

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

**Washington, D.C. 20549**

**FORM 10-Q**

**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**

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

**Commission File No. 001-35226**

**IF Bancorp, Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Maryland</b> <b>(State or other jurisdiction of</b> <b>incorporation or organization)</b>	<b>45-1834449</b> <b>(I.R.S. Employer</b> <b>Identification Number)</b>
<b>201 East Cherry Street, Watseka, Illinois</b> <b>(Address of Principal Executive Offices)</b>	<b>60970</b> <b>Zip Code</b>
<b>(815) 432-2476</b>	

**(Registrant's telephone number)**

N/A

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

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

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

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

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

The Registrant had 4,377,657 shares of common stock, par value \$0.01 per share, issued and outstanding as of November 3, 2014.

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**IF Bancorp, Inc.**

**Form 10-Q**

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**Table of Contents****Part I. Financial Information****Item 1. Financial Statements****IF Bancorp, Inc.****Condensed Consolidated Balance Sheets****(Dollars in thousands, except per share amount)**

	<b>September 30, 2014 (Unaudited)</b>	<b>June 30, 2014</b>
<b>Assets</b>		
Cash and due from banks	\$ 11,096	\$ 12,615
Interest-bearing demand deposits	538	116
Cash and cash equivalents	11,634	12,731
Interest-bearing time deposits in banks	250	250
Available-for-sale securities	171,771	184,586
Loans, net of allowance for loan losses of \$4,037 and \$3,958 at September 30, 2014 and June 30, 2014, respectively	332,250	329,924
Premises and equipment, net of accumulated depreciation of \$5,363 and \$5,253 at September 30, 2014 and June 30, 2014, respectively	5,014	5,124
Federal Home Loan Bank stock, at cost	5,425	5,425
Foreclosed assets held for sale	602	436
Accrued interest receivable	1,770	1,788
Bank-owned life insurance	8,092	8,025
Mortgage servicing rights	515	506
Deferred income taxes	2,534	2,059
Other	288	489
Total assets	\$ 540,145	\$ 551,343
<b>Liabilities and Equity</b>		
<b>Liabilities</b>		
<b>Deposits</b>		
Demand	\$ 13,349	\$ 16,705
Savings, NOW and money market	123,290	132,638
Certificates of deposit	229,701	219,675
Brokered certificates of deposit	39,968	35,575
Total deposits	406,308	404,593

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Repurchase agreements	2,684	2,324
Federal Home Loan Bank advances	44,000	56,750
Advances from borrowers for taxes and insurance	677	997
Accrued post-retirement benefit obligation	2,402	2,387
Accrued interest payable	111	96
Other	1,763	2,110
<b>Total liabilities</b>	<b>457,945</b>	<b>469,257</b>

**Commitments and Contingencies**

**Stockholders Equity**

Common stock, \$.01 par value per share, 100,000,000 shares authorized, 4,377,657 shares issued and outstanding at both September 30, 2014 and June 30, 2014	44	44
Additional paid-in capital	46,773	46,689
Unearned ESOP shares, at cost, 322,354 and 327,165 shares at September 30, 2014 and June 30, 2014, respectively	(3,224)	(3,272)
Retained earnings	38,096	37,544
Accumulated other comprehensive income, net of tax	511	1,081
<b>Total stockholders equity</b>	<b>82,200</b>	<b>82,086</b>
<b>Total liabilities and equity</b>	<b>\$ 540,145</b>	<b>\$ 551,343</b>

See accompanying notes to the unaudited condensed consolidated financial statements.

**Table of Contents****IF Bancorp, Inc.****Condensed Consolidated Statements of Income (Unaudited)****(Dollars in thousands except per share amounts)**

	<b>Three Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Interest and Dividend Income</b>		
Interest and fees on loans	\$ 3,501	\$ 3,391
Securities:		
Taxable	1,135	1,120
Tax-exempt	32	28
Federal Home Loan Bank dividends	9	4
Deposits with other financial institutions	3	3
<b>Total interest and dividend income</b>	<b>4,680</b>	<b>4,546</b>
<b>Interest Expense</b>		
Deposits	625	572
Federal Home Loan Bank advances	197	200
<b>Total interest expense</b>	<b>822</b>	<b>772</b>
<b>Net Interest Income</b>	<b>3,858</b>	<b>3,774</b>
<b>Provision for Loan Losses</b>	<b>104</b>	<b>179</b>
<b>Net Interest Income After Provision for Loan Losses</b>	<b>3,754</b>	<b>3,595</b>
<b>Noninterest Income</b>		
Customer service fees	134	148
Other service charges and fees	28	46
Insurance commissions	199	198
Brokerage commissions	197	168
Net realized losses on sales of available-for-sale securities	(98)	(60)
Mortgage banking income, net	56	62
Gain on sale of loans	32	45
Bank-owned life insurance income, net	67	67
Other	150	147
<b>Total noninterest income</b>	<b>765</b>	<b>821</b>
<b>Noninterest Expense</b>		
Compensation and benefits	2,050	2,118
Office occupancy	141	129
Equipment	284	217

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Federal deposit insurance	79	63
Stationary, printing and office	45	37
Advertising	107	89
Professional services	127	116
Supervisory examinations	35	37
Audit and accounting services	46	49
Organizational dues and subscriptions	17	17
Insurance bond premiums	28	28
Telephone and postage	61	60
Loss on foreclosed assets, net	15	116
Other	284	247
Total noninterest expense	3,319	3,323
<b>Income Before Income Tax</b>	<b>1,200</b>	<b>1,093</b>
<b>Provision for Income Tax</b>	<b>429</b>	<b>351</b>
<b>Net Income</b>	<b>\$ 771</b>	<b>\$ 742</b>
<b>Earnings Per Share:</b>		
Basic and diluted	\$ .19	\$ .18
Dividends declared per common share	\$ .05	\$ .05
See accompanying notes to the unaudited condensed consolidated financial statements.		

**Table of Contents****IF Bancorp, Inc.****Condensed Consolidated Statements of Comprehensive Income (Unaudited)****(Dollars in thousands)**

	<b>Three Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Net Income</b>	\$ 771	\$ 742
<b>Other Comprehensive Income (Loss)</b>		
Unrealized appreciation (depreciation) on available-for-sale securities, net of taxes of \$(423) and \$(131), for 2014 and 2013, respectively	(630)	(194)
Less: reclassification adjustment for realized gains (losses) included in net income, net of taxes of \$(39) and \$(24) for 2014 and 2013, respectively	(59)	(36)
	(571)	(158)
Postretirement health plan amortization of transition obligation and prior service cost and change in net loss, net of taxes of \$0 and \$(6) for 2014 and 2013, respectively	1	(9)
Other comprehensive loss, net of tax	(570)	(167)
<b>Comprehensive Income</b>	<b>\$ 201</b>	<b>\$ 575</b>

See accompanying notes to the unaudited condensed consolidated financial statements.



Table of Contents**IF Bancorp, Inc.****Condensed Consolidated Statement of Stockholders Equity (Unaudited)**

(Dollars in thousands, except per share amounts)

	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Unearned ESOP Shares</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Total</b>
<b>For the three months ended September 30, 2014</b>						
Balance, July 1, 2014	\$ 44	\$ 46,689	\$ (3,272)	\$ 37,544	\$ 1,081	\$ 82,086
Net income				771		771
Other comprehensive loss					(570)	(570)
Dividends on common stock, \$0.05 per share				(219)		(219)
Stock equity plan		51				51
ESOP shares earned, 4,811 shares		33	48			81
Balance, September 30, 2014	\$ 44	\$ 46,773	\$ (3,224)	\$ 38,096	\$ 511	\$ 82,200
<b>For the three months ended September 30, 2013</b>						
Balance, July 1, 2013	\$ 46	\$ 46,451	\$ (3,464)	\$ 39,101	\$ (385)	\$ 81,749
Net income				742		742
Other comprehensive loss					(167)	(167)
Dividends on common stock, \$0.05 per share				(229)		(229)
Stock repurchase, 500 shares, average price \$16.00 each				(7)		(7)
ESOP shares earned, 4,811 shares		28	48			76
Balance, September 30, 2013	\$ 46	\$ 46,479	\$ (3,416)	\$ 39,607	\$ (552)	\$ 82,164

See accompanying notes to the unaudited condensed consolidated financial statements.

**Table of Contents****IF Bancorp, Inc.****Condensed Consolidated Statement of Cash Flows (Unaudited)****(Dollars in thousands)**

	<b>Three Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Operating Activities</b>		
Net income	\$ 771	\$ 742
Items not requiring (providing) cash		
Depreciation	110	105
Provision for loan losses	104	179
Amortization of premiums and discounts on securities	167	290
Deferred income taxes	(91)	(18)
Net realized gains on loan sales	(88)	(107)
Net realized losses on sales of available-for-sale securities	98	60
Loss on foreclosed assets held for sale	15	116
Bank-owned life insurance income, net	(67)	(67)
Originations of loans held for sale	(2,217)	(4,210)
Proceeds from sales of loans held for sale	2,523	4,303
ESOP compensation expense	81	76
Stock equity plan expense	51	
Changes in		
Accrued interest receivable	18	(308)
Other assets	201	493
Accrued interest payable	15	15
Post-retirement benefit obligation	16	20
Other liabilities	(566)	(295)
Net cash provided by operating activities	1,141	1,394
<b>Investing Activities</b>		
Purchases of available-for-sale securities	(24,542)	(1,999)
Proceeds from the sales of available-for-sale securities	34,420	11,777
Proceeds from maturities and pay downs of available-for-sale securities	1,717	3,052
Net change in loans	(2,838)	(2,477)
Purchase of premises and equipment		(19)
Proceeds from sale of foreclosed assets		287
Net cash provided by investing activities	8,757	10,621
<b>Financing Activities</b>		
Net decrease in demand deposits, money market, NOW and savings accounts	(12,704)	(10,898)
Net increase in certificates of deposit, including brokered certificates	14,419	20,450
Net decrease in advances from borrowers for taxes and insurance	(320)	(237)

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Proceeds from Federal Home Loan Bank advances	52,000	116,500
Repayments of Federal Home Loan Bank advances	(64,750)	(133,500)
Net increase (decrease) in repurchase agreements	360	(235)
Stock purchase per stock repurchase plan		(7)
<b>Net cash used in financing activities</b>	<b>(10,995)</b>	<b>(7,927)</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>(1,097)</b>	<b>4,088</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>12,731</b>	<b>6,580</b>
<b>Cash and Cash Equivalents, End of Period</b>	<b>\$ 11,634</b>	<b>\$ 10,668</b>

**Supplemental Cash Flows Information**

Interest paid	\$ 807	\$ 757
Income taxes paid (net of refunds)	\$	\$ 49
Foreclosed assets acquired in settlement of loans	\$ 181	\$ 245
Dividends Payable	\$ 219	\$ 229

See accompanying notes to the unaudited condensed consolidated financial statements.

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**IF Bancorp, Inc.**

**Form 10-Q (Unaudited)**

**(Table dollar amounts in thousands)**

**Notes to Condensed Consolidated Financial Statements**

**Note 1: Basis of Financial Statement Presentation**

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

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

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial reporting and with instructions for Form 10-Q and Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet date and revenues and expenses for the period. Actual results could differ from these estimates. In the opinion of management, the preceding unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the financial condition of the Company as of September 30, 2014 and June 30, 2014, and the results of its operations for the three month periods ended September 30, 2014 and 2013. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2014. The results of operations for the three-month period ended September 30, 2014 are not necessarily indicative of the results that may be expected for the entire year.

**Note 2: New Accounting Pronouncements**

FASB ASU 2014-04, *Troubled Debt Restructuring by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized by Consumer Mortgage Loans Upon Foreclosure*. In January 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-04 which affects all creditors who obtain physical possession (resulting from an in substance repossession or foreclosure) of residential real estate property collateralizing a consumer mortgage loan in satisfaction of a receivable. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements

**Note 3: Stock-based Compensation**

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In connection with the conversion to stock form, the Association established an ESOP for the exclusive benefit of eligible employees (all salaried employees who have completed at least 1,000 hours of service in a twelve-month period and have attained the age of 21). The ESOP borrowed funds from the Company in an amount sufficient to purchase 384,900 shares (approximately 8% of the Common Stock issued in the stock offering). The loan is secured by the shares purchased and will be repaid by the ESOP with funds from contributions made by the Association, dividends received by the ESOP, and

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with funds from any contributions on ESOP assets. Contributions will be applied to repay interest on the loan first, then the remainder will be applied to principal. The loan is expected to be repaid over a period of up to 20 years. Shares purchased with the loan proceeds are held in a suspense account for allocation among participants as the loan is repaid. Contributions to the ESOP and shares released from the suspense account are allocated among participants in proportion to their compensation, relative to total compensation of all active participants. Participants will vest 100% in their accrued benefits under the employee stock ownership plan after six vesting years, with prorated vesting in years two through five. Vesting is accelerated upon retirement, death or disability of the participant or a change in control of the Association. Forfeitures will be reallocated to remaining plan participants. Benefits may be payable upon retirement, death, disability, separation from service, or termination of the ESOP. Since the Association's annual contributions are discretionary, benefits payable under the ESOP cannot be estimated. Participants receive the shares at the end of employment.

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

A summary of ESOP shares at September 30, 2014 and June 30, 2014 are as follows (dollars in thousands):

	September 30, 2014	June 30, 2014
Allocated shares	56,816	37,571
Shares committed for release	4,811	19,245
Unearned shares	322,354	327,165
Total ESOP shares	383,981	383,981
Fair value of unearned ESOP shares (1)	\$ 5,396	\$ 5,395

(1) Based on closing price of \$16.74 and \$16.49 per share on September 30, 2014, and June 30, 2014, respectively. At the annual meeting on November 19, 2012, the IF Bancorp, Inc. 2012 Equity Incentive Plan (the Equity Incentive Plan) was approved by stockholders. The purpose of the Equity Incentive Plan is to promote the long-term financial success of the Company and its Subsidiaries by providing a means to attract, retain and reward individuals who contribute to such success and to further align their interests with those of the Company's stockholders. The Equity Incentive Plan authorizes the issuance or delivery to participants of up to 673,575 shares of the Company common stock pursuant to grants of incentive and non-qualified stock options, restricted stock awards and restricted stock unit awards, provided that the maximum number of shares of Company common stock that may be delivered pursuant to the exercise of stock options (all of which may be granted as incentive stock options) is 481,125 and the maximum number of shares of Company stock that may be issued as restricted stock awards or restricted stock units is 192,450.

On December 10, 2013, the Board of Directors approved grants of 85,500 shares of restricted stock and 167,000 in stock options to be awarded to senior officers and directors of the Association. The restricted stock will vest in equal

installments over 10 years and the stock options will vest in equal installments over 7 years, both starting in December 2014. As of September 30, 2014, there were 106,950 shares of restricted stock and 314,125 stock option shares available for future grants under this plan.

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The following table summarizes stock option activity for the three months ended September 30, 2014 (dollars in thousands):

	Option	Exercise Price/Share	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding, June 30, 2014	167,000	\$ 16.63		
Granted				
Exercised				
Forfeited				
Outstanding, September 30, 2014	167,000	\$ 16.63	9.20	\$ 18 <sup>(1)</sup>
Exercisable, September 30, 2014		\$ N/A	N/A	\$

(1) Based on closing price of \$16.74 per share on September 30, 2014.

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

The fair value for each option grant was estimated on the date of grant using the Black-Scholes option pricing model using the following assumptions. The Company used the seven year U.S. Treasury rate in effect at the time of the grant to determine the risk-free interest rate. The expected dividend yield was estimated using the projected semi-annual dividend level and recent stock price of the Company's common stock at the date of grant. Expected volatility was based on historical volatility of the Company's stock and other factors. The expected term of options granted represents the period of time that options are expected to be outstanding. The exercise price is the share price on the grant date of December 10, 2013.

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

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

There were no options that vested during the three months ended September 30, 2014. Stock-based compensation expense and related tax benefit was considered nominal for stock options for the three months ended September 30, 2014. Total unrecognized compensation cost related to non-vested stock options was \$373,682 at September 30, 2014 and is expected to be recognized over a weighted-average period of 6.2 years.

The following table summarizes non-vested restricted stock activity for the three months ended September 30, 2014:



	Shares	Weighted-Average Grant- Date Fair Value
Balance, June 30, 2014	85,500	\$ 16.63
Granted		
Forfeited		
Earned and issued		
Balance, September 30, 2014	85,500	\$ 16.63

The fair value of the restricted stock awards is amortized to compensation expense over the vesting period (ten years) and is based on the market price of the Company's common stock at the date of grant multiplied by the number of shares granted that are expected to vest. At the date of grant the par value of the shares granted was recorded in equity as a credit to common stock and a debit to paid-in capital. The weighted-average grant date fair value of restricted stock granted during the three months ended September 30, 2014 was \$16.63 per share or \$1.4 million. Stock-based compensation

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expense and related tax benefit for restricted stock was nominal and was recognized in non-interest expense for the three months ended September 30, 2014. Unrecognized compensation expense for non-vested restricted stock awards was \$1.3 million and is expected to be recognized over 9.2 years with a corresponding credit to paid-in capital.

**Note 4: Earnings Per Common Share ( EPS )**

Basic and diluted earnings per common share are presented for the three-month periods ended September 30, 2014 and 2013. The factors used in the earnings per common share computation are as follows:

	<b>Three Months Ended September 30, 2014</b>	<b>Three Months Ended September 30, 2013</b>
Net income (loss)	\$ 771	\$ 742
Basic weighted average shares outstanding	4,292,157	4,570,654
Less: Average unallocated ESOP shares	(324,759)	(344,004)
Basic average shares outstanding	3,967,398	4,226,650
Diluted effect of restricted stock awards and stock options		
Diluted average shares outstanding	3,967,398	4,226,650
Basic earnings per common share	\$ .19	\$ .18
Diluted earnings per common share	\$ .19	\$ .18

The Company announced a stock repurchase plan on May 14, 2014, whereby the Company could repurchase up to 221,383 shares of its common stock, or approximately 5% of the then current outstanding shares. As of September 30, 2014, 50,000 shares were repurchased at an average price of \$16.50. There were no purchases of the Company's common stock by the Company during the three months ended September 30, 2014.

On December 10, 2013, the Company awarded 85,500 shares of restricted stock and 167,000 in stock options to officers and directors of the Association as part of the IF Bancorp, Inc. 2012 Equity Incentive Plan. The restricted stock will vest over 10 years and the stock options will vest over 7 years, both starting in December 2014. The 167,000 in stock options and 85,500 shares of non-vested restricted stock were not included in the computation of diluted earnings per share as the stock awards were considered antidilutive for the three month period ended September 30, 2014.

**Note 5: Securities**

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale securities:</b>				
<b>September 30, 2014:</b>				
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	\$ 102,236	\$ 1,821	\$ (465)	\$ 103,592
Mortgage-backed:				
GSE residential	65,261	541	(1,174)	64,628
State and political subdivisions	3,209	342		3,551
	\$ 170,706	\$ 2,704	\$ (1,639)	\$ 171,771
<b>June 30, 2014:</b>				
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	\$ 112,511	\$ 2,773	\$ (622)	\$ 114,662
Mortgage-backed:				
GSE residential	67,033	721	(1,022)	66,732
State and political subdivisions	3,022	185	(15)	3,192
	\$ 182,566	\$ 3,679	\$ (1,659)	\$ 184,586

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With the exception of U.S. Government, federal agency and GSE securities and Mortgage-backed GSE residential securities with a book value of approximately \$102,236,000 and \$65,261,000, respectively, and a market value of approximately \$103,592,000 and \$64,628,000, respectively, at September 30, 2014, the Company held no securities at September 30, 2014 with a book value that exceeded 10% of total equity.

All mortgage-backed securities at September 30, 2014, and June 30, 2014 were issued by GSEs.

The amortized cost and fair value of available-for-sale securities at September 30, 2014, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<b>Available-for-sale Securities</b>	
	<b>Amortized Cost</b>	<b>Fair Value</b>
Within one year	\$ 3,104	\$ 3,182
One to five years	27,117	28,375
Five to ten years	73,636	73,792
After ten years	1,588	1,794
	105,445	107,143
Mortgage-backed securities	65,261	64,628
<b>Totals</b>	<b>\$ 170,706</b>	<b>\$ 171,771</b>

The carrying value of securities pledged as collateral to secure public deposits and for other purposes was \$48,883,000 and \$50,144,000 as of September 30, 2014 and June 30, 2014, respectively.

Gross gains of \$393,000 and \$191,000, and gross losses of \$491,000 and \$251,000, resulting from sales of available-for-sale securities were realized for the three month periods ended September 30, 2014 and 2013, respectively. The tax benefit applicable to these net realized gains amounted to approximately \$(39,000) and \$(24,000), respectively.

Certain investments in debt and marketable equity securities are reported in the financial statements at amounts less than their historical cost. Total fair value of these investments at September 30, 2014 and June 30, 2014 was \$74,899,000 and \$69,616,000, respectively, which is approximately 43.6% and 37.7% of the Company's available-for-sale investment portfolio. These declines primarily resulted from recent increases in market interest rates. Management believes the declines in fair value for these securities are temporary.

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The following tables show the gross unrealized losses of the Company's securities and the fair value of the Company's securities with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2014 and June 30, 2014:

Description of Securities	September 30, 2014					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government and federal agency and Government sponsored enterprises (GSEs)	\$ 31,575	\$ (465)	\$	\$	\$ 31,575	\$ (465)
Mortgage-backed:						
GSE residential			43,324	(1,174)	43,324	(1,174)
Total temporarily impaired securities	\$ 31,575	\$ (465)	\$ 43,324	\$ (1,174)	\$ 74,899	\$ (1,639)

Description of Securities	June 30, 2014					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government and federal agency and Government sponsored enterprises (GSEs)	\$ 6,616	\$ (148)	\$ 17,370	\$ (474)	\$ 23,986	\$ (622)
Mortgage-backed:						
GSE residential			44,585	(1,022)	44,585	(1,022)
State and political subdivisions			1,045	(15)	1,045	(15)
Total temporarily impaired securities	\$ 6,616	\$ (148)	\$ 63,000	\$ (1,511)	\$ 69,616	\$ (1,659)

The unrealized losses on the Company's investment in residential mortgage-backed securities, state and political subdivisions, and U.S. Government and federal agency and Government sponsored enterprises were caused by interest rate increases. The Company expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2014.

**Table of Contents****Note 6: Loans and Allowance for Loan Losses**

Classes of loans include:

	September 30, 2014	June 30, 2014
Real estate loans:		
One- to four-family, including home equity loans	\$ 148,685	\$ 149,549
Multi-family	56,988	61,603
Commercial	83,028	83,134
Home equity lines of credit	7,905	7,824
Construction	922	1,572
Commercial	31,255	23,120
Consumer	8,463	8,509
<b>Total loans</b>	<b>337,246</b>	<b>335,311</b>
Less:		
Unearned fees and discounts, net	161	104
Loans in process	798	1,325
Allowance for loan losses	4,037	3,958
<b>Loans, net</b>	<b>\$ 332,250</b>	<b>\$ 329,924</b>

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

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

history, the liquidity of the underlying collateral and the reliability of the valuation of the underlying collateral.

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

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

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

### *One- to four-family Residential Mortgage Loans*

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

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

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

### *Commercial Real Estate and Multi-Family Real Estate Loans*

Commercial real estate mortgage loans are primarily secured by office buildings, owner-occupied businesses, strip mall centers, churches and farm loans secured by real estate. In underwriting commercial real estate and multi-family real estate loans, the Company considers a number of factors, which include the projected net cash flow to the loan's debt service requirement, the age and condition of the collateral, the financial resources and income level of the borrower and the borrower's experience in owning or managing similar properties. Personal guarantees are typically obtained from commercial real estate and multi-family real estate borrowers. In addition, the borrower's financial information on such loans is monitored on an ongoing basis by requiring periodic financial statement updates. The repayment of these loans is primarily dependent on the cash flows of the underlying property. However, the commercial real estate loan generally must be supported by an adequate underlying collateral value. The performance and the value of the underlying property may be adversely affected by economic factors or geographical and/or industry specific factors. These loans are subject to other industry guidelines that are closely monitored by the Company.

### *Home Equity Lines of Credit*



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

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### *Commercial Business Loans*

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

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

### *Real Estate Construction Loans*

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

### *Consumer Loans*

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

### *Loan Concentration*

The loan portfolio includes a concentration of loans secured by commercial real estate properties amounting to \$140,016,000 and \$144,737,000 as of September 30, 2014 and June 30, 2014, respectively. Generally, these loans are collateralized by multi-family and nonresidential properties. The loans are expected to be repaid from cash flows or from proceeds from the sale of the properties of the borrower.

### *Purchased Loans and Loan Participations*

The Company's loans receivable included purchased loans of \$12,714,000 and \$13,688,000 at September 30, 2014 and June 30, 2014, respectively. All of these purchased loans are secured by single family homes located out of our primary market area, primarily in the Midwest. The Company's loans receivable also include commercial loan participations of \$32,506,000 and \$24,772,000 at September 30, 2014 and June 30, 2014, respectively, of which

\$16,070,000 and \$7,893,000, at September 30, 2014 and June 30, 2014 were outside our primary market area. These participation loans are secured by real estate and other business assets.

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The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of the three-month periods ended September 30, 2014 and 2013 and the year ended June 30, 2014:

**Three Months Ended September 30, 2014**  
**Real Estate Loans**

	<b>One- to Four-Family</b>	<b>Multi-Family</b>	<b>Commercial</b>	<b>Home Equity Lines of Credit</b>
<b>Allowance for loan losses:</b>				
Balance, beginning of period	\$ 1,391	\$ 842	\$ 968	\$ 111
Provision charged to expense	19	(55)	(6)	8
Losses charged off	(2)			(28)
Recoveries				
Balance, end of period	\$ 1,408	\$ 787	\$ 962	\$ 91
Ending balance: individually evaluated for impairment	\$ 192	\$	\$ 32	\$
Ending balance: collectively evaluated for impairment	\$ 1,216	\$ 787	\$ 930	\$ 91
<b>Loans:</b>				
Ending balance	\$ 148,685	\$ 56,988	\$ 83,028	\$ 7,905
Ending balance: individually evaluated for impairment	\$ 3,590	\$ 1,596	\$ 52	\$
Ending balance: collectively evaluated for impairment	\$ 145,095	\$ 55,392	\$ 82,976	\$ 7,905

**Three Months Ended September 30, 2014 (Continued)**

	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Unallocated</b>	<b>Total</b>
<b>Allowance for loan losses:</b>					
Balance, beginning of period	\$ 10	\$ 543	\$ 93	\$	\$ 3,958
Provision charged to expense	(4)	150	(8)		104
Losses charged off			(4)		(34)
Recoveries			9		9
Balance, end of period	\$ 6	\$ 693	\$ 90	\$	\$ 4,037
Ending balance: individually evaluated for impairment	\$	\$	\$ 13	\$	\$ 237

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Ending balance: collectively evaluated for impairment	\$ 6	\$ 693	\$ 77	\$	\$ 3,800
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**Loans:**

Ending balance	\$ 922	\$ 31,255	\$ 8,463	\$	\$ 337,246
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Ending balance: individually evaluated for impairment	\$	\$ 27	\$ 25	\$	\$ 5,290
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Ending balance: collectively evaluated for impairment	\$ 922	\$ 31,228	\$ 8,438	\$	\$ 331,956
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**Year Ended June 30, 2014**

**Real Estate Loans**

	<b>One- to Four-Family</b>	<b>Multi-Family</b>	<b>Commercial</b>	<b>Home Equity Lines of Credit</b>
<b>Allowance for loan losses:</b>				
Balance, beginning of year	\$ 1,616	\$ 797	\$ 838	\$ 90
Provision charged to expense	143	45	158	37
Losses charged off	(418)		(28)	(16)
Recoveries	50			
Balance, end of year	\$ 1,391	\$ 842	\$ 968	\$ 111
Ending balance: individually evaluated for impairment	\$ 143	\$	\$ 35	\$ 21
Ending balance: collectively evaluated for impairment	\$ 1,248	\$ 842	\$ 933	\$ 90
<b>Loans:</b>				
Ending balance	\$ 149,549	\$ 61,603	\$ 83,134	\$ 7,824
Ending balance: individually evaluated for impairment	\$ 2,781	\$ 1,621	\$ 55	\$ 28
Ending balance: collectively evaluated for impairment	\$ 146,768	\$ 59,982	\$ 83,079	\$ 7,796

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	Year Ended June 30, 2014 (Continued)				Total
	Construction	Commercial	Consumer	Unallocated	
<b>Allowance for loan losses:</b>					
Balance, beginning of year	\$ 24	\$ 431	\$ 104	\$ 38	\$ 3,938
Provision charged to expense	(14)	150	21	(38)	502
Losses charged off		(38)	(38)		(538)
Recoveries			6		56
Balance, end of year	\$ 10	\$ 543	\$ 93	\$	\$ 3,958
Ending balance: individually evaluated for impairment	\$	\$	\$ 16	\$	\$ 215
Ending balance: collectively evaluated for impairment	\$ 10	\$ 543	\$ 77	\$	\$ 3,743
<b>Loans:</b>					
Ending balance	\$ 1,572	\$ 23,120	\$ 8,509	\$	\$ 335,311
Ending balance: individually evaluated for impairment	\$	\$ 29	\$ 31	\$	\$ 4,545
Ending balance: collectively evaluated for impairment	\$ 1,572	\$ 23,091	\$ 8,478	\$	\$ 330,766

**Three Months Ended September 30, 2013**  
**Real Estate Loans**

	Real Estate Loans			Home Equity
	One- to Four-Family	Multi-Family	Commercial	Lines of Credit
<b>Allowance for loan losses:</b>				
Balance, beginning of year	\$ 1,616	\$ 797	\$ 838	\$ 90
Provision charged to expense	79	13	39	15
Losses charged off	(131)		(20)	
Recoveries	8			
Balance, end of year	\$ 1,572	\$ 810	\$ 857	\$ 105
Ending balance: individually evaluated for impairment	\$ 341	\$	\$	\$ 15
Ending balance: collectively evaluated for impairment	\$ 1,231	\$ 810	\$ 857	\$ 90
<b>Loans:</b>				
Ending balance	\$ 146,801	\$ 59,352	\$ 76,708	\$ 7,894

Ending balance: individually evaluated for impairment	\$ 3,791	\$ 1,688	\$ 87	\$ 15
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Ending balance: collectively evaluated for impairment	\$ 143,010	\$ 57,664	\$ 76,621	\$ 7,879
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**Three Months Ended September 30, 2013 (Continued)**

	Construction	Commercial	Consumer	Unallocated	Total
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**Allowance for loan losses:**

Balance, beginning of year	\$ 24	\$ 431	\$ 104	\$ 38	\$ 3,938
Provision charged to expense	(12)	55	3	(13)	179
Losses charged off			(8)		(159)
Recoveries			1		9
Balance, end of year	\$ 12	\$ 486	\$ 100	\$ 25	\$ 3,967

Ending balance: individually evaluated for impairment	\$	\$ 2	\$ 21	\$	\$ 379
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Ending balance: collectively evaluated for impairment	\$ 12	\$ 484	\$ 79	\$ 25	\$ 3,588
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**Loans:**

Ending balance	\$ 1,209	\$ 21,010	\$ 9,426	\$	\$ 322,400
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Ending balance: individually evaluated for impairment	\$	\$ 239	\$ 50	\$	\$ 5,870
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Ending balance: collectively evaluated for impairment	\$ 1,209	\$ 20,771	\$ 9,376	\$	\$ 316,530
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Management's opinion as to the ultimate collectability of loans is subject to estimates regarding future cash flows from operations and the value of property, real and personal, pledged as collateral. These estimates are affected by changing economic conditions and the economic prospects of borrowers.

*Allowance for Loan Losses*

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

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

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

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

Although the Company's policy allows for a general valuation allowance on certain smaller-balance, homogenous pools of loans classified as substandard, the Company has historically evaluated every loan classified as substandard,



regardless of size, for impairment as part of the review for establishing specific allowances. The Company's policy also allows for general valuation allowance on certain smaller-balance, homogenous pools of loans which are loans criticized as special mention or watch. A separate general allowance calculation is made on these loans based on historical measured weakness, and which is no less than twice the amount of the general allowance calculated on the non-classified loans.

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

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. All loans are graded at inception of the loan.

Subsequently, analyses are performed on an annual basis and grade changes are made as necessary. Interim grade reviews may take place if circumstances of the borrower warrant a more timely review. The Company utilizes an internal asset classification system as a means of reporting problem and potential problem loans. Under the Company's risk rating system, the Company classifies problem and potential problem loans as Watch, Substandard, Doubtful, and Loss. The Company uses the following definitions for risk ratings:

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

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

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

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

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

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

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

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

**Construction Real Estate:** Construction real estate loans are usually based upon estimates of costs and estimated value of the completed project and include independent appraisal reviews and a financial analysis of the developers and property owners. Sources of repayment of these loans may include permanent loans, sales of developed property,

or an interim loan commitment from the Company until permanent financing is obtained. These loans are considered to be higher risk than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, general economic conditions and the availability of long-term financing. Credit risk in these loans may be impacted by the creditworthiness of a borrower, property values and the local economies in the Company's market areas.

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

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

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

	Real Estate Loans						Consumer	Total
	One- to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit	Construction	Commercial		
<b>September 30, 2014 :</b>								
Pass	\$ 144,829	\$ 56,535	\$ 81,089	\$ 7,905	\$ 922	\$ 28,820	\$ 8,437	\$ 328,537
Watch	458	174	316					948
Substandard	3,398	279	1,623			2,435	26	7,761
Doubtful								
Loss								
<b>Total</b>	<b>\$ 148,685</b>	<b>\$ 56,988</b>	<b>\$ 83,028</b>	<b>\$ 7,905</b>	<b>\$ 922</b>	<b>\$ 31,255</b>	<b>\$ 8,463</b>	<b>\$ 337,246</b>

	Real Estate Loans						Consumer	Total
	One- to Four-Family	Multi-Family	Commercial	Home Equity Lines of Credit	Construction	Commercial		
<b>June 30, 2014:</b>								
Pass	\$ 146,124	\$ 59,806	\$ 81,152	\$ 7,797	\$ 1,572	\$ 20,636	\$ 8,477	\$ 325,564
Watch	782	1,501	336					2,619
Substandard	2,643	296	1,646	27		2,484	32	7,128
Doubtful								
Loss								
<b>Total</b>	<b>\$ 149,549</b>	<b>\$ 61,603</b>	<b>\$ 83,134</b>	<b>\$ 7,824</b>	<b>\$ 1,572</b>	<b>\$ 23,120</b>	<b>\$ 8,509</b>	<b>\$ 335,311</b>

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

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

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

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 Days & Accruing
<b>September 30, 2014:</b>							
Real estate loans:							
One- to four-family	\$ 1,975	\$ 961	\$ 2,437	\$ 5,373	\$ 143,312	\$ 148,685	\$ 125
Multi-family					56,988	56,988	
Commercial	43			43	82,985	83,028	
Home equity lines of credit	219	35		254	7,651	7,905	
Construction					922	922	
Commercial					31,255	31,255	
Consumer	113	40	13	166	8,297	8,463	1
Total	\$ 2,350	\$ 1,036	\$ 2,450	\$ 5,836	\$ 331,410	\$ 337,246	\$ 126

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 Days & Accruing
<b>June 30, 2014:</b>							
Real estate loans:							
One- to four-family	\$ 2,985	\$ 876	\$ 1,500	\$ 5,361	\$ 144,188	\$ 149,549	\$ 182
Multi-family					61,603	61,603	
Commercial		349		349	82,785	83,134	
Home equity lines of credit	49	36		85	7,739	7,824	
Construction					1,572	1,572	
Commercial					23,120	23,120	
Consumer	97	33		130	8,379	8,509	
Total	\$ 3,131	\$ 1,294	\$ 1,500	\$ 5,925	\$ 329,386	\$ 335,311	\$ 182

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Association will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loans and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the

shortfall in relation to the principal and interest owed.

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

The Company actively seeks to reduce its investment in impaired loans. The primary tools to work through impaired loans are settlements with the borrowers or guarantors, foreclosure of the underlying collateral, or restructuring. Included in certain loan categories in the impaired loans are \$2.8 million in troubled debt restructurings that were classified as impaired.

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The following tables present impaired loans:

	<b>Three Months Ended September 30, 2014</b>					
	<b>Recorded</b>			<b>Average Investment</b>		
	<b>Balance</b>	<b>Unpaid Principal Balance</b>	<b>Specific Allowance</b>	<b>in Impaired Loans</b>	<b>Interest Recognized</b>	<b>Interest on Cash Basis</b>
<b>September 30, 2014:</b>						
Loans without a specific valuation allowance						
Real estate loans:						
One- to four-family	\$ 2,807	\$ 2,807	\$	\$ 2,815	\$ 6	\$ 10
Multi-family	1,596	1,596		1,608	23	23
Commercial						
Home equity line of credit						
Construction						
Commercial	27	27		28		
Consumer	12	12		14		
Loans with a specific allowance						
Real estate loans:						
One- to four-family	783	783	192	787	1	2
Multi-family						
Commercial	52	52	32	53		
Home equity line of credit						
Construction						
Commercial						
Consumer	13	13	13	15		
Total:						
Real estate loans:						
One- to four-family	3,590	3,590	192	3,602	7	12
Multi-family	1,596	1,596		1,608	23	23
Commercial	52	52	32	53		
Home equity line of credit						
Construction						
Commercial						
Commercial	27	27		28		
Consumer	25	25	13	29		
	<b>\$ 5,290</b>	<b>\$ 5,290</b>	<b>\$ 237</b>	<b>\$ 5,320</b>	<b>\$ 30</b>	<b>\$ 35</b>



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				Year Ended June 30, 2014		
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized	Interest on Cash Basis
<b>June 30, 2014:</b>						
Loans without a specific valuation allowance						
Real estate loans:						
One- to four-family	\$ 2,107	\$ 2,107	\$	\$2,174	\$ 25	\$ 31
Multi-family	1,621	1,621		1,664	78	94
Commercial						
Home equity line of credit						
Construction						
Commercial	29	29				
Consumer	15	15		26		
Loans with a specific allowance						
Real estate loans:						
One- to four-family	674	674	143	689	1	1
Multi-family						
Commercial	55	55	35	59		
Home equity line of credit	28	28	21	29	1	1
Construction						
Commercial				34		
Consumer	16	16	16	19	1	1
Total:						
Real estate loans:						
One- to four-family	2,781	2,781	143	2,863	26	32
Multi-family	1,621	1,621		1,664	78	94
Commercial	55	55	35	59		
Home equity line of credit	28	28	21	29	1	1
Construction						
Commercial	29	29		34		
Consumer	31	31	16	45	1	1
	\$ 4,545	\$ 4,545	\$ 215	\$4,694	\$ 106	\$ 128

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

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The following table presents the Company's nonaccrual loans at September 30, 2014 and June 30, 2014:

	September 30, 2014	June 30, 2014
Mortgages on real estate:		
One- to four-family	\$ 2,963	\$ 2,146
Multi-family	279	296
Commercial	52	55
Home equity lines of credit		28
Construction loans		
Commercial business loans	27	29
Consumer loans	25	30
<b>Total</b>	<b>\$ 3,346</b>	<b>\$ 2,584</b>

At September 30, 2014 and June 30, 2014, the Company had a number of loans that were modified in troubled debt restructurings (TDR's) and impaired. The modification of terms of such loans included one or a combination of the following: an extension of maturity, a reduction of the stated interest rate or a permanent reduction of the recorded investment in the loan.

The following table presents the recorded balance, at original cost, of troubled debt restructurings, all of which were performing according to the terms of the restructuring, as of September 30, 2014 and June 30, 2014. As of September 30, 2014 all loans listed were on nonaccrual except for nine one- to four-family residential loans totaling \$627,000, and one multi-family loan for \$1.3 million. All loans listed as of June 30, 2014 were on nonaccrual except for nine one- to four-family residential loans totaling \$635,000, and one multi-family loan for \$1.3 million.

	September 30, 2014	June 30, 2014
Real estate loans		
One- to four-family	\$ 1,461	\$ 1,477
Multi-family	1,321	1,335
Commercial	14	15
Home equity lines of credit		
<b>Total real estate loans</b>	<b>2,796</b>	<b>2,827</b>
Construction		
Commercial and industrial	27	29
Consumer loans		
<b>Total</b>	<b>\$ 2,823</b>	<b>\$ 2,856</b>

During the three month period ended September 30, 2014, one one- to four-family junior lien loan was modified in the amount of \$1,000.

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During the year ended June 30, 2014, the Company modified two one- to four-family residential real estate loans, with a recorded investment of \$13,000, and one commercial business loan with a recorded investment of \$15,000.

During the three month period ended September 30, 2013, the Company modified one one- to four-family residential real estate loan with a recorded investment of \$14,000.

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The Company had three TDRs, all one- to four-family residential loans totaling \$384,000 that were in default as of September 30, 2014, and were restructured in prior periods. All three loans were in foreclosure at September 30, 2014. The Company had three TDRs, all one- to four-family residential loans totaling \$384,000 that were in default as of June 30, 2014, and were restructured in the prior years. All three loans were in foreclosure at June 30, 2014. The Company defines a default as any loan that becomes 90 days or more past due.

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

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

**Note 7: Federal Home Loan Bank Stock**

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in the common stock is based on a predetermined formula. The Company owned \$5,425,000 of Federal Home Loan Bank stock as of September 30, 2014 and June 30, 2014. The FHLB provides liquidity and funding through advances.

**Note 8: Accumulated Other Comprehensive Income**

The components of accumulated other comprehensive income, included in stockholders' equity, are as follows:

	September 30, 2014	June 30, 2014
Net unrealized gains on securities available-for-sale	\$ 1,065	\$ 2,020
Net unrealized postretirement health benefit plan obligations	(210)	(211)
	855	1,809
Tax effect	(344)	(728)
<b>Total</b>	<b>\$ 511</b>	<b>\$ 1,081</b>

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

Amounts reclassified from AOCI and the affected line items in the statements of income during the quarters ended September 30, 2014 and 2013, were as follows:

Amounts Reclassified from AOCI		Affected Line Item in the Condensed
2014	2013	

			<b>Consolidated Statements of Income</b>
Unrealized gains (losses) on available-for-sale securities	\$ (98)	\$ (60)	Net realized gains on sale of available-for-sale securities
Amortization of defined benefit pension items:			Components are included in computation of net periodic pension cost
Transition obligation	\$ 6	\$ 8	
Actuarial losses	\$ 7	\$ (11)	
Prior service costs	\$ (12)	\$ (12)	
Total reclassified amount before tax	99	(75)	
Tax expense (benefit)	40	(30)	Provision for Income Tax
Total reclassification out of AOCI	\$ 59	\$ (45)	Net Income

**Table of Contents****Note 10: Income Taxes**

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

	<b>Three Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
Computed at the statutory rate (34%)	\$ 408	\$ 372
Decrease resulting from		
Tax exempt interest	(11)	(10)
Cash surrender value of life insurance	(23)	(23)
State income taxes	42	44
Other	13	(32)
<b>Actual expense</b>	<b>\$ 429</b>	<b>\$ 351</b>

The Company established a charitable foundation at the time of its mutual-to-stock conversion and donated to it \$450,000 in cash and shares of common stock equal to 7% of the shares sold in the offering, or 314,755 shares. The donated shares were valued at \$3,147,550 (\$10.00 per share) at the time of conversion. The \$3,147,550 and the \$450,000 cash donation, or a total of \$3,597,550 was expensed during the quarter ended September 30, 2011. The Company established a deferred tax asset associated with this charitable contribution. No valuation allowance was deemed necessary as it appears the Company will be able to deduct the contribution, which is subject to limitations each year, during the five year carry forward period.

**Note 11: Disclosures About Fair Value of Assets**

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets

**Table of Contents****Recurring Measurements**

The following table presents the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2014 and June 30, 2014:

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2014:				
Available-for-sale securities:				
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	\$ 103,592	\$	\$ 103,592	\$
Mortgage-backed: GSE residential	64,628		64,628	
State and political subdivisions	3,551		3,551	
Mortgage servicing rights	515			515

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2014:				
Available-for-sale securities:				
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	\$ 114,662	\$	\$ 114,662	\$
Mortgage-backed: GSE residential	66,732		66,732	
State and political subdivisions	3,192		3,192	
Mortgage servicing rights	506			506

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the period ended September 30, 2014. For assets classified within Level 3 of the fair value hierarchy, the process used to

develop the reported fair value is described below.



**Table of Contents****Available-for-sale Securities**

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. There were no Level 1 securities as of September 30, 2014 or June 30, 2014. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. For these investments, the inputs used by the pricing service to determine fair value may include one, or a combination of, observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bid, offers and reference data market research publications and are classified within Level 2 of the valuation hierarchy. Level 2 securities include U.S. Government and federal agency, mortgage-backed securities (GSE residential) and state and political subdivisions. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There were no Level 3 securities as of September 30, 2014 or June 30, 2014.

**Mortgage Servicing Rights**

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

**Level 3 Reconciliation**

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

	<b>Mortgage Servicing Rights</b>	
Balance, July 1, 2014	\$	506
Total realized and unrealized gains and losses included in net income		4
Servicing rights that result from asset transfers		19
Payments received and loans refinanced		(14)
Balance, September 30, 2014	\$	515
Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date	\$	4

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

**Table of Contents****Nonrecurring Measurements**

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2014 and June 30, 2014:

	Fair Value	Fair Value Measurements Using Quoted Prices in		
		Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2014:				
Impaired loans (collateral-dependent)	\$ 89	\$	\$	\$ 89
Foreclosed assets	5			5
June 30, 2014:				
Impaired loans (collateral-dependent)	\$ 401	\$	\$	\$ 401
Foreclosed assets	38			38

The following table presents (losses)/recoveries recognized on assets measured on a non-recurring basis for the three months ended September 30, 2014 and 2013:

	Three Months Ended September 30,	
	2014	2013
Impaired loans (collateral-dependent)	\$ (43,000)	\$ (37,000)
Foreclosed and repossessed assets held for sale	(15,000)	
<b>Total losses on assets measured on a non-recurring basis</b>	<b>\$ (58,000)</b>	<b>\$ (37,000)</b>

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

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

The estimated fair value of collateral-dependent impaired loans is based on the appraised fair value of the collateral, less estimated cost to sell. Collateral-dependent impaired loans are classified within Level 3 of the fair value hierarchy.

The Company considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by the senior lending officer. Appraisals are reviewed for accuracy and consistency by the senior lending officer. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the senior lending officer by comparison to historical results.

**Table of Contents****Foreclosed Assets**

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

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

**Unobservable (Level 3) Inputs**

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements at September 30, 2014 and June 30, 2014.

	Fair Value at September 30, 2014	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Mortgage servicing rights	\$ 515	Discounted cash flow	Discount rate	10.5% - 11.5% (10.5%)
			Constant prepayment rate	11.0% - 12.9% (12.0%)
			Probability of default	.20% - .35% (.34%)
Impaired loans (collateral dependent)	89	Market comparable properties	Marketability discount	26% (26%)
Foreclosed assets	5	Market comparable properties	Comparability adjustments (%)	50% (50%)

	Fair Value at June 30, 2014	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Mortgage servicing rights	\$ 506	Discounted cash flow	Discount rate	10.0% - 11.0% (10.0%)
			Constant prepayment rate	10.8% - 13.1% (11.9%)
			Probability of default	.13% - .26% (.25%)
Impaired loans (collateral dependent)	401	Market comparable properties	Marketability discount	0% - 24% (23.7%)
Foreclosed assets	38	Market comparable properties	Comparability adjustments (%)	24% (24%)



**Table of Contents****Fair Value of Financial Instruments**

The following tables present estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2014 and June 30, 2014.

	<b>Carrying Amount</b>	<b>Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>September 30, 2014:</b>				
<b>Financial assets</b>				
Cash and cash equivalents	\$ 11,634	\$ 11,634	\$	\$
Interest-bearing time deposits in banks	250	250		
Loans, net of allowance for loan losses	332,250			335,337
Federal Home Loan Bank stock	5,425		5,425	
Accrued interest receivable	1,770		1,770	
<b>Financial liabilities</b>				
Deposits	406,308		136,639	270,313
Repurchase agreements	2,684		2,684	
Federal Home Loan Bank advances	44,000		45,225	
Advances from borrowers for taxes and insurance	677		677	
Accrued interest payable	111		111	
Unrecognized financial instruments (net of contract amount)				
Commitments to originate loans				
Lines of credit				

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	<b>Carrying Amount</b>	<b>Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>June 30, 2014:</b>				
<b>Financial assets</b>				
Cash and cash equivalents	\$ 12,731	\$ 12,731	\$	\$
Interest-bearing time deposits in banks	250	250		
Loans, net of allowance for loan losses	329,924			333,282
Federal Home Loan Bank stock	5,425		5,425	
Accrued interest receivable	1,788		1,788	
<b>Financial liabilities</b>				
Deposits	404,593		149,343	255,451
Repurchase agreements	2,324		2,324	
Federal Home Loan Bank advances	56,750		58,146	
Advances from borrowers for taxes and insurance	997		997	
Accrued interest payable	96		96	
Unrecognized financial instruments (net of contract amount)				
Commitments to originate loans				
Lines of credit				

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

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

The carrying amount approximates fair value.

**Loans**

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

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### **Deposits**

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

### **Federal Home Loan Bank Advances**

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

### **Commitments to Originate Loans and Lines of Credit**

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

### **Note 12: Commitments**

#### **Commitments to Originate Loans**

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

#### **Lines of Credit**

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



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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Cautionary Note Regarding Forward-Looking Statements**

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

Management's ability to predict results or the effect of future plans or strategies is inherently uncertain. Factors that could have a material adverse effect on our actual results include, but are not limited to, general economic conditions, changes in the interest rate environment, legislative or regulatory changes that may adversely affect our business, changes in accounting policies and practices, changes in competition and demand for financial services, adverse changes in the securities markets and changes in the quality or composition of the Association's loan or investment portfolios. Additional factors that may affect our results are discussed under Item 1A. Risk Factors, in the Company's Annual Report on Form 10-K for the year ended June 30, 2014, and the Company's other filings with the SEC. These factors should be considered in evaluating the forward-looking statements and undue reliance should not be placed on such statements. IF Bancorp, Inc. assumes no obligation to update any forward-looking statement, except as may be required by law.

**Overview**

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

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

The Association is primarily engaged in providing a full range of banking and mortgage services to individual and corporate customers within a 100-mile radius of its locations in Watseka, Danville, Clifton, Hoopeston and Savoy, Illinois and Osage Beach, Missouri. The principal activity of the Association's wholly-owned subsidiary, L.C.I. Service Corporation (L.C.I.), is the sale of property and casualty insurance. The Association is subject to regulation by the Office of the Controller of the Currency and the Federal Deposit Insurance Corporation.

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

Our net interest rate spread (the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities) was 2.86% and 2.82% for the three months ended September 30, 2014 and 2013, respectively. An increase in interest-earning assets contributed to an increase in net interest income to \$3.9 million for the three months ended September 30, 2014 from \$3.8 million for the three months ended September 30, 2013.

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Our emphasis on conservative loan underwriting has resulted in relatively low levels of non-performing assets at a time when many financial institutions are experiencing significant asset quality issues. Our non-performing loans totaled \$3.5 million or 1.0% of total loans at September 30 and \$2.8 million, or 0.8% of total loans at June 30, 2014. Our non-performing assets totaled \$4.1 million or 0.8% of total assets at September 30, 2014, and \$3.2 million, or 0.6% of total assets at June 30, 2014.

At September 30, 2014, the Association was categorized as well capitalized under federal regulations.

Our net income for the three months ended September 30, 2014 was \$771,000, compared to a net income of \$742,000 for the three months ended September 30, 2013. The increase in net income was due to an increase in net interest income, a decrease in noninterest expense and a decrease in the provision for loan losses, partially offset by a decrease in noninterest income.

Management's discussion and analysis of the financial condition and results of operations at and for three months ended September 30, 2014 and 2013 is intended to assist in understanding the financial condition and results of operations of the Association. The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto, appearing in Part I, Item 1 of this quarterly report on Form 10-Q.

## **Critical Accounting Policies**

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

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

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

loans that we evaluate individually for impairment under ASC 310-10, Receivables; and

groups of loans with similar risk characteristics that we evaluate collectively for impairment under ASC 450-20, Loss Contingencies.

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

loan losses we have established which could have a material negative effect on our financial results.

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

There are no material changes to the critical accounting policies disclosed in IF Bancorp, Inc.'s Form 10-K for the fiscal year ended June 30, 2014.

**Comparison of Financial Condition at September 30 and June 30, 2014**

Total assets decreased \$11.2 million, or 2.0%, to \$540.1 million at September 30, 2014 from \$551.3 million at June 30, 2014. The decrease was primarily due to a \$12.8 million decrease in investment securities and a \$1.1 million decrease in cash and cash equivalents, partially offset by a \$2.3 million increase in net loans.

Net loans receivable, including loans held for sale, increased by \$2.3 million, or 0.7%, to \$332.3 million at September 30, 2014 from \$329.9 million at June 30, 2014. The increase in net loans receivable during this period was due primarily to an \$8.1 million, or 35.2%, increase in commercial business loans and an \$81,000, or 1.0% increase in home equity lines of credit, partially offset by a \$4.6 million, or 7.5%, decrease in multi-family loans, an \$864,000, or 0.6% decrease in one- to four-family residential mortgage loans, a \$650,000, or 41.3% decrease in construction loans, a \$106,000, or 0.1% decrease in commercial real estate loans, and a \$46,000, or 0.5% decrease in consumer loans.

Investment securities, consisting entirely of securities available for sale, decreased \$12.8 million, or 6.9%, to \$171.8 million at September 30, 2014, from \$184.6 million at June 30, 2014. Purchased investment securities, consisted primarily of agency debt obligations with terms of four to seven years and fixed-rate mortgage backed securities with terms of 15 years, all of which are held as available-for-sale. The decrease was primarily due to the sale of securities to reduce FHLB advances and to fund loan growth. We had no securities held to maturity at September 30, 2014 or June 30, 2014.

As of September 30, 2014, foreclosed assets held for sale increased \$166,000 to \$602,000, deferred income tax asset increased \$475,000 to \$2.5 million, premises and equipment decreased \$110,000 to \$5.0 million, and other assets decreased \$201,000 to \$288,000 from the respective balances as of June 30, 2014. Federal Home Loan Bank stock was \$5.4 million at both September 30, 2014 and June 30, 2014. The increase in foreclosed assets held for sale was primarily due to the addition of one residential real estate property and one commercial real estate property, and the increase in deferred income tax asset was mostly due to a decrease in the unrealized gain on sale of available-for-sale securities. The decrease in premises and equipment was primarily due to normal quarterly depreciation, while the decrease in other assets resulted from a decrease in prepaid insurance due to the timing of multi-year premiums and also from a decrease in accounts receivable general due to the receipt of a receivable that was outstanding as of June 30, 2014.

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At September 30, 2014, our investment in bank-owned life insurance was \$8.1 million, an increase of \$67,000 from \$8.0 million at June 30, 2014. We invest in bank-owned life insurance to provide us with a funding source for our benefit plan obligations. Bank-owned life insurance also generally provides us noninterest income that is non-taxable. Federal regulations generally limit our investment in bank-owned life insurance to 25% of our Tier 1 capital plus our allowance for loan losses, which totaled \$17.9 million at September 30, 2014.

Deposits increased \$1.7 million, or 0.4%, to \$406.3 million at September 30, 2014 from \$404.6 million at June 30, 2014. Certificates of deposit, excluding brokered certificates of deposit, increased \$10.0 million, or 4.6%, to \$229.7 million, brokered certificates of deposit increased \$4.4 million, or 12.3%, to \$40.0 million, savings, NOW, and money market accounts decreased \$9.3 million, or 7.0%, to \$123.3 million, and noninterest bearing demand accounts decreased \$3.4 million, or 20.1%, to \$13.3 million. Repurchase agreements increased \$360,000, or 15.5%, to \$2.7 million at September 30, 2014 from \$2.3 million at June 30, 2014. Borrowings, which consisted solely of advances from the Federal Home Loan Bank of Chicago, decreased \$12.8 million, or 22.5%, to \$44.0 million at September 30, 2014 from \$56.8 million at June 30, 2014.

Advances from borrowers for taxes and insurance decreased \$320,000, or 32.1%, to \$677,000 at September 30, 2014 from \$997,000 at June 30, 2014. Other liabilities decreased \$347,000, or 16.4%, to \$1.8 million at September 30, 2014 from \$2.1 million on June 30, 2014. The decrease in advances from borrowers for taxes and insurance was attributable to the timing of the payment of real estate taxes and insurance, while the decrease in other liabilities was due to a general decrease in accounts payable and accrued expenses payable due to the timing of payments.

Total equity increased \$114,000, or 0.1%, to \$82.2 million at September 30, 2014 from \$82.1 million at June 30, 2014. Equity increased due to net income of \$771,000, partially offset by dividends payable of \$219,000 and a decrease of \$570,000 in accumulated other comprehensive income, net of tax. The decrease in other accumulated income was primarily due to a decrease in unrealized gains on securities available for sale of \$512,000, net of tax. The decrease in unrealized gains on securities available for sale was due to lower market values of available-for-sale securities.

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

**General.** Net income increased \$29,000 to \$771,000 net income for the three months ended September 30, 2014 from \$742,000 net income for the three months ended September 30, 2013. The increase was primarily due to an increase in interest income, a decrease in noninterest expense, and a decrease in the provision for loan losses, partially offset by an increase in interest expense and a decrease in noninterest income.

**Net Interest Income.** Net interest income increased by \$84,000, or 2.2%, to \$3.9 million for the three months ended September 30, 2014 from \$3.8 million for the three months ended September 30, 2013. The increase was due to an increase of \$134,000 in interest income, partially offset by an increase of \$50,000 in interest expense. The increase in net interest income was primarily the result of an increase in the average balance of interest earning assets and higher rates earned on investment securities. We had a \$5.9 million, or 1.1% increase in the average balance of interest earning assets, partially offset by a \$5.8 million, or 1.3% increase in average balance of interest bearing liabilities. We also had an increase in our net interest margin by 3 basis points to 2.96% for the three months ended September 30, 2014 compared to 2.93% for the three months ended September 30, 2013, while our interest rate spread increased by 4 basis points to 2.86% for the three months ended September 30, 2014 compared to 2.82% for the three months ended September 30, 2013.

**Interest Income.** Interest income increased \$134,000 or 3.0%, to \$4.7 million for the three months ended September 30, 2014 from \$4.5 million for the three months ended September 30, 2013. The increase in interest

income was primarily due to an \$110,000 increase in interest income on loans. The increase in interest income on loans resulted from a \$17.6 million, or 5.5%, increase in the average balance of loans to \$336.5 million for the three months ended September 30, 2014, from \$318.9 million for the three months ended September 30, 2013, partially offset by a 9 basis point, or 2.1%,



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decrease in the average yield on loans from 4.25% to 4.16%. Interest on securities increased \$19,000, or 1.7%, as a result of a 20 basis point, or 8.2%, increase in the average yield on securities from 2.45% to 2.65%, partially offset by a \$11.9 million, or 6.3%, decrease in the average balance of securities to \$175.9 million for the three months ended September 30, 2014, from \$187.8 million for the three months ended September 30, 2013. The decrease in the average yield on loans reflected a reduction in the current interest rates charged on loans originated during the period versus the average rates on existing loans in the portfolio.

**Interest Expense.** Interest expense increased \$50,000, or 6.5%, to \$822,000 for the three months ended September 30, 2014 from \$772,000 for the three months ended September 30, 2013. The increase was primarily due to an increase in the average balance on interest bearing deposits, partially offset by a decrease in the average balance of FHLB advances.

Interest expense on interest-bearing deposits increased by \$53,000, or 9.3%, to \$625,000 for the three months ended September 30, 2014 from \$572,000 for the three months ended September 30, 2013. This increase was primarily due to a \$30.4 million, or 7.7% increase in the average balance of interest bearing deposits to \$394.2 million. The average cost of interest bearing deposits was 0.63% for both three month periods.

Interest expense on borrowings, including FHLB advances and repurchase agreements, decreased \$3,000, or 1.5%, to \$197,000 for the three months ended September 30, 2014 from \$200,000 for the three months ended September 30, 2013. This decrease was due to a decrease in the average balance of borrowings to \$49.1 million for the three months ended September 30, 2014 from \$73.6 million for the three months ended September 30, 2013. This was partially offset by a 52 basis point increase in the average cost of such borrowings to 1.61% for the three months ended September 30, 2014 from 1.09% for the three months ended September 30, 2013.

**Provision for Loan Losses.** We establish provisions for loan losses, which are charged to operations in order to maintain the allowance for loan losses at a level we consider necessary to absorb probable credit losses inherent in our loan portfolio. We recorded a provision for loan losses of \$104,000 for the three months ended September 30, 2014, compared to a provision for loan losses of \$179,000 for the three months ended September 30, 2013. The allowance for loan losses was \$4.0 million, or 1.2% of total loans, at September 30, 2014, compared to \$4.0 million, or 1.23% of total loans, at September 30, 2013 and \$4.0 million, or 1.18% of total loans, at June 30, 2014. Non-performing loans increased by \$706,000 during the three month period ended September 30, 2014. During the three months ended September 30, 2014, a net charge-off of \$25,000 was recorded while during the three months ended September 30, 2013, a net charge-off of \$150,000 was recorded.

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

	<b>Three Months Ended September 30, 2014</b>	<b>Year Ended June 30, 2014</b>
Allowance to non-performing loans	116.28%	143.10%
Allowance to total loans outstanding at the end of the period	1.20%	1.18%
	0.03%	0.15%

Net charge-offs (recoveries) to average total loans outstanding during the period, annualized		
Total non-performing loans to total loans	1.03%	0.82%
Total non-performing assets to total assets	0.75%	0.58%

**Noninterest Income.** Noninterest income decreased \$56,000, or 6.8%, to \$765,000 for the three months ended September 30, 2014 compared to \$821,000 for the three months ended September 30, 2013. The decrease was primarily due to an increase in net realized losses on the sale of available-for-sale securities and a decrease other service charges and fees, partially offset by an increase in brokerage commissions. For the three months ended September 30, 2014, net

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realized losses on the sale of available-for-sale securities increased from \$60,000 to \$98,000 and other service charges and fees decreased from \$46,000 to \$28,000, while brokerage commissions increased from \$168,000 to \$197,000. The increase in net realized losses on the sale of available-for-sale securities was a result of a larger amount of securities sold at a loss in the three months ended September 30, 2014, than in the three months ended September 30, 2013. The decrease in other service charges and fees was due to a decrease in the number of loan fees, while the increase in brokerage commissions was a result of increased activity due to movement in interest rates.

**Noninterest Expense.** Noninterest expense decreased \$4,000, or 0.1%, and was \$3.3 million for both the three months ended September 30, 2014 and the three months ended September 30, 2013. The largest components of this decrease were compensation and benefits, which decreased \$68,000, or 3.2%, and net loss on foreclosed assets, which decreased \$101,000, or 87.1%. Compensation and benefits decreased due to higher director retirement plan expenses and post retirement benefit cost in the three months ended September 30, 2013. Net loss on foreclosed assets decreased due to smaller losses taken in the three months ended September 30, 2014. These decreases were partially offset by increases in equipment expense of \$67,000, other operating expenses of \$37,000, and advertising of \$18,000. Increases in equipment expense were due to routine technology upgrades, and increases in advertising were due to increased media coverage to promote our newest branch in Savoy, Illinois, while increases in operating expenses were due to a combination of increases in loan expenses, other real estate owned expenses, and bank charges.

**Income Tax Expense.** We recorded a provision for income tax of \$429,000 for the three months ended September 30, 2014, compared to a provision for income tax of \$351,000 for the three months ended September 30, 2013, reflecting effective tax rates of 35.8% and 32.1%, respectively.

**Asset Quality**

At September 30, 2014, our non-accrual loans totaled \$3.3 million, including \$3.0 million in one- to four-family loans, \$279,000 in multi-family loans, \$52,000 in commercial real estate loans, \$27,000 in commercial business loans and \$25,000 in consumer loans. The commercial real estate loans are secured by commercial rental properties. At September 30, 2014, we had three one- to four-family loans totaling \$125,000, and one consumer loan for \$1,000 delinquent 90 days or greater and still accruing interest.

At September 30, 2014, loans classified as substandard equaled \$7.8 million. Loans classified as substandard consisted of \$3.4 million in one- to four-family loans, \$279,000 in multi-family loans, \$1.6 million in commercial real estate loans, \$2.4 million in commercial business loans and \$26,000 in consumer loans. No loans were classified as doubtful or loss at September 30, 2014.

At September 30, 2014, watch assets consisted of \$458,000 in one- to four-family residential mortgage loans, \$174,000 in multi-family loans, and \$316,000 in commercial real estate loans.

**Troubled Debt Restructurings.** Troubled debt restructurings include loans for which economic concessions have been granted to borrowers with financial difficulties. We periodically modify loans to extend the term or make other concessions to help borrowers stay current on their loans and to avoid foreclosure. At September 30, 2014 and June 30, 2014, we had \$2.8 million and \$2.9 million, respectively, of troubled debt restructurings. At September 30, 2014 our troubled debt restructurings consisted of \$1.5 million in one- to four-family residential mortgage loans, \$1.3 million in multi-family loans, \$14,000 in commercial real estate loans, and \$27,000 in commercial business loans.

**Foreclosed Assets.** At September 30 2014, we had \$602,000 in foreclosed assets compared to \$436,000 as of June 30, 2014. Foreclosed assets at September 30, 2014, consisted of \$597,000 in residential real estate properties and \$5,000 in commercial real estate, while foreclosed assets at June 30, 2014, consisted of \$416,000 in residential real estate

properties and \$20,000 in commercial real estate.

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The Company regularly reviews its allowance for loan losses and makes adjustments to its balance based on management's analysis of the loan portfolio, the amount of non-performing and classified loans, as well as general economic conditions. Although the Company maintains its allowance for loan losses at a level that it considers sufficient to provide for losses, there can be no assurance that future losses will not exceed internal estimates. In addition, the amount of the allowance for loan losses is subject to review by regulatory agencies, which can order the establishment of additional loss provisions. The following table summarizes changes in the allowance for loan losses over the three-month periods ended September 30, 2014 and 2013:

	<b>Three months ended</b>	
	<b>September 30,</b>	
	<b>2014</b>	<b>2013</b>
Balance, beginning of period	\$ 3,958	\$ 3,938
Loans charged off:		
Real estate loans:		
One- to four-family	(2)	(131)
Multi-family		
Commercial		(20)
HELOC	(28)	
Construction		
Commercial business		
Consumer	(4)	(8)
Gross charged off loans	(34)	(159)
Recoveries of loans previously charged off:		
Real estate loans:		
One- to four-family		8
Multi-family		
Commercial		
HELOC		
Construction		
Commercial business		
Consumer	9	1
Gross recoveries of charged off loans	9	9
Net charge-offs	(25)	(150)
Provision charged to expense	104	179
Balance, end of period	\$ 4,037	\$ 3,967

The allowance for loan losses has been calculated based upon an evaluation of pertinent factors underlying the various types and quality of the Company's loans. Management considers such factors as the repayment status of a loan, the estimated net fair value of the underlying collateral, the borrower's intent and ability to repay the loan, local economic conditions, and the Company's historical loss ratios. We maintain the allowance for loan losses through the provisions for loan losses that we charge to income. We charge losses on loans against the allowance for loan losses when we believe the collection of loan principal is unlikely. The allowance for loan losses increased \$79,000 to \$4.0 million at September 30, 2014, from \$4.0 million at June 30, 2014. The increase was primarily the result of an increase in outstanding loans, and was necessary in order to bring the allowance for loan losses to a level that reflects management's estimate of the probable loss in the Company's loan portfolio at September 30, 2014.

In its quarterly evaluation of the adequacy of its allowance for loan losses, the Company employs historical data including past due percentages, charge-offs, and recoveries. The Company's allowance methodology weights the most recent twelve-quarter period's net charge-offs and uses this information as one of the primary factors for evaluation of allowance adequacy. The most recent four-quarter net charge-offs are given a higher weight of 50%, while quarters 5-8 are given a 30% weight and quarters 9-12 are given only a 20% weight. The average net charge-offs in each period are calculated as net charge-offs by portfolio type for the period as a percentage of the quarter end balance of respective portfolio type over the same period. As the Company and the industry have seen increases in loan defaults in the past several years, the Company believes that it is prudent to emphasize more recent historical factors in the allowance evaluation. The following table sets forth the Company's weighted average historical net charge-offs as of September 30 and June 30, 2014:

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<b>Portfolio segment</b>	<b>September 30, 2014 Net charge-offs 12 quarter weighted historical</b>	<b>June 30, 2014 Net charge-offs 12 quarter weighted historical</b>
<b>Real Estate:</b>		
One- to four-family	.05%	.04%
Multi-family	(.02%)	.00%
Commercial	.06%	.06%
HELOC	.25%	.26%
Construction	.00%	.00%
Commercial business	.24%	.25%
Consumer	.15%	.25%
Entire portfolio total	.06%	.06%

Additionally, in its quarterly evaluation of the adequacy of the allowance for loan losses, the Company evaluates changes in financial conditions of individual borrowers; changes in local, regional, and national economic conditions; the Company's historical loss experience; and changes in market conditions for property pledged to the Company as collateral. The Company has identified specific qualitative factors that address these issues and subjectively assigns a percentage to each factor. At September 30, 2014, these qualitative factors included: (1) management's assumptions regarding the minimal level of risk for a given loan category; (2) changes in lending policies and procedures, including changes in underwriting standards, and charge-off and recovery practices not considered elsewhere in estimating credit losses; (3) changes in international, national, regional and local economics and business conditions and developments that affect the collectability of the portfolio, including the conditions of various market segments; (4) changes in the nature and volume of the portfolio and in the terms of loans; (5) changes in the experience, ability, and depth of the lending officers and other relevant staff; (6) changes in the volume and severity of past due loans, the volume of non-accrual loans, the volume of troubled debt restructured and other loan modifications, and the volume and severity of adversely classified loans; (7) changes in the quality of the loan review system; (8) changes in the value of the underlying collateral for collateral-dependent loans; (9) the existence and effect of any concentrations of credit, and changes in the level of such concentrations; and (10) the effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio. The applied loss factors are re-evaluated quarterly to ensure their relevance in the current environment.

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

<b>Portfolio segment</b>	<b>Qualitative factor applied at September 30, 2014</b>	<b>Qualitative factor applied at June 30, 2014</b>
<b>Real Estate:</b>		
One- to four-family	.79%	.81%
Multi-family	1.44%	1.40%
Commercial	1.14%	1.14%
HELOC	.90%	.89%
Construction	.61%	.65%
Commercial business	1.97%	2.10%
Consumer	.72%	.62%

Entire portfolio total	1.09%	1.07%
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At September 30, 2014, the amount of our allowance for loan losses attributable to these qualitative factors was approximately \$3.7 million, as compared to \$3.6 million at June 30, 2014. The general increase in qualitative factors was attributable primarily to the increase in non-accrual loans.

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

## **Liquidity and Capital Resources**

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan sales and repayments, advances from the Federal Home Loan Bank of Chicago, and maturities of securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. Our Asset/Liability Management Committee is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. For the three months ended September 30, 2014 and the year ended June 30, 2014, our liquidity ratio averaged 32.2% and 36.3% of our total assets, respectively. We believe that we had enough sources of liquidity to satisfy our short- and long-term liquidity needs as of September 30, 2014.

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

Our most liquid assets are cash and cash equivalents. The levels of these assets are affected by our operating, financing, lending and investing activities during any given period. At September 30, 2014, cash and cash equivalents totaled \$11.6 million. Interest-earning time deposits which can offer additional sources of liquidity, totaled \$250,000 at September 30, 2014.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Condensed Consolidated Statement of Cash Flows included in our financial statements. Net cash provided by operating activities was \$1.1 million and \$1.4 million for the three months ended September 30, 2014 and 2013, respectively. Net cash provided by investing activities consisted primarily of proceeds from the sales, maturities and pay downs of available-for-sale securities, partially offset by disbursements for loan originations and the purchase of securities. Net cash provided by investing activities was \$8.8 million and \$10.6 million for the three months ended September 30, 2014 and 2013, respectively. Net cash used in financing activities consisted primarily of the activity in deposit accounts. The net cash used in financing activities was \$11.0 million and \$7.9 million for the three months ended September 30, 2014 and 2013, respectively.

The Company must also maintain adequate levels of liquidity to ensure the availability of funds to satisfy loan commitments. The Company anticipates that it will have sufficient funds available to meet its current commitments principally through the use of current liquid assets and through its borrowing capacity discussed above. The following table summarizes these commitments at September 30, 2014 and June 30, 2014.



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	September 30, 2014	June 30, 2014
	(Dollars in thousands)	
Commitments to fund loans	\$ 12,000	\$ 8,949
Lines of credit	22,252	18,663

At September 30, 2014, certificates of deposit due within one year of September 30, 2014 totaled \$191.2 million, or 47.1% of total deposits. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before September 30, 2015. It is our intention as we continue to grow our commercial real estate portfolio, to emphasize lower cost deposit relationships with these commercial loan customers and thereby replace the higher cost certificates with lower cost deposits. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the Federal Home Loan Bank of Chicago, which provides an additional source of funds. Federal Home Loan Bank advances were \$44.0 million at September 30, 2014. At September 30, 2014, we had the ability to borrow up to an additional \$85.9 million from the Federal Home Loan Bank of Chicago and also had the ability to borrow \$22.0 million from the Federal Reserve based on current collateral pledged.

On July 2, 2013, the Board of Governors of the Federal Reserve System announced its approval of the final rule to implement the Basel III regulatory capital reforms, among other changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Office of the Comptroller of the Currency, as well as the Federal Deposit Insurance Corporation, adopted the new rule as of July 9, 2013. The approved rule includes a new minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5%, as well as a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rule also raises the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6% and includes a minimum leverage ratio of 4% for all banking institutions.

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

During the quarter ended September 30, 2014, no shares were repurchased as part of the stock repurchase program that was adopted by the Company on May 14, 2014 which allowed the Company to repurchase up to 221,383 shares of its common stock, or approximately 5% of the then current outstanding shares. Repurchases are made at management's discretion at prices management considers to be attractive and in the best interests of both the Company and its stockholders, subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital, and the Company's financial performance. The repurchase plan may be suspended, terminated, or modified at any time for any reason, including market conditions, the cost of purchasing shares, the availability of alternative investment opportunities, liquidity, and other factors deemed appropriate. The repurchase program does not obligate the Company to purchase any particular number of shares. As of September 30, 2014, the Company had repurchased 50,000 shares and the maximum number of shares that may yet be purchased under the plan was 171,383.

The Association is subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At September 30, 2014, the Association exceeded all regulatory capital requirements. The Association is considered well capitalized under regulatory guidelines.



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	September 30, 2014	June 30, 2014	Minimum to Be Well
	Actual	Actual	Capitalized
Tier 1 capital to total assets			
Association	12.5%	12.1%	5.0%
Company	15.1%	14.7%	N/A
Tier 1 capital to risk-weighted assets			
Association	20.9%	20.7%	6.0%
Company	25.5%	25.1%	N/A
Total capital to risk-weighted assets			
Association	22.2%	21.9%	10.0%
Company	26.8%	26.3%	N/A

**Average Balances and Yields**

The following tables set forth average balance sheets, average yields and costs, and certain other information at and for the periods indicated. Tax-equivalent yield adjustments have not been made for tax-exempt securities. All average balances are based on month-end balances, which management deems to be representative of the operations of the Company. Non-accrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense.

	For the Three Months Ended September 30,					
	2014			2013		
	Average	Interest		Average	Interest	
	Balance	Income/ Expense	Yield/Cost	Balance	Income/ Expense	Yield/Cost
(Dollars in thousands)						
<b>Assets</b>						
Loans	\$ 336,517	3,501	4.16%	\$ 318,907	3,391	4.25%
Securities:						
U.S. Government and federal agency and Government sponsored enterprises (GSE s)	106,644	727	2.73%	111,380	669	2.40%
Mortgage-backed:						
GSE residential	65,827	422	2.56%	72,639	464	2.56%
State and political subdivisions	3,416	18	2.11%	3,753	15	1.60%
Total securities	175,887	1,167	2.65%	187,772	1,148	2.45%
Other	8,093	12	0.59%	7,909	7	0.35%
Total interest-earning assets	520,497	4,680	3.60%	514,588	4,546	3.53%
Non-interest earning assets	23,550			18,793		
Total assets	\$ 544,047			\$ 533,381		

**Liabilities and Stockholders Equity**

Interest-bearing liabilities:

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Interest-bearing checking or NOW	\$ 33,150	7	0.08%	\$ 32,903	12	0.15%
Savings accounts	34,327	15	0.17%	31,725	20	0.25%
Money market accounts	58,132	29	0.20%	58,946	38	0.26%

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	For the Three Months Ended September 30,					
	Average Balance	2014 Interest Income/ Expense	Yield/Cost	Average Balance	2013 Interest Income/ Expense	Yield/Cost
	(Dollars in thousands)					
Certificates of deposit	268,565	574	0.85%	240,224	502	0.84%
Total interest-bearing deposits	394,174	625	0.63%	363,798	572	0.63%
Federal Home Loan Bank Advances	49,082	197	1.61%	73,616	200	1.09%
Total interest-bearing liabilities	443,256	822	0.74%	437,414	772	0.71%
Noninterest-bearing liabilities	18,407			14,570		
Total liabilities	461,663			451,984		
Stockholders equity	82,384			81,397		
Total liabilities and stockholders equity	\$ 544,047			\$ 533,381		
Net interest income		\$ 3,858			\$ 3,774	
Interest rate spread (1)			2.86%			2.82%
Net interest margin (2)			2.96%			2.93%
Net interest-earning assets (3)	\$ 77,241			\$ 77,174		
Average interest-earning assets to interest-bearing liabilities		1.17%			1.18%	

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

**Table of Contents****Rate/Volume Analysis**

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

	<b>Three Months Ended September 30, 2014 vs. 2013</b>		
	<b>Increase (Decrease)</b>		<b>Total Increase (Decrease)</b>
	<b>Due to Volume</b>	<b>Rate</b>	
<b>Interest-earning assets:</b>			
Loans	\$ 494	\$ (384)	\$ 110
Securities	(320)	339	19
Other	2	3	5
<b>Total interest-earning assets</b>	<b>\$ 176</b>	<b>\$ (42)</b>	<b>\$ 134</b>
<b>Interest-bearing liabilities:</b>			
Interest-bearing checking or NOW	\$	\$ (5)	\$ (5)
Savings accounts	10	(15)	(5)
Certificates of deposit	27	45	72
Money market accounts	(4)	(5)	(9)
<b>Total interest-bearing deposits</b>	<b>33</b>	<b>20</b>	<b>53</b>
Federal Home Loan Bank advances	(316)	313	(3)
<b>Total interest-bearing liabilities</b>	<b>\$ (283)</b>	<b>\$ 333</b>	<b>\$ 50</b>
<b>Change in net interest income</b>	<b>\$ 459</b>	<b>\$ (375)</b>	<b>\$ 84</b>

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

An internal interest rate risk analysis is performed at least quarterly to assess the Company's Earnings at Risk, Capital at Risk, and Value at Risk. As of September 30, 2014, there were no material changes in interest rate risk from the analysis disclosed in the Company's Form 10-K for the fiscal year ended June 30, 2014.

**Item 4. Controls and Procedures**

An evaluation was performed under the supervision and with the participation of the Company's management, including the Company's principal executive officer and principal financial officer, of the effectiveness of the design



and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2014. Based upon such evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

During the quarter ended September 30, 2014, there have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**Part II Other Information**

**Item 1. Legal Proceedings**

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

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Item 1A.- Risk Factors in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, which could materially affect our business, financial condition or future results of operations. The risks described in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations.

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

There were no purchases of the Company's common stock by the Company during the quarter ended September 30, 2014.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

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101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets as of September 30 and June 30, 2014, (ii) the Condensed Consolidated Statements of Income for the three months ended September 30, 2014 and 2013, (iii) the Condensed Consolidated Statements of Comprehensive Income for the three months ended September 30, 2014 and 2013, (iv) the Condensed Consolidated Statements of Stockholders' Equity for the three months ended September 30, 2014 and 2013, (v) the Condensed Consolidated Statements of Cash Flows for the three months ended September 30, 2014 and 2013, and (vi) the notes to the Condensed Consolidated Financial Statements.

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

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**SIGNATURES**

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

**IF BANCORP, INC.**

Date: November 10, 2014

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

Date: November 10, 2014

/s/ Pamela J. Verkler  
Pamela J. Verkler  
Senior Executive Vice President and  
Chief Financial Officer  
  
(Principal Financial Officer)