PRUDENTIAL BANCORP INC OF PENNSYLVANIA
Form 10-Q
August 14, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2006

OR

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

For the transition period from ________ to________

Commission file number: 000-51214

Prudential Bancorp, Inc. of Pennsylvania
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania	68-0593604
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1834 Oregon Avenue Philadelphia, Pennsylvania	19145
(Address of Principal Executive Offices)	(Zip Code)

(215) 755-1500
(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 [x] No [ ]

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

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [X]

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

Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of August 7, 2006: 12,129,320

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

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PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

ASSETS

Cash and amounts due from depository institutions $
Interest-bearing deposits

Total cash and cash equivalents

Investment securities held to maturity (estimated fair value--June 30, 2006, $129,063,336; September 30, 2005, $128,046,676)
Investment securities available for sale (amortized cost--June 30, 2006, $38,007,220; September 30, 2005, $38,007,143)
Mortgage-backed securities held to maturity (estimated fair value-- June 30, 2006, $55,300,181; September 30, 2005, $67,123,458)
Loans receivable--net of allowance for loan losses (June 30, 2006, $587,956; September 30, 2005, $557,956)
Accrued interest receivable:
Loans receivable
Mortgage-backed securities
Investment securities
Real estate owned
Federal Home Loan Bank stock--at cost
Office properties and equipment--net
Prepaid expenses and other assets
Deferred income taxes, net

TOTAL ASSETS $

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES:
Deposits:
Noninterest-bearing $
Interest-bearing

Total deposits
Advances from Federal Home Loan Bank
Accrued interest payable
Advances from borrowers for taxes and insurance
Accounts payable and accrued expenses
Accrued dividend payable

Total liabilities

COMMITMENTS AND CONTINGENCIES (Note 8)

STOCKHOLDERS' EQUITY:
Preferred stock, $.01 par value, 10,000,000 shares authorized, none issued
Common stock, $.01 par value, 40,000,000 shares authorized, issued 12,563,750; outstanding - 12,236,150 at June 30, 2006 and 12,497,450 at September 30, 2005

Additional paid-in capital	
Unearned ESOP shares	
Treasury stock, at cost: 327,600 shares at June 30, 2006 and 66,300 shares at September 30, 2005	
Retained earnings	
Accumulated other comprehensive income	
	-
Total stockholders' equity	
	-
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$
	=

See notes to unaudited consolidated financial statements.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30,		Nine Months Ende June 30,	
	2006	2005	2006	20
INTEREST INCOME:				
Interest and fees on loans	$ 3,379,335	$ 2,570,161	$ 9,335,027	$ 7,2
Interest on mortgage-backed securities	769,429	910,868	2,421,208	2,9
Interest and dividends on investments	2,086,458	1,932,482	6,186,554	5,4
Total interest income	6,235,222	5,413,511	17,942,789	15,5
INTEREST EXPENSE:				
Interest on deposits	2,815,659	2,091,932	7,803,961	6,2
Interest on borrowings	294,107	193,118	680,046	5
Total interest expense	3,109,766	2,285,050	8,484,007	6,8
NET INTEREST INCOME	3,125,456	3,128,461	9,458,782	8,7
PROVISION FOR LOAN LOSSES	30,000	-	30,000	
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	3,095,456	3,128,461	9,428,782	8,7
NON-INTEREST INCOME:				
Fees and other service charges	137,077	104,511	414,991	3
Gain on real estate owned	-	-	99,553	

Other	71,793	22,656	164,360	
Total non-interest income	208,870	127,167	678,904	4
NON-INTEREST EXPENSE:				
Salaries and employee benefits	1,110,830	971,568	3,328,293	2,9
Data processing	113,043	116,937	354,271	3
Office occupancy	86,290	76,152	235,660	2
Depreciation	59,510	64,994	180,546	1
Payroll taxes	59,376	54,830	202,567	1
Director compensation	66,650	55,812	205,825	1
Professional services	174,201	76,730	401,021	1
Litigation expense	-	-	-	1
Other	338,231	264,734	933,030	7
Total non-interest expense	2,008,131	1,681,757	5,841,213	5,1
INCOME BEFORE INCOME TAXES	1,296,195	1,573,871	4,266,473	4,0
INCOME TAXES:				
Current	260,263	543,248	1,215,114	1,2
Deferred	153,601	23,327	127,803	1
Total	413,864	566,575	1,342,917	1,4
NET INCOME	$ 882,331	$ 1,007,296	$ 2,923,556	$ 2,5
BASIC EARNINGS PER SHARE (1)	$ 0.07	$ 0.08	0.24	N
DILUTED EARNINGS PER SHARE (1)	$ 0.07	$ 0.08	0.24	N

(1) Due to timing of the Bank's reorganization into the mutual holding company form and the completion of the Company's initial public offering on March 29, 2005, earnings per share information for the nine month period ended June 30, 2005 is not considered meaningful and is not shown. See Note 2 to the unaudited consolidated financial statements.

See notes to unaudited consolidated financial statements.

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PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME

Additional	Unearned

	Common Stock	Paid-In Capital	ESOP Shares	Treasury Stock	R E
BALANCE, OCTOBER 1, 2005	$ 125,638	$ 54,733,760	$ (4,349,611)	$ (654,415)	$ 4
Comprehensive income:					
Net income					
Net unrealized holding loss on available for sale securities arising during the period, net of income tax benefit of $101,739					
Comprehensive income					
Cash dividend ($.12 per share)					(
Treasury stock purchased				(3,475,748)	
ESOP shares committed to be released	-	44,847	167,333	-	
BALANCE, June 30, 2006	$ 125,638	$ 54,778,607	$ (4,182,278)	$ (4,130,163)	$ 4

	Total Stockholders' Equity	Comprehensive Income
BALANCE, OCTOBER 1, 2005	$ 90,825,298	
Comprehensive income:		
Net income	2,923,556	2,923,556
Net unrealized holding loss on available for sale securities arising during the period, net of income tax benefit of $101,739	(188,943)	(188,943)
Comprehensive income		$ 2,734,613
Cash dividend ($.12 per share)	(1,428,295)	
Treasury stock purchased	(3,475,748)	
ESOP shares committed to be released	212,180	
BALANCE, June 30, 2006	$ 88,868,048	

	Common Stock	Additional Paid-In Capital	Unearned ESOP Shares	Treasury Stock	R E
BALANCE, OCTOBER 1, 2004	$ -	$ -	$ -	$ -	$ 3
Comprehensive income:					
Net income					
Net unrealized holding loss on available for sale securities arising during the period, net of income tax benefit of $103,324					
Comprehensive income					
Cash dividend ($.04 per share)					
Capitalization of mutual holding company					
Issuance of common stock	125,638	54,724,693			
Treasury stock purchased				(654,415)	
Purchase of ESOP shares			(4,461,166)		
ESOP shares committed to be released	-	(833)	55,777	-	
BALANCE, June 30, 2005	$ 125,638	$ 54,723,860	$ (4,405,389)	$ (654,415)	$ 4

	Total Stockholders' Equity	Comprehensive Income
BALANCE, OCTOBER 1, 2004	$ 39,098,537	
Comprehensive income:		
Net income	2,598,629	2,598,629
Net unrealized holding loss on available for sale securities arising during the period, net of income tax benefit of $103,324	(191,888)	(191,888)
Comprehensive income		$ 2,406,741

Cash dividend ($.04 per share)	(499,898)
Capitalization of mutual holding company	(100,000)
Issuance of common stock	54,850,331
Treasury stock purchased	(654,415)
Purchase of ESOP shares	(4,461,166)
ESOP shares committed to be released	54,944
BALANCE, June 30, 2005	$ 90,695,074

See notes to unaudited consolidated financial statements.

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PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months E June 30,	
	2006	
OPERATING ACTIVITIES:		
Net income	$ 2,923,556	$
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Provision for loan losses	30,000	
Depreciation	180,546	
Net accretion of premiums/discounts	(35,641)	
Net accretion of deferred loan fees and costs	(242,218)	
Amortization of ESOP loan	212,180	
Gain on sale of real estate owned	(99,553)	
Income from bank owned life insurance	(111,406)	
Deferred income tax expense	127,803	
Changes in assets and liabilities which (used) provided cash:		
Accounts payable and accrued expenses	(1,226,553)	
Accrued interest payable	174,881	
Prepaid expenses and other assets	(3,819,674)	
Accrued interest receivable	(452,767)	
Net cash (used in) provided by operating activities	(2,338,846)	
INVESTING ACTIVITIES:		
Purchase of investment securities held to maturity	(6,226,562)	(
Loans originated or acquired	(71,583,050)	(

Principal collected on loans	32,331,150	
Principal payments received on mortgage-backed securities held-to-maturity	9,344,581	
Proceeds from calls/maturities of investment securities held to maturity	2,000,000	
Proceeds from calls/sales of investment securities available for sale	-	
Purchase of Federal Home Loan Bank stock	(675,500)	
Proceeds from redemption of Federal Home Loan Bank stock	-	
Proceeds from the sale of real estate owned	459,837	
Purchases of equipment	(178,618)	
Net cash used in investing activities	(34,528,162)	(
FINANCING ACTIVITIES:		
Net decrease in demand deposits, NOW accounts, and savings accounts	(12,705,434)	
Net increase (decrease) in certificates of deposit	20,141,674	
Advances (repayments) from Federal Home Loan Bank	14,970,345	
Increase in advances from borrowers for taxes and insurance	777,924	
Proceeds from stock issuance, net of conversion costs	-	
Capitalization of mutual holding company	-	
Cash dividend paid	(1,438,767)	
Purchase of stock for ESOP	-	
Purchase of treasury stock	(3,475,748)	
Net cash provided by financing activities	18,269,994	
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(18,597,014)	
CASH AND CASH EQUIVALENTS--Beginning of year	26,815,017	
CASH AND CASH EQUIVALENTS--End of year	$ 8,218,003	$
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid on deposits and advances from Federal Home Loan Bank	$ 8,309,126	$
Income taxes paid	$ 1,325,000	$
SUPPLEMENTAL DISCLOSURE OF NONCASH ITEMS:		
Commitments to purchase investment securities	$ -	$

See notes to unaudited consolidated financial statements.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Prudential Bancorp, Inc. of Pennsylvania (the "Company") is a Pennsylvania corporation, which was organized to be the mid-tier holding company for Prudential Savings Bank (the "Bank"), which is a Pennsylvania-chartered, FDIC-insured savings bank with six full service branches in the Philadelphia area. The Company was organized in conjunction with the Bank's reorganization from a mutual savings bank to the mutual holding company structure in March 2005. Financial statements for the periods prior to the reorganization are the financial statements of the Bank. The Bank is principally in the business of attracting deposits from residents of its community through its branch offices and investing those deposits, together with funds from borrowings and operations, primarily in single-family residential loans.

Prudential Mutual Holding Company, a Pennsylvania corporation, is the mutual holding company parent of the Company. Prudential Mutual Holding Company owns 56.5% (6,910,062 shares) of the Company's outstanding common stock as of June 30, 2006 and must always own at least a majority of the voting stock of the Company. In addition to the shares of the Company, Prudential Mutual Holding Company was capitalized with $100,000 in cash from the Bank in connection with the completion of the reorganization. The consolidated financial statements of the Company include the accounts of the Company and the Bank. All significant intercompany balances and transactions have been eliminated.

The accompanying unaudited condensed consolidated financial statements were prepared in accordance with the instructions to Form 10-Q, and therefore do not include all the information or footnotes necessary for complete consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. However, all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the consolidated financial statements have been included. The results for the three and nine month periods ended June 30, 2006 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2006, or any other period. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company and the accompanying notes thereto for the year ended September 30, 2005 included in the Company's Annual Report on Form 10-K for the year ended September 30, 2005.

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS--The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The most significant estimates and assumptions in the Company's financial statements are recorded in the allowance for loan losses and deferred income taxes. Actual results could differ from those estimates.

DIVIDEND PAYABLE - On June 21, 2006, the Company's Board of Directors declared a quarterly cash dividend of $.04 on the common stock of the Company payable on July 31, 2006 to the shareholders of record at the close of business on July 14, 2006, which resulted in a payable of $471,334 at June 30, 2006. A portion of the cash dividend was payable to Prudential Mutual Holding Company on its shares of the Company's common stock and totaled $276,402.

EMPLOYEE STOCK OWNERSHIP PLAN - In fiscal 2005, the Company established an employee stock ownership plan ("ESOP") for substantially all of its full-time employees. The ESOP purchased 452,295 shares of the Company's

common stock for approximately $4.5 million using the proceeds of a loan from the Company. Shares of the Company's common stock purchased by the ESOP are held in a suspense account until released for allocation to participants as the loan is repaid. Shares are allocated to each eligible participant based on the

ratio of each such participant's compensation, as defined in the ESOP, to the total compensation of all eligible plan participants. As the unearned shares are released from the suspense account, the Company recognizes compensation expense equal to the fair value of the ESOP shares during the periods in which they become committed to be released. To the extent that the fair value of the ESOP shares released differs from the cost of such shares, the difference is charged or credited to equity as additional paid-in capital. As of June 30, 2006, the Company had allocated a total of 16,965 shares from the suspense account to participants and committed to release an additional 11,310 shares. For the nine months ended June 30, 2006, the Company recognized $212,180 in compensation expense related to the ESOP.

TREASURY STOCK - Stock held in treasury by the Company is accounted for using the cost method, which treats stock held in treasury as a reduction to total stockholders' equity. In April 2006, the Company announced the commencement of its second stock repurchase program of up to an additional 269,000 shares or approximately 5% of the Company's outstanding common stock held by other than Prudential Mutual Holding Company. The Company's second repurchase program commenced upon completion of its first repurchase program covering 277,000 shares. The average cost per share of the 327,600 shares which had been repurchased as of June 30, 2006 was $12.61 per share.

COMPREHENSIVE INCOME--The Company presents in the consolidated statement of changes in stockholders' equity and comprehensive income those amounts from transactions and other events which currently are excluded from the statement of income and are recorded directly to retained earnings. For the nine months ended June 30, 2006 and 2005 the only components of comprehensive income were net income and unrealized holding losses, net of income tax benefit, on available for sale securities. Comprehensive income totaled $2,734,613 and $2,406,741 for the nine months ended June 30, 2006 and 2005.

RECENT ACCOUNTING PRONOUNCEMENTS - In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 123R (revised 2004), SHARE-BASED PAYMENT, which revises SFAS No. 123, ACCOUNTING FOR STOCK BASED COMPENSATION, and supersedes APB Opinion No. 25, ACCOUNTING FOR STOCK ISSUED TO EMPLOYEES. This Statement requires an entity to recognize the cost of employee services received in share-based payment transactions and measure the cost on a grant-date fair value of the award. That cost will be recognized over the period during which an employee is required to provide service in exchange for the award. In March 2005, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 107 which expressed the views of the SEC regarding the interaction between SFAS No. 123R and certain SEC rules and regulations. SAB No. 107 provides guidance related to the valuation of share-based payment arrangements for public companies, including assumptions such as expected volatility and expected term. The Company did not issue and does not have outstanding any stock-based compensation as of June 30, 2006, other than the ESOP which is a tax-qualified plan and is not subject to SFAS No. 123R

In May 2005, the FASB issued SFAS No. 154, ACCOUNTING CHANGES AND ERROR CORRECTIONS- A REPLACEMENT OF APB OPINION NO. 20 AND FASB STATEMENT NO. 3. SFAS No. 154 replaces APB Opinion No. 20, Accounting Changes, and FASB Statement No. 3, REPORTING ACCOUNTING CHANGES IN INTERIM FINANCIAL STATEMENTS, and changes the accounting and reporting requirements for a change in accounting principle. SFAS No. 154 applies to all voluntary changes in an accounting principle, as well as to changes required by a new accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. SFAS No. 154 is effective for accounting changes and error corrections made in fiscal years beginning after December 15, 2005 and requires retrospective application to prior periods' financial statements for most voluntary changes in an accounting principle, unless it is impracticable to do so. The Company does not anticipate any material impact to its financial condition or results of operations as a result of the adoption of SFAS No. 154.

In March 2006, the FASB issued SFAS No. 156, ACCOUNTING FOR SERVICING OF FINANCIAL ASSETS- AN AMENDMENT OF FASB STATEMENT NO. 140 ("SFAS No. 140" and "SFAS No. 156"). SFAS No. 140 establishes, among other things, the accounting for all separately recognized servicing assets and servicing liabilities. SFAS No. 156 amends SFAS No. 140 to require that all separately recognized servicing assets and servicing liabilities be

initially measured at fair value, if practicable. SFAS No. 156 permits, but does not require, the subsequent measurement of separately recognized servicing assets and servicing liabilities at fair value. Under SFAS No. 156, an entity can elect subsequent fair value measurement to account for its separately recognized servicing assets and servicing liabilities. Adoption of SFAS No. 156 is required as of the beginning of the first fiscal year that begins after September 15, 2006. Upon adoption, the Company will apply the requirements for recognition and initial measurement of servicing assets and servicing liabilities prospectively to all transactions. The Company will adopt SFAS No. 156 for the fiscal year beginning October 1, 2006 and currently has not determined if it will adopt SFAS No. 156 using the fair value election. The Company does not anticipate any material impact to its financial condition or results of operations as a result of the adoption of SFAS No. 156.

On July 13, 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), which is effective for fiscal years beginning after December 15, 2006. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with FASB Statement No.109, "Accounting for Income Taxes." This Interpretation prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return. We do not anticipate that the implementation of FIN 48 will have a material impact on our financial position, results of operations and cash flows.

RECLASSIFICATIONS- Certain reclassifications have been made to the September 30, 2005 consolidated financial statements to conform to the June 30, 2006 presentation. Such reclassifications had no impact on reported net income.

2. EARNINGS PER SHARE

Basic earnings per common share is computed based on the weighted average number of shares outstanding. Diluted earnings per share is computed based on the weighted average number of shares outstanding plus common share equivalents ("CSEs") that would arise from the exercise or issuance of dilutive securities. As of June 30, 2006, the Company did not issue and does not have outstanding any CSEs. Due to the timing of the Bank's reorganization into the mutual holding company form and the completion of the Company's subscription offering on March 29, 2005, earnings per share data for the nine months ended June 30, 2005 is not considered meaningful and is not shown.

The calculated basic and diluted earnings per share are as follows:

	For the Three Months Ended June 30, 2006		For the Three Month June 30, 200	
	Basic	Diluted	Basic	D
Net income	$ 882,331	$ 882,331	$ 1,007,296	$ 1
Weighted average shares outstanding used in basic earnings per share computation	11,866,046	11,866,046	12,094,410	12
Effect of CSEs	-	-	-	
Adjusted weighted average shares used in diluted earnings per share computation	11,866,046	11,866,046	12,094,410	12
Earnings per share - basic and diluted	$ 0.07	$ 0.07	$ 0.08	$

	For the Nine Months Ended June 30, 2006	
	Basic	Diluted
Net income	$ 2,923,556	$ 2,923,556
Weighted average shares outstanding used in basic earnings per share computation	11,984,754	11,984,754
Effect of CSEs	-	-
Adjusted weighted average shares used in diluted earnings per share computation	11,984,754	11,984,754
Earnings per share - basic and diluted	$ 0.24	$ 0.24

3. INVESTMENT SECURITIES

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

	June 30, 2006		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
Securities Held to Maturity:			
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$131,194,605	$ -	$ (4,926,634)
Debt securities - Municipal bonds	2,884,482	367	(89,484)
Total securities held to maturity	$134,079,087	$ 367	$ (5,016,118)
Securities Available for Sale:			
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$ 2,998,774	$ -	$ (129,711)
FNMA stock	84	5,688	-
Mutual fund	34,982,453		(1,070,647)
FHLMC preferred stock	25,909	1,481,321	-
Total securities available for sale	$ 38,007,220	$ 1,487,009	$ (1,200,358)

	September 30, 2005		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
Securities Held to Maturity:			
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$126,955,087	$ 8,640	$ (1,764,472)
Debt securities - Municipal bonds	2,884,425	6,889	(43,893)
Total securities held to maturity	$129,839,512	$ 15,529	$ (1,808,365)
Securities Available for Sale:			
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$ 2,998,697	$ -	$ (34,946)
FNMA stock	84	5,294	-
Mutual fund	34,982,453	-	(859,797)
FHLMC preferred stock	25,909	1,466,780	-

Total securities available for sale	$ 38,007,143	$ 1,472,074	$ (894,743)

The following table shows the gross unrealized losses and related estimated fair values of the Company's investment and mortgage-backed securities, aggregated by investment category and length of time that individual securities have been in a continuous loss position at June 30, 2006:

	Less than 12 months		More than 12
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
Securities held to maturity:			
Mortgage-backed securities	$ 1,863,514	$ 44,184,648	$ 583,462
U.S. Treasury and U.S. Government agencies	1,916,320	61,267,297	3,010,314
Municipal bonds	17,594	457,406	71,890
Total securities held to maturity	3,797,428	105,909,351	3,665,666
Securities available for sale:			
U.S. Treasury and U.S. Government agencies	106,273	1,892,500	23,438
Mutual fund	-	-	1,070,647
Total securities available for sale	106,273	1,892,500	1,094,085
Total	$ 3,903,701	$107,801,851	$ 4,759,751

The following table shows the gross unrealized losses and related estimated fair values of the Company's investment and mortgage-backed securities, aggregated by investment category and length of time that individual securities have been in a continuous loss position at September 30, 2005:

	Less than 12 months		More than 12
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
Securities held to maturity:			
Mortgage-backed securities	$ 197,807	$ 21,001,912	$ 298,165
U.S. Treasury and U.S. Government agencies	584,260	78,824,578	1,180,212

Municipal bonds	4,750	470,250	39,143	
Total securities held to maturity	786,817	100,296,740	1,517,520	
Securities available for sale:				
U.S. Treasury and U.S. Government agencies	34,946	2,963,750	-	
Mutual fund	-	-	859,797	
Total securities available for sale	34,946	2,963,750	859,797	
Total	$ 821,763	$103,260,490	$ 2,377,317	$

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Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. For all securities that are in an unrealized loss position for an extended period of time and for all securities whose fair value is significantly below amortized cost, the Company performs an evaluation of the specific events attributable to the market decline of the security. The Company considers the length of time and extent to which the security's market value has been below cost as well as the general market conditions, industry characteristics, and the fundamental operating results of the issuer to determine if the decline is other-than-temporary. The Company also considers as part of the evaluation its intent and ability to hold the security until its market value has recovered to a level at least equal to the amortized cost. When the Company determines that a security's unrealized loss is other-than-temporary, a realized loss is recognized in the period in which the decline in value is determined to be other-than-temporary. The write-downs are measured based on public market prices of the security at the time the Company determines the decline in value was other-than temporary.

At June 30, 2006, securities in a gross unrealized loss position for twelve months or longer consist of 79 securities having an aggregate depreciation of 4.2% from the Company's amortized cost basis. Securities in a gross unrealized loss position for less than twelve months consist of 111 securities having an aggregate depreciation of 3.5% from the Company's amortized cost basis. The Unrealized Losses disclosed above are primarily related to movement in market interest rates. Although the fair value will fluctuate as the market interest rates move, the majority of the Company's investment portfolio consists of low risk securities from U.S. Government agencies. If held to maturity, the contractual principal and interest payments of such securities are expected to be received in full. As such, no loss in value is expected over the lives of the securities. Although not all of the securities are classified as held to maturity, the Company has the ability to hold these securities until they mature and does not intend to sell the securities at a loss. The Company also has a significant investment in a mutual fund that invests in adjustable-rate mortgage-backed securities. Management believes that the estimated fair value of the mutual fund is also primarily dependent upon the movement in market interest rates. Although the investment in the mutual fund is classified as available for sale, the Company has the ability to hold the mutual fund until the fair value increases and does not intend to sell it at a loss.

Based on the above, management believes that the unrealized losses are temporary. The determination of whether a decline in market value is temporary is necessarily a matter of subjective judgment. The timing and amount of any realized losses reported in the Company's consolidated financial statements could vary if conclusions other than those made by management were to determine whether an other-than-temporary impairment exists.

The amortized cost and estimated fair value of debt securities, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2006			
	Held to Maturity		Available for Sale	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due within one year	$ 14,084,530	$ 13,992,555	$ -	$ -
Due after one through five years	34,081,468	33,192,903	-	-
Due after five through ten years	39,984,702	38,609,092	1,000,000	976,563
Due after ten years	45,928,387	43,268,786	1,998,774	1,892,500
Total	$134,079,087	$129,063,336	$ 2,998,774	$ 2,869,063

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	September 30, 2005			
	Held to Maturity		Available for Sale	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due within one year	$ 4,000,000	$ 3,976,875	$ -	$ -
Due after one through five years	40,568,573	40,172,591	-	-
Due after five through ten years	41,342,845	40,907,632	1,000,000	988,125
Due after ten years	43,928,094	42,989,578	1,998,697	1,975,626
Total	$129,839,512	$128,046,676	$ 2,998,697	$ 2,963,751

4. MORTGAGE-BACKED SECURITIES

Mortgage-backed securities held to maturity are summarized as follows:

	June 30, 2006			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
GNMA pass-through certificates	$ 53,387,196	$ 236,567	$ (2,260,200)	$ 51,363,563
FNMA pass-through certificates	1,730,811	910	(100,942)	1,630,779
FHLMC pass-through certificates	2,387,577	4,096	(85,834)	2,305,839
Total	$ 57,505,584	$ 241,573	$ (2,446,976)	$ 55,300,181

	September 30, 2005			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
GNMA pass-through certificates	$ 62,448,606	$ 775,039	$ (445,674)	$ 62,777,971
FNMA pass-through certificates	1,837,531	4,618	(32,129)	1,810,020
FHLMC pass-through certificates	2,541,478	12,158	(18,169)	2,535,467
Total	$ 66,827,615	$ 791,815	$ (495,972)	$ 67,123,458

See Note 3 for information regarding the Company's mortgage-backed securities' gross unrealized losses and related estimated fair values aggregated by the length of time that individual securities have been in a continuous loss position at June 30, 2006.

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5. LOANS RECEIVABLE

Loans receivable consist of the following:

	June 30, 2006	September 30, 2005
One-to-four family residential	$ 155,690,063	$ 135,393,637
Multi-family residential	3,371,055	2,541,328
Commercial real estate	11,142,544	9,874,562
Construction and land development	76,832,916	52,093,242
Commercial business	213,241	188,429
Consumer	1,209,420	1,346,470

Total loans	248,459,239	201,437,668
Undisbursed portion of loans-in-process	(33,465,899)	(25,823,681)
Deferred loan fees	149,722	34,957
Allowance for loan losses	(587,956)	(557,956)
Net	$ 214,555,106	$ 175,090,988

The following schedule summarizes the changes in the allowance for loan losses:

	Nine Months Ended June 30,	
	2006	2005
Balance, beginning of period	$ 557,956	$ 557,956
Provision for loan losses	30,000	-
Charge-offs	-	-
Recoveries	-	-
Balance, end of period	$ 587,956	$ 557,956

Nonperforming loans (which consist of nonaccrual loans and loans in excess of 90 days delinquent and still accruing interest) at June 30, 2006 and September 30, 2005 amounted to approximately $103,000 and $239,000, respectively.

6. DEPOSITS

Deposits consist of the following major classifications:

	June 30, 2006		September 30, 2005	
	Amount	Percent	Amount	Perc
Money market deposit accounts	$ 63,086,958	18.3%	$ 59,906,583	1
NOW accounts	34,472,858	10.0	44,535,148	1
Passbook, club and statement savings	81,885,591	23.8	87,709,111	2
Certificates maturing in six months or less	57,733,596	16.8	44,709,277	1
Certificates maturing in more than six months	106,725,077	31.1	99,607,721	2
Total	$343,904,080	100.0%	$336,467,840	10

At June 30, 2006 and September 30, 2005, the weighted average cost of funds was 3.3% and 2.7%, respectively.

7. INCOME TAXES

Items that gave rise to significant portions of deferred income taxes are as follows:

	June 30, 2006	September 30, 2005
Deferred tax assets:		
Deposit premium	$ 326,290	$ 362,998
Allowance for loan losses	236,976	255,030
Other	39,639	41,092
Total	602,905	659,120
Deferred tax liabilities:		
Unrealized gain on available for sale securities	100,327	202,066
Property	410,995	363,009
Mortgage servicing rights	10,374	11,978
Deferred loan fees	49,646	10,466
Employee stock ownership plan	-	13,973
Total	571,342	601,492
Net deferred tax asset	$ 31,563	$ 57,628

8. COMMITMENTS AND CONTINGENT LIABILITIES

At June 30, 2006, the Company had $16,456,420 in outstanding commitments to originate fixed and variable rate loans with market interest rates ranging from 5.875% to 9.25%. At September 30, 2005, the Company had $21,371,785 in outstanding commitments to originate fixed and variable rate loans with market interest rates ranging from 5.50% to 7.75%.

The Company also had commitments under unused lines of credit of $5,587,049 and $5,966,399 at June 30, 2006 and September 30, 2005, respectively, and letters of credit outstanding of $110,000 at both June 30, 2006 and September 30, 2005.

In fiscal 2003, a trial court issued a decision against the Bank (which was a co-defendant with two former employees) holding the defendants liable for amounts to be paid to the plaintiff. The Bank filed an appeal to the Pennsylvania Superior Court. On April 7, 2004, the Superior Court upheld the trial court's judgment order to pay the plaintiff. During fiscal 2004, an amount from escrow of $194,322 was released and paid to the plaintiff. Pursuant to the judgment, the Bank sustained a loss in fiscal 2005 in the amount of $404,013, of which $150,000 was reimbursed by the Bank's fidelity bond insurance carrier. The Bank has authorized the Bank's insurance carrier to take steps to recover these amounts from the two other defendants in the case. No amounts had been recovered as of June 30, 2006.

Among the Company's contingent liabilities are exposures to limited

recourse arrangements with respect to the Company's sales of whole loans and participation interests. At both June 30, 2006 and September 30, 2005, the exposure, which represents a portion of credit risk associated with the sold interests, amounted to $64,451. This exposure is for the life of the related loans and payables, on our proportionate share, as actual losses are incurred.

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

OVERVIEW. Prudential Bancorp, Inc. of Pennsylvania (the "Company") was formed by Prudential Savings Bank (the "Bank") in connection with the Bank's reorganization into the mutual holding company form. The Company's results of operations are primarily dependent on the results of the Bank, which is a wholly owned subsidiary of the Company. The Company's results of operations depend to a large extent on net interest income, which is the difference between the income earned on its loan and securities portfolios and the cost of funds, which is the interest paid on deposits and borrowings. Results of operations are also affected by our provisions for loan losses, non-interest income and non-interest expense. Non-interest expense principally consists of salaries and employee benefits, office occupancy, depreciation, data processing expense, payroll taxes and other expense. Our results of operations are also significantly affected by general economic and competitive conditions, particularly changes in interest rates, government policies and actions of regulatory authorities. Future changes in applicable laws, regulations or government policies may materially impact our financial condition and results of operations. The Bank is subject to regulation by the Federal Deposit Insurance Corporation ("FDIC") and the Pennsylvania Department of Banking ("Department"). The Bank's main office is in Philadelphia, Pennsylvania, with five additional banking offices located in Philadelphia and Delaware Counties in Pennsylvania. The Bank's primary business consists of attracting deposits from the general public and using those funds together with borrowings to originate loans and to invest primarily in U.S. Government and agency securities and mortgage-backed securities. In November 2005, the Bank formed PSB Delaware, Inc., a Delaware corporation, as a subsidiary of the Bank. PSB Delaware, Inc.'s principal business is to hold certain investments of the Bank. Beginning in March 2006, all mortgage-backed securities owned by the Company were transferred to PSB Delaware, Inc. The activity of PSB Delaware, Inc. is included as part of the consolidated financial statements.

CRITICAL ACCOUNTING POLICIES. In reviewing and understanding financial information for the Company, you are encouraged to read and understand the significant accounting policies used in preparing our consolidated financial statements. These policies are described in Note 2 of the Notes to Consolidated Financial Statements included in the Annual Report filed on Form 10-K for the year ended September 30, 2005. The accounting and financial reporting policies of the Company conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. Management evaluates these estimates and assumptions on an ongoing basis. The following accounting policies comprise those that management believes are the most critical to aid in fully understanding and evaluating our reported financial results. These policies require numerous estimates or economic assumptions that may prove inaccurate or may be subject to variations which may significantly affect our reported results and financial condition for the period or in future periods.

ALLOWANCE FOR LOAN LOSSES. The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the allowance for loan losses when management believes that the collectibility of the principal is unlikely. Subsequent recoveries are added to the allowance. The allowance is an amount that management believes will cover known and inherent losses in the loan portfolio, based on evaluations of the collectibility of loans. The evaluations take into consideration such factors as changes in the types and amount of loans in the loan portfolio, historical loss experience, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, estimated losses relating to specifically identified loans, and current economic conditions. This evaluation is inherently subjective as it requires material estimates including, among others, exposure at default, the amount and timing of expected future cash flows on impacted loans, value of collateral, estimated losses on our commercial, construction and residential loan portfolios and general amounts for historical loss experience. All of these estimates may be susceptible to significant change.

While management uses the best information available to make loan loss allowance evaluations, adjustments to the allowance may be necessary based on changes in economic and other conditions or changes in accounting guidance. Historically, our estimates of the allowance for loan loss have not required significant adjustments from management's initial estimates. In addition, the Department and the FDIC, as an integral part of their examination

processes, periodically review our allowance for loan losses. The Department and the FDIC may require the recognition of adjustments to the allowance for loan losses based on their judgment of information available to them at the time of their examinations. To the extent that actual outcomes differ from management's estimates, additional provisions to the allowance for loan losses may be required that could adversely impact earnings in future periods.

INCOME TAXES. We make estimates and judgments to calculate some of our tax liabilities and determine the recoverability of some of our deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenues and expenses. We also estimate a reserve for deferred tax assets if, based on the available evidence, it is more likely than not that some portion or all of the recorded deferred tax assets will not be realized in future periods. These estimates and judgments are inherently subjective. In the past, our estimates and judgments to calculate our deferred tax accounts have not required significant revision to our initial estimates.

In evaluating our ability to recover deferred tax assets, we consider all available positive and negative evidence, including our past operating results, recent cumulative losses and our forecast of future taxable income. In determining future taxable income, we make assumptions for the amount of taxable income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require us to make judgments about our future taxable income and are consistent with the plans and estimates we use to manage our business. Any reduction in estimated future taxable income may require us to record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance would result in additional income tax expense in the period and could have a significant impact on our future earnings.

FORWARD-LOOKING STATEMENTS. In addition to historical information, this Quarterly Report on Form 10-Q includes certain "forward-looking statements" based on management's current expectations. The Company's actual results could

differ materially, as such term is defined in the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, from management's expectations. Such forward-looking statements include statements regarding management's current intentions, beliefs or expectations as well as the assumptions on which such statements are based. These forward-looking statements are subject to significant business, economic and competitive uncertainties and contingencies, many of which are not subject to the Company's control. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Factors that could cause future results to vary from current management expectations include, but are not limited to, general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities, changes in interest rates, deposit flows, the cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of the Company's loan and investment securities portfolios, changes in accounting principles, policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and fees.

The Company undertakes no obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results that occur subsequent to the date such forward-looking statements are made.

COMPARISON OF FINANCIAL CONDITION AT JUNE 30, 2006 AND SEPTEMBER 30, 2005

The Company's total assets increased by $20.2 million or 4.5% to $466.8 million at June 30, 2006 from September 30, 2005. The increase was primarily due to growth of the loan portfolio, partially offset by decreases in cash and cash equivalents. The Company's net loan portfolio experienced a $39.5 million or 22.5% increase to $214.6 million as management continued its emphasis on growing the Company's loan portfolio. The majority of the growth in the loan portfolio was concentrated in single-family construction and residential mortgage loans. The decrease in cash and cash equivalents of $18.6 million, or 69.4% to $8.2 million at June 30, 2006 reflected the systematic investment of funds received in the Company's subscription offering conducted in connection with the Bank's mutual holding company reorganization in loans and other higher yielding investments. The Company also experienced a modest decline in the investment and mortgage-backed securities portfolios as the Company determined to re-invest funds from maturing investment and mortgage-backed securities into loans.

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Total liabilities increased $22.1 million or 6.2% to $377.9 million at June 30, 2006 from $355.8 million at September 30, 2005. The primary reason for the increase was a $15.0 million increase in FHLB advances to $28.8 million at June 30, 2006 from $13.8 million at September 30, 2005. The advances were used to augment our deposits in order to fund the growth of our loan portfolio. Also contributing to the increase in liabilities was an increase in deposits. At June 30, 2006, total deposits increased $7.4 million or 2.2% to $343.9 million from $336.5 million as of September 30, 2005. The majority of the increase was due to a $20.1 million increase in certificates of deposit, partially offset by a $10.1 million decrease in checking accounts. This increase in certificates resulted primarily from implementation of a more aggressive deposit pricing strategy combined with increased customer demand for attractive short-term investments in the rising interest rate market experienced in 2006.

Stockholders' equity decreased by $2.0 million to $88.9 million at June 30, 2006

as compared to $90.8 million at September 30, 2005 primarily due to the repurchase during the nine month period of 261,300 shares of common stock at a total cost of $3.5 million and the payment of $1.4 million in dividends, offset in part by $2.9 million in net income for the nine months ended June 30, 2006.

COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2006 AND 2005

NET INCOME. Net income for the quarter ended June 30, 2006 was $882,000, a decrease of 12.4%, as compared to net income of $1.0 million for the same period in 2005. The decrease was primarily due to an increase in non-interest expense of $326,000 offset in part by increases in non-interest income of $82,000 and a decrease in income tax expense of $153,000.

Net income for the nine months ended June 30, 2006 was $2.9 million, an increase of $325,000, or 12.5%, as compared to net income of $2.6 million for the same period in 2005. The increase was primarily due to a $709,000 increase in net interest income and a 250,000 increase in non-interest income offset in part by a $695,000 increase in non-interest expense.

NET INTEREST INCOME. Net interest income remained relatively stable at $3.1 million for the three months ended June 30, 2006 compared with the same period in 2005; however, there were increases in both interest income and interest expense. Interest income increased $822,000 or 15.2% to $6.2 million for the three months ended June 30, 2006 compared with the same period in 2005. The increase in interest income resulted from a $12.2 million or 2.8% increase in the average balance of interest-earning assets for the three months ended June 30, 2006, as compared to the same period in 2005 combined with a 60 basis point increase to 5.64% in the yield on such amounts for the quarter ended June 30, 2006 from the comparable period in 2005. The increase in average balance of interest-earning assets primarily resulted from an increase in average loans of $36.5 million offset in part by a decline in the average balance of securities and other interest-earning assets of $24.3 million in the three months ended June 30, 2006 as compared to the same period in 2005. The increase in interest expense primarily resulted from an 80 basis point increase to 3.44% in the weighted average rate of interest paid on interest-bearing liabilities. Also contributing to the increase in interest expense was an increase in average interest-bearing liabilities during the quarter consisting of an increase in average deposits of $7.8 million and an increase in average FHLB advances of $7.7 million, for an overall increase in average interest-bearing liabilities of $15.5 million or 4.5% for the three month period ended June 30, 2006 as compared to the same period in 2005. The increase in the yields and rates reflected the effect of the rise in market rates of interest during the 2006 periods.

For the nine months ended June 30, 2006, net interest income increased $739,000 or 8.5% to $9.5 million as compared to $8.7 million for the same period in 2005. The increase was primarily due to a $2.4 million or 15.5% increase in interest income partially offset by a $1.7 million or 24.6% increase in interest expense. The increase in interest income resulted primarily from a $22.0 million or 5.3% increase in the average balance of interest-earning assets for the nine months ended June 30, 2006, as compared to the same period in 2005. In addition, the increase reflected the 49 basis point increase in the weighted average yield earned on such assets to 5.49% for the nine month period ended June 30, 2006 from the comparable period in 2005. The increase in average balance of interest-earning assets primarily resulted from an increase in average loans of $30.8 million partially offset by a decrease in the average balance of securities and other interest-earning assets of $8.9 million in the nine months ended June 30, 2006

as compared to the same period in 2005. The increase in interest expense resulted primarily from a 64 basis point increase to 3.20% in the weighted average rate of interest paid on interest-bearing liabilities offset in part by an $861,000, or 0.2% decrease in the average balance of interest-bearing liabilities for the nine months ended June 30, 2006 as compared to the same period in 2005. The increase in the yields and rates reflected the effect of the rise in market rates of interest during the 2006 period.

AVERAGE BALANCES, NET INTEREST INCOME, AND YIELDS EARNED AND RATES PAID. The following table shows for the periods indicated the total dollar amount of interest from average interest-earning assets and the resulting yields, as well as the interest expense on average interest-bearing liabilities, expressed both in dollars and rates, and the net interest margin. Tax-exempt income and yields have not been adjusted to a tax-equivalent basis. All average balances are based on monthly balances. Management does not believe that the monthly averages differ significantly from what the daily averages would be.

	Three Months Ended J			
	2006			
	Average Balance	Interest	Average Yield/Rate	Ave Bal
	(Dollars in Thous			
Interest-earning assets:				
Investment securities	$ 175,118	$ 2,043	4.67%	$ 1
Mortgage-backed securities	59,188	769	5.20	
Loans receivable(1)	204,260	3,380	6.62	1
Other interest-earning assets	3,452	43	4.98	
Total interest-earning assets	442,018	6,235	5.64	4
Cash and non-interest-bearing balances	4,848			
Other non-interest-earning assets	11,436			
Total assets	$ 458,302			$ 4
Interest-bearing liabilities:				
Savings accounts	$ 81,167	635	3.13	$
Money market deposit and NOW accounts	95,008	781	3.29	
Certificates of deposit	161,944	1,398	3.45	1
Total deposits	338,119	2,814	3.33	3
Advances from Federal Home Loan Bank	21,544	294	5.46	
Advances from borrowers for taxes and insurance	1,451	2	0.55	
Total interest-bearing liabilities	361,114	3,110	3.44	3
Non-interest-bearing liabilities:				
Non-interest-bearing demand accounts	4,146			
Other liabilities	3,370			
Total liabilities	368,630			3
Stockholders' equity	89,672			
Total liabilities and stockholders' equity	$ 458,302			$ 4

Net interest-earning assets	$ 80,904			$
Net interest income; interest rate spread		$ 3,125	2.20%	
Net interest margin(2)			2.83%	
Average interest-earning assets to average interest-bearing liabilities		122.40%		

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(1) Includes non-accrual loans. Calculated net of unamortized deferred fees, undisbursed portion of loans-in-process and allowance for loan losses.

(2) Equals net interest income divided by average interest-earning assets.

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	Nine Months Ended Ju			
	2006			
	Average Balance	Interest	Average Yield/Rate	Ave Bal
	(Dollars in Thous			
Interest-earning assets:				
Investment securities	$ 174,001	$ 5,928	4.54%	$ 1
Mortgage-backed securities	62,314	2,421	5.18	
Loans receivable(1)	191,090	9,335	6.51	1
Other interest-earning assets	8,461	259	4.08	
Total interest-earning assets	435,866	17,943	5.49	4
Cash and non-interest-bearing balances	4,696			
Other non-interest-earning assets	10,011			
Total assets	$ 450,573			$ 4
Interest-bearing liabilities:				
Savings accounts	$ 83,065	1,834	2.94	$
Money market deposit and NOW accounts	99,412	2,259	3.03	1
Certificates of deposit	152,973	3,704	3.23	1
Total deposits	335,450	7,797	3.10	3
Advances from Federal Home Loan Bank	16,389	680	5.53	
Advances from borrowers for taxes and insurance	1,513	7	0.62	
Total interest-bearing liabilities	353,352	8,484	3.20	3
Non-interest-bearing liabilities:				
Non-interest-bearing demand accounts	3,369			
Other liabilities	3,127			

Total liabilities	359,848			3
Stockholders' equity	90,725			
Total liabilities and stockholders' equity	$ 450,573			$ 4
Net interest-earning assets	$ 82,514			$
Net interest income; interest rate spread		$ 9,459	2.29%	
Net interest margin(2)			2.89%	
Average interest-earning assets to average interest-bearing liabilities		123.35%		

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(1) Includes non-accrual loans. Calculated net of unamortized deferred fees, undisbursed portion of loans-in-process and allowance for loan losses.

(2) Equals net interest income divided by average interest-earning assets.

PROVISIONS FOR LOAN LOSSES. Provisions for loan losses are charged to earnings to maintain the total allowance for loan losses at a level believed by management to cover all known and inherent losses in the loan portfolio which are both probable and reasonably estimable. Management's analysis includes consideration of the Company's historical experience, the volume and type of lending conducted by the Company, the amount of the Company's classified assets, the status of past due principal and interest payments, general economic conditions, particularly as they relate to the amount of the Company's primary market area, and other factors related to the collectibility of the Company's loan portfolio. The Company established a provision for loan losses of $30,000 during the quarter ended June 30, 2006, thus increasing the allowance for loan losses from $558,000 at September 30, 2005 to $588,000 at June 30, 2006. The provision reflected the growth in the size of the loan portfolio, in particular the growth of the single- family residential and construction and land development portfolios. At June 30, 2006, the Company's non-

performing assets totaled $103,000 or .02% of total assets and consisted of one non-performing residential mortgage loan. There were no REO properties as of June 30, 2006.

Management continues to review its loan portfolio to determine the extent, if any, to which further additional loss provisions may be deemed necessary. There can be no assurance that the allowance for losses will be adequate to cover losses which may in fact be realized in the future and that additional provisions for losses will not be required.

NON-INTEREST INCOME. Non-interest income increased $82,000 and $250,000 for the three and nine months ended June 30, 2006, respectively, as compared to the same periods in 2005. For the third quarter of fiscal 2006, the increase was primarily due to increases in income from bank owned life insurance ("BOLI") of $52,000 and income from ATM fees of $17,000 compared to the same period in 2005. The increase for the nine month period ended June 30, 2006 was primarily due to a pre-tax gain on the sale of a real estate owned property of $100,000, income from BOLI of $111,000, and income from ATM fees of $62,000 in excess of the amounts earned during the same period in 2005.

NON-INTEREST EXPENSES. Non-interest expense increased $326,000 or 19.4% during the three months ended June 30, 2006 compared to the same period in 2005 and increased $695,000 or 13.5% for the nine months ended June 30, 2006 as compared to the same period in 2005. The increase for the quarter was primarily due to increases in compensation and benefit expense of $155,000 resulting primarily from an increase in retirement plan expenses and normal merit pay rate increases as well as a $97,000 increase in professional services expense related primarily to costs incurred due to operating as a public company. For the nine months ended June 30, 2006, the increase reflected increased compensation and benefit expense of $435,000 due primarily to an increase in retirement plan expenses and normal merit pay rate increases, combined with an increase in professional services expense of $239,000 reflecting the additional expenses incurred due to operating as a public company. The increase in benefit expense for the nine months ended June 30, 2006 was in large part due to the establishment of an employee stock ownership plan ("ESOP") at the end of the second quarter of fiscal 2005 in connection with the mutual holding company reorganization and reflected the release of shares of common stock as the ESOP loan was repaid.

INCOME TAX EXPENSE. Income tax expense for the quarter and nine months ended June 30, 2006 amounted to $414,000 and $1.3 million, respectively, compared to $567,000 and $1.4 million, respectively, for the quarter and nine months ended June 30, 2005. For the quarter ended June 30, 2006 the effective tax rate decreased to 31.9% from 36.0% for the same period in 2005. For the nine month period ended June 30, 2006, the effective tax rate decreased to 31.5% from 35.1% for the same period in 2005. These decreases in the effective tax rates reflected implementation of various tax strategies as well as the recognition of certain tax benefits as a result of the adjustment of a valuation allowance during the first fiscal quarter of 2006.

LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity, represented by cash and cash equivalents, is a product of its operating, investing and financing activities. Our primary sources of funds are from deposits, scheduled principal and interest payments on loans, loan prepayments and the maturity of loans, mortgage-backed securities and other investments, and other funds provided from operations. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing investment securities are relatively predictable sources of funds, deposit flows and loan and securities prepayments can be greatly influenced by general interest rates, economic conditions and competition. We also maintain excess funds in short-term, interest-bearing assets that provide additional liquidity. At June 30, 2006, our cash and cash equivalents amounted to $8.2 million. In addition, our available for sale investment securities amounted to an aggregate of $38.3 million at June 30, 2006.

We use our liquidity to fund existing and future loan commitments, to fund maturing certificates of deposit and demand deposit withdrawals, to invest in other interest-earning assets, and to meet operating expenses. At June 30, 2006, the Company had $16.5 million in outstanding commitments to originate fixed and variable rate loans, not

including loans in process. The Company also had commitments under unused lines of credit of $5.6 million and letters of credit outstanding of $110,000 at June 30, 2006. Certificates of deposit at June 30, 2006 maturing in one year or less totaled $97.2 million. Based upon historical experience, we anticipate that a significant portion of the maturing certificates of deposit will be redeposited

with us.

In addition to cash flow from loan and securities payments and prepayments as well as from sales of available for sale securities, we have significant borrowing capacity available to fund liquidity needs should the need arise. Our borrowings consist solely of advances from the Federal Home Loan Bank of Pittsburgh, of which we are a member. Under terms of the collateral agreement with the Federal Home Loan Bank, we pledge residential mortgage loans and mortgage-backed securities as well as our stock in the Federal Home Loan Bank as collateral for such advances. However, use of FHLB advances has been relatively limited and the amount outstanding has remained relatively constant during the past several years, only increasing materially in recent months in order to fund loan growth. At June 30, 2006 we had $28.8 million in outstanding FHLB advances and we had the ability to obtain up to an additional $116.9 million FHLB advances.

We anticipate that we will continue to have sufficient funds and alternative funding sources to meet our current commitments.

The following table summarizes the Company's and the Bank's regulatory capital ratios at June 30, 2006 and September 30, 2005 and compares them to current regulatory guidelines.

	Actual Ratio	Required for Capital Adequacy Purposes	To Be Well Capitalized Under Prompt Corrective Action Provisions
June 30, 2006:			
Tier 1 capital (to average assets)			
The Company	19.35%	4.0%	N/A
The Bank	14.82%	4.0%	5.0%
Tier 1 capital (to risk weighted assets)			
The Company	40.75%	4.0%	N/A
The Bank	31.20%	4.0%	6.0%
Total capital (to risk weighted assets)			
The Company	41.10%	8.0%	N/A
The Bank	31.56%	8.0%	10.0%
September 30, 2005:			
Tier 1 capital (to average assets)			
The Company	20.98%	4.0%	N/A
The Bank	14.55%	4.0%	6.0%
Tier 1 capital (to risk weighted assets)			
The Company	48.54%	4.0%	N/A
The Bank	34.71%	4.0%	6.0%
Total capital (to risk weighted assets)			
The Company	48.98%	8.0%	N/A
The Bank	35.16%	8.0%	10.0%

IMPACT OF INFLATION AND CHANGING PRICES

The consolidated financial statements, accompanying notes, and related financial data of the Company presented herein have been prepared in accordance with generally accepted accounting principles which requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation.

Unlike most industrial companies, substantially all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services, since such prices are affected by inflation to a larger extent than interest rates. In the current interest rate environment, liquidity and the maturity structure of the Company's assets and liabilities are critical to the maintenance of acceptable performance levels.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ASSET/LIABILITY MANAGEMENT AND MARKET RISK. Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from the interest rate risk which is inherent in our lending, investment and deposit gathering activities. To that end, management actively monitors and manages interest rate risk exposure. In addition to market risk, our primary risk is credit risk on our loan portfolio. We attempt to manage credit risk through our loan underwriting and oversight policies.

The principal objective of our interest rate risk management function is to evaluate the interest rate risk embedded in certain balance sheet accounts, determine the level of risk appropriate given our business strategy, operating environment, capital and liquidity requirements and performance objectives, and manage the risk consistent with approved guidelines. We seek to manage our exposure to risks from changes in interest rates while at the same time trying to improve our net interest spread. We monitor interest rate risk as such risk relates to our operating strategies. We have established an Asset/Liability Committee, which is comprised of our President and Chief Executive Officer, our Chief Financial Officer and our Chief Lending Officer, and which is responsible for reviewing our asset/liability policies and interest rate risk position. The Asset/Liability Committee meets on a quarterly basis. Both the extent and direction of shifts in interest rates are uncertainties that could have a negative impact on future earnings.

In recent years, we primarily have utilized the following strategies in our efforts to manage interest rate risk:

- we have increased our originations of shorter term loans and/or loans with adjustable rates of interest, particularly construction and land development loans;
- we have invested in securities with "step-up" rate features providing for increased interest rates prior to maturity according to a pre-determined schedule and formula; and
- we have maintained moderate levels of short-term liquid assets.

However, notwithstanding the foregoing steps, we remain subject to a significant level of interest rate risk in a rising rate environment due to the high proportion of our loan portfolio that consists of fixed-rate loans as well as our decision to invest a significant amount of our assets in long-term, fixed-rate investment and mortgage-backed securities designated as held to maturity. In addition, our interest rate spread and margin have been adversely affected due to our policy of paying above average interest rates on deposits which has resulted in a greater compression of our spread and margin than we might have otherwise experienced had we reduced the rates paid on deposits to the same degree as our competitors. .

GAP ANALYSIS. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are "interest rate sensitive" and by monitoring a Company's interest rate sensitivity "gap." An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. A gap is considered negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. During a period of rising interest rates, a negative gap would tend to affect adversely net interest income while a positive gap would tend to result in an increase in net interest income. Conversely, during a period of falling interest rates, a negative gap would tend to result in an increase in net interest income while a positive gap would tend to affect adversely net interest income.

The following table sets forth the amounts of our interest-earning assets and interest-bearing liabilities outstanding at June 30, 2006, which we expect, based upon certain assumptions, to reprice or mature in each of the future time periods shown (the "GAP Table"). Except as stated below, the amounts of assets and liabilities shown which reprice or mature during a particular period were determined in accordance with the earlier of term to repricing or the contractual maturity of the asset or liability. The table sets forth an approximation of the projected repricing of assets and liabilities at June 30, 2006, on the basis of contractual maturities, anticipated prepayments, and scheduled rate adjustments within a three-month period and subsequent selected time intervals. The loan amounts in the table

reflect principal balances expected to be redeployed and/or repriced as a result of contractual amortization and anticipated prepayments of adjustable-rate loans and fixed-rate loans, and as a result of contractual rate adjustments on adjustable-rate loans. Annual prepayment rates for adjustable-rate and fixed-rate single-family and multi-family residential and commercial mortgage loans are assumed to range from 12.00% to 22.80%. The annual prepayment rate for mortgage-backed securities is assumed to range from 6.72% to 34.08%. Money market deposit accounts, savings accounts and interest-bearing checking accounts are assumed to have annual rates of withdrawal, or "decay rates," based on information from the FDIC. For savings accounts and checking accounts, the decay rates are 60% in one to three years, 20% in three to five years and 20% in five to 10 years. For money market accounts, the decay rates are 50% in three to 12 months and 50% in 13 to 36 months.

	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 3 Years	More 3 Ye to 5
			(Dollars in Thousa	
Interest-earning assets(1):				
Investment securities(2)	$ 22,580	$ 23,275	$ 16,187	$ 2
Mortgage-backed securities	1,551	4,578	10,857	
Loans receivable(3)	60,188	28,806	47,162	3
Other interest-earning assets	4,874			
Total interest-earning assets	$ 89,193	$ 56,659	$ 74,206	$ 5
Interest-bearing liabilities:				
Savings accounts	$ 582	$ 59	$ 48,569	$ 1
Money market deposit and NOW accounts	-	31,543	49,804	
Certificates of deposits	33,715	63,526	53,977	1
Advances from Federal Home Loan Bank	15,000	-	-	1
Advances from borrowers for taxes and insurance	-	-	-	
Total interest-bearing liabilities	$ 49,297	$ 95,128	$ 152,350	$ 4
Interest-earning assets less interest-bearing liabilities	$ 39,896	$(38,469)	$(78,144)	$ 1
Cumulative interest-rate sensitivity gap (4)	$ 39,896	$ 1,427	$(76,717)	$(6
Cumulative interest-rate gap as a percentage of total assets at June 30, 2006	8.55%	0.31%	(16.44)%	(
Cumulative interest-earning assets as a percentage of cumulative interest-bearing liabilities at June 30, 2006	180.93%	100.99%	74.15%	8

(1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.

(2) For purposes of the gap analysis, investment securities are stated at amortized cost and include Federal Home Loan Bank stock.

(3) For purposes of the gap analysis, loans receivable includes non-performing loans and is gross of the allowance for loan losses, but net of undisbursed portion of loans-in-process and unamortized deferred loan fees.

(4) Interest-rate sensitivity gap represents the difference between net interest-earning assets and interest-bearing liabilities.

Certain shortcomings are inherent in the method of analysis presented in the foregoing table. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in

advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate loans, have features which restrict changes in interest rates both on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the table. Finally, the ability of many borrowers to service their adjustable-rate loans may decrease in the event of an interest rate increase.

NET PORTFOLIO VALUE ANALYSIS. Our interest rate sensitivity also is monitored by management through the use of a model which generates estimates of the changes in our net portfolio value ("NPV") over a range of interest rate scenarios. NPV is the present value of expected cash flows from assets, liabilities and off-balance sheet contracts. The NPV ratio, under any interest rate scenario, is defined as the NPV in that scenario divided by the market value of assets in the same scenario. The following table sets forth our NPV as of June 30, 2006 and reflects the changes to NPV as a result of immediate and sustained changes in interest rates as indicated.

Change in Interest Rates In Basis Points (Rate Shock)	Net Portfolio Value			NPV as % of Portfolio Value of Assets	
	Amount	$ Change	% Change	NPV Ratio	Change
	(Dollars in Thousands)				
300	$ 61,445	$ (33,580)	(35.34)%	15.08%	(5.77)%
200	71,733	(23,292)	(24.51)%	16.98%	(3.87)%
100	83,045	(11,980)	(12.61)%	18.93%	(1.92)%
Static	95,025	-	-	20.85%	-
(100)	103,286	8,261	8.69%	22.01%	1.16%
(200)	102,947	7,922	8.34%	21.71%	0.86%

As is the case with the GAP Table, certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV require the making of certain assumptions which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the models presented assume that the composition of our interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Accordingly, although the NPV model provides an indication of interest rate risk exposure at a particular point in time, such model is not intended to and does not provide a precise forecast of the effect of changes in market interest rates on net interest income and will differ from actual results.

ITEM 4. CONTROLS AND PROCEDURES

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations and are operating in an effective manner.

No change in our internal control over financial reporting (as defined in Rule 13a-15(e) or 15d-15(f) under the Securities Exchange Act of 1934) occurred during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

Not applicable.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Not applicable.

(b) Not applicable.

(c) Purchases of Equity Securities

The Company's repurchases of its common stock made during the quarter are set forth in the following table.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	M Sh be
April 1 - April 30, 2006	56,500	$ 13.32	56,500	
May 1 - May 31, 2006	22,100	13.37	22,100	
June 1 - June 30, 2006	47,900	13.16	47,900	
Total	126,500	$ 13.26	126,500	

Notes to the table

(1) On May 11, 2005, the Company announced its first stock repurchase program to repurchase up to 4.9% of the Company's outstanding common stock held by other than Prudential Mutual Holding Company, or 277,000 shares. The first stock repurchase program expired in May 2006.
(2) On April 6, 2006, the Company announced its second stock repurchase program to repurchase 269,000 shares or approximately 5% of the Company's outstanding common stock held by shareholders other than Prudential Mutual Holding Company, such program to commence upon completion of the first program (which was completed in May 2006).

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

(a) Not applicable.

(b) Not applicable.

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

(a) Not applicable

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

ITEM 5. OTHER INFORMATION

(a) Not applicable.

(b) Not applicable.

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.0	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA

Date: August 14, 2006 By: /s/ Thomas A. Vento

Thomas A. Vento
President and Chief Executive Officer

Date: August 14, 2006 By: /s/ Joseph R. Corrato

Joseph R. Corrato
Executive Vice President and Chief Financial Officer