective loan review on an ongoing basis, early identification of potential problems, an allowance for loan losses, and sound non-accrual and charge-off policies. Our underwriting policies require an officers' loan committee to review and approve all loans in excess of $500,000. Our ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans. To do so, we maintain an independent loan review system under which our credit management personnel review non-owner occupied one- to four-family, multi-family, construction and land, commercial real estate and commercial loans that individually, or as part of an overall borrower relationship, exceed $1.0 million in potential exposure. Loans meeting these criteria are reviewed on an annual basis, or more frequently if the loan renewal is less than one year. With respect to loans subject to the annual review, the review process is contingent on the receipt of updated financial information from the borrower. To the extent that updated information is not received on a timely basis, the review is deferred and the credit is monitored until such time as the updated financial information is obtained. With respect to this review process, management has determined that pass loans include loans that exhibit acceptable financial statements, cash flow and leverage. Watch loans have potential weaknesses that deserve management's attention and, if left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the credit. Substandard loans are considered inadequately protected by the current net worth and paying capacity of the obligor or the collateral pledged. These loans generally have a well-defined weakness that may jeopardize liquidation of the debt and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Finally, a loan is considered to be impaired when it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. Management has determined that all non-accrual loans and loans modified under troubled debt restructurings meet the definition of an impaired loan.

The Company's procedures dictate that an updated valuation must be obtained with respect to underlying collateral at the time a loan is deemed impaired. Updated valuations may also be obtained upon transfer from loans receivable to real estate owned based upon the age of the prior appraisal, changes in market conditions or known changes to the physical condition of the property.

Estimated fair values are reduced to account for sales commissions, broker fees, unpaid property taxes and additional selling expenses to arrive at an estimated net realizable value. The adjustment factor is based upon the Company's actual experience with respect to sales of real estate owned over the prior two years. An additional adjustment factor is applied by appraisal vintage to account for downward market pressure since the date of appraisal. The additional adjustment factor is based upon relevant sales data available for our general operating market as well as company-specific historical net realizable values as compared to the most recent appraisal prior to disposition.

With respect to multi-family income-producing real estate, appraisals are reviewed and estimated collateral values are adjusted by updating significant appraisal assumptions to reflect current real estate market conditions. Significant assumptions reviewed and updated include the capitalization rate, rental income and operating expenses. These adjusted assumptions are based upon recent appraisals received on similar properties as well as on actual experience related to real estate owned and currently under Company management.

The following tables present data on impaired loans at September 30, 2014 and December 31, 2013.

	As of or for the Nine Months Ended September 30, 2014					
	Recorded Investment	Unpaid Principal	Reserve	Cumulative Charge-Offs	Average Recorded Investment	Interest Paid
	(In Thousands)					
Total Impaired with Reserve						
One- to four-family	$10,315	11,574	2,468	825	10,573	355
Multi-family	10,462	10,802	2,128	225	10,752	285

Home equity	145	147	53	-	146	5
Construction and land	2,890	2,890	330	-	2,948	53
Commercial real estate	330	740	262	409	336	3
Consumer	-	-	-	-	-	-
Commercial	57	57	57	-	58	2
	24,199	26,210	5,298	1,459	24,813	703
Total Impaired with no Reserve						
One- to four-family	19,431	23,082	-	3,184	19,181	711
Multi-family	9,337	13,794	-	3,274	11,688	259
Home equity	381	393	-	6	392	6
Construction and land	440	567	-	127	570	4
Commercial real estate	2,418	2,615	-	181	2,617	93
Consumer	-	-	-	-	-	-
Commercial	303	548	-	243	385	2
	32,310	40,999	-	7,015	34,833	1,075
Total Impaired						
One- to four-family	29,746	34,656	2,468	4,009	29,754	1,066
Multi-family	19,799	24,596	2,128	3,499	22,440	544
Home equity	526	540	53	6	538	11
Construction and land	3,330	3,457	330	127	3,518	57
Commercial real estate	2,748	3,355	262	590	2,953	96
Consumer	-	-	-	-	-	-
Commercial	360	605	57	243	443	4
	$56,509	67,209	5,298	8,474	59,646	1,778

	As of or for the Year Ended December 31, 2013					
	Recorded Investment	Unpaid Principal	Reserve	Cumulative Charge-Offs	Average Recorded Investment	Interest Paid
	(In Thousands)					
Total Impaired with Reserve						
One- to four-family	$12,263	12,674	2,631	411	13,256	577
Multi-family	13,352	13,400	2,196	48	14,047	660
Home equity	1,427	1,427	862	-	1,536	59
Construction and land	3,087	3,087	624	-	3,092	93
Commercial real estate	839	1,324	370	485	1,339	35
Consumer	-	-	-	-	-	-
Commercial	569	569	258	-	570	1
	31,537	32,481	6,941	944	33,840	1,425
Total Impaired with no Reserve						
One- to four-family	24,801	30,519	-	5,718	30,629	1,080
Multi-family	3,869	4,902	-	1,033	5,431	114
Home equity	529	529	-	-	533	12
Construction and land	3,440	6,133	-	2,693	6,135	62
Commercial real estate	459	523	-	64	524	27
Consumer	17	17	-	-	19	1
Commercial	11	11	-	-	11	1
	33,126	42,634	-	9,508	43,282	1,297
Total Impaired						
One- to four-family	37,064	43,193	2,631	6,129	43,885	1,657
Multi-family	17,221	18,302	2,196	1,081	19,478	774
Home equity	1,956	1,956	862	-	2,069	71
Construction and land	6,527	9,220	624	2,693	9,227	155
Commercial real estate	1,298	1,847	370	549	1,863	62
Consumer	17	17	-	-	19	1
Commercial	580	580	258	-	581	2
	$64,663	75,115	6,941	10,452	77,122	2,722

The difference between a loan's recorded investment and the unpaid principal balance represents a partial charge-off resulting from a confirmed loss as well as payments applied to principal when the value of the collateral securing the loan is below the loan balance and management's assessment that the full collection of the loan balance is not likely.

When a loan is considered impaired, interest payments received are treated as interest income on a cash basis as long as the remaining book value of the loan (i.e., after charge-off of all identified losses) is deemed to be fully collectible. If the remaining book value is not deemed to be fully collectible, all payments received are applied to unpaid principal. Determination as to the ultimate collectability of the remaining book value is supported by an updated credit department evaluation of the borrower's financial condition and prospects for repayment, including consideration of the borrower's sustained historical repayment performance and other relevant factors.

The determination as to whether an allowance is required with respect to impaired loans is based upon an analysis of the value of the underlying collateral and/or the borrower's intent and ability to make all principal and interest payments in accordance with contractual terms. The evaluation process is subject to the use of significant estimates and actual results could differ from estimates. This analysis is primarily based upon third party appraisals and/or a discounted cash flow analysis. In those cases in which no allowance has been provided for an impaired loan, the Company has determined that the estimated value of the underlying collateral exceeds the remaining outstanding balance of the loan. Of the total $32.3 million of impaired loans as of September 30, 2014 for which no allowance has been provided, $7.0 million in charge-offs have been recorded to reduce the unpaid principal balance to an amount that is commensurate with the loans' net realizable value, using the estimated fair value of the underlying collateral. To the extent that further deterioration in property values continues, the Company may have to reevaluate the sufficiency of the collateral servicing these impaired loans resulting in additional provisions to the allowance for loans losses or charge-offs.

At September 30, 2014, total impaired loans includes $26.8 million of troubled debt restructurings. Troubled debt restructurings involve granting concessions to a borrower experiencing financial difficulty by modifying the terms of the loan in an effort to avoid foreclosure. The vast majority of debt restructurings include a modification of terms to allow for an interest only payment and/or reduction in interest rate. The restructured terms are typically in place for six to twelve months. At December 31, 2013, total impaired loans included $29.6 million of troubled debt restructurings.

The following presents data on troubled debt restructurings:

	As of September 30, 2014					
	Accruing		Non-accruing		Total	
	Amount	Number	Amount	Number	Amount	Number
	(dollars in thousands)					
One- to four-family	$4,733	8	$10,870	57	$15,603	65
Multi-family	2,687	1	4,844	8	7,531	9
Home equity	-	-	98	1	98	1
Construction and land	1,299	1	840	2	2,139	3
Commercial real estate	1,306	1	170	1	1,476	2
	$10,025	11	$16,822	69	$26,847	80

	As of December 31, 2013					
	Accruing		Non-accruing		Total	
	Amount	Number	Amount	Number	Amount	Number
	(dollars in thousands)					
One- to four-family	$6,218	13	$11,875	70	$18,093	83

Multi-family	2,710	1	5,314	4	8,024	5
Home equity	-	-	972	3	972	3
Construction and land	1,408	1	833	2	2,241	3
Commercial real estate	-	-	257	2	257	2
	$10,336	15	$19,251	81	$29,587	96

At September 30, 2014, $26.8 million in loans had been modified in troubled debt restructurings and $16.8 million of these loans were included in the non-accrual loan total. The remaining $10.0 million, while meeting the internal requirements for modification in a troubled debt restructuring, were current with respect to payments under their original loan terms at the time of the restructuring and thus, continued to be included with accruing loans. Provided these loans perform in accordance with the modified terms, they will continue to be accounted for on an accrual basis.

All loans that have been modified in a troubled debt restructuring are considered to be impaired. As such, an analysis has been performed with respect to all of these loans to determine the need for a valuation reserve. When a loan is expected to perform in accordance with the restructured terms and ultimately return to and perform under contract terms, a valuation allowance is established for an amount equal to the excess of the present value of the expected future cash flows under the original contract terms as compared with the modified terms, including an estimated default rate. When there is doubt as to the borrower's ability to perform under the restructured terms or ultimately return to and perform under market terms, a valuation allowance is established equal to the impairment when the carrying amount exceeds fair value of the underlying collateral. As a result of the impairment analysis, a $1.5 million valuation allowance has been established as of September 30, 2014 with respect to the $26.8 million in troubled debt restructurings. As of December 31, 2013, a $2.6 million valuation allowance had been established with respect to the $29.6 million in troubled debt restructurings.

After a troubled debt restructuring reverts to market terms, a minimum of six consecutive contractual payments must be received prior to consideration for a return to accrual status. If an updated credit department review indicates no other evidence of elevated credit risk, the loan is returned to accrual status at that time.

The following presents troubled debt restructurings by concession type:

	As of September 30, 2014					
	Performing in accordance with modified terms		In Default		Total	
	Amount	Number	Amount	Number	Amount	Number
	(dollars in thousands)					
Interest reduction and principal forbearance	$16,028	38	$2,049	7	$18,077	45
Principal forbearance	259	3	2,639	1	2,898	4
Interest reduction	4,678	11	1,194	20	5,872	31
	$20,965	52	$5,882	28	$26,847	80

	As of December 31, 2013					
	Performing in accordance with modified terms		In Default		Total	
	Amount	Number	Amount	Number	Amount	Number
	(dollars in thousands)					
Interest reduction and principal forbearance	$15,160	37	$3,638	19	$18,798	56
Principal forbearance	5,240	5	-	-	5,240	5
Interest reduction	3,317	11	2,232	24	5,549	35
	$23,717	53	$5,870	43	$29,587	96

The following presents data on troubled debt restructurings:

	For the three months ended September 30, 2014		For the three months ended September 30, 2013	
	Amount	Number	Amount	Number
	(dollars in thousands)			
Loans modified as a troubled debt restructure				
One- to four-family	$166	2	$ 865	4

Multi family	520	3	-	-
Commercial real estate	1,306	1	-	-
	$ 1,992	6	$ 865	4

There were no troubled debt restructurings within the past twelve months for which there was a default during the three months ended September 30, 2014 or September 30, 2013.

The following presents data on troubled debt restructurings:

	For the nine months ended September 30, 2014		For the nine months ended September 30, 2013	
	Amount	Number	Amount	Number
	(dollars in thousands)			
Loans modified as a troubled debt restructure				
One- to four-family	$3,938	15	$1,627	9
Multi family	1,117	5	-	-
Home equity	98	1	38	1
Commercial real estate	1,306	1	-	-
	$6,459	22	$1,665	10

There were no troubled debt restructurings within the past twelve months for which there was a default during the nine months ended September 30, 2014 or September 30, 2013.

The following table presents data on non-accrual loans as of September 30, 2014 and December 31, 2013:

	September 30, 2014	December 31, 2013
	(Dollars in Thousands)	
Non-accrual loans:		
Residential		
One- to four-family	$24,340	30,207
Multi-family	15,812	13,498
Home equity	394	1,585
Construction and land	1,202	4,195
Commercial real estate	1,085	938
Commercial	-	521
Consumer	303	17
Total non-accrual loans	$43,136	50,961
Total non-accrual loans to total loans receivable	3.88 %	4.66 %
Total non-accrual loans to total assets	2.40 %	2.62 %

Note 4— Real Estate Owned

Real estate owned is summarized as follows:

	September 30, 2014	December 31, 2013
	(In Thousands)	
One- to four-family	$15,948	12,980
Multi-family	1,186	3,040
Construction and land	8,403	6,258
Commercial real estate	300	385
	$25,837	22,663

The following table presents the activity in the Company's real estate owned:

	Nine months ended September 30,	
	2014	2013
	(In Thousands)	
Real estate owned at beginning of the period	$22,663	35,974
Transferred from loans receivable	13,423	10,117
Sales (net of gains / losses)	(9,224)	(21,999)
Write downs	(1,007)	(1,068)
Other	(18)	123
Real estate owned at the end of the period	$25,837	23,147

Note 5— Mortgage Servicing Rights

The following table presents the activity in the Company's mortgage servicing rights:

	Nine months ended September 30,	
	2014	2013
	(In Thousands)	
Mortgage servicing rights at beginning of the period	$3,377	3,220
Additions	3,084	2,807
Amortization	(321)	(790)
Sales	(4,602)	(1,388)
Mortgage servicing rights at end of the period	1,538	3,849

During the nine months ended September 30, 2014, $1.3 billion in residential loans were originated for sale. During the same period, sales of loans held for sale totaled $1.2 billion, generating mortgage banking income of $58.7 million. The unpaid principal balance of loans serviced for others was $182.3 million and $563.7 million at September 30, 2014 and December 31, 2013 respectively. These loans are not reflected in the consolidated statements of financial

condition.

During the nine months ended September 30, 2014, the Company sold mortgage servicing rights related to $713.0 million in loans receivable and with a book value of $4.6 million for $7.0 million resulting in a gain on sale of $2.4 million. During the nine months ended September 30, 2013, the Company sold mortgage servicing rights related to $287.5 million in loans receivable and with a book value of $1.4 million for $2.7 million resulting in a gain on sale of $1.3 million.

The following table shows the estimated future amortization expense for mortgage servicing rights for the periods indicated:

		(In Thousands)
Estimate for the period ended December 31:	2014	$ 56
2015		191
2016		189
2017		183
2018		175
Thereafter		744
Total		$ 1,538

Note 6— Deposits

At September 30, 2014 and December 31, 2013, time deposits with balances greater than $100,000 amount to $199.1 million and $165.9 million, respectively.

A summary of the contractual maturities of time deposits at September 30, 2014 is as follows:

	(In Thousands)
Within one year	$ 395,195
More than one to two years	228,382
More than two to three years	22,587
More than three to four years	16,026
More than four through five years	2,387
	$ 664,577

Note 7— Borrowings

Borrowings consist of the following:

		September 30, 2014			December 31, 2013		
		Balance	Weighted Average Rate		Balance	Weighted Average Rate	
		(Dollars in Thousands)					
Short term:							
Short-term repurchase agreements		$-	-		21,197	3.19	%
Long term:							
Federal Home Loan Bank, Chicago advances maturing:							
2016		220,000	4.34	%	220,000	4.34	%
2017		65,000	3.19	%	65,000	3.19	%
2018		65,000	2.97	%	65,000	2.97	%
Repurchase agreements maturing	2017	84,000	3.96	%	84,000	3.96	%
		$434,000	3.89	%	455,197	3.86	%

The short-term repurchase agreements represent the outstanding portion of a total $90.0 million commitment with two unrelated banks. The short-term repurchase agreements are utilized by Waterstone Mortgage Corporation to finance loans originated for sale. These agreements are secured by the underlying loans being financed. Related interest rates are based upon the note rate associated with the loans being financed. The first of the two short-term repurchase agreements has no outstanding balance and a total commitment of $40 million at September 30, 2014. The second short-term repurchase agreement has no outstanding balance and a total commitment of $50 million at September 30, 2014.

The $220.0 million in advances due in 2016 consist of eight advances with fixed rates ranging from 4.01% to 4.82% callable quarterly until maturity.

The $65.0 million in advances due in 2017 consist of three advances with fixed rates ranging from 3.09% to 3.46% callable quarterly until maturity.

The $65.0 million in advances due in 2018 consist of three advances with fixed rates ranging from 2.73% to 3.11% callable quarterly until maturity.

The $84.0 million in repurchase agreements have fixed rates ranging from 2.89% to 4.31% callable quarterly until their maturity in 2017. The repurchase agreements are collateralized by securities available for sale with an estimated fair value of $90.5 million at September 30, 2014 and $100.6 million at December 31, 2013.

The Company selects loans that meet underwriting criteria established by the Federal Home Loan Bank Chicago (FHLBC) as collateral for outstanding advances. The Company's borrowings at the FHLBC are limited to 75% of the carrying value of unencumbered one- to four-family mortgage loans, 40% of the carrying value of home equity loans and 60% of the carrying value of multi-family loans. In addition, these advances are collateralized by FHLBC stock of $17.5 million at both September 30, 2014 and December 31, 2013. In the event of prepayment, the Company is obligated to pay all remaining contractual interest on the advance.

Note 8 – Regulatory Capital

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements, or overall financial performance deemed by the regulators to be inadequate, 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. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items, as calculated under regulatory accounting practices. The Bank's capital amounts and classification 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 Bank to maintain minimum amounts and ratios (set forth in the table below) of total and 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). As of September 30, 2014, the Bank meets all capital adequacy requirements to which it is subject.

As of September 30, 2014 the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as quantitatively "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios, as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's category.

As a state-chartered savings bank, the Bank is required to meet minimum capital levels established by the state of Wisconsin in addition to federal requirements. For the state of Wisconsin, regulatory capital consists of retained income, paid-in-capital, capital stock equity and other forms of capital considered to be qualifying capital by the Federal Deposit Insurance Corporation.

The actual and required capital amounts and ratios for the Bank as of September 30, 2014 and December 31, 2013 are presented in the table below:

	September 30, 2014					
	Actual		For Capital Adequacy Purposes		To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars In Thousands)					
Total capital (to risk-weighted assets)	$355,586	31.16%	91,288	8.00%	114,109	10.00%
Tier I capital (to risk-weighted assets)	341,247	29.91%	45,644	4.00%	68,466	6.00 %
Tier I capital (to average assets)	341,247	19.05%	71,636	4.00%	89,545	5.00 %
State of Wisconsin (to total assets)	341,247	19.03%	107,571	6.00%	N/A	N/A
	December 31, 2013					
	(Dollars In Thousands)					
Total capital (to risk-weighted assets)	$219,146	21.67%	80,887	8.00%	101,109	10.00%
Tier I capital (to risk-weighted assets)	206,364	20.41%	40,443	4.00%	60,665	6.00 %
Tier I capital (to average assets)	206,364	12.48%	66,161	4.00%	82,701	5.00 %
State of Wisconsin (to total assets)	206,364	10.65%	116,252	6.00%	N/A	N/A

Note 9 – Income Taxes

Income tax expense decreased from $7.9 million during the nine months ended September 30, 2013 to $5.9 million for the nine months ended September 30, 2014. This decrease was due to the decrease in our income before income taxes, which decreased from $20.7 million during the nine months ended September 30, 2013 to $16.3 million during the nine months ended September 30, 2014. Income tax expense is recognized on the statement of income during the nine months ended September 30, 2014 at an effective rate of 36.0% of pretax income compared to 38.4% during the nine months ended September 30, 2013.

As of September 30, 2014, net deferred tax assets totaled $11.3 million, which, in the judgment of management, will more-likely-than-not be fully realized. The largest components of the deferred tax asset are associated with the allowance for loan losses, basis adjustments on real estate owned, and mortgage servicing rights. We are largely relying on earnings generated in the current year and forecasted earnings in future years in making the determination that we will more-likely-than-not realize our deferred tax asset.

Note 10 – Offsetting of Assets and Liabilities

The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities. In addition, the Company enters into agreements under which it sells loans held for sale subject to an obligation to repurchase the same loans. Under these arrangements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as a sale and subsequent repurchase of assets. The obligation to repurchase the assets is reflected as a liability in the Company's consolidated statements of condition, while the securities and loans held for sale underlying the repurchase agreements remain in the respective investment securities and loans held for sale asset accounts. In other words, there is no offsetting or netting of the investment securities or loans held for sale assets with the repurchase agreement liabilities. One of the Company's two short-term repurchase agreements and all of the Company's long-term repurchase agreements are subject to master netting agreements, which sets forth the rights and obligations for repurchase and offset. Under the master netting agreement, the Company is entitled to set off the collateral placed with a single counterparty against obligations owed to that counterparty.

The following table presents the liabilities subject to an enforceable master netting agreement as of September 30, 2014 and December 31, 2013.

	Gross Recognized Liabilities	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount
	(In Thousands)				
September 30, 2014					
Repurchase Agreements					
Short-term	$-	-	-	-	-
Long-term	84,000	-	84,000	84,000	-
	$84,000	-	84,000	84,000	-
December 31, 2013					
Repurchase Agreements					
Short-term	$17,526	-	17,526	17,526	-
Long-term	84,000	-	84,000	84,000	-
	$101,526	-	101,526	101,526	-

Note 11– Financial Instruments with Off-Balance Sheet Risk

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

	September 30, 2014	December 31, 2013
	(In Thousands)	

Financial instruments whose contract amounts represent potential credit risk:		
Commitments to extend credit under amortizing loans (1)	$14,944	9,637
Commitments to extend credit under home equity lines of credit	15,206	14,699
Unused portion of construction loans	6,102	8,637
Unused portion of business lines of credit	9,906	10,364
Standby letters of credit	766	696

---

(1) Excludes commitments to originate loans held for sale, which are discussed in the following footnote.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements of the Company. 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 obtained generally consists of mortgages on the underlying real estate.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds mortgages on the underlying real estate as collateral supporting those commitments for which collateral is deemed necessary.

The Company has determined that there are no probable losses related to commitments to extend credit or the standby letters of credit as of September 30, 2014 and December 31, 2013.

Residential mortgage loans sold to others are predominantly conventional residential first lien mortgages. The Company's agreements to sell residential mortgage loans in the normal course of business usually require certain representations and warranties on the underlying loans sold related to credit information, loan documentation and collateral, which if subsequently are untrue or breached, could require the Company to repurchase certain loans affected. The Company has only been required to make insignificant repurchases as a result of its representations and warranties. The Company's agreements to sell residential mortgage loans also contain limited recourse provisions. The recourse provisions are limited in that the recourse provision ends after certain payment criteria have been met. With respect to these loans, repurchase could be required if defined delinquency issues arose during the limited recourse period. Given that the underlying loans delivered to buyers are predominantly conventional first lien mortgages and that historical experience shows negligible losses and insignificant repurchase activity, management believes that losses and repurchases under the limited recourse provisions will continue to be insignificant.

Note 12 – Derivative Financial Instruments

In connection with its mortgage banking activities, the Company enters into derivative financial instruments as part of its strategy to manage its exposure to changes in interest rates. Mortgage banking derivatives include interest rate lock commitments provided to customers to fund mortgage loans to be sold in the secondary market and forward commitments for the future delivery of such loans to third party investors. It is the Company's practice to enter into forward commitments for the future delivery of residential mortgage loans when interest rate lock commitments are entered into in order to economically hedge the effect of future changes in interest rates on its commitments to fund the loans as well as on its portfolio of mortgage loans held for sale. The Company's mortgage banking derivatives have not been designated as being in hedge relationships. These instruments are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of ASC 815. Changes in the fair value of derivatives not designated in hedging relationships are recorded as a component of mortgage banking income in the Company's consolidated statements of operations. The Company does not use derivatives for speculative purposes.

Forward commitments to sell mortgage loans represent commitments obtained by the Company from a secondary market agency to purchase mortgages from the Company at specified interest rates and within specified periods of time. Commitments to sell loans are made to mitigate interest rate risk on interest rate lock commitments to originate loans and loans held for sale. At September 30, 2014, the Company had forward commitments to sell mortgage loans with an aggregate notional amount of approximately $140.9 million and interest rate lock commitments with an

aggregate notional amount of approximately $186.1 million. The fair value of the forward commitments to sell mortgage loans at September 30, 2014 included a loss of $249,000 that is reported as a component of other liabilities on the Company's consolidated statement of financial condition. The fair value of the interest rate locks at September 30, 2014 included a gain of $1.8 million that is reported as a component of other assets on the Company's consolidated statements of financial condition.

In determining the fair value of its derivative loan commitments, the Company considers the value that would be generated by the loan arising from exercise of the loan commitment when sold in the secondary mortgage market. That value includes the price that the loan is expected to be sold for in the secondary mortgage market. The fair value of these commitments is recorded on the consolidated statements of financial condition with the changes in fair value recorded as a component of mortgage banking income.

Note 13 – Earnings Per Share

Earnings per share are computed using the two-class method. Basic earnings per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the applicable period, excluding outstanding participating securities. Participating securities include unvested restricted stock awards. Unvested restricted stock awards are considered participating securities because holders of these securities have the right to receive dividends at the same rate as holders of the Company's common stock. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding adjusted for the dilutive effect of all potential common shares. Share and per share amounts for the three and nine months ended September 30, 2013 have been restated to reflect the completion of our second-step conversion at a conversion rate of 1.0973-to-one.

Presented below are the calculations for basic and diluted earnings per share:

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
	(In Thousands, except per share amounts)			
Net income	$4,765	3,219	10,418	12,771
Net income available to unvested restricted shares	7	8	15	33
Net income available to common stockholders	$4,758	3,211	10,403	12,738
Weighted average shares outstanding	33,003	34,196	33,759	34,174
Effect of dilutive potential common shares	229	275	238	254
Diluted weighted average shares outstanding	33,232	34,471	33,997	34,428
Basic earnings per share	$0.14	0.09	0.31	0.37
Diluted earnings per share	$0.14	0.09	0.31	0.37

Note 14 – Fair Value Measurements

The FASB issued an accounting standard (subsequently codified into ASC Topic 820, "Fair Value Measurements and Disclosures") which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This accounting standard applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements. The standard also emphasizes that fair value (i.e., the price that would be received in an orderly transaction that is not a forced liquidation or distressed sale at the measurement date), among other things, is based on exit price versus entry price, should include assumptions about risk such as nonperformance risk in liability fair values, and is a market-based measurement, not an entity-specific measurement. When considering the assumptions that market participants would use in pricing the asset or liability, this accounting standard establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

The fair value hierarchy prioritizes inputs used to measure fair value into three broad levels.

Level 1 inputs - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that we have the ability to access.

Level 2 inputs - Fair values determined by Level 2 inputs use inputs other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets where there are few transactions and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs - Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following table presents information about our assets recorded in our consolidated statement of financial position at their fair value on a recurring basis as of September 30, 2014 and December 31, 2013, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

		Fair Value Measurements Using		
	September 30, 2014	Level 1	Level 2	Level 3
	(In Thousands)			
Available for sale securities				
Mortgage-backed securities	$121,549	-	121,549	-
Collateralized mortgage obligations				
Government sponsored enterprise issued	62,091	-	62,091	-
Government sponsored enterprise bonds	6,702	-	6,702	-
Municipal securities	77,089	-	77,089	-
Other debt securities	5,300	5,300	-	-
Certificates of deposit	6,642	-	6,642	-
Loans held for sale	144,193	-	144,193	-
Mortgage banking derivative assets	1,807	-	-	1,807
Mortgage banking derivative liabilities	249	-	-	249

		Fair Value Measurements Using		
	December 31, 2013	Level 1	Level 2	Level 3
	(In Thousands)			
Available for sale securities				
Mortgage-backed securities	$104,923	-	104,923	-
Collateralized mortgage obligations				
Government sponsored enterprise issued	19,241	-	19,241	-
Government sponsored enterprise bonds	17,934	-	17,934	-
Municipal securities	58,793	-	58,793	-
Other debt securities	5,160	5,160	-	-
Certificates of deposit	7,367	-	7,367	-
Loans held for sale	97,021	-	97,021	-
Mortgage banking derivative assets	1,189	-	-	1,189
Mortgage banking derivative liabilities	-	-	-	-

The following summarizes the valuation techniques for assets recorded in our consolidated statements of financial condition at their fair value on a recurring basis:

Available for sale securities – The Company's investment securities classified as available for sale include: mortgage-backed securities, collateralized mortgage obligations, government sponsored enterprise bonds, municipal securities and other debt securities. The fair value of mortgage-backed securities, collateralized mortgage obligations and government sponsored enterprise bonds are determined by a third party valuation source using observable market data utilizing a matrix or multi-dimensional relational pricing model. Standard inputs to these models include observable market data such as benchmark yields, reported trades, broker quotes, issuer spreads, benchmark securities, prepayment models and bid/offer market data. For securities with an early redemption feature, an option adjusted

spread model is utilized to adjust the issuer spread. These model and matrix measurements are classified as Level 2 in the fair value hierarchy. The fair value of municipal securities is determined by a third party valuation source using observable market data utilizing a multi-dimensional relational pricing model. Standard inputs to this model include observable market data such as benchmark yields, reported trades, broker quotes, rating updates and issuer spreads. These model measurements are classified as Level 2 in the fair value hierarchy. The fair value of other debt securities, which includes a trust preferred security issued by a financial institution, is determined through quoted prices in active markets and is classified as Level 1 in the fair value hierarchy.

Loans held for sale – The Company carries loans held for sale at fair value under the fair value option model. Fair value is generally determined by estimating a gross premium or discount, which is derived from pricing currently observable in the secondary market, principally from observable prices for forward sale commitments. Loans held-for-sale are considered to be Level 2 in the fair value hierarchy of valuation techniques.

Mortgage banking derivatives - Mortgage banking derivatives include interest rate lock commitments to originate residential loans held for sale to individual customers and forward commitments to sell residential mortgage loans to various investors. The Company relies on a valuation model to estimate the fair value of its interest rate lock commitments to originate residential mortgage loans held for sale, which includes applying a pull through rate based upon historical experience and the current interest rate environment and then multiplying by quoted investor prices. The Company also relies on a valuation model to estimate the fair value of its forward commitments to sell residential loans, which includes matching specific terms and maturities of the forward commitments against applicable investor pricing available. While there are Level 2 and 3 inputs used in the valuation models, the Company has determined that one or more of the inputs significant in the valuation of both of the mortgage banking derivatives fall within Level 3 of the fair value hierarchy.

The table below presents reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2014 and 2013.

	Mortgage banking derivatives, net (In Thousands)
Balance at December 31, 2012	$ 1,419
Mortgage derivative loss, net	(230)
Balance at December 31, 2013	$ 1,189
Mortgage derivative gain, net	369
Balance at September 30, 2014	$ 1,558

There were no transfers in or out of Level 1, 2 or 3 measurements during the periods.

Assets Recorded at Fair Value on a Non-recurring Basis

The following table presents information about our assets recorded in our consolidated statement of financial position at their fair value on a non-recurring basis as of September 30, 2014 and December 31, 2013, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

		Fair Value Measurements Using		
	September 30, 2014	Level 1	Level 2	Level 3

	(In Thousands)			
Impaired loans, net (1)	$18,901	-	-	18,901
Real estate owned	25,837	-	-	25,837

		Fair Value Measurements Using		
	December 31, 2013	Level 1	Level 2	Level 3
	(In Thousands)			
Impaired loans, net (1)	$24,596	-	-	24,596
Real estate owned	22,663	-	-	22,663

---

(1) Represents collateral-dependent impaired loans, net, which are included in loans.

Loans – We do not record loans at fair value on a recurring basis. On a non-recurring basis, loans determined to be impaired are analyzed to determine whether a collateral shortfall exists, and if such a shortfall exists, are recorded on our consolidated statements of financial condition at net realizable value of the underlying collateral. Fair value is determined based on third party appraisals. Appraised values are adjusted to consider disposition costs and also to take into consideration the age of the most recent appraisal. Given the significance of the adjustments made to appraised values necessary to estimate the fair value of impaired loans, loans that have been deemed to be impaired are considered to be Level 3 in the fair value hierarchy of valuation techniques. At September 30, 2014, loans determined to be impaired with an outstanding balance of $24.2 million were carried net of specific reserves of $5.3 million for a fair value of $18.9 million. At December 31, 2013, loans determined to be impaired with an outstanding balance of $31.5 million were carried net of specific reserves of $6.9 million for a fair value of $24.6 million. Impaired loans collateralized by assets which are valued in excess of the net investment in the loan do not require any specific reserves.

Real estate owned – On a non-recurring basis, real estate owned, is recorded in our consolidated statements of financial condition at the lower of cost or fair value. Fair value is determined based on third party appraisals and, if less than the carrying value of the foreclosed loan, the carrying value of the real estate owned is adjusted to the fair value. Appraised values are adjusted to consider disposition costs and also to take into consideration the age of the most recent appraisal. Given the significance of the adjustments made to appraised values necessary to estimate the fair value of the properties, real estate owned is considered to be Level 3 in the fair value hierarchy of valuation techniques. Changes in the value of real estate owned totaled $1.0 million and $1.1 million during the nine months ended September 30, 2014 and 2013, respectively and are recorded in real estate owned expense. At September 30, 2014 and December 31, 2013, real estate owned totaled $25.8 million and $22.7 million, respectively.

Mortgage servicing rights - The Company utilizes an independent valuation from a third party which uses a discounted cash flow model to estimate the fair value of mortgage servicing rights. The model utilizes prepayment assumptions to project cash flows related to the mortgage servicing rights based upon the current interest rate environment, which is then discounted to estimate an expected fair value of the mortgage servicing rights. The model considers characteristics specific to the underlying mortgage portfolio, such as: contractually specified servicing fees, prepayment assumptions, delinquency rates, late charges and costs to service. Given the significance of the unobservable inputs utilized in the estimation process, mortgage servicing rights are classified as Level 3 within the fair value hierarchy. The Company records the mortgage servicing rights at the lower of amortized cost or fair value. At September 30, 2014 and December 31, 2013, there was no impairment identified for mortgage servicing rights, therefore mortgage servicing rights were not recorded at fair value on a non-recurring basis

For Level 3 assets and liabilities measured at fair value on a recurring or non-recurring basis as of September 30, 2014, the significant unobservable inputs used in the fair value measurements were as follows:

				Significant Unobservable Input Value	
	Fair Value at September 30, 2014	Valuation Technique	Significant Unobservable Inputs	Minimum Value	Maximum Value
Mortgage banking derivatives	$ 1,558	Pricing models	Pull through rate	70.3 %	100.0 %
Impaired loans	18,901	Market approach	Discount rates applied to appraisals	15 %	30 %
Real estate owned	25,837	Market approach	Discount rates applied to appraisals	25 %	96 %

———————

The significant unobservable inputs used in the fair value measurement of the Company's mortgage banking derivatives, including interest rate lock commitments is the loan pull through rate. This represents the percentage of loans currently in a lock position which the Company estimates will ultimately close. Generally, the fair value of an interest rate lock commitment will be positively (negatively) impacted when the prevailing interest rate is lower (higher) than the interest rate lock commitment. Generally, an increase in the pull through rate will result in the fair value of the interest rate lock increasing when in a gain position, or decreasing when in a loss position. The pull through rate is largely dependent on the loan processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The pull through rate is computed using historical data and the ratio is periodically reviewed by the Company.

The significant unobservable inputs used in the fair value measurement of collateral for collateral-dependent impaired loans and real estate owned included in the above table primarily relate to discounting criteria applied to independent appraisals received with respect to the collateral. Discounts applied to the appraisals are dependent on the vintage of the appraisal as well as the marketability of the property. The discount factor is computed using actual realization rates on properties that have been foreclosed upon and liquidated in the open market.

The significant unobservable inputs used in the fair value measurement of mortgage servicing rights include the prepayment rate, note rate, and cost to service. The prepayment rate represents the assumed rate of prepayment of the outstanding principal balance of the underlying mortgage notes. Generally, the fair value of mortgage servicing rights will be positively (negatively) impacted when the prepayment rate (decreases) increases. The note rate represents the contractual rate on the underlying mortgages.

Fair value information about financial instruments follows, whether or not recognized in the consolidated statements of financial condition, 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 substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments are excluded from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The carrying amounts and fair values of the Company's financial instruments consist of the following:

	September 30, 2014					December 31, 2013				
	Carrying amount	Fair Value Total	Level 1	Level 2	Level 3	Carrying amount	Fair Value Total	Level 1	Level 2	Level 3
	(In Thousands)									
nancial Assets										
ash and cash quivalents	$141,282	141,282	136,832	4,450	-	429,169	429,169	429,169	-	-
ecurities vailable-for-sale	279,373	279,373	5,300	274,073	-	213,418	213,418	5,160	208,258	-
oans held for le	144,193	144,193	-	144,193	-	97,021	97,021	-	97,021	-
oans receivable	1,111,719	1,198,382	-	-	1,198,382	1,092,676	1,117,959	-	-	1,117,95
HLB stock	17,500	17,500	-	17,500	-	17,500	17,500	-	17,500	-
ccrued interest ceivable	4,224	4,224	4,224	-	-	3,804	3,804	3,804	-	-
ortgage anking erivative assets	1,807	1,807	-	-	1,807	1,189	1,189	-	-	1,189
nancial abilities										
eposits	875,151	878,777	210,574	668,203	-	1,244,741	1,246,541	606,991	639,550	-
dvance ayments by orrowers for xes	23,129	23,129	23,129	-	-	2,482	2,482	2,482	-	-
orrowings	434,000	462,224	-	462,224	-	455,197	491,053	21,197	469,856	-
ccrued interest ayable	1,549	1,549	1,549	-	-	1,595	1,595	1,595	-	-
ortgage anking erivative abilities	249	249	-	-	249	-	-	-	-	-

The following methods and assumptions were used by the Company in determining its fair value disclosures for financial instruments.

Cash and Cash Equivalents

The carrying amount reported in the consolidated statements of financial condition for cash and cash equivalents is a reasonable estimate of fair value.

Securities

The fair value of securities is determined by a third party valuation source using observable market data utilizing a matrix or multi-dimensional relational pricing model. Standard inputs to these models include observable market data such as benchmark yields, reported trades, broker quotes, issuer spreads, benchmark securities and bid/offer market data. For securities with an early redemption feature, an option adjusted spread model is utilized to adjust the issuer spread. Prepayment models are used for mortgage related securities with prepayment features.

Loans Held for Sale

Fair value is estimated using the prices of the Company's existing commitments to sell such loans and/or the quoted market price for commitments to sell similar loans.

Loans Receivable

Loans determined to be impaired are analyzed to determine whether a collateral shortfall exists, and if such a shortfall exists, are recorded on our consolidated statements of financial condition at fair value. Fair value is determined based on third party appraisals. Appraised values are adjusted to consider disposition costs and also to take into consideration the age of the most recent appraisal. With respect to loans that are not considered to be impaired, fair value is estimated by discounting the future contractual cash flows using discount rates that reflect a current rate offered to borrowers of similar credit standing for the remaining term to maturity. This method of estimating fair value does not incorporate the exit-price concept of fair value prescribed by ASC 820-10 and generally produces a higher fair value.

FHLBC Stock

For FHLBC stock, the carrying amount is the amount at which shares can be redeemed with the FHLBC and is a reasonable estimate of fair value.

Deposits and Advance Payments by Borrowers for Taxes

The fair values for interest-bearing and noninterest-bearing negotiable order of withdrawal accounts, savings accounts, and money market accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates of similar remaining maturities to a schedule of aggregated expected monthly maturities of the outstanding certificates of deposit. The advance payments by borrowers for taxes are equal to their carrying amounts at the reporting date.

Borrowings

Fair values for borrowings are estimated using a discounted cash flow calculation that applies current interest rates to estimated future cash flows of the borrowings.

Accrued Interest Payable and Accrued Interest Receivable

For accrued interest payable and accrued interest receivable, the carrying amount is a reasonable estimate of fair value.

Commitments to Extend Credit and Standby Letters of Credit

Commitments to extend credit and standby letters of credit are generally not marketable. Furthermore, interest rates on any amounts drawn under such commitments would be generally established at market rates at the time of the draw. Fair values for the Company's commitments to extend credit and standby letters of credit are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements, the counterparty's credit standing, and discounted cash flow analyses. The fair value of the Company's commitments to extend credit is not material at September 30, 2014 and December 31, 2013.

Mortgage Banking Derivative Assets and Liabilities

Mortgage banking derivatives include interest rate lock commitments to originate residential loans held for sale to individual customers and forward commitments to sell residential mortgage loans to various investors. The Company relies on a valuation model to estimate the fair value of its interest rate lock commitments to originate residential mortgage loans held for sale, which includes applying a pull through rate based upon historical experience and the current interest rate environment, and then multiplying by quoted investor prices. The Company also relies on a valuation model to estimate the fair value of its forward commitments to sell residential loans, which includes matching specific terms and maturities of the forward commitments against applicable investor pricing available. On the Company's Consolidated Statements of Condition, instruments that have a positive fair value are included in prepaid expenses and other assets, and those instruments that have a negative fair value are included in other liabilities.

Note 15 – Segment Reporting

Selected financial and descriptive information is required to be provided about reportable operating segments, considering a "management approach" concept as the basis for identifying reportable segments. The management approach is based on the way that management organizes the segments within the enterprise for making operating decisions, allocating resources, and assessing performance. Consequently, the segments are evident from the structure of the enterprise's internal organization, focusing on financial information that an enterprise's chief operating decision-makers use to make decisions about the enterprise's operating matters. The Company has determined that it has two reportable segments: community banking and mortgage banking. The Company's operating segments are presented based on its management structure and management accounting practices. The structure and practices are specific to the Company and therefore, the financial results of the Company's business segments are not necessarily comparable with similar information for other financial institutions.

Community Banking

The Community Banking segment provides consumer and business banking products and services to customers primarily within Southeastern Wisconsin along with a loan production office in Minneapolis, Minnesota. Consumer products include loan and deposit products: mortgage, home equity loans and lines, personal term loans, demand deposit accounts, interest bearing transaction accounts and time deposits. Business banking products include secured and unsecured lines and term loans for working capital, inventory and general corporate use, commercial real estate construction loans, demand deposit accounts, interest bearing transaction accounts and time deposits.

Mortgage Banking

The Mortgage Banking segment provides residential mortgage loans for the purpose of sale on the secondary market. Mortgage banking products and services are provided by offices in 16 states.

	As of or for the three months ended September 30, 2014			
	Community Banking	Mortgage Banking	Holding Company and Other	Consolidated
	(In Thousands)			
Net interest income	$10,501	232	181	10,914
Provision for loan losses	250	65	-	315
Net interest income after provision for loan losses	10,251	167	181	10,599
Noninterest income	1,047	22,990	(126)	23,911
Noninterest expenses:				
Compensation, payroll taxes, and other employee benefits	3,295	15,049	(175)	18,169
Occupancy, office furniture and equipment	771	1,806	-	2,577
FDIC insurance premiums	336	-	-	336
Real estate owned	665	-	-	665
Other	1,091	4,236	(44)	5,283
Total noninterest expenses	6,158	21,091	(219)	27,030
Income before income taxes	5,140	2,066	274	7,480

Income tax expense	1,734	834	147	2,715
Net income	$3,406	1,232	127	4,765
Total assets	$1,767,878	166,658	(135,211)	1,799,325

	As of or for the three months ended September 30, 2013			
	Community Banking	Mortgage Banking	Holding Company and Other	Consolidated
	(In Thousands)			
Net interest income	$9,266	187	125	9,578
Provision for loan losses	1,000	-	-	1,000
Net interest income after provision for loan losses	8,266	187	125	8,578
Noninterest income	985	20,071	(26)	21,030
Noninterest expenses:				
Compensation, payroll taxes, and other employee benefits	3,148	13,460	(33)	16,575
Occupancy, office furniture and equipment	775	1,458	(15)	2,218
FDIC insurance premiums	516	-	-	516
Real estate owned	(163)	-	-	(163)
Other	953	4,250	67	5,270
Total noninterest expenses	5,229	19,168	19	24,416
Income before income taxes	4,022	1,090	80	5,192
Income tax expense	1,478	451	44	1,973
Net income	$2,544	639	36	3,219
Total assets	$1,529,744	117,262	(49,188)	1,597,818

	As of or for the nine months ended September 30, 2014			
	Community Banking	Mortgage Banking	Holding Company and Other	Consolidated
	(In Thousands)			
Net interest income	$29,947	756	521	31,224
Provision for loan losses	750	100	-	850
Net interest income after provision for loan losses	29,197	656	521	30,374
Noninterest income	2,324	62,125	(284)	64,165
Noninterest expenses:				
Compensation, payroll taxes, and other employee benefits	10,430	41,175	(187)	51,418
Occupancy, office furniture and equipment	2,477	5,406	-	7,883
FDIC insurance premiums	1,046	-	-	1,046
Real estate owned	1,918	-	-	1,918
Other	3,565	12,416	18	15,999
Total noninterest expenses	19,436	58,997	(169)	78,264
Income before income taxes	12,085	3,784	406	16,275

Income tax expense	4,102	1,526	229	5,857
Net income	$7,983	2,258	177	10,418

	As of or for the nine months ended September 30, 2013			
	Community Banking	Mortgage Banking	Holding Company and Other	Consolidated
	(In Thousands)			
Net interest income	$28,925	346	374	29,645
Provision for loan losses	3,900	60	-	3,960
Net interest income after provision for loan losses	25,025	286	374	25,685
Noninterest income	2,435	68,451	(116)	70,770
Noninterest expenses:				
Compensation, payroll taxes, and other employee benefits	10,015	43,165	(179)	53,001
Occupancy, office furniture and equipment	2,372	3,704	(81)	5,995
FDIC insurance premiums	1,569	-	-	1,569
Real estate owned	(9)	-	-	(9)
Other	3,020	11,962	196	15,178
Total noninterest expenses	16,967	58,831	(64)	75,734
Income before income taxes	10,493	9,906	322	20,721
Income tax expense	3,839	3,992	119	7,950
Net income	$6,654	5,914	203	12,771

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

Forward-Looking Information

This Form 10-Q contains or incorporates by reference various forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect" and similar expressions and verbs in the future tense, are intended to identify forward-looking statements. 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 quality of our loan and investment portfolio;
- Estimates of our risks and future costs and benefits.

These forward-looking statements are based on current beliefs and expectations of our management 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.

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 area, that are worse than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins and yields, our mortgage banking revenues or reduce the fair value of financial instruments or reduce the origination levels in our lending business, or increase the level of defaults, losses or prepayments on loans we have made and make whether held in portfolio or sold in the secondary markets;
- adverse changes in the securities or secondary mortgage markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to manage market risk, credit risk and operational risk in the current economic conditions;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- our ability to successfully integrate acquired entities;
- 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 or the Public Company Accounting Oversight Board;
- our ability to retain key employees;
- significant increases in our loan losses; and
- changes in the financial condition, results of operations or future prospects of issuers of securities that we own.

See also the factors referred to in reports filed by the Company with the Securities and Exchange Commission (particularly those under the caption "Risk Factors" in Item 1A of the Company's 2013 Annual Report on Form 10-K).

Overview

The following discussion and analysis is presented to assist the reader in the understanding and evaluation of the Company's financial condition and results of operations. It is intended to complement the unaudited consolidated financial statements, footnotes, and supplemental financial data appearing elsewhere in this Form 10-Q and should be read in conjunction therewith. The detailed discussion in the sections below focuses on the results of operations for the three and nine months ended September 30, 2014 and 2013 and the financial condition as of September 30, 2014 compared to the financial condition as of December 31, 2013.

Comparison of Operating Results for the Three Months Ended September 30, 2014 and 2013

General - Net income for the three months ended September 30, 2014 totaled $4.8 million, or $0.14 for both basic and diluted income per share, compared to net income of $3.2 million, or $0.09 for both basic and diluted income per share, respectively for the three months ended September 30, 2013. The three months ended September 30, 2014 generated an annualized return on average assets of 1.05% and an annualized return on average equity of 4.23%, compared to an annualized return on average assets of 0.79% and an annualized return on average equity of 6.04% for the comparable period in 2013. Return on average assets and return on average equity was adversely impacted by the increase in equity resulting from the net proceeds from the stock offering offset by an increase in net income. Income before income taxes increased $2.3 million to $7.5 million during the three months ended September 30, 2014, compared to $5.2 million during the three months ended September 30, 2013. The pre-tax results of operations for the three months ended September 30, 2014 as compared to the three months ended September 30, 2013 reflect a $1.1 million increase in pre-tax income from the community banking segment and $976,000 from the mortgage banking segment. Income taxes totaled $2.7 million during the three months ended September 30, 2014, compared to $2.0 million during the three months ended September 30, 2013.

As described in the notes to consolidated financial statements, we have two reportable segments: community banking and mortgage banking. Community banking, which is conducted through WaterStone Bank, consists of lending and deposit taking (as well as other banking-related products and services) to consumers and businesses and the support to deliver, fund, and manage such banking services. Mortgage banking, which is conducted through Waterstone Mortgage Corporation, consists of originating residential mortgage loans for sale in the secondary market.

Our community banking segment generates the significant majority of our consolidated net interest income and requires the significant majority of our provision for loan losses. Our mortgage banking segment generates the significant majority of our non-interest income and a majority of our non-interest expense. Accordingly, we have provided below a discussion of the material results of operations of Waterstone Mortgage Corporation on a separate basis for the three months ended September 30, 2014 and 2013, which focuses on a discussion of non-interest income and non-interest expense. We have also provided a discussion of the consolidated operations of Waterstone Financial, which includes the consolidated operations of WaterStone Bank and Waterstone Mortgage Corporation, for the same periods.

Comparison of Mortgage Banking Segment Operations for the Three Months Ended September 30, 2014 and 2013

Net income totaled $1.2 million for the three months ended September 30, 2014, compared to $639,000 during the three months ended September 30, 2013. The increase in net income was attributable to an increase in loan origination volume as well as an increase in average sales margins.

Mortgage banking segment revenues increased $2.9 million, or 14.5%, to $23.0 million for the three months ended September 30, 2014 compared to $20.1 million during the three months ended September 30, 2013. The $2.9 million increase in mortgage banking revenues was attributable to both an increase in loan origination volume as well as an increase in average sales margins. Loans originated for sale in the secondary market totaled $489.8 million during the

three months ended September 30, 2014, which represented a 10.9% increase from the $441.5 million in loans that were originated during the three months ended September 30, 2013. The increase in origination volume was driven by a higher demand for mortgage purchase products. The increase in average sales margins during the three months ended September 30, 2014 reflects an increase in pricing on purchase products in almost all geographic markets compared to the three months ended September 30, 2013.

During the three months ended September 30, 2014, loan origination volume shifted slightly towards conventional loans and loans made for the purpose of a purchase; in addition, margins increased for all loan types and purchase purposes, compared to the three months ended September 30, 2013. Loans originated for the purpose of a residential property purchase, which generally yield a higher margin than loans originated for the purpose of a refinance, comprised 89.4% of total originations during the three months ended September 30, 2014, compared to 79.6% during the three months ended September 30, 2013. The mix of loan type changed slightly with conventional loans and governmental loans comprising 64.4% and 35.6% of all loan originations, respectively, during the three months ended September 30, 2014. During the three months ended September 30, 2013 conventional loans and governmental loans comprised 61.0% and 39.0% of all loan originations, respectively. Conventional loans include loans that conform to Fannie Mae and Freddie Mac standards, whereas governmental loans are those loans guaranteed by the federal government, such as a Federal Housing Authority or U.S. Department of Agriculture loan.

Total compensation, payroll taxes and other employee benefits at Waterstone Mortgage Corporation increased $1.6 million, or 11.8%, to $15.0 million for the three months ended September 30, 2014 from $13.5 million during the three months ended September 30, 2013. The increase in compensation expense was a direct result of the increase in mortgage banking income, given our commission-based loan officer compensation model.

Occupancy expense increased $348,000, or 23.9%, to $1.8 million during the three months ended September 30, 2014 compared to $1.5 million during the three months ended September 30, 2013. The increase resulted from the relocation of the mortgage banking segment's corporate headquarters to a larger leased facility during the year ended December 31, 2013.

Average Balance Sheets, Interest and Yields/Costs

The following tables set forth average balance sheets, annualized average yields and costs, and certain other information for the periods indicated. Non-accrual loans were included in the computation of the average balances of loans receivable and held for sale. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense. Yields on interest-earning assets are computed on a fully tax-equivalent yield, where applicable.

	Three months ended September 30,							
	2014				2013			
	Average Balance	Interest	Yield/Cost		Average Balance	Interest	Yield/Cost	
	(Dollars in Thousands)							
Assets								
Interest-earning assets:								
Loans receivable and held for sale (1)	$1,277,634	14,942	4.64	%	$1,211,089	14,425	4.73	%
Mortgage related securities (2)	183,356	835	1.81	%	126,447	455	1.43	%
Debt securities, federal funds sold and short-term investments (2)(3)	239,087	1,063	1.76	%	176,449	836	1.88	%
Total interest-earning assets	1,700,077	16,840	3.93	%	1,513,985	15,716	4.07	%
Noninterest-earning assets	97,855				96,925			
Total assets	$1,797,932				$1,610,910			
Liabilities and equity								
Interest-bearing liabilities:								
Demand accounts	$43,352	4	0.04	%	$46,771	4	0.03	%
Money market and savings accounts	141,857	31	0.09	%	140,807	32	0.09	%
Time deposits	651,608	1,302	0.79	%	668,397	1,201	0.71	%
Total interest-bearing deposits	836,817	1,337	0.63	%	855,975	1,237	0.57	%
Borrowings	438,644	4,349	3.93	%	485,488	4,718	3.86	%
Total interest-bearing liabilities	1,275,461	5,686	1.77	%	1,341,463	5,955	1.76	%
Noninterest-bearing liabilities								
Noninterest-bearing deposits	48,697				44,795			
Other noninterest-bearing liabilities	27,159				13,345			
Total noninterest-bearing liabilities	75,856				58,140			
Total liabilities	1,351,317				1,399,603			
Equity	446,615				211,307			
Total liabilities and equity	$1,797,932				$1,610,910			
Net interest income		11,154				9,761		
Net interest rate spread (4)			2.16	%			2.31	%
Less: taxable equivalent adjustment		240				183		
Net interest income, as reported		10,914				9,578		
Net interest-earning assets (5)	$424,616				$172,522			
Net interest margin (6)			2.55	%			2.51	%
Tax equivalent effect			0.05	%			0.05	%
Net interest margin on a fully tax equivalent basis (6)			2.60	%			2.56	%
Average interest-earning assets to average interest-bearing liabilities			133.29	%			112.86	%

(1) Interest income includes net deferred loan fee amortization income of $158,000 and $130,000 for the three months ended September 30, 2014 and 2013, respectively.
(2) Average balance of mortgage related and debt securities are based on amortized historical cost.
(3) Interest income from tax exempt securities is computed on a taxable equivalent basis using a tax rate of 35% for all periods presented. The yields on debt securities, federal funds sold and short-term investments before tax-equivalent adjustments were 1.37% and 1.47% for the three months ended September 30, 2014 and 2013, respectively.
(4) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities and is presented on a fully tax equivalent basis.
(5) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(6) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. For purposes of this table, changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	Three months ended September 30, 2014 versus 2013 Increase (Decrease) due to		
	Volume	Rate	Net
	(In Thousands)		
Interest income:			
Loans receivable and held for sale (1)(2)	$772	(255)	517
Mortgage related securities (3)	239	141	380
Other earning assets (3) (4)	275	(48)	227
Total interest-earning assets	1,286	(162)	1,124
Interest expense:			
Demand accounts	-	-	-
Money market and savings accounts	-	(1)	(1)
Time deposits	(29)	130	101
Total interest-earning deposits	(29)	129	100
Borrowings	(461)	92	(369)
Total interest-bearing liabilities	(490)	221	(269)
Net change in net interest income	$1,776	(383)	1,393

____

(1) Interest income includes net deferred loan fee amortization income of $158,000 and $130,000 for the three months ended September 30, 2014 and 2013, respectively.
(2) Non-accrual loans have been included in average loans receivable balance.
(3) Includes available for sale securities. Average balance of available for sale securities is based on amortized historical cost.
(4) Interest income from tax exempt securities is computed on a taxable equivalent basis using a tax rate of 35% for all periods presented.

Total Interest Income - Total interest income increased $1.1 million, or 6.9%, to $16.6 million during the three months ended September 30, 2014 from $15.5 million during the three months ended September 30, 2013.

Interest income on loans increased $517,000, or 3.6%, to $14.9 million during the three months ended September 30, 2014 from $14.4 million during the three months ended September 30, 2013. The increase in interest income on loans was primarily due to a $66.5 million, or 5.5%, increase in the average balance of loans outstanding to $1.28 billion during the three months ended September 30, 2014 from $1.21 billion during the three months ended September 30, 2013. The increase in interest income on loans due to the increase in average balance offsets a nine basis point decrease in the average yield on loans to 4.64% for the three months ended September 30, 2014 from 4.73% for the three months ended September 30, 2013.

Interest income from mortgage-related securities increased $380,000, or 83.5%, to $835,000 during the three months ended September 30, 2014 from $455,000 during the three months ended September 30, 2013. The average balance of mortgage-related securities increased $56.9 million, or 45.0%, to $183.4 million for the three months ended September 30, 2014 from $126.4 million during the three months ended September 30, 2013. The increase in interest income was due to a 38 basis point increase in the average yield on mortgage-related securities to 1.81% for the three months ended September 30, 2014 from 1.43% for the three months ended September 30, 2013.

Interest income from other interest earning assets (comprised of debt securities, federal funds sold and short-term investments) increased $170,000, or 26.0%, to $823,000 for the three months ended September 30, 2014 compared to $653,000 for the three months ended September 30, 2013. Interest income on other interest earning assets increased due to an increase in the average balance of other earning assets of $62.6 million, or 35.5% to $239.1 million during the three months ended September 30, 2014 from $176.4 million during the three months ended September 30, 2013. The increase in average balance reflects the $248.3 million in net proceeds that were received from our stock offering during January 2014. During the quarter ended September 30, 2014, a portion of these proceeds were still held as cash and cash equivalents. The increase in interest income due to an increase in volume was partially offset by a 10 basis point decrease in the average yield on other interest earning assets to 1.37% for the three months ended September 30, 2014 from 1.47% for the three months ended September 30, 2013. The decrease in average yield reflects the increase in the balance of lower yielding cash and cash equivalents, resulting from the stock offering. Proceeds from the offering continue to be re-invested from cash and cash equivalents into higher yielding investment securities, as well as utilized to fund loan growth.

Total Interest Expense - Total interest expense decreased by $269,000, or 4.5%, to $5.7 million during the three months ended September 30, 2014 from $6.0 million during the three months ended September 30, 2013. This decrease in expense was principally the result of a decrease in the average balance of interest bearing deposits and borrowings. Total average interest bearing deposits and borrowings outstanding decreased $66.0 million, or 4.9%, to $1.28 billion for the three months ended September 30, 2014 compared to an average balance of $1.34 billion for the three months ended September 30, 2013. The average cost of funds remained consistent at 1.77% for the three months ended September 30, 2014 compared to 1.76% for the three months ended September 30, 2013.

Interest expense on deposits increased $100,000, or 8.1%, to $1.3 million during the three months ended September 30, 2014 from $1.2 million during the three months ended September 30, 2013. The increase in interest expense on deposits was primarily due to a increase in the average cost of deposits of six basis points to 0.63% for the three months ended September 30, 2014 compared to 0.57% for the three months ended September 30, 2013. The average cost of time deposits increased eight basis points to 0.79% for the three months ended September 30, 2014 from 0.71% during the three months ended September 30, 2013. The average balance of time deposits decreased $16.8 million, or 2.5%, to $651.6 million during the three months ended September 30, 2014 from $668.4 million during the three months ended September 30, 2013.

Interest expense on borrowings decreased $369,000, or 7.8%, to $4.3 million during the three months ended September 30, 2014 from $4.7 million during the three months ended September 30, 2013. The decrease in interest expense on borrowings was primarily due to a $46.8 million, or 9.6%, decrease in the average balance of borrowings to $438.6 million during the three months ended September 30, 2014 from $485.5 million during the three months ended September 30, 2013. The decreased use of borrowings as a funding source during the three months ended September 30, 2014 reflects a decreased use of short-term repurchase agreements within our mortgage banking segment to fund loan originations to be sold in the secondary market. The cost of average borrowings increased by seven basis points to 3.93% for the three months ended September 30, 2014 compared to 3.86% for the three months ended September 30, 2013. The increase in the average cost resulted solely from the mortgage banking segment's reduced reliance on external short-term repurchase agreements.

Net Interest Income - Net interest income increased by $1.3 million, or 14.0%, to $10.9 million during the three months ended September 30, 2014 as compared to $9.6 million during the three months ended September 30, 2013. The increase in net interest income resulted primarily from an increase in average interest earning assets to $1.70 billion during the three months ended September 30, 2014 compared to $1.51 billion during the three months ended September 30, 2013, which was partially offset by a 21 basis point decrease in the net interest rate spread to 2.10% during the three months ended September 30, 2014 from 2.31% during the three months ended September 30, 2013.

Provision for Loan Losses – Our provision for loan losses decreased $685,000, or 68.5%, to $315,000 during the three months ended September 30, 2014, from $1.0 million during the three months ended September 30, 2013. The decrease in provision for loan losses reflects an improvement in both the quality of our loan portfolio and the overall local real estate market. The Company has experienced improvement in a number of key loan-related loan quality metrics compared to the period ended September 30, 2013, including impaired loans, loans contractually past due and non-accrual loans. In addition, the turnover of loans in each of the three aforementioned metrics has slowed during the three months ended September 30, 2014 compared to the prior year, which has resulted in fewer loans requiring a specific collateral analysis to determine a potential collateral shortfall and subsequent loan loss reserve. Furthermore, as a result of stabilization in the local real estate market, those loans that have required a specific collateral review to assess the level of impairment have experienced less significant collateral shortfalls when compared to the prior year. See the "Asset Quality" section for an analysis of charge-offs, nonperforming assets, specific reserves and additional provisions.

Noninterest Income - Total noninterest income increased $2.9 million, or 13.7%, to $23.9 million during the three months ended September 30, 2014 from $21.0 million during the three months ended September 30, 2013. The increase resulted primarily from a increase in mortgage banking income.

Mortgage banking income increased $3.9 million, or 21.4%, to $22.1 million for the three months ended September 30, 2014, compared to $18.2 million during the three months ended September 30, 2013. The $3.9 million increase in mortgage banking income was the result of an increase in origination and sales volumes as well as an increase in average sales margin. Loans originated for sale in the secondary market totaled $489.8 million during the three months ended September 30, 2014, which represented 10.9% increase from the $441.5 million in loans that were originated during the three months ended September 30, 2013. The increase in average sales margins during the three months ended September 30, 2014 reflects a decrease in pricing on all products in almost all geographic markets compared to the three months ended September 30, 2013 and was reflective of general market conditions.

Other income decreased $1.1 million, or 54.7%, to $911,000 million for the three months ended September 30, 2014, compared to $2.0 million during the three months ended September 30, 2013. The $1.1 million decrease is primarily due to a decrease on the sale of mortgage servicing rights which resulted in a $607,000 gain at September 30, 2014 compared to a $1.3 million gain at September 30, 2013 as well as a decrease in servicing income for the mortgage servicing rights as the loan balance decreased from sales throughout the past year.

Noninterest Expense - Total noninterest expense increased $2.6 million, or 10.7%, to $27.0 million during the three months ended September 30, 2014 from $24.4 million during the three months ended September 30, 2013. The increase was primarily attributable to an increase in compensation expense, occupancy, office furniture and equipment and real estate owned expenses.

Compensation, payroll taxes and other employee benefit expense increased $1.6 million, or 9.6%, to $18.2 million during the three months ended September 30, 2014 compared to $16.6 million during the three months ended September 30, 2013. Due primarily to an increase in loan origination activity, total compensation, payroll taxes and other benefits at our mortgage banking subsidiary increased $1.6 million, or 11.8%, to $15.0 million for the three months ended September 30, 2014 compared to $13.5 million during the three months ended September 30, 2013. The increase in compensation at our mortgage banking subsidiary correlates to the increase in mortgage banking income due to the commission-based compensation structure in place for our mortgage banking loan officers. Total compensation, payroll taxes and other benefits at our community banking subsidiary increased $147,000, or 4.7%, to $3.3 million for the three months ended September 30, 2014 compared to $3.1 million during the three months ended September 30, 2013.

Real estate owned expense increased $828,000 to $665,000 during the three months ended September 30, 2014 compared to a gain of $163,000 during the three months ended September 30, 2013. Real estate owned income or expense includes the operating costs related to the properties, net of rental income. In addition, it includes net gain or loss recognized upon the sale of real estate acquired through foreclosure, as well as write-downs recognized to maintain the properties at the lower of cost or estimated fair value. The increase in real estate owned expense results from a decrease in net gains recognized upon the sale of properties. Sales and write-downs of real estate owned resulted in a net loss of $314,000 during the three months ended September 30, 2014. During the three months ended September 30, 2013, sales and write downs of real estate owned resulted in a net gain of $512,000. During the three months ended September 30, 2014, net operating expense, which primarily relates to property taxes, maintenance and management fees, net of rental income, increased to $352,000, compared to $348,000 during the three months ended September 30, 2013.

Occupancy expense increased $359,000, or 16.2%, to $2.6 million during the three months ended September 30, 2014 compared to $2.2 million during the three months ended September 30, 2013. The increase resulted from an expansion of the mortgage banking segment's corporate headquarters to a larger leased facility during the year ended December 31, 2013.

Income Taxes – Driven by an increase in pre-tax income, income tax expense increased $742,000, or 37.6%, to $2.7 million during the three months ended September 30, 2014, compared to $2.0 million during the three months ended September 30, 2013. Income tax expense was recognized during the three months ended September 30, 2014 at an effective rate of 36.3% compared to an effective rate of 38.0% during the three months ended September 30, 2013.

Comparison of Operating Results for the Nine Months Ended September 30, 2014 and 2013

General - Net income for the nine months ended September 30, 2014 totaled $10.4 million, or $0.31 for basic and diluted income per share, compared to net income of $12.8 million, or $0.37 for basic and diluted income per share, for the nine months ended September 30, 2013. The nine months ended September 30, 2014 generated an annualized return on average assets of 0.78% and an annualized return on average equity of 3.18%, compared to an annualized return on average assets of 1.05% and an annualized return on average equity of 8.20% for the comparable period in 2013. Return on average assets and return on average equity was adversely impacted by both the decrease in net income as well as the increase in equity resulting from the net proceeds from the stock offering. Income before income taxes decreased $4.4 million to $16.3 million during the nine months ended September 30, 2014, compared to $20.7 million during the nine months ended September 30, 2013. The pre-tax results of operations for the nine months ended September 30, 2014 as compared to the nine months ended September 30, 2013 reflect a $6.1 million

decrease in pre-tax income from the mortgage banking segment partially offset by a $1.6 million increase in pre-tax income from the community banking segment. Income tax expense totaled $5.9 million during the nine months ended September 30, 2014, compared to $8.0 million during the nine months ended September 30, 2013.

Comparison of Mortgage Banking Segment Operations for the Nine Months Ended September 30, 2014 and 2013

Net income totaled $2.3 million for the nine months ended September 30, 2014, compared to $5.9 million during the nine months ended September 30, 2013. The decrease in net income was attributable to a decrease in loan origination volume as well as a decrease in average sales margins. The decrease in net income due to the decline in loan production income was partially offset by an increase of $1.1 million from gains on sales of mortgage servicing rights.

Mortgage banking segment revenues decreased $6.3 million, or 9.2%, to $62.1 million for the nine months ended September 30, 2014 compared to $68.5 million during the nine months ended September 30, 2013. The $6.3 million decrease in mortgage banking revenues was attributable to both a decrease in loan origination volume as well as a decrease in average sales margins. Loans originated for sale in the secondary market totaled $1.26 billion during the nine months ended September 30, 2014, which represented a 11.5% decline from the $1.42 billion in loans that were originated during the nine months ended September 30, 2013. The decrease in origination volume was driven by a decline in demand for mortgage refinance products. The decline in average sales margins during the nine months ended September 30, 2014 reflects a decrease in pricing on all products in almost all geographic markets compared to the nine months ended September 30, 2013 and was reflective of general market conditions.

During the nine months ended September 30, 2014, loan origination volume shifted towards loans made for the purpose of a purchase, which have a higher margin than the refinance loans; however, margins decreased for all loan types and purposes, compared to the nine months ended September 30, 2013. Loans originated for the purpose of a residential property purchase, which generally yield a higher margin than loans originated for the purpose of a refinance, comprised 89.4% of total originations during the nine months ended September 30, 2014, compared to 79.6% during the nine months ended September 30, 2013. The mix of loan type stayed consistent with conventional loans and governmental loans comprising 62.5% and 37.5% of all loan originations, respectively, during the nine months ended September 30, 2014. During the nine months ended September 30, 2013 conventional loans and governmental loans comprised 62.7% and 37.3% of all loan originations, respectively. Conventional loans include loans that conform to Fannie Mae and Freddie Mac standards, whereas governmental loans are those loans guaranteed by the federal government, such as a Federal Housing Authority or U.S. Department of Agriculture loan.

Partially offsetting the decline in revenues related to the origination and sale of loans during the nine months ended September 30, 2014, the Company sold mortgage servicing rights related to $713.0 million in loans receivable with a book value of $4.6 million at a gain of $2.4 million. The sales were timed to take advantage of preferable market pricing conditions. During the nine months ended September 30, 2013, there was one sale related to $287.5 million in loans receivable with a book value of $1.4 million at a gain of $1.3 million.

Total compensation, payroll taxes and other employee benefits decreased $2.0 million, or 4.6%, to $41.2 million for the nine months ended September 30, 2014 from $43.2 million during the nine months ended September 30, 2013. The decrease in compensation expense was a direct result of the decrease in mortgage banking income, given our commission-based loan officer compensation model.

Occupancy expense increased $1.7 million, or 46.0%, to $5.4 million during the nine months ended September 30, 2014 compared to $3.7 million during the nine months ended September 30, 2013. The increase resulted from the relocation of the mortgage banking segment's corporate headquarters to a larger leased facility during the year ended December 31, 2013.

Average Balance Sheets, Interest and Yields/Costs

The following tables set forth average balance sheets, annualized average yields and costs, and certain other information for the periods indicated. Non-accrual loans were included in the computation of the average balances of loans receivable and held for sale. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense. Yields in interest-earning assets are computed on a fully tax-equivalent yield, where applicable.

	Nine months ended September 30,					
	2014			2013		
	Average Balance	Interest	Yield/Cost	Average Balance	Interest	Yield/Cost
	(Dollars in Thousands)					
Assets						
Interest-earning assets:						
Loans receivable and held for sale (1)	$1,231,540	43,178	4.69 %	$1,229,853	44,500	4.84 %
Mortgage related securities (2)	158,869	2,142	1.80 %	134,957	1,311	1.30 %
Debt securities, federal funds sold and short-term investments (2)(3)	312,961	3,104	1.33 %	163,492	2,299	1.88 %
Total interest-earning assets	1,703,370	48,424	3.80 %	1,528,302	48,110	4.21 %
Noninterest-earning assets	93,184			98,310		
Total assets	$1,796,554			$1,626,612		
Liabilities and equity						
Interest-bearing liabilities:						
Demand accounts	$45,693	11	0.03 %	$45,570	10	0.03 %
Money market and savings accounts	166,380	82	0.07 %	129,953	105	0.11 %
Time deposits	634,417	3,429	0.72 %	695,960	3,940	0.76 %
Total interest-bearing deposits	846,490	3,522	0.56 %	871,483	4,055	0.62 %
Borrowings	445,537	13,048	3.92 %	485,316	13,917	3.83 %
Total interest-bearing liabilities	1,292,027	16,570	1.71 %	1,356,799	17,972	1.77 %
Noninterest-bearing liabilities						
Noninterest-bearing deposits	44,293			42,739		
Other noninterest-bearing liabilities	21,916			18,786		
Total noninterest-bearing liabilities	66,209			61,525		
Total liabilities	1,358,236			1,418,324		
Equity	438,318			208,288		
Total liabilities and equity	$1,796,554			$1,626,612		
Net interest income		31,854			30,138	
Net interest rate spread (4)			2.09 %			2.44 %
Less: taxable equivalent adjustment		630			493	
Net interest income, as reported		31,224			29,645	
Net interest-earning assets (5)	$411,343			$171,503		
Net interest margin (6)			2.45 %			2.59 %
Tax equivalent effect			0.05 %			0.05 %
Net interest margin on a fully tax equivalent basis (6)			2.50 %			2.64 %
			131.84 %			112.64 %

Average interest-earning assets to average interest-bearing liabilities

---

(1) Interest income includes net deferred loan fee amortization income of $461,000 and $469,000 for the nine months ended September 30, 2014 and 2013, respectively.
(2) Average balance of mortgage related and debt securities are based on amortized historical cost.
(3) Interest income from tax exempt securities is computed on a taxable equivalent basis using a tax rate of 35% for all periods presented. The yields on debt securities, federal funds sold and short-term investments before tax-equivalent adjustments were 1.06% and 1.48% for the nine months ended September 30, 2014 and 2013, respectively.
(4) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities and is presented on a fully tax equivalent basis.
(5) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(6) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. For purposes of this table, changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	Nine months ended September 30, 2014 versus 2013 Increase (Decrease) due to		
	Volume	Rate	Net
	(In Thousands)		
Interest income:			
Loans receivable and held for sale (1)(2)	$61	(1,383)	(1,322)
Mortgage related securities (3)	159	672	831
Other earning assets (3) (4)	1,636	(831)	805
Total interest-earning assets	1,856	(1,542)	314
Interest expense:			
Demand accounts	-	1	1
Money market and savings accounts	25	(48)	(23)
Time deposits	(338)	(173)	(511)
Total interest-earning deposits	(313)	(220)	(533)
Borrowings	(1,162)	293	(869)
Total interest-bearing liabilities	(1,475)	73	(1,402)
Net change in net interest income	$3,331	(1,615)	1,716

(1) Interest income includes net deferred loan fee amortization income of $461,000 and $469,000 for the nine months ended September 30, 2014 and 2013, respectively.
(2) Non-accrual loans have been included in average loans receivable balance.
(3) Includes available for sale securities. Average balance of available for sale securities is based on amortized historical cost.
(4) Interest income from tax exempt securities is computed on a taxable equivalent basis using a tax rate of 35% for all periods presented.

Total Interest Income - Total interest income increased $177,000, or 0.4%, to $47.8 million during the nine months ended September 30, 2014 from $47.6 million during the nine months ended September 30, 2013.

Interest income on loans decreased $1.3 million, or 3.0%, to $43.2 million during the nine months ended September 30, 2014 from $44.5 million during the nine months ended September 30, 2013. The decrease in interest income on loans was primarily due to a 15 basis point decrease in the average yield on loans to 4.69% for the nine months ended September 30, 2014 from 4.84% for the nine months ended September 30, 2013. The decrease in interest income on loans was offset by an increase of $1.7 million, or 0.1%, in the average outstanding loan balance to $1.23 billion during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.

Interest income from mortgage-related securities increased $831,000, or 63.4%, to $2.1 million during the nine months ended September 30, 2014 from $1.3 million during the nine months ended September 30, 2013. The increase in interest income was due to a 50 basis point increase in the average yield on mortgage-related securities to 1.80% for the nine months ended September 30, 2014 from 1.30% for the nine months ended September 30, 2013. The average balance of mortgage-related securities increased $23.9 million, or 17.7%, to $158.9 million for the nine months ended September 30, 2014 from $135.0 million during the nine months ended September 30, 2013.

Interest income from other interest earning assets (comprised of debt securities, federal funds sold and short-term investments) increased $668,000, or 37.0%, to $2.5 million for the nine months ended September 30, 2014 compared to $1.8 million for the nine months ended September 30, 2013. Interest income on other interest earning assets increased due to an increase in the average balance of other earning assets of $149.7 million to $313.0 million during the nine months ended September 30, 2014 from $163.5 million during the nine months ended September 30, 2013. The increase in average balance reflects the $248.3 million in net proceeds that were received from our stock offering during January 2014. During the nine months ended September 30, 2014, a portion of these proceeds were held as cash and cash equivalents. The increase in interest income due to an increase in volume was partially offset by a 42 basis point decrease in the average yield on other interest earning assets to 1.06% for the nine months ended September 30, 2014 from 1.48% for the nine months ended September 30, 2013. The significant decrease in average yield reflects the significant increase in the balance of lower yielding cash and cash equivalents, resulting from the stock offering.

Total Interest Expense - Total interest expense decreased by $1.4 million, or 7.8%, to $16.6 million during the nine months ended September 30, 2014 from $18.0 million during the nine months ended September 30, 2013. This decrease in expense was the result of both a decrease in the average balance of interest-bearing deposits and borrowings, as well as a decrease in the average cost of funds. Total average interest bearing deposits and borrowings outstanding decreased $64.8 million, or 4.8%, to $1.29 billion for the nine months ended September 30, 2014 compared to an average balance of $1.36 billion for the nine months ended September 30, 2013. The average cost of funds decreased six basis points to 1.71% for the nine months ended September 30, 2014 from 1.77% for the nine months ended September 30, 2013.

Interest expense on deposits decreased $533,000, or 13.1%, to $3.5 million during the nine months ended September 30, 2014 from $4.1 million during the nine months ended September 30, 2013. The decrease in interest expense on deposits was primarily due to a decrease in the average balance of interest-bearing deposits of $25.0 million, or 2.9%, to $846.5 million during the nine months ended September 30, 2014 from $871.5 million during the nine months ended September 30, 2013. Additionally, the average cost of deposits decreasedsix6 basis points to 0.56% for the nine months ended September 30, 2014 compared to 0.62% for the nine months ended September 30, 2013. The decrease in the cost of deposits reflects the current low interest rate environment due to the Federal Reserve's low short-term interest rate policy. These rates are typically used by financial institutions in pricing deposit products. The decrease in the cost of deposits also reflects a shift in the composition of deposits from higher cost time deposits to lower cost demand, money market and savings accounts compared to the prior year. The average balance of time deposits decreased $61.5 million, or 8.8%, to $634.4 million during the nine months ended September 30, 2014 from $696.0 million during the nine months ended September 30, 2013. The decrease in the average balance of time deposits was offset by an increase in money market and savings accounts. The average balance of money market and savings accounts increased $36.4 million, or 28.0%, to $166.4 million during the nine months ended September 30, 2014 from $130.0 million during the nine months ended September 30, 2013. This increase was primarily driven by the receipt of funds that were reserved for the purchase of common stock in conjunction with our stock offering. The decrease in time deposits was consistent with the Bank's liquidity needs and funding obligations.

Interest expense on borrowings decreased $869,000, or 6.2%, to $13.0 million during the nine months ended September 30, 2014 from $13.9 million during the nine months ended September 30, 2013. The decrease in interest expense on borrowings was primarily due to a $39.8 million, or 8.2%, decrease in the average balance of borrowings to $445.5 million during the nine months ended September 30, 2014 from $485.3 million during the nine months ended September 30, 2013. The decreased use of borrowings as a funding source during the nine months ended September 30, 2014 reflects a decreased use of short-term repurchase agreements within our mortgage banking segment to fund loan originations to be sold in the secondary market. The cost of average borrowings increased by nine basis points to 3.92% for the nine months ended September 30, 2014 compared to 3.83% for the nine months ended September 30, 2013. The increase in the average cost resulted solely from the mortgage banking segment's reduced reliance on external short-term repurchase agreements.

Net Interest Income - Net interest income increased by $1.6 million or 5.3%, to $31.2 million during the nine months ended September 30, 2014 as compared to $29.6 million during the nine months ended September 30, 2013. The increase in net interest income resulted from a $175.1 million increase in interest earning assets, primarily due to proceeds received from the offering partially offset by a 36 basis point decrease in our net interest rate spread to 2.04% during the nine months ended September 30, 2014 from 2.40% during the nine months ended September 30, 2013.

Provision for Loan Losses – Our provision for loan losses decreased $3.1 million, or 78.5%, to $850,000 during the nine months ended September 30, 2014, from $4.0 million during the nine months ended September 30, 2013. The decrease in provision for loan losses reflects an improvement in both the quality of our loan portfolio and the overall local real estate market. The Company has experienced improvement in a number of key loan-related loan quality metrics compared to the period ended September 30, 2013, including impaired loans, loans contractually past due and non-accrual loans. In addition, the turnover of loans in each of the three aforementioned metrics has slowed during the nine months ended September 30, 2014 compared to the prior year, which has resulted in fewer loans requiring a specific collateral analysis to determine a potential collateral shortfall and subsequent loan loss reserve. Furthermore, as a result of stabilization in the local real estate market, those loans that have required a specific collateral review to assess the level of impairment have experienced less significant collateral shortfalls when compared to the prior year. See the "Asset Quality" section for an analysis of charge-offs, nonperforming assets, specific reserves and additional provisions.

Noninterest Income - Total noninterest income decreased $6.6 million, or 9.3%, to $64.2 million during the nine months ended September 30, 2014 from $70.8 million during the nine months ended September 30, 2013. The decrease resulted primarily from a decrease in mortgage banking income.

Mortgage banking income decreased $6.9 million, or 10.5%, to $58.7 million for the nine months ended September 30, 2014, compared to $65.6 million during the nine months ended September 30, 2013. The $6.9 million decrease in mortgage banking income was the result of a decrease in origination and sales volumes as well as a decrease in average sales margin. Loans originated for sale in the secondary market totaled $1.26 billion during the nine months ended September 30, 2014, which represented a 11.5% decline from the $1.42 billion in loans that were originated during the nine months ended September 30, 2013. The decline in average sales margins during the nine months ended September 30, 2014 reflects a decrease in pricing on all products in almost all geographic markets compared to the nine months ended September 30, 2013 and was reflective of general market conditions.

Total other noninterest income increased $231,000 to $3.4 million during the nine months ended September 30, 2014 from $3.2 million during the nine months ended September 30, 2013. During the nine months ended September 30, 2014, the Company sold mortgage servicing rights related to $713.0 million in loans receivable with a book value of $4.6 million at a gain of $2.4 million. The sales were timed to take advantage of preferable market pricing conditions. During the nine months ended September 30, 2013, there was one sale related to $287.5 million in loans receivable with a book value of $1.4 million at a gain of $1.3 million. The increase from the sales mortgage servicing rights was partially offset by the decrease in income earned from servicing the loans sold as the balance of unpaid principal decreased with the sales.

Noninterest Expense - Total noninterest expense increased $2.5 million, or 3.3%, to $78.3 million during the nine months ended September 30, 2014 from $75.7 million during the nine months ended September 30, 2013. The increase was due to increases in occupancy, office furniture and equipment and real estate owned expense, which was partially offset by a decrease in compensation.

Compensation, payroll taxes and other employee benefit expense decreased $1.6 million, or 3.0%, to $51.4 million during the nine months ended September 30, 2014 compared to $53.0 million during the nine months ended September 30, 2013. Due primarily to a decrease in loan origination activity, total compensation, payroll taxes and other benefits at our mortgage banking subsidiary decreased $2.0 million, or 4.6%, to $41.2 million for the nine months ended September 30, 2014 compared to $43.2 million during the nine months ended September 30, 2013. The decrease in compensation at our mortgage banking subsidiary correlates to the decrease in mortgage banking income due to the commission-based compensation structure in place for our mortgage banking loan officers. Total compensation, payroll taxes and other benefits at our community banking subsidiary increased $415,000, or 4.1%, to $10.4 million for the nine months ended September 30, 2014 compared to $10.0 million during the nine months ended September 30, 2013.

Real estate owned expense totaled $1.9 million during the nine months ended September 30, 2014 compared to income of $9,000 during the nine months ended September 30, 2013. Real estate owned income or expense includes the operating costs related to the properties, net of rental income. In addition, it includes net gain or loss recognized upon the sale of real estate acquired through foreclosure, as well as write-downs recognized to maintain the properties at the lower of cost or estimated fair value. The increase in real estate owned expense results from a decrease in net gains recognized upon the sale of properties. Sales and write-downs of real estate owned resulted in a net loss of $591,000 during the nine months ended September 30, 2014. During the nine months ended September 30, 2013, sales and write downs of real estate owned resulted in a net gain of $1.3 million. During the nine months ended September 30, 2014 and September 30, 2013, net operating expense, which primarily relates to property taxes, maintenance and management fees, net of rental income, remained consistent at $1.3 million.

Occupancy expense increased $1.9 million, or 31.5%, to $7.9 million during the nine months ended September 30, 2014 compared to $6.0 million during the nine months ended September 30, 2013. The increase resulted from an expansion of the mortgage banking segment's branch network as well as the relocation of the mortgage banking segment's corporate headquarters to a larger leased facility during the year ended December 31, 2013.

Income Taxes – Driven by a decrease in pre-tax income, income tax expense decreased $2.1 million, or 26.3%, to $5.9 million during the nine months ended September 30, 2014, compared to $8.0 million during the nine months ended September 30, 2013. Income tax expense was recognized during the nine months ended September 30, 2014 at an effective rate of 36.0% compared to an effective rate of 38.4% during the nine months ended September 30, 2013.

Comparison of Financial Condition at September 30, 2014 and December 31, 2013

Total Assets - Total assets decreased by $147.7 million, or 7.6%, to $1.80 billion at September 30, 2014 from $1.95 billion at December 31, 2013. The decrease in total assets primarily reflects the return of funds received in connection with our second-step stock offering. As of December 31, 2013, the Company had received stock subscription proceeds totaling $388.7 million. Prior to the completion of the stock offering, $16.5 million in proceeds were returned to subscribers who had canceled their subscription. Upon the completion of the stock offering in January 2014, approximately $125.3 million in oversubscribed funds were returned to stock subscribers.

Cash and Cash Equivalents – Cash and cash equivalents decreased $287.8 million, or 67.1%, to $141.3 million at September 30, 2014, compared to $429.2 million at December 31, 2013. The decrease in cash and cash equivalents primarily reflects the return of funds received in connection with our second-step stock offering. As of December 31, 2013, the Company had received stock subscription proceeds totaling $388.7 million. Prior to the completion of the stock offering, $16.5 million in funds were returned to subscribers who had canceled their subscriptions. Upon the completion of the stock offering in January 2014, approximately $125.3 million in oversubscribed funds were returned to stock subscribers. During the nine months ended September 30, 2014 cash and cash equivalents were also used to fund a $66.0 million increase in securities available for sale, a $19.0 million increase in loans receivable, a $47.2 million increase in loans held for sale, and a $22.0 million increase in unearned ESOP shares.

Securities Available for Sale – Securities available for sale increased by $66.0 million, or 30.9%, to $279.4 million at September 30, 2014 from $213.4 million at December 31, 2013. This increase reflects a $42.9 million increase in government sponsored enterprise issued collateralized mortgage obligations, a $16.6 million increase in mortgage-backed securities and an $18.3 million increase in municipal securities, partially offset by an $11.2 million decrease in government sponsored enterprise bonds.

Loans Held for Sale - Loans held for sale increased $47.2 million, or 48.6%, to $144.2 million at September 30, 2014 from $97.0 million at December 31, 2013. During the nine months ended September 30, 2014, $1.26 billion in residential loans were originated for sale. During the same period, sales of loans held for sale totaled $1.21 billion.

Loans Receivable - Loans receivable held for investment increased $19.0 million, or 1.7%, to $1.11 billion at September 30, 2014 from $1.10 billion at December 31, 2013. The increase in total loans receivable was primarily attributable to a $23.0 million increase in commercial real estate loans and $10.5 million in multi-family loans, which reflects an increase in market demand as well as a strategic plan to grow these segments of the loan portfolio. These were partially offset by decreases in one-to-four family, home equity, and construction and land. During the nine months ended September 30, 2014, $13.4 million in loans were transferred to real estate owned and $6.5 million were charged-off.

The following table shows loan origination, loan purchases, principal repayment activity, transfers to real estate owned, charge-offs and sales during the periods indicated.

	As of or for the Nine months ended September 30,		As of or for the Year Ended December 31, 2013
	2014	2013	
	(In Thousands)		
Total gross loans receivable and held for sale at beginning of period	$1,189,697	1,267,285	1,267,285
Real estate loans originated for investment:			

Residential			
One- to four-family	33,261	14,195	24,504
Multi-family	71,091	56,809	82,938
Home equity	3,025	5,239	6,079
Construction and land	1,124	6,586	6,676
Commercial real estate	25,000	10,510	12,098
Total real estate loans originated for investment	133,501	93,339	132,295
Consumer loans originated for investment	10	12	12
Commercial business loans originated for investment	6,366	5,135	7,612
Total loans originated for investment	139,877	98,486	139,919
Principal repayments	(100,956)	(119,570)	(154,739)
Transfers to real estate owned	(13,423)	(10,117)	(13,552)
Loan principal charged-off	(6,455)	(10,295)	(12,624)
Net activity in loans held for investment	19,043	(41,496)	(40,996)
Loans originated for sale	1,256,795	1,419,834	1,751,054
Loans sold	(1,209,623)	(1,456,263)	(1,787,646)
Net activity in loans held for sale	47,172	(36,429)	(36,592)
Total gross loans receivable and held for sale at end of period	$1,255,912	1,189,360	1,189,697

Allowance for Loan Losses - The allowance for loan losses decreased $3.8 million, or 15.8%, to $20.4 million at September 30, 2014 from $24.3 million at December 31, 2013. The $3.8 million decrease in the allowance for loan losses during the nine months ended September 30, 2014 reflects improvement in both the quality of the loan portfolio as well as the overall local real estate market. We have experienced an improvement in a number of key loan quality metrics compared to December 31, 2013, including impaired loans, substandard loans, loans contractually past due and non-accrual loans. As of September 30, 2014, the allowance for loan losses to total loans receivable was 1.84% and was equal to 47.39% of non-performing loans, compared to 2.22% and 47.61%, respectively, at December 31, 2013. The overall $3.8 million decrease in the allowance for loan losses during the nine months ended September 30, 2014 reflects decreases across all loan categories with the exception of commercial real estate. The decreases resulted from the charge-off of specific reserves and improvement of key loan quality metrics. The increase in the allowance related to commercial real estate was driven by the growth of the overall balance of that category.

Real Estate Owned – Total real estate owned increased $3.2 million, or 14.0%, to $25.8 million at September 30, 2014 from $22.7 million at December 31, 2013. During the nine months ended September 30, 2014, $13.4 million was transferred from loans to real estate owned upon completion of foreclosure. Declines in property values evidenced by updated appraisals, responses to list prices on properties held for sale and/or deterioration in the condition of properties resulted in write downs totaling $1.0 million during the nine months ended September 30, 2014. During the same period, sales of real estate owned totaled $9.2 million.

Deposits – Total deposits decreased $369.6 million, or 29.7%, to $875.2 million at September 30, 2014 from $1.2 billion at December 31, 2013. The decrease was driven by a decrease in money market and savings accounts that reflects the impact of our second-step stock offering. Total money market and savings deposits decreased $393.7 million, or 76.6%, to $120.0 million at September 30, 2014 from $513.7 million at December 31, 2013. As of December 31, 2013, the Company had received stock subscription proceeds totaling $388.7 million, which were held in a savings account. Upon the completion of the stock offering in January 2014, approximately $253.0 million of the proceeds were used to purchase common stock and the remaining funds were returned to subscribers. An additional $6.2 million in funds were received in January 2014 from subscribers. Total time deposits increased $26.8 million, or 4.2%, to $664.6 million at September 30, 2014 from $637.8 million at December 31, 2013. Total demand deposits decreased $2.7 million, or 3.0%, to $90.6 million at September 30, 2014 from $93.3 million at December 31, 2013.

Borrowings – Total borrowings decreased $21.2 million, or 4.7%, to $434.0 million at September 30, 2014 from $455.2 million at December 31, 2013. The decrease in borrowings relates to a decrease in the use of short-term repurchase agreements to finance loans held for sale. The balance of these lines of credit decreased by $21.2 million to no outstanding balance at September 30, 2014, from $21.2 million at December 31, 2013. The lines are used less frequently as loans held for sale are mostly funded internally with the increased cash raised from the offering.

Advance Payments by Borrowers for Taxes - Advance payments by borrowers for taxes increased $20.6 million to $23.1 million at September 30, 2014 from $2.5 million at December 31, 2013. The increase was the result of payments received from borrowers for their real estate taxes and is seasonally normal, as balances increase during the course of the calendar year until real estate tax obligations are paid out in the fourth quarter.

Other Liabilities - Other liabilities decreased $11.6 million, or 38.5%, to $18.5 million at September 30, 2014 from $30.1 million at December 31, 2013. Of the total decrease, $16.0 million related to a seasonal decrease in outstanding checks related to advance payments by borrowers for taxes. The Company receives payments from borrowers for their real estate taxes during the course of the calendar year until real estate tax obligations are paid out in the fourth quarter. At the time at which the disbursements are made, the outstanding checks are classified as other liabilities. These amounts remain classified as other liabilities until settled. The decrease related to escrow checks was partially offset by an increase in amounts due to third parties related to the origination of loans held for sale, as well as dividends payable.

Shareholders' Equity – Shareholders' equity increased by $234.0 million, or 109.1%, to $448.5 million at September 30, 2014 from $214.5 million at December 31, 2013. The increase in shareholders' equity was primarily due to $248.4 million in net proceeds from the second-step stock offering. The increase also reflects a $10.4 million increase in retained earnings reflecting net income for the nine months ended September 30, 2014. In addition to the increase in retained earnings, shareholders' equity was positively impacted by a $2.0 million decrease in accumulated other comprehensive loss. The increases to equity were offset by a $22.0 million increase in unearned ESOP shares due to shares purchased for a new ESOP plan and a $5.0 million decrease related to dividends declared during the nine months ended September 30, 2014.

ASSET QUALITY

NONPERFORMING ASSETS

	At September 30, 2014	At December 31, 2013
	(Dollars in Thousands)	
Non-accrual loans:		
Residential		
One- to four-family	$24,340	30,207
Multi-family	15,812	13,498
Home equity	394	1,585
Construction and land	1,202	4,195
Commercial real estate	1,085	938
Commercial	-	521
Consumer	303	17
Total non-accrual loans	43,136	50,961
Real estate owned		
One- to four-family	15,948	12,980
Multi-family	1,186	3,040
Construction and land	8,403	6,258
Commercial real estate	300	385
Total real estate owned	25,837	22,663
Total nonperforming assets	$68,973	73,624
Total non-accrual loans to total loans, net	3.88 %	4.66 %
Total non-accrual loans to total assets	2.40 %	2.62 %
Total nonperforming assets to total assets	3.83 %	3.78 %

All loans that exceed 90 days past due with respect to principal and interest are recognized as non-accrual. Troubled debt restructurings that are non-accrual either due to being past due greater than 90 days or which have not yet performed under the modified terms for a reasonable period of time, are included in the table above. In addition, loans that are past due less than 90 days are evaluated to determine the likelihood of collectability given other credit risk factors such as early stage delinquency, the nature of the collateral or the results of a borrower review. When the collection of all contractual principal and interest is determined to be unlikely, the loan is moved to non-accrual status and an updated appraisal of the underlying collateral is ordered. This process generally takes place between contractual past due dates 60 to 90 days. Upon determining the updated estimated value of the collateral, a loan loss provision is recorded to establish a specific reserve to the extent that the outstanding principal balance exceeds the updated estimated net realizable value of the collateral. When a loan is determined to be uncollectible, typically coinciding with the initiation of foreclosure action, the specific reserve is reviewed for adequacy, adjusted if necessary, and charged-off.

The following table sets forth activity in our non-accrual loans for the periods indicated.

	At or for the Nine Months Ended September 30,	
	2014	2013
	(In Thousands)	
Balance at beginning of period	$50,961	74,668
Additions	20,902	29,494
Transfers to real estate owned	(13,423)	(10,117)
Charge-offs	(4,897)	(10,908)
Returned to accrual status	(3,755)	(20,702)
Principal paydowns and other	(6,652)	(5,013)
Balance at end of period	$43,136	57,422

Total non-accrual loans decreased by $7.8 million, or 15.4%, to $43.1 million as of September 30, 2014 compared to $51.0 million as of December 31, 2013. The ratio of non-accrual loans to total loans receivable was 3.88% at September 30, 2014 compared to 4.66% at December 31, 2013. During the nine months ended September 30, 2014, $13.4 million were transferred to real estate owned, $4.9 million in loan principal was charged off, $3.8 million in loans were returned to accrual status and approximately $6.7 million in principal payments were received. Offsetting this activity, $20.0 million in loans were placed on non-accrual status during the nine months ended September 30, 2014.

Of the $43.2 million in total non-accrual loans as of September 30, 2014, $40.6 million in loans have been specifically reviewed to assess whether a specific valuation allowance is necessary. A specific valuation allowance is established for an amount equal to the impairment when the carrying value of the loan exceeds the present value of expected future cash flows, discounted at the loan's original effective interest rate or the fair value of the underlying collateral with an adjustment made for costs to dispose of the asset. Based upon these specific reviews, a total of $7.8 million in cumulative partial charge-offs have been recorded with respect to these loans as of September 30, 2014. Partially charged-off loans measured for impairment based upon net realizable collateral value are maintained in a "non-performing" status and are disclosed as impaired loans. In addition, specific reserves totaling $4.0 million have been recorded as of September 30, 2014. The remaining $2.5 million of non-accrual loans were reviewed on an aggregate basis and $582,000 in general valuation allowance was deemed necessary related to those loans as of September 30, 2014. The $582,000 in general valuation allowance is based upon a migration analysis performed with respect to similar non-accrual loans in prior periods.

Our largest non-accrual loan was collateralized by multi-family residential real estate located in southeastern Wisconsin. This loan had a principal balance of $2.6 million at September 30, 2014, which is net of life-to-date charge offs of $1.1 million. Our second largest non-accrual loan was collateralized by multi-family residential real estate located in southeastern Wisconsin. This loan had a principal balance of $2.2 million at September 30, 2014, as well as a specific reserve of $954,000. Our third largest non-accrual loan as of September 30, 2014 was collateralized by multi-family residential real estate located in southeastern Wisconsin. This loan had a principal balance of $2.0 million at September 30, 2014, as well as a specific reserve of $440,000. Our fourth largest non-accrual loan as of September 30, 2014 was collateralized by single-family real estate located in southeastern Wisconsin with a principal balance of $1.4 million, and a specific valuation of $167,000. Our next largest non-accrual loan as of September 30, 2014 was collateralized by a single-family residence located in southeastern Wisconsin. This loan had a principal balance of $1.4 million which is net of life-to-date charge-offs of $820,000 and a specific valuation allowance of $43,000 at September 30, 2014. Together, these five largest non-accrual loans comprised 22.1% of total non-accrual loans at September 30, 2014.

For the nine months ended September 30, 2014, gross interest income that would have been recorded had our non-accruing loans been current in accordance with their original terms was $2.0 million. We recognized $1.3 million of interest income on such loans during the nine months ended September 30, 2014.

There were no accruing loans past due 90 days or more during the nine months ended September 30, 2014 or 2013.

TROUBLED DEBT RESTRUCTURINGS

The following table summarizes troubled debt restructurings:

	At September 30,	At December 31,

	2014	2013
	(Dollars in Thousands)	
Troubled debt restructurings		
Substandard	$23,594	25,258
Watch	3,253	4,329
Total troubled debt restructurings	$26,847	29,587

All troubled debt restructurings are considered to be impaired and are risk rated as either substandard or watch and are included in the internal risk rating tables disclosed in the notes to the financial statements. Specific reserves have been established to the extent that collateral-based impairment analyses indicate that a collateral shortfall exists.

We do not participate in government-sponsored troubled debt restructuring programs. Our troubled debt restructurings are short-term modifications. Typical initial restructured terms include six to twelve months of principal forbearance, a reduction in interest rate or both. Restructured terms do not include a reduction of the outstanding principal balance unless mandated by a bankruptcy court. Troubled debt restructuring terms may be renewed or further modified at the end of the initial term for an additional period if performance has been acceptable and the short-term borrower difficulty persists.

Information with respect to the accrual status of our troubled debt restructurings is provided in the following table.

	As of September 30, 2014		
	Accruing	Non-accruing	Total
	(In Thousands)		
One- to four-family	$4,733	10,870	15,603
Multi-family	2,687	4,844	7,531
Home equity	-	98	98
Construction and land	1,299	840	2,139
Commercial real estate	1,306	170	1,476
	$10,025	16,822	26,847

	As of December 31, 2013		
	Accruing	Non-accruing	Total
One- to four-family	$6,218	11,875	18,093
Multi-family	2,710	5,314	8,024
Home equity	-	972	972
Construction and land	1,408	833	2,241
Commercial real estate	-	257	257
	$10,336	19,251	29,587

The following table sets forth activity in our troubled debt restructurings for the periods indicated.

	At or for the Nine Months Ended September 30, 2014	
	Accrual	Non-accrual
	(In Thousands)	
Balance at beginning of period	$10,336	19,251
Additions	-	4,161
Change in accrual status	(391)	391
Charge-offs	-	(1,295)
Returned to contractual/market terms	(831)	(1,558)
Transferred to real estate owned	-	(2,460)
Principal paydowns and other	911	(1,668)
Balance at end of period	$10,025	16,822

If a restructured loan is current in all respects and a minimum of six consecutive restructured payments have been received, it can be considered for return to accrual status. After a restructured loan that is current in all respects reverts to contractual/market terms, if a credit department review indicates no evidence of elevated market risk, the loan is removed from the troubled debt restructuring classification.

LOAN DELINQUENCY

The following table summarizes loan delinquency in total dollars and as a percentage of the total loan portfolio

	At September 30, 2014	At December 31, 2013
	(Dollars in Thousands)	
Loans past due less than 90 days	$5,278	13,231
Loans past due 90 days or more	29,344	30,780
Total loans past due	$34,622	44,011
Total loans past due to total loans receivable	3.11 %	4.03 %

Past due loans decreased by $9.4 million, or 21.3%, to $34.6 million at September 30, 2014 from $44.0 million at December 31, 2013. Loans past due 90 days or more decreased by $1.4 million, or 4.7%, during the nine months ended September 30, 2014 and loans past due less than 90 days decreased by $8.0 million, or 60.1%. The $1.4 million decrease in loans past due 90 days or more was primarily due to $13.4 million in loans transferred to real estate owned and $4.9 million in charge-offs during the nine months ended September 30, 2014 offset by additional loans which were included in the less than 90 day group in the previous period. The $8.0 million decrease in loans past due less than 90 days or more was primarily attributable to a $6.1 million decrease in delinquent loans collateralized by one- to four-family loans and a $1.5 million decrease in delinquent loans collateralized by multi-family.

REAL ESTATE OWNED

Total real estate owned increased by $3.2 million, or 14.0%, to $25.8 million at September 30, 2014, compared to $22.7 million at December 31, 2013. During the nine months ended September 30, 2014, $13.4 million was transferred from loans to real estate owned upon completion of foreclosure including a $4.3 million relationship in the current quarter. Declines in property values evidenced by updated appraisals, responses to list prices on properties held for sale and/or deterioration in the condition of properties resulted in write-downs totaling $1.0 million during the nine months ended September 30, 2014. During the same period, sales of real estate owned totaled $9.2 million, resulting in a net gain of $416,000. New appraisals received on real estate owned and collateral dependent impaired loans are based upon an "as is value" assumption. During the period of time in which we are awaiting receipt of an updated appraisal, loans evaluated for impairment based upon collateral value are measured by the following:

- Applying an updated adjustment factor (as described previously) to an existing appraisal;
- Confirming that the physical condition of the real estate has not significantly changed since the last valuation date;
- Comparing the estimated current value of the collateral to that of updated sales values experienced on similar collateral;
- Comparing the estimated current value of the collateral to that of updated values seen on current appraisals of similar collateral; and
- Comparing the estimated current value to that of updated listed sales prices on our real estate owned and that of similar properties (not owned by the Company).

Virtually all habitable real estate owned is managed with the intent of attracting a lessee to generate revenue. Foreclosed properties are recorded at the lower of carrying value or fair value, less costs to sell, with charge-offs, if any, charged to the allowance for loan losses upon transfer to real estate owned. The fair value is primarily based upon updated appraisals in addition to an analysis of current real estate market conditions.

ALLOWANCE FOR LOAN LOSSES

	At or for the Nine Months Ended September 30,	
	2014	2013
	(Dollars in Thousands)	
Balance at beginning of period	$24,264	31,043
Provision for loan losses	850	3,960
Charge-offs:		
Mortgage		
One- to four-family	1,900	7,986
Multi-family	3,462	1,267
Home equity	191	575
Commercial real estate	186	128
Construction and land	418	1,366
Consumer	5	-
Commercial	293	6
Total charge-offs	6,455	11,328
Recoveries:		
Mortgage		
One- to four-family	1,652	694
Multi-family	23	205
Home equity	11	73
Commercial real estate	23	-
Construction and land	63	51
Consumer	5	5
Commercial	3	5
Total recoveries	1,780	1,033
Net charge-offs	4,675	10,295
Allowance at end of period	$20,439	24,708
Ratios:		
Allowance for loan losses to non-accrual loans at end of period	47.38 %	43.03 %
Allowance for loan losses to loans receivable at end of period	1.84 %	2.26 %
Net charge-offs to average loans outstanding (annualized)	0.56 %	1.12 %
Current period provision for loan losses to net charge-offs	18.18 %	38.46 %
Net charge-offs (annualized) to beginning of the period allowance	25.76 %	44.34 %

At September 30, 2014, the allowance for loan losses was $20.4 million, compared to $24.3 million at December 31, 2013. As of September 30, 2014, the allowance for loan losses represented 1.84% of total loans receivable and was equal to 47.38% of non-performing loans, compared to 2.22% and 47.61%, respectively, at December 31, 2013. The $3.8 million decrease in the allowance for loan losses during the nine months ended September 30, 2014 reflects improvement in both the quality of the loan portfolio as well as the overall local real estate market. The Company has experienced improvement in a number of key loan-related loan quality metrics compared to December 31, 2013, including impaired loans, substandard loans, loans contractually past due and non-accrual loans.

Net charge-offs totaled $4.7 million, or an annualized 0.56% of average loans for the nine months ended September 30, 2014, compared to $10.3 million, or an annualized 1.12% of average loans for the nine months ended September 30, 2013. Of the $4.7 million in net charge-offs during the nine months ended September 30, 2014, approximately 73.6% of the activity related to loans secured by multi-family residential loans.

Our underwriting policies and procedures emphasize the fact that credit decisions must rely on both the credit quality of the borrower and the estimated value of the underlying collateral. Credit quality is assured only when the estimated value of the collateral is objectively determined and is not subject to significant fluctuation. The quantified deterioration of the credit quality of our loan portfolio as described above is the direct result of borrowers who were not financially strong enough to make regular interest and principal payments or maintain their properties when the economic environment no longer allowed them the option of converting estimated real estate value increases into short-term cash flow.

The allowance for loan losses has been determined in accordance with GAAP. We are responsible for the timely and periodic determination of the amount of the allowance required. Future provisions for loan losses will continue to be based upon our assessment of the overall loan portfolio and the underlying collateral, trends in nonperforming loans, current economic conditions and other relevant factors. To the best of management's knowledge, all probable losses have been provided for in the allowance for loan losses.

The establishment of the amount of the loan loss allowance inherently involves judgments by management as to the appropriateness of the allowance, which ultimately may or may not be correct. Higher than anticipated rates of loan default would likely result in a need to increase provisions in future years. See "Critical Accounting Policies" above for a discussion on the use of judgment in determining the amount of the allowance for loan losses.

Liquidity and Capital Resources

We maintain liquid assets at levels we consider adequate to meet our liquidity needs. Our liquidity ratio averaged 11.3% and 4.3% for the nine months ended September 30, 2014 and 2013, respectively. The liquidity ratio is equal to average daily cash and cash equivalents for the period divided by average total assets. We adjust our liquidity levels to fund loan commitments, repay our borrowings, fund deposit outflows and pay real estate taxes on mortgage loans. We also adjust liquidity as appropriate to meet asset and liability management objectives. The operational adequacy of our liquidity position at any point in time is dependent upon the judgment of the senior management as supported by the Asset/Liability Committee. Liquidity is monitored on a daily, weekly and monthly basis using a variety of measurement tools and indicators.

Our primary sources of liquidity are deposits, amortization and repayment of loans, sales of loans held for sale, maturities of investment securities and other short-term investments, and earnings and funds provided from operations. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit flows and loan repayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competitors. We set the interest rates on our deposits to maintain a desired level of total deposits. In addition, we invest excess funds in short-term, interest-earning assets, which provide liquidity to meet lending requirements. Additional sources of liquidity used for the purpose of managing long- and short-term cash flows include advances from the FHLBC.

During the nine months ended September 30, 2014 primary uses of cash and cash equivalents included: $1.26 billion in originations of loans held for sale, $141.9 million in funds returned to stock subscribers, $80.8 million in purchases of mortgage related securities, $37.1 million in loan originations, net of principal payments, $16.0 million in purchases of debt securities, $10.2 million in purchase of bank owned life insurance, and $22.9 million in funding ESOP. During the nine months ended September 30, 2014, primary sources of cash and cash equivalents included: $1.26 billion in proceeds from the sale of loans held for sale, $20.7 million from principal repayments on mortgage related securities, $20.7 million related to an increase in deposits, $13.0 in maturities or calls of debt securities, and $9.6 million in real estate owned sales.

During the nine months ended September 30, 2013, primary uses of cash and cash equivalents included: $1.42 billion in originations of loans held for sale, $67.2 million related to a decrease in deposits, and $37.6 million in purchases of debt securities. During the nine months ended September 30, 2013, primary sources of cash and cash equivalents included: $1.51 billion in proceeds from the sale of loans held for sale, $30.5 million from principal repayments on mortgage related securities, and $23.3 million from sales in real estate owned.

A portion of our liquidity consists of cash and cash equivalents, which are a product of our operating, investing and financing activities. At September 30, 2014 and 2013, respectively, $141.3 million and $77.9 million of our assets were invested in cash and cash equivalents. At September 30, 2014 cash and cash equivalents are comprised of the following: $110.8 million in cash held at the Federal Reserve Bank and other depository institutions and $30.4 million in federal funds sold and short-term investments. Our primary sources of cash are principal repayments on loans, proceeds from the calls and maturities of debt and mortgage-related securities, increases in deposit accounts and advances from the FHLBC.

Liquidity management is both a daily and longer-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLBC which provide an additional source of funds. At September 30, 2014, we had $350.0 million in advances from the FHLBC with contractual maturity dates in 2016, 2017 or 2018. All advances are callable quarterly until maturity. As an additional source of funds, we also enter into repurchase agreements. At September 30, 2014, we had $84.0 million in repurchase agreements. The repurchase agreements mature at various times in 2017, however, all are callable quarterly until maturity.

At September 30, 2014, we had outstanding commitments to originate loans receivable of $14.9 million. In addition, at September 30, 2014 we had unfunded commitments under construction loans of $6.1 million, unfunded commitments under business lines of credit of $9.9 million and unfunded commitments under home equity lines of credit and standby letters of credit of $16.0 million. At September 30, 2014 certificates of deposit scheduled to

mature in one year or less totaled $395.2 million. Based on prior experience, management believes that, subject to the Bank's funding needs, a significant portion of such deposits will remain with us, although there can be no assurance that this will be the case. In the event a significant portion of our deposits is not retained by us, we will have to utilize other funding sources, such as FHLBC advances, in order to maintain our level of assets. However, we cannot assure that such borrowings would be available on attractive terms, or at all, if and when needed. Alternatively, we could reduce our level of liquid assets, such as our cash and cash equivalents and securities available-for-sale in order to meet funding needs. In addition, the cost of such deposits may be significantly higher if market interest rates are higher or there is an increased amount of competition for deposits in our market area at the time of renewal.

Capital

Shareholders' equity increased by $234.0 million, or 109.1%, to $448.5 million at September 30, 2014 from $214.5 million at December 31, 2013. The increase in shareholders' equity was primarily due to $248.4 million in net proceeds from the second-step stock offering. The increase also reflects a $10.4 million increase in retained earnings reflecting net income for the nine months ended September 30, 2014. In addition to the increase in retained earnings, shareholders' equity was positively impacted by a $2.0 million decrease in accumulated other comprehensive loss offset by a $22.8 million increase in unearned ESOP shares and $5.0 million in dividends declared.

WaterStone 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 assets and off-balance sheet items to broad risk categories. At September 30, 2014, WaterStone Bank exceeded all regulatory capital requirements and is considered "well capitalized" under regulatory guidelines. See "Notes to Consolidated Financial Statements - Regulatory Capital."

The net proceeds from the stock offering significantly increased our liquidity and capital resources. Over time, the initial level of liquidity will be reduced as net proceeds from the stock offering are used for general corporate purposes, including the funding of loans. Our financial condition and results of operations will be enhanced by the net proceeds from the stock offering, resulting in increased net interest-earning assets and net interest income. However, due to the increase in equity resulting from the net proceeds from the stock offering, our return on assets and return on equity will continue to be adversely affected following the stock offering.

Contractual Obligations, Commitments and Contingent Liabilities

The following tables present information indicating various contractual obligations and commitments of the Company as of September 30, 2014 and the respective maturity dates.

	Total	One Year or Less	More than One Year Through Three Years	More than Three years Through Five Years	Over Five Years
	(In Thousands)				
Demand deposits (4)	$90,600	90,600	-	-	-
Money market and savings deposits (4)	119,974	119,974	-	-	-
Time deposit (4)	664,577	395,195	250,969	18,413	-
Short-term borrowings (4)	-	-	-	-	-
Federal Home Loan Bank advances (1)	350,000	-	245,000	105,000	-
Repurchase agreements (2)(4)	84,000	-	69,000	15,000	-
Operating leases (3)	9,972	2,449	2,854	1,637	3,032
Salary continuation agreements	468	170	298	-	-
	$1,319,591	608,388	568,121	140,050	3,032

[1] Secured under a blanket security agreement on qualifying assets, principally, mortgage loans. Excludes interest which will accrue on the advances.
All Federal Home Loan Bank advances with maturities exceeding one year are callable on a quarterly basis.

[2] The repurchase agreements are callable on a quarterly basis until maturity.

[3] Represents non-cancelable operating leases for offices and equipment.

(4) Excludes interest.

Off-Balance Sheet Commitments

The following table details the amounts and expected maturities of significant off-balance sheet commitments as of September 30, 2014.

	Total	One Year or Less	More than One Year Through Three Years	More than Three years Through Five Years	Over Five Years
	(In Thousands)				
Real estate loan commitments (1)	$14,944	14,944	-	-	-
Unused portion of home equity lines of credit (2)	15,206	15,206	-	-	-
Unused portion of construction loans (3)	6,102	6,102	-	-	-
Unused portion of business lines of credit	9,906	9,906	-	-	-
Standby letters of credit	766	766	-	-	-
Total Other Commitments	$46,924	46,924	-	-	-

General: Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract and generally have fixed expiration dates or other termination clauses.

(1) Commitments for loans are extended to customers for up to 90 days after which they expire.

(2) Unused portions of home equity loans are available to the borrower for up to 10 years.

(3) Unused portions of construction loans are available to the borrower for up to 1 year.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Management of Market Risk

General. The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, WaterStone Bank's board of directors has established an Asset/Liability 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. Management monitors the level of interest rate risk on a regular basis and the Asset/Liability Committee meets at least weekly to review our asset/liability policies and interest rate risk position, which are evaluated quarterly.

We have sought to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. We have implemented the following strategies to manage our interest rate risk: (i) emphasizing variable rate loans including variable rate one- to four-family, and commercial real estate loans as well as three to five year commercial real estate balloon loans; (ii) reducing and shortening the expected average life of the investment portfolio; and (iii) whenever possible, lengthening the term structure of our deposit base and our borrowings from the FHLBC. These measures should reduce the volatility of our net interest income in different interest rate environments.

Income Simulation. Simulation analysis is an estimate of our interest rate risk exposure at a particular point in time. At least quarterly we review the potential effect changes in interest rates may have on the repayment or repricing of rate sensitive assets and funding requirements of rate sensitive liabilities. Our most recent simulation uses projected repricing of assets and liabilities at September 30, 2014 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rate assumptions may have a significant impact on interest income simulation results. Because of the large percentage of loans and mortgage-backed securities we hold, rising or falling interest rates may have a significant impact on the actual prepayment speeds of our fixed-rate mortgage related assets that may in turn affect our interest rate sensitivity position. When interest rates rise, prepayment speeds slow and the average expected lives of our fixed-rate assets would tend to lengthen more than the expected average lives of our liabilities and therefore would most likely have a negative impact on net interest income and earnings. This effect is offset by the impact that variable-rate assets have on net interest income as interest rates rise and fall.

	Percentage Increase (Decrease) in Estimated Annual Net Interest Income Over 12 Months
400 basis point gradual rise in rates	10.74
300 basis point gradual rise in rates	8.14
200 basis point gradual rise in rates	5.46
100 basis point gradual rise in rates	2.57
Unchanged rate scenario	-
100 basis point gradual decline in rates (1)	(2.20)

(1) Given the current low point in the interest rate cycle, down scenarios in excess of 100 basis points are not meaningful.

WaterStone Bank's Asset/Liability policy limits projected changes in net average annual interest income to a maximum decline of 25% for various levels of interest rate changes measured over a 12-month period when compared to the flat rate scenario. In addition, projected changes in the economic value of equity are limited to a maximum decline of 30% for interest rate movements of up to 400 basis points when compared to the flat rate scenario. These limits are re-evaluated on a periodic basis and may be modified, as appropriate. At September 30, 2014, 100 basis point gradual increase in interest rates had the effect of increasing forecast net interest income by 2.57% while a 100 basis point decrease in rates had the effect of decreasing net interest income by 2.20%. At September 30, 2014, a 100 basis point gradual increase in interest rates had the effect of decreasing the economic value of equity by 1.02% while a 100 basis point decrease in rates had the effect of decreasing the economic value of equity by 1.23%. While we believe the assumptions used are reasonable, there can be no assurance that assumed prepayment rates will approximate actual future mortgage-backed security and loan repayment activity.

Item 4. Controls and Procedures

Disclosure Controls and Procedures : Company management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

Internal Control Over Financial Reporting : There have been no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not involved in any pending legal proceedings as a defendant other than routine legal proceedings occurring in the ordinary course of business. At September 30, 2014, the Company believes that any liability arising from the resolution of any pending legal proceedings will not be material to its financial condition or results of operations.

Item 1A. Risk Factors

See "Risk Factors" in Item 1A of the Company's annual report on Form 10-K for the year ended December 31, 2013.

Item 6. Exhibits

(a) Exhibits: See Exhibit Index, which follows the signature page hereof.

Signatures

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

WATERSTONE FINANCIAL, INC.
(Registrant)

Date: October 31, 2014

/s/ Douglas S. Gordon
Douglas S. Gordon
Chief Executive Officer
Principal Executive Officer

Date: October 31, 2014

/s/ Allan R. Hosack
Allan R. Hosack
Chief Financial Officer

Principal Financial Officer

EXHIBIT INDEX

WATERSTONE FINANCIAL, INC.

Form 10-Q for Quarter Ended September 30, 2014

Exhibit No.	Description	Filed Herewith
31.1	Sarbanes-Oxley Act Section 302 Certification signed by the Chief Executive Officer of Waterstone Financial, Inc.	X
31.2	Sarbanes-Oxley Act Section 302 Certification signed by the Chief Financial Officer of Waterstone Financial, Inc.	X
32.1	Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Chief Executive Officer of Waterstone Financial, Inc.	X
32.2	Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Chief Financial Officer of Waterstone Financial, Inc.	X
101	The following financial statements from Waterstone Financial, Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, formatted in Extensive Business Reporting Language (XBRL): (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of changes in shareholders' equity, (v) consolidated statements of cash flows and (vi) the notes to consolidated financial statements	X