

BankFinancial CORP
Form 10-Q
October 30, 2013

UNITED STATES
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, 2013

or

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

For transition period from _____ to _____
Commission File Number 0-51331

BANKFINANCIAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

75-3199276
(I.R.S. Employer
Identification No.)

15W060 North Frontage Road, Burr Ridge, Illinois 60527
(Address of Principal Executive Offices)
Registrant's telephone number, including area code: (800) 894-6900
Not Applicable
(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 filing 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, or a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate the number of shares outstanding of each of the Issuer's classes of common stock as of the latest practicable date. At October 28, 2013, there were 21,101,966 shares of Common Stock, \$0.01 par value, outstanding.

BANKFINANCIAL CORPORATION

Form 10-Q

September 30, 2013

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BANKFINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(In thousands, except share and per share data) - Unaudited

	September 30, 2013	December 31, 2012
Assets		
Cash and due from other financial institutions	\$18,068	\$20,361
Interest-bearing deposits in other financial institutions	225,410	255,403
Cash and cash equivalents	243,478	275,764
Securities, at fair value	83,409	77,832
Loans held for sale	15	2,166
Loans receivable, net of allowance for loan losses: September 30, 2013, \$15,876 and December 31, 2012, \$18,035	1,035,331	1,030,465
Other real estate owned, net	5,403	10,358
Stock in Federal Home Loan Bank, at cost	6,068	8,412
Premises and equipment, net	36,154	38,251
Accrued interest receivable	3,576	4,146
Core deposit intangible	2,583	3,038
Bank owned life insurance	21,881	21,645
FDIC prepaid expense	—	2,658
Other assets	4,050	6,457
Total assets	\$1,441,948	\$1,481,192
Liabilities		
Deposits		
Noninterest-bearing	\$133,094	\$134,597
Interest-bearing	1,116,739	1,147,754
Total deposits	1,249,833	1,282,351
Borrowings	2,883	5,567
Advance payments by borrowers for taxes and insurance	5,825	10,705
Accrued interest payable and other liabilities	9,096	9,679
Total liabilities	1,267,637	1,308,302
Commitments and contingent liabilities		
Stockholders' equity		
Preferred Stock, \$0.01 par value, 25,000,000 shares authorized, none issued or outstanding	—	—
Common Stock, \$0.01 par value, 100,000,000 shares authorized; 21,101,966 shares issued at September 30, 2013 and 21,072,966 shares at December 31, 2012	211	211
Additional paid-in capital	193,567	193,590
Retained earnings (deficit)	(8,425	) (9,796)
Unearned Employee Stock Ownership Plan shares	(11,501	) (12,233)
Accumulated other comprehensive income	459	1,118
Total stockholders' equity	174,311	172,890
Total liabilities and stockholders' equity	\$1,441,948	\$1,481,192

See accompanying notes to the consolidated financial statements.

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BANKFINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data) - Unaudited

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Interest and dividend income				
Loans, including fees	\$ 11,680	\$ 13,978	\$ 35,812	\$ 45,402
Securities	241	342	710	1,171
Other	186	148	574	353
Total interest income	12,107	14,468	37,096	46,926
Interest expense				
Deposits	880	1,010	2,799	3,308
Borrowings	2	26	12	80
Total interest expense	882	1,036	2,811	3,388
Net interest income	11,225	13,432	34,285	43,538
Provision (recovery) for loan losses	(437	) 4,453	491	7,194
Net interest income after provision (recovery) for loan losses	11,662	8,979	33,794	36,344
Noninterest income				
Deposit service charges and fees	520	548	1,528	1,626
Other fee income	373	374	1,158	1,142
Insurance commissions and annuities income	106	125	301	359
Gain on sale of loans, net	32	210	1,445	595
Loss on disposition of premises and equipment, net	—	(7	) —	(164
Loan servicing fees	112	124	349	371
Amortization and impairment of servicing assets	(43	) (55	) (152	) (235
Earnings on bank owned life insurance	84	109	236	355
Trust	172	171	536	545
Other	183	232	513	487
	1,539	1,831	5,914	5,081
Noninterest expense				
Compensation and benefits	6,143	6,353	19,581	19,513
Office occupancy and equipment	1,797	1,904	5,550	6,041
Advertising and public relations	195	145	609	475
Information technology	817	880	2,382	2,553
Supplies, telephone, and postage	382	372	1,246	1,124
Amortization of intangibles	149	156	455	476
Nonperforming asset management	682	1,728	2,031	4,085
Operations of other real estate owned	476	2,742	1,409	4,985
FDIC insurance premiums	476	642	1,445	1,299
Other	1,045	1,110	3,207	2,961
	12,162	16,032	37,915	43,512
Income (loss) before income taxes	1,039	(5,222	) 1,793	(2,087
Income tax expense	—	—	—	—
Net income (loss)	\$ 1,039	\$ (5,222	) \$ 1,793	\$ (2,087
Basic earnings (loss) per common share	\$ 0.05	\$ (0.26	) \$ 0.09	\$ (0.11
Diluted earnings (loss) per common share	\$ 0.05	\$ (0.26	) \$ 0.09	\$ (0.11
Weighted average common shares outstanding	20,048,058	19,914,992	20,002,381	19,871,368

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Diluted weighted average common shares outstanding	20,054,092	19,914,992	20,005,197	19,871,368
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See accompanying notes to the consolidated financial statements.

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BANKFINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands) - Unaudited

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Net income (loss)	\$1,039	\$(5,222)	) \$1,793	\$(2,087)
Unrealized holding gain (loss) arising during the period, net of tax	(215	) 210	(659	) 174
Amount reclassified from accumulated other comprehensive income	—	—	—	—
Net current period other comprehensive gain (loss)	(215	) 210	(659	) 174
Comprehensive income (loss)	\$824	\$(5,012)) \$1,134	\$(1,913)

See accompanying notes to the consolidated financial statements.

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BANKFINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(In thousands, except per share data) - Unaudited

	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Unearned Employee Stock Ownership Plan Shares	Accumulated Other Comprehen-sive Income	Total
Balance at January 1, 2012	\$211	\$193,801	\$17,946	\$(13,212)	\$ 1,111	\$199,857
Net loss	—	—	(2,087)	—	—	(2,087)
Other comprehensive income, net of tax effects	—	—	—	—	174	174
Nonvested stock awards-stock-based compensation expense	—	41	—	—	—	41
Cash dividends declared on common stock (\$0.03 per share)	—	—	(633)	—	—	(633)
ESOP shares earned	—	(88)	—	733	—	645
Balance at September 30, 2012	\$211	\$193,754	\$15,226	\$(12,479)	\$ 1,285	\$197,997
Balance at January 1, 2013	\$211	\$193,590	\$(9,796)	\$(12,233)	\$ 1,118	\$172,890
Net income	—	—	1,793	—	—	1,793
Other comprehensive income, net of tax effects	—	—	—	—	(659)	(659)
Nonvested stock awards-stock-based compensation expense	—	62	—	—	—	62
Cash dividends declared on common stock (\$0.02 per share)	—	—	(422)	—	—	(422)
ESOP shares earned	—	(85)	—	732	—	647
Balance at September 30, 2013	\$211	\$193,567	\$(8,425)	\$(11,501)	\$ 459	\$174,311

See accompanying notes to the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) - Unaudited

	Nine Months Ended September	
	30,	2012
	2013	2012
Cash flows from operating activities		
Net income (loss)	\$1,793	\$(2,087)
Adjustments to reconcile to net income (loss) to net cash from operating activities		
Provision for loan losses	491	7,194
ESOP shares earned	647	645
Stock-based compensation expense	62	41
Depreciation and amortization	3,285	3,417
Amortization of premiums and discounts on securities and loans	(606)	(2,185)
Amortization of core deposit and other intangible assets	455	476
Amortization and impairment of servicing assets	152	235
Net change in net deferred loan origination costs	(157)	81)
Net loss (gain) on sale of other real estate owned	182	(126)
Net gain on sale of loans	(1,445)	(595)
Net loss on disposition of premises and equipment	—	164
Loans originated for sale	(9,876)	(13,806)
Proceeds from sale of loans	10,750	15,768
Other real estate owned valuation adjustments	471	—
Net change in:		
Accrued interest receivable	570	1,178
Earnings on bank owned life insurance	(236)	(355)
Other assets	3,749	2,380
Accrued interest payable and other liabilities	(583)	(1,462)
Net cash from operating activities	9,704	14,740
Cash flows from investing activities		
Securities		
Proceeds from maturities	25,422	22,424
Proceeds from principal repayments	10,571	15,413
Purchases of securities	(42,351)	(26,659)
Loans receivable		
Principal payments on loans receivable	345,906	394,621
Purchases of loans	—	(3,190)
Originated for investment	(353,764)	(255,751)
Proceeds from sale of loans	2,868	—
Proceeds of redemption of Federal Home Loan Bank of Chicago stock	2,344	7,279
Proceeds from sale of other real estate owned	7,542	9,872
Purchase of premises and equipment, net	(24)	(1,885)
Net cash from (used in) investing activities	(1,486)	162,124

Continued

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) - Unaudited

	Nine Months Ended September	
	30,	
	2013	2012
Cash flows from financing activities		
Net change in deposits	\$(32,518	) \$(54,181
Net change in borrowings	(2,684	) (2,376
Net change in advance payments by borrowers for taxes and insurance	(4,880	) (3,649
Cash dividends paid on common stock	(422	) (633
Net cash used in financing activities	(40,504	) (60,839
Net change in cash and cash equivalents	(32,286	) 116,025
Beginning cash and cash equivalents	275,764	120,704
Ending cash and cash equivalents	\$243,478	\$236,729
Supplemental disclosures of cash flow information:		
Interest paid	\$2,849	\$3,432
Income taxes paid	—	—
Income taxes refunded	461	1,406
Loans transferred to other real estate owned	3,268	6,236

See accompanying notes to the consolidated financial statements.

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: BankFinancial Corporation, a Maryland corporation headquartered in Burr Ridge, Illinois, is the owner of all of the issued and outstanding capital stock of BankFinancial, F.S.B. (the "Bank").

Principles of Consolidation: The interim unaudited consolidated financial statements include the accounts of and transactions of BankFinancial Corporation, the Bank, and the Bank's wholly-owned subsidiaries, Financial Assurance Services, Inc. and BF Asset Recovery Corporation (collectively, "the Company"), and reflect all normal and recurring adjustments that are, in the opinion of management, considered necessary for a fair presentation of the financial condition and results of operations for the periods presented. All significant intercompany accounts and transactions have been eliminated. The results of operations for the three- and nine-month periods ended September 30, 2013 are not necessarily indicative of the results of operations that may be expected for the year ending December 31, 2013. Certain information and note disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission.

Use of Estimates: To prepare financial statements in conformity with GAAP, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and future results could differ. The allowance for loan losses, mortgage servicing rights, deferred tax assets, goodwill, other intangible assets, stock-based compensation, impairment of securities and fair value of financial instruments are particularly subject to change and the effect of such change could be material to the financial statements.

Reclassifications: Certain reclassifications have been made in the prior period's financial statements to conform them to the current period's presentation.

These unaudited consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board ("FASB") issued an amendment to improve the reporting of reclassifications out of accumulated other comprehensive income. ASC Topic 220, "Comprehensive Income" amended prior guidance to improve the reporting of reclassifications out of accumulated other comprehensive income by requiring an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income if the amount reclassified is required under GAAP. The Company adopted this new authoritative guidance on January 1, 2013, and it did not have an impact on the Company's statements of operations and financial condition as the Company did not have any amounts reclassified during the three or nine month periods ended September 30, 2013 and 2012.

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 2 - EARNINGS PER SHARE

Amounts reported in earnings per share reflect earnings available to common stockholders for the period divided by the weighted average number of shares of common stock outstanding during the period, exclusive of unearned ESOP shares and unvested restricted stock shares. Stock options and restricted stock are regarded as potential common stock and are considered in the diluted earnings per share calculations to the extent that they would have a dilutive effect if converted to common stock.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Net income (loss) available to common stockholders	\$1,039	\$(5,222)	\$1,793	\$(2,087)
Average common shares outstanding	21,101,966	21,072,966	21,087,838	21,072,966
Less:				
Unearned ESOP shares	(1,028,158)	(1,157,974)	(1,072,180)	(1,198,988)
Unvested restricted stock shares	(25,750)	—	(13,277)	(2,610)
Weighted average common shares outstanding	20,048,058	19,914,992	20,002,381	19,871,368
Add - Net effect of dilutive stock options and unvested restricted stock	6,034	—	2,816	—
Diluted weighted average common shares outstanding	20,054,092	19,914,992	20,005,197	19,871,368
Basic earnings (loss) per common share	\$0.05	\$(0.26)	\$0.09	\$(0.11)
Diluted earnings (loss) per common share	\$0.05	\$(0.26)	\$0.09	\$(0.11)
Number of antidilutive stock options excluded from the diluted earnings per share calculation	—	141,000	—	141,000
Weighted average exercise price of anti-dilutive option shares	\$—	\$17.21	\$—	\$17.21

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 3 - SECURITIES

The fair value of securities and the related gross unrealized gains and losses recognized in accumulated other comprehensive income are shown below.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2013				
Certificates of deposit	\$34,533	\$—	\$—	\$34,533
Municipal securities	350	9	—	359
Equity mutual fund	500	5	—	505
Mortgage-backed securities - residential	28,864	1,273	(111)	) 30,026
Collateralized mortgage obligations - residential	17,983	38	(72)	) 17,949
SBA-guaranteed loan participation certificates	37	—	—	37
	\$82,267	\$1,325	\$(183)	) \$83,409
December 31, 2012				
Certificates of deposit	\$33,456	\$—	\$—	\$33,456
Municipal securities	350	19	—	369
Equity mutual fund	500	28	—	528
Mortgage-backed securities - residential	32,572	1,661	—	34,233
Collateralized mortgage obligations - residential	9,111	95	(2)	) 9,204
SBA-guaranteed loan participation certificates	42	—	—	42
	\$76,031	\$1,803	\$(2)	) \$77,832

Mortgage-backed securities and collateralized mortgage obligations reflected in the preceding table were issued by U.S. government-sponsored entities or agencies, Freddie Mac, Fannie Mae and Ginnie Mae, and are obligations which the government has affirmed its commitment to support. All securities reflected in the preceding table were classified as available-for-sale at September 30, 2013 and December 31, 2012.

The amortized cost and fair values of securities by contractual maturity are shown below. Securities not due at a single maturity date are shown separately. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	September 30, 2013	
	Amortized Cost	Fair Value
Due in one year or less	\$34,703	\$34,704
Due after one year through five years	180	188
	34,883	34,892
Equity mutual fund	500	505
Mortgage-backed securities - residential	28,864	30,026
Collateralized mortgage obligations - residential	17,983	17,949
SBA-guaranteed loan participation certificates	37	37
	\$82,267	\$83,409

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 3 - SECURITIES (continued)

Securities with unrealized losses not recognized in income are as follows:

	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Loss	Value	Loss	Value	Loss
September 30, 2013						
Mortgage-backed securities - residential	\$3,004	\$(111)	\$—	\$—	\$3,004	\$(111)
Collateralized mortgage obligations - residential	11,881	(72)	—	—	11,881	(72)
	\$14,885	\$(183)	\$—	\$—	\$14,885	\$(183)
December 31, 2012						
Collateralized mortgage obligations - residential	\$—	\$—	\$1,956	\$(2)	\$1,956	\$(2)

The Company evaluates marketable investment securities with significant declines in fair value on a quarterly basis to determine whether they should be considered other-than-temporarily impaired under current accounting guidance, which generally provides that if a marketable security is in an unrealized loss position, whether due to general market conditions or industry or issuer-specific factors, the holder of the securities must assess whether the impairment is other-than-temporary.

Certain residential mortgage-backed securities and a collateralized mortgage obligation that the Company holds in its investment portfolio remained in an unrealized loss position at September 30, 2013, but the unrealized losses were not considered significant under the Company's impairment testing methodology. In addition, the Company does not intend to sell these securities, and it is likely that the Company will not be required to sell these securities before their anticipated recovery occurs.

There were no sales of securities during the three and nine months ended September 30, 2013 or 2012.

NOTE 4 - LOANS RECEIVABLE

Loans receivable are as follows:

	September 30, 2013	December 31, 2012
One-to-four family residential real estate loans	\$204,205	\$218,596
Multi-family mortgage loans	375,786	352,019
Nonresidential real estate loans	246,524	264,672
Construction and land loans	6,429	8,552
Commercial loans	52,978	61,388
Commercial leases	161,822	139,783
Consumer loans	2,561	2,745
Total loans	1,050,305	1,047,755
Net deferred loan origination costs	902	745
Allowance for loan losses	(15,876)	(18,035)
Loans, net	\$1,035,331	\$1,030,465

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE

The following tables present the balance in the allowance for loan losses and the loans receivable by portfolio segment and based on impairment method:

	Allowance for loan losses				Loan Balances			
	Individually evaluated for impairment	Purchased impaired loans	Collectively evaluated for impairment	Total	Individually evaluated for impairment	Purchased impaired loans	Collectively evaluated for impairment	Total
September 30, 2013								
One-to-four family residential real estate loans	\$41	\$1	\$ 3,804	\$3,846	\$4,952	\$405	\$198,848	\$204,205
Multi-family mortgage loans	469	—	4,406	4,875	12,248	—	363,538	375,786
Nonresidential real estate loans	224	—	4,569	4,793	5,358	1,611	239,555	246,524
Construction and land loans	37	—	561	598	1,021	—	5,408	6,429
Commercial loans	29	—	910	939	272	22	52,684	52,978
Commercial leases	—	—	728	728	—	—	161,822	161,822
Consumer loans	—	—	97	97	—	—	2,561	2,561
	\$800	\$1	\$ 15,075	\$15,876	\$23,851	\$2,038	\$1,024,416	1,050,305
Net deferred loan origination costs								902
Allowance for loan losses								(15,876)
Loans, net								\$1,035,331
	Allowance for loan losses				Loan Balances			
	Individually evaluated for impairment	Purchased impaired loans	Collectively evaluated for impairment	Total	Individually evaluated for impairment	Purchased impaired loans	Collectively evaluated for impairment	Total
December 31, 2012								
One-to-four family residential real estate loans	\$137	\$5	\$ 4,584	\$4,726	\$5,256	\$380	\$212,960	\$218,596
Multi-family mortgage loans	729	—	3,851	4,580	4,801	—	347,218	352,019
Nonresidential real estate loans	401	8	5,136	5,545	11,918	2,568	250,186	264,672
Construction and land loans	294	96	641	1,031	2,210	1,021	5,321	8,552
Commercial loans	23	1	1,300	1,324	256	20	61,112	61,388
Commercial leases	—	—	666	666	—	—	139,783	139,783
Consumer loans	—	—	163	163	—	—	2,745	2,745
	\$1,584	\$110	\$ 16,341	\$18,035	\$24,441	\$3,989	\$1,019,325	1,047,755

Net deferred loan origination costs	745
Allowance for loan losses	(18,035)
Loans, net	\$1,030,465

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

Activity in the allowance for loan losses are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Beginning balance	\$17,097	\$30,878	\$18,035	\$31,726
Loans charged offs:				
One-to-four family residential real estate loans	(528)	(3,145)	(1,073)	(4,408)
Multi-family mortgage loans	(902)	(2,159)	(1,512)	(2,848)
Nonresidential real estate loans	(138)	(5,435)	(370)	(8,070)
Construction and land loans	(16)	(806)	(943)	(1,038)
Commercial loans	(131)	(3,536)	(363)	(3,705)
Commercial leases	—	(68)	—	(68)
Consumer loans	(38)	(72)	(50)	(95)
	(1,753)	(15,221)	(4,311)	(20,232)
Recoveries:				
One-to-four family residential real estate loans	108	7	435	192
Multi-family mortgage loans	3	11	219	491
Nonresidential real estate loans	329	7	451	322
Construction and land loans	193	6	196	248
Commercial loans	335	421	356	610
Consumer loans	1	26	4	37
	969	478	1,661	1,900
Net charge-off	(784)	(14,743)	(2,650)	(18,332)
Provision (recovery) for loan losses	(437)	4,453	491	7,194
Ending balance	\$15,876	\$20,588	\$15,876	\$20,588
Impaired loans				

Several of the following disclosures are presented by “recorded investment,” which the FASB defines as “the amount of the investment in a loan, which is not net of a valuation allowance, but which does reflect any direct write-down of the investment.” The following represents the components of recorded investment:

Loan principal balance
 Less unapplied payments
 Plus negative unapplied balance
 Less escrow balance
 Plus negative escrow balance
 Plus unamortized net deferred loan costs
 Less unamortized net deferred loan fees
 Plus unamortized premium
 Less unamortized discount
 Less previous charge-offs
 Plus recorded accrued interest
 Less reserve for uncollected interest
 = Recorded investment

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

The following tables present loans individually evaluated for impairment by class of loans, excluding purchased impaired loans:

					Three months ended September 30, 2013		Nine months ended September 30, 2013	
	Loan Balance	Recorded Investment	Partial Charge-off	Allowance for Loan Losses Allocated	Average Investment in Impaired Loans	Interest Income Recognized	Average Investment in Impaired Loans	Interest Income Recognized
September 30, 2013								
With no related allowance recorded:								
One-to-four family residential real estate loans	\$5,157	\$ 3,903	\$ 1,219	\$ —	\$3,780	\$ 12	\$3,774	\$ 38
One-to-four family residential real estate loans - non-owner occupied	614	543	40	—	688	—	576	—
Multi-family mortgage loans	8,405	7,464	823	—	7,735	20	5,903	82
Wholesale commercial lending	990	996	—	—	996	—	398	11
Nonresidential real estate loans	3,708	3,113	113	—	3,389	1	4,212	11
Land loans	307	294	8	—	230	—	188	—
Commercial loans - secured	—	—	—	—	131	—	85	—
Commercial loans - unsecured	—	—	—	—	39	—	47	—
	19,181	16,313	2,203	—	16,988	33	15,183	142
With an allowance recorded:								
One-to-four family residential real estate loans - non-owner occupied	572	501	61	41	470	—	381	2
Multi-family mortgage loans	4,089	2,766	1,300	373	2,999	8	2,882	88
Wholesale commercial lending	1,038	982	47	96	740	2	493	21
Nonresidential real estate loans	2,611	2,223	299	224	2,494	1	2,464	5
Land loans	922	724	197	37	1,117	—	1,488	—
Commercial loans - secured	462	273	190	29	223	—	344	1
	9,694	7,469	2,094	800	8,043	11	8,052	117
Total	\$28,875	\$ 23,782	\$ 4,297	\$ 800	\$25,031	\$ 44	\$23,235	\$ 259

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

	Loan Balance	Recorded Investment	Partial Charge-off	Allowance for Loan Losses Allocated	Average Investment in Impaired Loans	Interest Income Recognized
December 31, 2012						
With no related allowance recorded:						
One-to-four family residential real estate loans	\$5,250	\$ 4,216	\$ 1,027	\$ —	\$ 2,814	\$ 149
One-to-four family residential real estate loans - non-owner occupied	567	534	34	—	4,322	90
Multi-family mortgage loans	2,959	2,106	819	—	9,303	189
Nonresidential real estate loans	11,850	9,220	2,490	—	6,218	347
Land loans	—	—	—	—	409	—
Commercial loans - secured	—	—	—	—	137	—
Commercial loans - other	529	52	477	—	25	21
Non-rated commercial leases	—	—	—	—	23	3
	21,155	16,128	4,847	—	23,251	799
With an allowance recorded:						
One-to-four family residential real estate loans	—	—	—	—	2,500	—
One-to-four family residential real estate loans - non-owner occupied	626	499	128	137	1,996	13
Multi-family mortgage loans	3,182	2,645	521	729	6,562	20
Nonresidential real estate loans	2,825	2,549	266	401	21,077	20
Land loans	3,812	2,210	1,602	294	2,933	113
Commercial loans - secured	386	204	182	23	1,849	—
Commercial loans - unsecured	—	—	—	—	267	—
Non-rated commercial leases	—	—	—	—	36	—
Consumer loans	—	—	—	—	2	—
	10,831	8,107	2,699	1,584	37,222	166
Total	\$31,986	\$ 24,235	\$ 7,546	\$ 1,584	\$ 60,473	\$ 965

Purchased Impaired Loans

As a result of its acquisition of Downers Grove National Bank, the Company holds purchased loans for which there was evidence of deterioration of credit quality since origination and for which it was probable that all contractually required payments would not be collected as of the date of the acquisition. The carrying amount of these purchased impaired loans are as follows:

	September 30, 2013	December 31, 2012
One-to-four family residential real estate loans	\$405	\$380
Nonresidential real estate loans	1,611	2,568
Land loans	—	1,021
Commercial loans	22	20
Outstanding balance	\$2,038	\$3,989
Carrying amount, net of allowance (\$1 at September 30, 2013, \$110 at December 31, 2012)	\$2,037	\$3,879

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

Accretable yield, or income expected to be collected, related to purchased impaired loans are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Beginning balance	\$100	\$832	\$196	\$2,270
New loans purchased	—	—	—	—
Disposals	—	249	—	771
Reclassifications from nonaccretable difference	(2	) —	1	—
Accretion of income	48	179	147	1,095
Ending balance	\$50	\$404	\$50	\$404

For the above purchased impaired loans, the Company decreased the allowance for loan losses by \$51,000 for the three months ended September 30, 2013 and \$109,000 for the nine months ended September 30, 2013. The allowance for loan losses was decreased for the above purchased impaired loans by \$5,000 for the three months ended September 30, 2012 and was increased by \$219,000 during the nine months ended September 30, 2012.

Purchased impaired loans for which it was probable at the date of acquisition that all contractually required payments would not be collected are as follows:

	September 30,	December 31,
	2013	2012
Contractually required payments receivable of loans purchased:		
One-to-four family residential real estate loans	\$1,143	\$1,143
Nonresidential real estate loans	1,999	3,884
Land loans	—	1,600
Commercial loans	222	597
	\$3,364	\$7,224

At acquisition, cash flows expected to be collected were \$18.8 million, compared to the fair value of purchased impaired loans of \$15.4 million.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

Nonaccrual loans

The following tables present the recorded investment in nonaccrual loans and loans past due over 90 days still on accrual by class of loans, excluding purchased impaired loans:

	Loan Balance	Recorded Investment	Loans Past Due Over 90 Days, Still Accruing
September 30, 2013			
One-to-four family residential real estate loans	\$5,428	\$4,168	\$—
One-to-four family residential real estate loans – non owner occupied	1,372	1,230	89
Multi-family mortgage loans	12,196	9,935	235
Wholesale commercial lending	2,029	1,978	—
Nonresidential real estate loans	7,292	5,335	431
Land loans	1,229	1,018	119
Commercial loans – secured	461	272	5
Commercial loans – unsecured	—	—	86
Consumer loans	2	2	—
	\$30,009	\$23,938	\$965
December 31, 2012			
One-to-four family residential real estate loans	\$7,286	\$6,154	\$70
One-to-four family residential real estate loans – non owner occupied	1,420	1,145	—
Multi-family mortgage loans	5,246	3,517	242
Nonresidential real estate loans	12,249	8,985	—
Land loans	3,817	2,210	—
Commercial loans – secured	386	204	—
Commercial loans – unsecured	552	52	17
	\$30,956	\$22,267	\$329

Nonaccrual loans and impaired loans are defined differently. Some loans may be included in both categories, and some may only be included in one category. Nonaccrual loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

The Company's reserve for uncollected loan interest was \$1.3 million and \$942,000 at September 30, 2013 and December 31, 2012, respectively. Except for purchased impaired loans, when a loan is on non-accrual status and the ultimate collectability of the total principal of an impaired loan is in doubt, all payments are applied to principal under the cost recovery method. Alternatively, when a loan is on non-accrual status but there is doubt concerning only the ultimate collectability of interest, contractual interest is credited to interest income only when received, under the cash basis method pursuant to the provisions of FASB ASC 310-10, as applicable. In all cases, the average balances are calculated based on the month-end balances of the financing receivables within the period reported pursuant to the provisions of FASB ASC 310-10, as applicable.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

Past Due Loans

The following tables present the aging of the recorded investment of loans at September 30, 2013 by class of loans:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
One-to-four family residential real estate loans	\$1,034	\$212	\$3,205	\$4,451	\$143,459	\$147,910
One-to-four family residential real estate loans - non-owner occupied	85	172	1,015	1,272	54,770	56,042
Multi-family mortgage loans	—	1,621	9,364	10,985	292,774	303,759
Wholesale commercial lending	—	—	1,643	1,643	68,798	70,441
Nonresidential real estate loans	2,759	400	5,513	8,672	235,174	243,846
Construction loans	—	—	—	—	1,390	1,390
Land loans	—	—	1,137	1,137	3,898	5,035
Commercial loans:						
Secured	84	17	277	378	17,821	18,199
Unsecured	—	—	84	84	3,480	3,564
Municipal loans	—	—	—	—	4,222	4,222
Warehouse lines	—	—	—	—	3,767	3,767
Health care	—	—	—	—	17,176	17,176
Other	—	—	—	—	6,198	6,198
Commercial leases:						
Investment rated commercial leases	—	—	—	—	122,138	122,138
Below investment grade	—	—	—	—	8,809	8,809
Non-rated	—	—	—	—	28,905	28,905
Lease pools	—	—	—	—	2,934	2,934
Consumer loans	3	—	2	5	2,566	2,571
	\$3,965	\$2,422	\$22,240	\$28,627	\$1,018,279	\$1,046,906
	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
Purchased impaired loans						
One-to-four family residential real estate loans - non-owner occupied	\$—	\$—	\$405	\$405	\$—	\$405
Nonresidential real estate loans	—	—	163	163	1,446	1,609
Commercial loans – secured	—	—	22	22	—	22
	\$—	\$—	\$590	\$590	\$1,446	\$2,036

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

The following tables present the aging of the recorded investment of loans at December 31, 2012 by class of loans:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
One-to-four family residential real estate loans	\$1,584	\$778	\$4,463	\$6,825	\$153,279	\$160,104
One-to-four family residential real estate loans - non-owner occupied	855	579	249	1,683	55,906	57,589
Multi-family mortgage loans	5,393	3,049	3,218	11,660	291,103	302,763
Wholesale commercial lending	1,481	—	—	1,481	44,342	45,823
Nonresidential real estate loans	863	398	5,508	6,769	252,368	259,137
Land loans	702	1,220	630	2,552	4,956	7,508
Commercial loans:						
Secured	659	3	204	866	22,336	23,202
Unsecured	81	78	16	175	5,774	5,949
Municipal loans	—	—	—	—	4,752	4,752
Warehouse lines	—	—	—	—	2,989	2,989
Health care	—	—	—	—	17,601	17,601
Other	—	—	—	—	6,977	6,977
Commercial leases:						
Investment rated commercial leases	—	—	—	—	102,724	102,724
Below investment grade	—	—	—	—	9,294	9,294
Non-rated	—	—	—	—	25,657	25,657
Lease pools	—	—	—	—	3,028	3,028
Consumer loans	15	—	—	15	2,741	2,756
	\$11,633	\$6,105	\$14,288	\$32,026	\$1,005,827	\$1,037,853
	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
Purchased impaired loans						
One-to-four family residential real estate loans - non-owner occupied	\$327	\$—	\$53	\$380	\$—	\$380
Nonresidential real estate loans	—	—	1,125	1,125	1,443	2,568
Land loans	—	—	1,021	1,021	—	1,021
Commercial loans – secured	—	—	20	20	—	20
	\$327	\$—	\$2,219	\$2,546	\$1,443	\$3,989

Troubled Debt Restructurings

The Company evaluates loan extensions or modifications in accordance with FASB ASC 310-40 with respect to the classification of the loan as a TDR. In general, if the Company grants a loan extension or modification to a borrower for other than an insignificant period of time that includes a below-market interest rate, principal forgiveness, payment forbearance or other concession intended to minimize the economic loss to the Company, the loan extension or loan

modification is classified as a TDR. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal then due and payable, management measures any impairment on the restructured loan in the same manner as for impaired loans as noted above.

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

The Company had \$5.3 million of TDRs at September 30, 2013, compared to \$11.2 million at December 31, 2012, with \$94,000 in specific valuation reserves allocated to those loans at September 30, 2013 and \$318,000 in specific valuation reserves allocated at December 31, 2012. The Company had no outstanding commitments to borrowers whose loans were classified as TDRs at either date.

The following table presents loans classified as TDRs:

	September 30, 2013	December 31, 2012
One-to-four family residential real estate	\$3,040	\$2,802
Multi-family mortgage	1,169	1,201
Nonresidential real estate	—	5,189
Troubled debt restructured loans – accrual loans	4,209	9,192
One-to-four family residential real estate	617	767
Multi-family mortgage	449	938
Nonresidential real estate	—	270
Troubled debt restructured loans – nonaccrual loans	1,066	1,975
Total troubled debt restructured loans	\$5,275	\$11,167

Periodically, the Company will restructure a note into two separate notes (A/B structure), charging off the entire B portion of the note. The A note is structured with appropriate loan-to-value and cash flow coverage ratios that provide for a high likelihood of repayment. The A note is classified as a non-performing note until the borrower has displayed a historical payment performance for a reasonable time prior to and subsequent to the restructuring. A period of sustained repayment for at least six months generally is required to return the A note to accrual status provided that management has determined that the performance is reasonably expected to continue. The A note will be classified as a restructured note (either performing or nonperforming) through the calendar year of the restructuring that the historical payment performance has been established. These notes will be no longer included in the above tables as a TDR in the subsequent calendar year.

During the three and nine months ending September 30, 2013 and 2012, the terms of certain loans were modified and classified as TDRs. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan. The following tables present TDR activity:

	Three Months Ended September 30,			2012		
	2013			2012		
	Number of loans	Pre- Modification outstanding recorded investment	Post- Modification outstanding recorded investment	Number of loans	Pre- Modification outstanding recorded investment	Post- Modification outstanding recorded investment
One-to-four family residential real estate	—	\$ —	\$ —	17	\$ 1,441	\$ 1,441
		Due to reduction in interest rate	Due to extension of maturity date		Due to permanent reduction in recorded investment	Total

For the Three Months ended September 30, 2012

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One-to-four family residential real estate	\$—	\$ 1,441	\$—	\$ 1,441
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The TDRs described above had no impact on interest income, resulted in no change to the allowance for loan losses and resulted in no charge-offs for the three months ended September 30, 2013 and 2012.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

	Nine Months Ended September 30, 2013		2012			
	Number of loans	Pre- Modification outstanding recorded investment	Post- Modification outstanding recorded investment	Number of loans	Pre- Modification outstanding recorded investment	Post- Modification outstanding recorded investment
One-to-four family residential real estate	3	\$ 950	\$ 950	24	\$ 2,100	\$ 2,100
Multi-family mortgage	—	—	—	1	700	500
Total	3	\$ 950	\$ 950	25	\$ 2,800	\$ 2,600
		Due to reduction in interest rate	Due to extension of maturity date		Due to permanent reduction in recorded investment	Total
For the Nine Months Ended September 30, 2013						
One-to-four family residential real estate		\$—	\$950		\$—	\$950
Total		\$—	\$950		\$—	\$950
For the Nine Months Ended September 30, 2012						
One-to-four family residential real estate		\$504	\$1,596		\$—	\$2,100
Multi-family mortgage		—	—		500	500
Total		\$504	\$1,596		\$500	\$2,600

For the nine months ended September 30, 2013 the TDRs described above had no impact on interest income, resulted in no change to the allowance for loan losses and resulted in no charge-offs. For the nine months ended September 30, 2012 the TDRs had no impact on interest income, but increased the allowance for loan losses by \$198,000 and resulted in charge-offs of \$470,000.

The following table presents TDRs for which there was a payment default during the nine months ended September 30, 2013 and 2012 within twelve months following the modification.

	2013		2012	
	Number of loans	Recorded investment	Number of loans	Recorded investment
One-to-four family residential real estate	—	\$—	5	\$864
Nonresidential real estate	—	—	4	3,308
Total	—	\$—	9	\$4,172

A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms. TDRs that subsequently defaulted increased the allowance for loan losses by \$1.1 million during the nine months ending September 30, 2012.

The terms of certain other loans were modified during the three and nine months ending September 30, 2013 and 2012 that did not meet the definition of a TDR. These loans had a total recorded investment of \$1.1 million and \$328,000 at September 30, 2013 and 2012. The modification of these loans involved either a modification of the terms of a loan to borrowers who were not experiencing financial difficulties or a delay in a payment that was considered to be insignificant.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the

modification. This evaluation is performed under the Company's internal underwriting policy.

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(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

Credit Quality Indicators

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt, including current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans based on credit risk. This analysis includes non-homogeneous loans, such as commercial and commercial real estate loans. This analysis is performed on a monthly basis. The Company uses the following definitions for risk ratings:

Special Mention. A Special Mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. Special Mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

Substandard/Performing. Loans categorized as Substandard/Performing continue to accrue interest, but exhibit a well-defined weakness or weaknesses that may jeopardize the liquidation of the debt. The loans continue to accrue interest because they are well secured and collection of principal and interest is expected within a reasonable time. The risk rating guidance published by the Office of the Comptroller of the Currency clarifies that a loan with a well-defined weakness does not have to present a probability of default for the loan to be rated Substandard, and that an individual loan's loss potential does not have to be distinct for the loan to be rated Substandard.

Nonaccrual. An asset classified Nonaccrual has all the weaknesses inherent in one classified Substandard/Performing 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.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered "Pass" rated loans.

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(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

As of September 30, 2013, based on the most recent analysis performed, the risk category of loans by class of loans are as follows:

	Pass	Special Mention	Substandard/Performing	Nonaccrual	Total
One-to-four family residential real estate loans	\$ 143,054	\$ 325	\$ 969	\$ 3,386	\$ 147,734
One-to-four family residential real estate loans - non-owner occupied	54,206	—	628	1,637	56,471
Multi-family mortgage loans	281,964	7,472	5,262	10,310	305,008
Wholesale commercial lending	64,659	2,706	1,766	1,647	70,778
Nonresidential real estate loans	213,221	10,908	15,427	6,968	246,524
Construction loans	1,388	—	—	—	1,388
Land loans	2,958	—	1,062	1,021	5,041
Commercial loans:					
Secured	17,761	—	97	294	18,152
Unsecured	2,305	284	964	—	3,553
Municipal loans	4,192	—	—	—	4,192
Warehouse lines	3,747	—	—	—	3,747
Health care	17,159	—	—	—	17,159
Other	6,175	—	—	—	6,175
Commercial leases:					
Investment rated commercial leases	121,439	—	—	—	121,439
Below investment grade	8,739	—	—	—	8,739
Non-rated	28,722	—	—	—	28,722
Lease pools	2,922	—	—	—	2,922
Consumer loans	2,559	—	—	2	2,561
Total	\$ 977,170	\$ 21,695	\$ 26,175	\$ 25,265	\$ 1,050,305

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 4 - LOANS RECEIVABLE (continued)

As of December 31, 2012, based on the most recent analysis performed, the risk category of loans by class of loans are as follows:

	Pass	Special Mention	Substandard/Performing Nonaccrual	Total	
One-to-four family residential real estate loans	\$152,711	\$—	\$ 1,428	\$6,158	\$160,297
One-to-four family residential real estate loans - non-owner occupied	51,849	1,486	3,440	1,524	58,299
Multi-family mortgage loans	275,338	6,139	21,128	3,559	306,164
Wholesale commercial lending	44,074	—	1,781	—	45,855
Nonresidential real estate loans	199,802	30,898	22,345	11,627	264,672
Construction loans	—	—	—	—	—
Land loans	2,769	158	2,394	3,231	8,552
Commercial loans:					
Secured	19,579	2,418	988	225	23,210
Unsecured	4,061	323	1,497	52	5,933
Municipal loans	4,751	—	—	—	4,751
Warehouse lines	2,971	—	—	—	2,971
Health care	17,566	—	—	—	17,566
Other	6,957	—	—	—	6,957
Commercial leases:					
Investment rated commercial leases	102,101	—	—	—	102,101
Below investment grade	9,205	—	—	—	9,205
Non-rated	25,466	—	—	—	25,466
Lease pools	3,011	—	—	—	3,011
Consumer loans	2,742	—	3	—	2,745
Total	\$924,953	\$41,422	\$ 55,004	\$26,376	\$1,047,755

NOTE 5 – FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 – Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Securities: The fair values of marketable equity securities are generally determined by quoted prices, in active markets, for each specific security (Level 1). If Level 1 measurement inputs are not available for a marketable equity security, we determine its fair value based on the quoted price of a similar security traded in an active market (Level 2). The fair values of debt securities are generally determined by matrix pricing, which is a mathematical technique

widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2).

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(Table amounts in thousands, except share and per share data)

NOTE 5 - FAIR VALUE (continued)

Loans Held for Sale: Loans held for sale are carried at the lower of cost or fair value, which is evaluated on a pool-level basis. The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors (Level 2).

Impaired Loans: At the time a loan is considered impaired, management measures impairment in accordance with ASC Topic 310. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Impaired loans carried at fair value generally require a partial charge-off and a specific valuation allowance for loan losses. For collateral dependent loans, fair value is commonly based on recent real estate appraisals. These real estate appraisals may include up to three approaches to value: the sales comparison approach, the income approach (for income-producing property) and the cost approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available, if applicable. Such adjustments may be significant and typically result in a Level 3 classification of the inputs for determining fair value. In addition, a discount is typically applied to account for sales and holding expenses. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. The method utilized to estimate the fair value of loans does not necessarily represent an exit price.

Other Real Estate Owned: Assets acquired through foreclosure or transfers in lieu of foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals. Although the fair value of the property normally will be based on an appraisal (or other evaluation), the valuation should be consistent with the price that a market participant will pay to purchase the property at the measurement date. Circumstances may exist that indicate that the appraised value is not an accurate measurement of the property's current fair value. Examples of such circumstances include changed economic conditions since the last appraisal, stale appraisals, or imprecision and subjectivity in the appraisal process (i.e., actual sales for less than the appraised amount). Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Mortgage Servicing Rights: On a quarterly basis, loan servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. The fair values of mortgage servicing rights are based on a valuation model that calculates the present value of estimated net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 3).

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 5 - FAIR VALUE (continued)

The following table sets forth the Company's financial assets that were accounted for at fair value and are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair Value Measurements Using			Fair Value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
September 30, 2013				
Securities:				
Certificates of deposit	\$—	\$34,533	\$—	\$34,533
Municipal securities	—	359	—	359
Equity mutual fund	505	—	—	505
Mortgage-backed securities – residential	—	30,026	—	30,026
Collateralized mortgage obligations – residential	—	17,949	—	17,949
SBA-guaranteed loan participation certificates	—	37	—	37
	\$505	\$82,904	\$—	\$83,409
December 31, 2012				
Securities:				
Certificates of deposit	\$—	\$33,456	\$—	\$33,456
Municipal securities	—	369	—	369
Equity mutual fund	528	—	—	528
Mortgage-backed securities - residential	—	34,233	—	34,233
Collateralized mortgage obligations – residential	—	9,204	—	9,204
SBA-guaranteed loan participation certificates	—	42	—	42
	\$528	\$77,304	\$—	\$77,832

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 5 - FAIR VALUE (continued)

The following table sets forth the Company's assets that were measured at fair value on a non-recurring basis:

	Fair Value Measurement Using			Fair Value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
September 30, 2013				
Impaired loans:				
One-to-four family residential real estate loans	\$—	\$—	\$512	\$512
Multi-family mortgage loans	—	—	3,279	3,279
Nonresidential real estate loans	—	—	1,999	1,999
Construction and land loans	—	—	687	687
Commercial loans	—	—	244	244
	\$—	\$—	\$6,721	\$6,721
Other real estate owned:				
One-to-four family residential real estate loans	\$—	\$—	\$713	\$713
Nonresidential real estate	—	—	946	946
Land	—	—	2,509	2,509
	\$—	\$—	\$4,168	\$4,168
Mortgage servicing rights	\$—	\$—	\$185	\$185
December 31, 2012				
Impaired loans:				
One-to-four family residential real estate loans	\$—	\$—	\$410	\$410
Multi-family mortgage loans	—	—	1,916	1,916
Nonresidential real estate loans	—	—	3,102	3,102
Construction and land loans	—	—	2,841	2,841
Commercial loans	—	—	181	181
	\$—	\$—	\$8,450	\$8,450
Other real estate owned:				
One-to-four family residential real estate loans	\$—	\$—	\$1,503	\$1,503
Multi-family mortgage	—	—	720	720
Nonresidential real estate	—	—	3,649	3,649
Land	—	—	3,496	3,496
	\$—	\$—	\$9,368	\$9,368
Mortgage servicing rights	\$—	\$—	\$208	\$208

Impaired loans, including purchased impaired loans, which are measured for impairment using the fair value of the collateral for collateral-dependent loans, with specific valuation allowances, had a carrying amount of \$7.5 million, with a valuation allowance of \$801,000 at September 30, 2013, compared to \$10.0 million, with a valuation allowance of \$1.2 million at June 30, 2013, and \$10.1 million and a valuation allowance of \$1.7 million at December 31, 2012, which had the effect of decreasing the provision for loan losses by \$448,000 for the three months ended September 30, 2013 and \$893,000 for the nine months ended September 30, 2013.

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 5 - FAIR VALUE (continued)

The following table presents quantitative information, based on certain empirical data with respect to Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at September 30, 2013:

	Fair Value	Valuation Technique(s)	Significant Unobservable Input(s)	Range (Weighted Average)
Impaired loans:				
One-to-four family residential real estate loans	\$ 512	Sales comparison	Discount applied to valuation	6%-98% (69%)
Multi-family mortgage loans	3,279	Sales comparison	Comparison between sales and income approaches	9%-98% (46%)
		Income approach	Cap Rate	6.7% to 12% (7.64%)
Nonresidential real estate loans	1,999	Sales comparison	Comparison between sales and income approaches	3%-99% (57%)
		Income approach	Cap Rate	9.25% (9.25%)
Construction and land loans	687	Sales comparison	Discount applied to valuation	10%-93% (59%)
Commercial loans	244	Sales comparison	Discount applied to valuation	10%-91% (75%)
Impaired loans	\$ 6,721			
Other real estate owned:				
One-to-four family residential real estate	\$ 713	Sales comparison	Discount applied to valuation	7%-34% (18%)
Nonresidential real estate	946	Sales comparison	Comparison between sales and income approaches	7%-29% (16%)
Land	2,509	Sales comparison	Discount applied to valuation	7% (7%)
Other real estate owned	\$ 4,168			
Mortgage servicing rights	\$ 185	Third party valuation	Present value of future servicing income based	11.5 % - 22.9% (15.34%)

Third party valuation	on prepayment speeds Present value of future servicing income based on default rates	12%
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The carrying amount and estimated fair value of financial instruments are as follows:

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 5 - FAIR VALUE (continued)

	Carrying Amount	Fair Value Measurements at September 30, 2013 Using:			Total
		Level 1	Level 2	Level 3	
Financial assets					
Cash and cash equivalents	\$ 243,478	\$ 18,068	\$ 225,410	\$—	\$ 243,478
Securities	83,409	505	82,904	—	83,409
Loans held for sale	15	—	15	—	15
Loans receivable, net of allowance for loan losses	1,035,331	—	992,939	6,721	999,660
FHLBC stock	6,068	—	—	—	N/A
Accrued interest receivable	3,576	—	3,576	—	3,576
Financial liabilities					
Noninterest-bearing demand deposits	\$(133,094)	\$—	\$(133,094)	\$—	\$(133,094)
Savings deposits	(146,685)	—	(146,685)	—	(146,685)
NOW and money market accounts	(690,797)	—	(690,797)	—	(690,797)
Certificates of deposit	(279,257)	—	(279,812)	—	(279,812)
Borrowings	(2,883)	—	(2,896)	—	(2,896)
Accrued interest payable	(119)	—	(119)	—	(119)
		Fair Value Measurements at December 31, 2012 Using:			
	Carrying Amount	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	\$275,764	\$20,361	\$255,403	\$—	\$275,764
Securities	77,832	528	77,304	—	77,832
Loans held for sale	2,166	—	2,166	—	2,166
Loans receivable, net of allowance for loan losses	1,030,465	—	1,017,637	8,450	1,026,087
FHLBC stock	8,412	—	—	—	N/A
Accrued interest receivable	4,146	—	4,146	—	4,146
Financial liabilities					
Noninterest-bearing demand deposits	\$(134,597)	\$—	\$(134,597)	\$—	\$(134,597)
Savings deposits	(144,726)	—	(144,726)	—	(144,726)
NOW and money market accounts	(697,775)	—	(697,775)	—	(697,775)
Certificates of deposit	(305,253)	—	(306,859)	—	(306,859)
Borrowings	(5,567)	—	(5,608)	—	(5,608)
Accrued interest payable	(157)	—	(157)	—	(157)

For purposes of the above, the following assumptions were used:

Cash and Cash Equivalents: The estimated fair values for cash and cash equivalents are based on their carrying value due to the short-term nature of these assets.

Loans: The estimated fair value for loans has been determined by calculating the present value of future cash flows based on the current rate the Company would charge for similar loans with similar maturities, applied for an estimated time period until the loan is assumed to be repriced or repaid. The estimated fair values of loans held for sale are based on quoted market prices.

FHLBC Stock: It is not practicable to determine the fair value of FHLBC stock due to the restrictions placed on its transferability.

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BANKFINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

NOTE 5 - FAIR VALUE (continued)

Deposit Liabilities: The estimated fair value for certificates of deposit has been determined by calculating the present value of future cash flows based on estimates of rates the Company would pay on such deposits, applied for the time period until maturity. The estimated fair values of noninterest-bearing demand, NOW, money market, and savings deposits are assumed to approximate their carrying values as management establishes rates on these deposits at a level that approximates the local market area. Additionally, these deposits can be withdrawn on demand.

Borrowings: The estimated fair values of advances from the FHLBC and notes payable are based on current market rates for similar financing. The estimated fair value of securities sold under agreements to repurchase is assumed to equal its carrying value due to the short-term nature of the liability.

Accrued Interest: The estimated fair values of accrued interest receivable and payable are assumed to equal their carrying value.

Off-Balance-Sheet Instruments: Off-balance-sheet items consist principally of unfunded loan commitments, standby letters of credit, and unused lines of credit. The estimated fair values of unfunded loan commitments, standby letters of credit, and unused lines of credit are not material.

While the above estimates are based on management's judgment of the most appropriate factors, as of the balance sheet date, there is no assurance that the estimated fair values would have been realized if the assets were disposed of or the liabilities settled at that date, since market values may differ depending on the various circumstances. The estimated fair values would also not apply to subsequent dates.

In addition, other assets and liabilities that are not financial instruments, such as premises and equipment, are not included in the above disclosures.

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

Cautionary Statement Regarding Forward-Looking Information

Forward Looking Statements

This Quarterly Report on Form 10-Q contains, and other periodic and current reports, press releases and other public stockholder communications of BankFinancial Corporation may contain, forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, that involve significant risks and uncertainties. Forward-looking statements may include statements relating to our future plans, strategies and expectations, as well as our future revenues, earnings, losses, financial performance, financial condition, asset quality metrics and future prospects. Forward looking statements are generally identifiable by use of the words "believe," "may," "will," "should," "could," "expect," "estimate," "intend," "anticipate," "project," "plan," or similar expressions. Forward looking statements speak only as of the date made. They are frequently based on assumptions that may or may not materialize, and are subject to numerous uncertainties that could cause actual results to differ materially from those anticipated in the forward looking statements. We intend all forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for the purpose of invoking these safe harbor provisions.

Factors that could cause actual results to differ materially from the results anticipated or projected and which could materially and adversely affect our operating results, financial condition or future prospects include, but are not limited to: (i) the failure of the real estate market to recover or further declines in real estate values that adversely impact the value of our loan collateral and OREO, asset dispositions and the level of borrower equity in their investments; (ii) the persistence or worsening of adverse economic conditions in general and in the Chicago metropolitan area in particular, including high or increasing unemployment levels, that could result in increased delinquencies in our loan portfolio or a decline in the value of our investment securities and the collateral for our loans; (iii) results of supervisory monitoring or examinations by regulatory authorities, including the possibility that a regulatory authority could, among other things, require us to increase our allowance for loan losses or adversely

change our loan classifications, write-down assets, reduce credit concentrations or maintain specific capital levels; (iv) interest rate movements and their impact on customer behavior and our net interest margin; (v) less than anticipated loan growth due to a lack of demand for specific loan products, competitive pressures or a dearth of borrowers who meet our underwriting standards; (vi) changes, disruptions or illiquidity in national or global financial markets; (vii) the credit risks of lending activities, including risks that could cause changes in the level and direction of loan delinquencies and charge-offs or changes in estimates relating to the computation of our allowance for loan losses; (viii) monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and Federal Reserve Board; (ix) factors affecting our ability to access deposits or cost-effective funding, and the impact of competitors' pricing initiatives on our deposit products; (x) the impact of new legislation or regulatory changes, including the

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Dodd-Frank Act and Basel III, on our products, services, operations and operating expenses; (xi) higher federal deposit insurance premiums; (xii) higher than expected overhead, infrastructure and compliance costs; (xiii) changes in accounting principles, policies or guidelines; and (xiv) and our failure to achieve expected synergies and cost savings from acquisitions.

These risks and uncertainties, as well as the Risk Factors set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We do not undertake any obligation to update any forward-looking statement in the future, or to reflect circumstances and events that occur after the date on which the forward-looking statement was made.

Critical Accounting Policies

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the most critical accounting policies upon which our financial condition and results of operation depend, and which involve the most complex subjective decisions or assessments, are included in the discussion entitled "Critical Accounting Policies" in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and all amendments thereto, as filed with the Securities and Exchange Commission.

Overview

Loan origination activity continued to improve in the third quarter of 2013, especially in the residential loan, multi-family loan and commercial loan categories. Continued improvement in loan origination volumes remains essential to offsetting the ongoing effects of yield compression on our net interest income. Net loan payoffs increased in the third quarter of 2013 due to the reduction of lesser-quality loan balances.

Asset quality improved during the third quarter of 2013 due in part to our focus on accelerated resolution methodologies. In addition, we continued to reduce OREO balances at an acceptable rate with minimal impact to earnings and capital during the quarter.

Noninterest income remained stable in the third quarter of 2013 due to slightly higher deposit services fee income and higher insurance-related revenues.

Noninterest expense declined in the third quarter of 2013 despite the continuing impact of credit resolution expense. As the remainder of 2013 progresses, we expect that noninterest expense related to information technology expense and nonperforming assets management expense will begin to trend downward.

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SELECTED FINANCIAL DATA

The following summary information is derived from the consolidated financial statements of the Company. For additional information, reference is made to the Consolidated Financial Statements of the Company and related notes included elsewhere in this Quarterly Report.

	September 30, 2013	December 31, 2012	Change
(Dollars in thousands)			
Selected Financial Condition Data:			
Total assets	\$1,441,948	\$1,481,192	\$(39,244)
Loans, net	1,035,331	1,030,465	4,866
Loans held for sale	15	2,166	(2,151)
Securities, at fair value	83,409	77,832	5,577
Core deposit intangible	2,583	3,038	(455)
Deposits	1,249,833	1,282,351	(32,518)
Borrowings	2,883	5,567	(2,684)
Equity	174,311	172,890	1,421

	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
	2012	Change	2012	2012	Change	
(Dollars in thousands)						
Selected Operating Data:						
Interest and dividend income	\$12,107	\$14,468	\$(2,361)	\$37,096	\$46,926	\$(9,830)
Interest expense	882	1,036	(154)	2,811	3,388	(577)
Net interest income	11,225	13,432	(2,207)	34,285	43,538	(9,253)
Provision (recovery) for loan losses	(437)	4,453	(4,890)	491	7,194	(6,703)
Net interest income after provision (recovery) for loan losses	11,662	8,979	2,683	33,794	36,344	(2,550)
Noninterest income	1,539	1,831	(292)	5,914	5,081	833
Noninterest expense	12,162	16,032	(3,870)	37,915	43,512	(5,597)
Income (loss) before income tax expense	1,039	(5,222)	6,261	1,793	(2,087)	3,880
Income tax expense	—	—	—	—	—	—
Net income (loss)	\$1,039	\$(5,222)	\$6,261	\$1,793	\$(2,087)	\$3,880

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	Three Months Ended September 30,		Nine Months Ended September 30,			
	2013	2012	2013	2012		
Selected Financial Ratios and Other Data:						
Performance Ratios:						
Return on assets (ratio of net income (loss) to average total assets) ⁽¹⁾	0.29	% (1.39)	)% 0.16	% (0.18))%	
Return on equity (ratio of net income (loss) to average equity) ⁽¹⁾	2.38	(10.20))	1.37	(1.36))
Average equity to average assets	12.13	13.62	12.03	13.40		
Net interest rate spread ^{(1) (2)}	3.21	3.69	3.28	3.97		
Net interest margin ^{(1) (3)}	3.26	3.76	3.34	4.04		
Efficiency ratio ⁽⁴⁾	95.28	105.04	94.32	89.50		
Noninterest expense to average total assets ⁽¹⁾	3.38	4.26	3.48	3.81		
Average interest-earning assets to average interest-bearing liabilities	121.95	123.54	121.33	123.16		
Dividends declared per share	\$—	\$0.01	\$0.02	\$0.03		
Dividend payout ratio	N.M.	N.M.	N.M.	N.M.		
			At September 30, 2013	At December 31, 2012		
Asset Quality Ratios:						
Nonperforming assets to total assets ⁽⁵⁾		2.18	% 2.59	%		
Nonperforming loans to total loans		2.47	2.67			
Allowance for loan losses to nonperforming loans		61.08	64.39			
Allowance for loan losses to total loans		1.51	1.72			
Capital Ratios:						
Equity to total assets at end of period		12.09	% 11.67	%		
Tier 1 leverage ratio (Bank only)		10.10	9.60			
Other Data:						
Number of full-service offices		20	20			
Employees (full-time equivalents)		308	352			

(1) Ratios annualized.

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

(3) The net interest margin represents net interest income divided by average total interest-earning assets for the period.

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

(5) Nonperforming assets include nonperforming loans and other real estate owned.

N.M. Not Meaningful

Comparison of Financial Condition at September 30, 2013 and December 31, 2012

Total assets decreased \$39.2 million, or 2.6%, to \$1.442 billion at September 30, 2013, from \$1.481 billion at December 31, 2012. The decrease in total assets was primarily due to a decrease in cash and cash equivalents, other real estate owned, and FDIC prepaid insurance, partially offset by increases in loans receivable and securities. Net loans increased \$4.9 million to \$1.035 billion at September 30, 2013, from \$1.030 billion at December 31, 2012. In December 2012, we designated certain owner-occupied and investor-owned one-to-four family residential loans with a

carrying value of \$7.5 million as “held for sale” in preparation for a bulk sale. The bulk sale of these one-to-four family residential loans was completed in February 2013. Securities increased \$5.6 million to \$83.4 million at September 30, 2013, from \$77.8 million at December 31, 2012. Net cash and cash equivalents decreased by \$32.3 million to \$243.5 million at September 30, 2013, from \$275.8 million at December 31, 2012.

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In December 2009, the Bank was required by an FDIC rule requiring insured depository institutions to prepay their estimated quarterly risk-based assessments in the fourth quarter of 2009, to prepay \$6.8 million in estimated assessments through 2012. On June 29, 2013, the Bank received a \$2.7 million refund, which represented the unused portion of the FDIC prepaid assessments.

Total liabilities decreased by \$40.7 million, or 3.1%, to \$1.268 billion at September 30, 2013, from \$1.308 billion at December 31, 2012. Total deposits decreased \$32.5 million, or 2.5%, to \$1.250 billion at September 30, 2013, from \$1.282 billion at December 31, 2012, primarily due to pricing adjustments that we made on certificates of deposit and other interest-bearing deposits in anticipation of additional excess liquidity resulting from loan payments and bulk loan sales. Certificates of deposit decreased \$26.0 million, or 8.5%, to \$279.3 million at September 30, 2013, from \$305.3 million at December 31, 2012. Core deposits increased to 77.7% of total deposits at September 30, 2013, from 76.2% of total deposits at December 31, 2012. Noninterest-bearing demand deposits decreased \$1.5 million, or 1.1%, to \$133.1 million at September 30, 2013, from \$134.6 million at December 31, 2012. Savings accounts increased \$2.0 million, or 1.4%, to \$146.7 million at September 30, 2013, from \$144.7 million at December 31, 2012. Money market and interest-bearing NOW accounts decreased \$7.0 million, or 1.0%, to \$690.8 million at September 30, 2013, from \$697.8 million at December 31, 2012.

Total stockholders' equity was \$174.3 million at September 30, 2013, compared to \$172.9 million at December 31, 2012. The increase in total stockholders' equity was primarily due to the \$1.8 million net income that we recorded for the nine months ended September 30, 2013, which was partially offset by the \$422,000 in dividends that were paid to our stockholders. The unallocated shares of common stock that our ESOP owns were reflected as a \$11.5 million reduction to stockholders' equity at September 30, 2013, compared to a \$12.2 million reduction at December 31, 2012. Operating results for the three months ended September 30, 2013 and 2012

Net Income. We had net income of \$1.0 million for the three months ended September 30, 2013, compared to a \$5.2 million loss for the three months ended September 30, 2012. Earnings per basic and fully diluted share of common stock were \$0.05 for the three months ended September 30, 2013, compared to a loss of \$0.26 per basic and fully diluted share of common stock for the three months ended September 30, 2012.

Net Interest Income. Net interest income was \$11.2 million for the three months ended September 30, 2013, compared to \$13.4 million for the same period in 2012. The decrease reflected a \$2.4 million, or 16.3%, decrease in interest income and a \$154,000, or 14.9%, decrease in interest expense.

The decrease in net interest income was primarily attributable to a lower level of average interest-earning assets and a decrease in the yield on interest-earning assets. Total average interest-earning assets decreased \$55.2 million, or 3.9%, to \$1.365 billion for the three months ended September 30, 2013, from \$1.420 billion for the same period in 2012. Our net interest rate spread decreased by 48 basis points to 3.21% for the three months ended September 30, 2013, from 3.69% for the same period in 2012. Our net interest margin decreased by 50 basis points to 3.26% for the three months ended September 30, 2013, from 3.76% for the same period in 2012. The decrease in the net interest spread and margin was a result of lower yields on interest-earning assets, which was partially offset by the decreased average balance and yields of our interest-bearing liabilities. The yield on interest-earning assets decreased 53 basis points to 3.52% for the three months ended September 30, 2013, from 4.05% for the same period in 2012, and the cost of interest-bearing liabilities decreased five basis points to 0.31% for the three months ended September 30, 2013, from 0.36% for the same period in 2012.

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Average Balance Sheets

The following table sets forth average balance sheets, average yields and costs, and certain other information. No tax-equivalent yield adjustments were made, as the effect of these adjustments would not be material. Average balances are daily average balances. Nonaccrual loans are 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 and expenses, discounts and premiums, purchase accounting adjustments that are amortized or accreted to interest income or expense.

	Three Months Ended September 30, 2013			2012			
	Average Outstanding Balance (Dollars in thousands)	Interest	Yield/Rate ⁽¹⁾	Average Outstanding Balance	Interest	Yield/Rate ⁽¹⁾	
Interest-earning Assets:							
Loans	\$ 1,019,402	\$ 11,680	4.55	% \$ 1,125,600	\$ 13,978	4.94	%
Securities	68,109	241	1.40	74,260	342	1.83	
Stock in FHLBC	6,068	5	0.33	9,614	8	0.33	
Other	271,046	181	0.26	210,355	140	0.26	
Total interest-earning assets	1,364,625	12,107	3.52	1,419,829	14,468	4.05	
Noninterest-earning assets	75,936			84,609			
Total assets	\$ 1,440,561			\$ 1,504,438			
Interest-bearing Liabilities:							
Savings deposits	\$ 147,230	38	0.10	\$ 143,248	37	0.10	
Money market accounts	340,578	280	0.33	346,523	318	0.37	
NOW accounts	344,571	88	0.10	335,346	106	0.13	
Certificates of deposit	283,775	474	0.66	316,738	549	0.69	
Total deposits	1,116,154	880	0.31	1,141,855	1,010	0.35	
Borrowings	2,813	2	0.28	7,449	26	1.39	
Total interest-bearing liabilities	1,118,967	882	0.31	1,149,304	1,036	0.36	
Noninterest-bearing deposits	132,120			135,352			
Noninterest-bearing liabilities	14,684			14,925			
Total liabilities	1,265,771			1,299,581			
Equity	174,790			204,857			
Total liabilities and equity	\$ 1,440,561			\$ 1,504,438			
Net interest income		\$ 11,225			\$ 13,432		
Net interest rate spread ⁽²⁾			3.21	%		3.69	%
Net interest-earning assets ⁽³⁾	\$ 245,658			\$ 270,525			
Net interest margin ⁽⁴⁾			3.26	%		3.76	%
Ratio of interest-earning assets to interest-bearing liabilities	121.95	%		123.54	%		

(1) Annualized

(2) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(3) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.

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

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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 incurred credit losses in the loan portfolio. In determining the level of the allowance for loan losses, we consider past and current loss experience, evaluations of real estate collateral, current economic conditions, volume and type of lending, adverse situations that may affect a borrower's ability to repay a loan and the levels of nonperforming and other classified loans. The amount of the allowance is based on estimates and the ultimate losses may vary from such estimates as more information becomes available or events change. We assess the allowance for loan losses on a quarterly basis and make provisions for loan losses in order to maintain the allowance.

The recovery for loan losses totaled \$437,000 for the three months ended September 30, 2013, compared to a provision for loan losses of \$4.5 million for the same period in 2012. The portion of the allowance for loan losses attributable to loans collectively evaluated for impairment decreased \$773,000, or 4.9%, to \$15.1 million at September 30, 2013, compared to \$15.8 million at June 30, 2013. The growth in our loan portfolio is focused on loan types with lower loss ratios based on our historical loss experience. Our loan portfolio increased by \$21.7 million in the quarter; however, all of the loan growth occurred within lower-risk loan types. Accordingly, the improvement in the overall risk composition of the loan portfolio and the reduction in portfolio loss ratios due to the weighted-average aging of loss occurrence timing more than fully funded the allowance required for the loan growth experienced during the quarter. Net charge-offs were \$784,000 for the three months ended September 30, 2013, which was partially offset by the decrease in the reserve established for loans individually evaluated for impairment of \$448,000 for the three months ended September 30, 2013. The allowance for loan losses as a percentage of nonperforming loans was 61.08% at September 30, 2013, compared to 57.05% at June 30, 2013.

A loan balance is classified as a loss and charged-off when it is confirmed that there is no readily apparent source of repayment for the portion of the loan that is classified as loss. Confirmation can occur upon the receipt of updated third-party appraisal valuation information indicating that there is a low probability of repayment upon sale of the collateral, the final disposition of collateral where the net proceeds are insufficient to pay the loan balance in full, our failure to obtain possession of certain consumer-loan collateral within certain time limits specified by applicable federal regulations, the conclusion of legal proceedings where the borrower's obligation to repay is legally discharged (such as a Chapter 7 bankruptcy proceeding), or when it appears that further formal collection procedures are not likely to result in net proceeds in excess of the costs to collect.

Noninterest Income

	Three Months Ended September 30,		
	2013	2012	Change
	(Dollars in thousands)		
Deposit service charges and fees	\$520	\$548	\$(28)
Other fee income	373	374	(1)
Insurance commissions and annuities income	106	125	(19)
Gain on sale of loans, net	32	210	(178)
Loss on disposition of premises and equipment	—	(7)	) 7
Loan servicing fees	112	124	(12)
Amortization of servicing assets	(49)	) (61)	) 12
Recovery of servicing assets	6	6	—
Earnings on bank owned life insurance	84	109	(25)
Trust income	172	171	1
Other	183	232	(49)
Total noninterest income	\$1,539	\$1,831	\$(292)

Noninterest income decreased by \$292,000 to \$1.5 million for the three months ended September 30, 2013, from \$1.8 million for the same period in 2012. Noninterest income for the three months ended September 30, 2013, included a

\$32,000 gain on sale of loans, compared to a \$210,000 gain on sale of loans that was recorded for the same period in 2012.

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Noninterest Expense

	Three Months Ended September 30,		Change
	2013	2012	
	(Dollars in thousands)		
Compensation and benefits	\$6,143	\$6,353	\$(210)
Office occupancy and equipment	1,797	1,904	(107)
Advertising and public relations	195	145	50
Information technology	817	880	(63)
Supplies, telephone and postage	382	372	10
Amortization of intangibles	149	156	(7)
Nonperforming asset management	682	1,728	(1,046)
Loss (gain) on sale other real estate owned	64	(42)	106
Valuation adjustments of other real estate owned	241	2,352	(2,111)
Operations of other real estate owned	171	432	(261)
FDIC insurance premiums	476	642	(166)
Other	1,045	1,110	(65)
Total noninterest expense	\$12,162	\$16,032	\$(3,870)

Noninterest expense decreased by \$3.9 million, or 24.1%, to \$12.2 million for the three months ended September 30, 2013, from \$16.0 million for the same period in 2012. Compensation and benefits expense included \$18,000 in severance expense for the three months ended September 30, 2013, compared to \$89,000 for the same period in 2012. Noninterest expense for the three months ended September 30, 2013 included \$1.2 million of nonperforming asset management and OREO expenses, compared to \$4.5 million for the same period in 2012. Nonperforming asset management expenses decreased \$1.0 million, or 60.5%, to \$682,000 for the three months ended September 30, 2013, compared to \$1.7 million for the same period in 2012, primarily due to the decline in nonperforming assets and a decline in expenses relating to resolutions and accelerated dispositions of nonperforming assets. OREO expenses decreased \$261,000, or 60.4%, to \$171,000 for the three months ended September 30, 2013, compared to \$432,000 for the same period in 2012, primarily due to a significant decline in the OREO portfolio which totaled \$5.4 million at September 30, 2013, compared to \$15.0 million at September 30, 2012. The three months ended September 30, 2013 included a \$241,000 valuation adjustment to OREO properties, compared to a \$2.4 million valuation adjustment to OREO properties for the same period in 2012.

Income Taxes

For the three months ended September 30, 2013 and 2012, we recorded no income tax expense or benefit due to the full valuation allowance we have established for deferred tax assets.

Operating results for the nine months ended September 30, 2013 and 2012

Net Income. We had net income of \$1.8 million for the nine months ended September 30, 2013, compared to a loss of \$2.1 million for the nine months ended September 30, 2012. Our earnings per basic and fully diluted share of common stock was \$0.09 for the nine months ended September 30, 2013, compared to a loss of \$0.11 per basic and fully diluted share for the same period in 2012.

Net Interest Income. Net interest income was \$34.3 million for the nine months ended September 30, 2013, compared to \$43.5 million for the same period in 2012. The decrease reflected a \$9.8 million decrease in interest income and a \$577,000 decrease in interest expense.

The decrease in net interest income was primarily attributable to a lower level of average interest-earning assets and a decrease in the yield on interest-earning assets. Total average interest-earning assets decreased \$65.4 million, or 4.5%, to \$1.372 billion for the nine months ended September 30, 2013, from \$1.438 billion for the same period in 2012. Our net interest rate spread decreased by 69 basis points to 3.28% for the nine months ended September 30, 2013, from 3.97% for the same period in 2012. Our net interest margin decreased by 70 basis points to 3.34% for the nine months ended September 30, 2013, from 4.04% for the same period in 2012. The decrease in the net interest spread and

margin was a result of lower yields on interest-earning assets, which was partially offset by a lower cost of funds. The yield on interest-earning assets decreased 75 basis points to 3.61% for the nine months ended September 30, 2013, from 4.36% for the same period in 2012, and the cost of interest-bearing liabilities decreased six basis points to 0.33% for the nine months ended September 30, 2013, from 0.39% for the same period in 2012.

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Average Balance Sheets

The following table sets forth average balance sheets, average yields and costs, and certain other information. No tax-equivalent yield adjustments were made, as the effect of these adjustments would not be material. Average balances are daily average balances. Nonaccrual loans are 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 and expenses, discounts and premiums, purchase accounting adjustments that are amortized or accreted to interest income or expense.

	Nine Months Ended September 30, 2013			2012			
	Average Outstanding Balance (Dollars in thousands)	Interest	Yield/Rate ⁽¹⁾	Average Outstanding Balance	Interest	Yield/Rate ⁽¹⁾	
Interest-earning Assets:							
Loans	\$ 1,020,932	\$ 35,812	4.69	% \$ 1,181,807	\$ 45,402	5.13	%
Securities	66,119	710	1.44	79,877	1,171	1.96	
Stock in FHLBC	6,961	17	0.33	11,392	21	0.25	
Other	278,480	557	0.27	164,830	332	0.27	
Total interest-earning assets	1,372,492	37,096	3.61	1,437,906	46,926	4.36	
Noninterest-earning assets	79,460			85,848			
Total assets	\$ 1,451,952			\$ 1,523,754			
Interest-bearing Liabilities:							
Savings deposits	\$ 147,248	113	0.10	\$ 145,057	111	0.10	
Money market accounts	343,104	886	0.35	345,097	943	0.37	
NOW accounts	345,834	289	0.11	333,382	308	0.12	
Certificates of deposit	292,028	1,511	0.69	335,155	1,946	0.78	
Total deposits	1,128,214	2,799	0.33	1,158,691	3,308	0.38	
Borrowings	2,954	12	0.54	8,790	80	1.22	
Total interest-bearing liabilities	1,131,168	2,811	0.33	1,167,481	3,388	0.39	
Noninterest-bearing deposits	129,563			134,184			
Noninterest-bearing liabilities	16,487			17,915			
Total liabilities	1,277,218			1,319,580			
Equity	174,734			204,174			
Total liabilities and equity	\$ 1,451,952			\$ 1,523,754			
Net interest income		\$ 34,285			\$ 43,538		
Net interest rate spread ⁽²⁾			3.28	%		3.97	%
Net interest-earning assets ⁽³⁾	\$ 241,324			\$ 270,425			
Net interest margin ⁽⁴⁾			3.34	%		4.04	%
Ratio of interest-earning assets to interest-bearing liabilities	121.33	%		123.16	%		

(1) Annualized

(2) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(3) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.

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

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Provision for Loan Losses

The provision for loan losses totaled \$491,000 for the nine months ended September 30, 2013, compared to \$7.2 million for the same period in 2012. The portion of the allowance for loan losses attributable to loans collectively evaluated for impairment decreased \$1.3 million, or 7.7%, to \$15.1 million at September 30, 2013, compared to \$16.3 million at December 31, 2012. The growth in our loan portfolio is focused on loan types with lower loss ratios based on our historical loss experience. Our loan portfolio increased by \$2.6 million for the nine months ended September 30, 2013; however, the loan growth occurred within lower-risk loan types. Accordingly, the improvement in the overall risk composition of the loan portfolio and the reduction in portfolio loss ratios due to the weighted-average aging of loss occurrence timing more than fully funded the allowance required for the loan growth experienced during the quarter. Net charge-offs were \$2.7 million for the nine months ended September 30, 2013, compared to \$18.3 million for the same period in 2012. The allowance for loan losses as a percentage of nonperforming loans was 61.08% at September 30, 2013, compared to 64.39% at December 31, 2012.

Noninterest Income