CAPITOL FEDERAL FINANCIAL
Form 10-Q
August 04, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2009

or

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

Commission file number: 000-25391

Capitol Federal Financial
(Exact name of registrant as specified in its charter)

United States	48-1212142
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
700 Kansas Avenue, Topeka, Kansas	66603
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:
(785) 235-1341

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes ¨ No ¨

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

Large accelerated filer þ	Accelerated filer ¨	Non-accelerated filer ¨ (do not check if a smaller reporting company)	Smaller Reporting Company ¨

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

As of July 27, 2009, there were 74,098,655 shares of Capitol Federal Financial Common Stock outstanding.

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PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

CAPITOL FEDERAL FINANCIAL AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands except per share data and amounts)

	June 30, 2009	September 30, 2008
ASSETS:	(Unaudited)	
Cash and cash equivalents	$ 74,101	$ 87,138
Investment securities:		
Available-for-sale ("AFS") at estimated fair value (amortized cost of $260,886 and $51,700)	259,309	49,586
Held-to-maturity ("HTM") at cost (estimated fair value of $63,757 and $92,211)	62,857	92,773
Mortgage-backed securities ("MBS"):		
AFS, at estimated fair value (amortized cost of $1,433,171 and $1,491,536)	1,472,547	1,484,055
HTM, at cost (estimated fair value of $643,110 and $743,764)	628,451	750,284
Loans receivable, net	5,541,731	5,320,780
Capital stock of Federal Home Loan Bank ("FHLB"), at cost	132,071	124,406
Accrued interest receivable	32,828	33,704
Premises and equipment, net	35,008	29,874
Real estate owned ("REO"), net	5,077	5,146
Other assets	75,312	77,503
TOTAL ASSETS	$ 8,319,292	$ 8,055,249
LIABILITIES:		
Deposits	$ 4,175,251	$ 3,923,883
Advances from FHLB	2,410,949	2,447,129
Other borrowings, net	713,609	713,581
Advance payments by borrowers for taxes and insurance	30,412	53,213
Income taxes payable	4,500	6,554
Deferred income tax liabilities, net	24,477	3,223
Accounts payable and accrued expenses	37,460	36,450
Total liabilities	7,396,658	7,184,033
STOCKHOLDERS' EQUITY:		
Preferred stock ($0.01 par value) 50,000,000 shares authorized; none issued	--	--
Common stock ($0.01 par value) 450,000,000 shares authorized, 91,512,287 shares issued; 74,098,155 and 74,079,868 shares outstanding as of June 30, 2009 and September 30, 2008, respectively	915	915
Additional paid-in capital	451,543	445,391
Unearned compensation, Employee Stock Ownership Plan ("ESOP")	(8,569)	(10,082)
Unearned compensation, Recognition and Retention Plan ("RRP")	(403)	(553)
Retained earnings	775,214	759,375
Accumulated other comprehensive gain (loss)	23,512	(5,968)
Less shares held in treasury (17,414,132 and 17,432,419 shares as of June 30, 2009 and September 30, 2008, respectively, at cost)	(319,578)	(317,862)
Total stockholders' equity	922,634	871,216

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,319,292	$ 8,055,249

See accompanying notes to consolidated interim financial statements.
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CAPITOL FEDERAL FINANCIAL AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(Dollars and share counts in thousands except per share data)

	For the Three Months Ended June 30, 2009	2008	For the Nine Months Ended June 30, 2009	2008
INTEREST AND DIVIDEND INCOME:				
Loans receivable	$ 76,745	$ 74,651	$ 230,907	$ 226,190
MBS	24,211	24,869	75,701	62,242
Investment securities	1,279	1,298	3,560	8,489
Capital stock of FHLB	793	1,502	2,351	5,446
Cash and cash equivalents	50	465	167	3,262
Total interest and dividend income	103,078	102,785	312,686	305,629
INTEREST EXPENSE:				
FHLB advances	25,307	30,248	81,505	96,205
Deposits	24,705	31,174	76,201	104,352
Other borrowings	7,144	4,682	21,978	10,762
Total interest expense	57,156	66,104	179,684	211,319
NET INTEREST AND DIVIDEND INCOME	45,922	36,681	133,002	94,310
PROVISION FOR LOAN LOSSES	3,112	1,602	5,768	1,721
NET INTEREST AND DIVIDEND INCOME AFTER PROVISION FOR LOAN LOSSES	42,810	35,079	127,234	92,589
OTHER INCOME:				
Retail fees and charges	4,671	4,566	13,271	13,150
Gains on sale of loans held-for-sale (“LHFS”), net	1,629	244	2,169	501
Insurance commissions	528	486	1,892	1,661
Loan fees	564	572	1,730	1,751
Income from bank-owned life insurance (“BOLI”)	262	577	887	1,810
Other, net	578	900	1,900	3,565
Total other income	8,232	7,345	21,849	22,438
OTHER EXPENSES:				
Salaries and employee benefits	10,715	11,021	32,447	31,729
Occupancy of premises	3,936	3,750	11,428	10,384
Federal insurance premium	5,307	116	5,700	350
Advertising	1,704	1,216	5,393	3,433
Deposit and loan transaction fees	1,276	1,364	3,998	3,935
Regulatory and other services	857	1,267	2,986	4,345
Office supplies and related expense	582	493	2,030	1,614
Other, net	2,034	609	6,650	4,404
Total other expenses	26,411	19,836	70,632	60,194
INCOME BEFORE INCOME TAX EXPENSE	24,631	22,588	78,451	54,833
INCOME TAX EXPENSE	9,155	8,233	28,991	19,638

NET INCOME	$	15,476	$	14,355	$	49,460	$	35,195
Basic earnings per common share	$	0.21	$	0.20	$	0.68	$	0.48
Diluted earnings per common share	$	0.21	$	0.20	$	0.68	$	0.48
Dividends declared per public share	$	0.50	$	0.50	$	1.61	$	1.50
Basic weighted average common shares		73,173		72,933		73,116		72,922
Diluted weighted average common shares		73,232		73,021		73,190		72,985

See accompanying notes to consolidated interim financial statements.

CAPITOL FEDERAL FINANCIAL AND SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)
(Dollars in thousands)

	Common Stock	Additional Paid-In Capital	Unearned Compensation ESOP	Unearned Compensation RRP	Retained Earnings	Accumulated Other Comprehensive Gain (Loss)	Treasury Stock	Total
Balance at October 1, 2008	$ 915	$ 445,391	$ (10,082)	$ (553)	$ 759,375	$ (5,968)	$ (317,862)	$ 871,216
Comprehensive income:								
Net income					49,460			49,460
Changes in unrealized gains (losses) on								
securities AFS, net of deferred income								
taxes of $17,914						29,480		29,480
Total comprehensive income								78,940
ESOP activity, net		4,653	1,513					6,166
RRP activity, net		128		(100)			24	52
Stock based compensation - stock options and RRP		225		250				475
Acquisition of treasury stock							(2,426)	(2,426)
Stock options exercised		1,146					686	1,832
Dividends on common stock to public								
stockholders ($1.61 per public share)					(33,621)			(33,621)
Balance at June 30, 2009	$ 915	$ 451,543	$ (8,569)	$ (403)	$ 775,214	$ 23,512	$ (319,578)	$ 922,634

See accompanying notes to consolidated interim financial statements.

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CAPITOL FEDERAL FINANCIAL AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	For the Nine Months Ended June 30,	
	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 49,460	$ 35,195
Adjustments to reconcile net income to net cash provided by operating activities:		
FHLB stock dividends	(2,351)	(5,446)
Provision for loan losses	5,768	1,721
Originations of LHFS	(858)	(32,555)
Proceeds from sales of LHFS	97,838	31,220
Amortization and accretion of premiums and discounts on MBS and investment securities	1,377	496
Depreciation and amortization of premises and equipment	3,751	3,934
Amortization of deferred amounts related to FHLB advances, net	2,208	1,294
Common stock committed to be released for allocation - ESOP	6,166	5,350
Stock based compensation - stock options and RRP	475	575
Other, net	(1,432)	(442)
Changes in:		
Accrued interest receivable	876	3,561
Other assets	2,052	(2,185)
Income taxes payable/receivable	1,840	15,583
Accounts payable and accrued expenses	1,010	(4,362)
Net cash provided by operating activities	168,180	53,939
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities or calls of investment securities AFS	45,032	99,791
Purchases of investment securities AFS	(255,046)	(49,248)
Proceeds from maturities or calls of investment securities HTM	39,600	514,108
Purchases of investment securities HTM	(10,116)	(185,138)
Principal collected on MBS AFS	227,574	171,534
Purchases of MBS AFS	(169,452)	(1,044,847)
Principal collected on MBS HTM	125,176	215,767
Purchases of MBS HTM	(3,217)	(5,483)
Proceeds from the redemption of capital stock of FHLB	3,688	28,861
Purchases of capital stock of FHLB	(9,002)	(12,926)
Loan originations, net of principal collected	(196,002)	(85,692)
Loan purchases, net of principal collected	(133,849)	45,015
Net deferred fee activity	1,330	463
Purchases of premises and equipment	(8,944)	(5,113)
Proceeds from sales of REO	6,047	4,084
Net cash used in investing activities	(337,181)	(308,824)

(Continued)

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	For the Nine Months Ended June 30,	
	2009	2008
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	$ (33,621)	$ (31,091)
Deposits, net of withdrawals	251,368	38,761
Proceeds from advances/line of credit from FHLB	1,561,102	725,000
Repayments on advances/line of credit from FHLB	(1,561,102)	(925,000)
Deferred FHLB prepayment penalty	(38,388)	--
Proceeds from repurchase agreements	--	400,000
Change in advance payments by borrowers for taxes and insurance	(22,801)	(22,208)
Acquisitions of treasury stock	(2,426)	(7,307)
Stock options exercised and excess tax benefits from stock options	1,832	376
Net cash provided by financing activities	155,964	178,531
NET DECREASE IN CASH AND CASH EQUIVALENTS	(13,037)	(76,354)
CASH AND CASH EQUIVALENTS:		
Beginning of period	87,138	162,791
End of period	$ 74,101	$ 86,437
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Income tax payments, net of refund	$ 27,116	$ 4,003
Interest payments, net of interest credited to deposits	$ 103,229	$ 106,659
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Loans transferred to REO	$ 7,320	$ 4,188
Fair value change related to fair value hedge:		
Interest rate swaps hedging FHLB advances	$ --	$ (13,817)
Transfer of loans receivable to LHFS, net	$ 94,672	$ --

(Concluded)

See accompanying notes to consolidated interim financial statements.

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Notes to Consolidated Interim Financial Statements (Unaudited)

1. Basis of Financial Statement Presentation

The accompanying consolidated financial statements of Capitol Federal Financial ("CFFN") and subsidiary (the "Company") have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2008 Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC"). Interim results are not necessarily indicative of results for a full year.

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting periods. Significant estimates include the allowance for loan losses ("ALLL"), other-than-temporary declines in the fair value of securities and other financial instruments. Actual results could differ from those estimates. See "Item 2- Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies."

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Capitol Federal Savings Bank (the "Bank"). The Bank has a wholly owned subsidiary, Capitol Funds, Inc. Capitol Funds, Inc. has a wholly owned subsidiary, Capitol Federal Mortgage Reinsurance Company. All intercompany accounts and transactions have been eliminated.

2. Earnings Per Share ("EPS")

The Company accounts for the 3,024,574 shares acquired by its ESOP in accordance with Statement of Position ("SOP") 93-6 and the shares awarded pursuant to its RRP in a manner similar to the ESOP shares. Shares acquired by the ESOP and shares awarded pursuant to the RRP are not considered in the basic average shares outstanding until the shares are committed for allocation or vested to an employee's individual account. The following is a reconciliation of the numerators and denominators of the basic and diluted EPS calculations.

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2009(1) (2)	2008(3)	2009(1)(2)	2008(4)(5)
	(Dollars in thousands, except per share amounts)			
Net income	$ 15,476	$ 14,355	$ 49,460	$ 35,195
Average common shares outstanding	73,071,448	72,832,039	73,065,433	72,870,800
Average committed ESOP shares outstanding	101,374	101,374	50,779	50,778
Total basic average common shares outstanding	73,172,822	72,933,413	73,116,212	72,921,578
Effect of dilutive RRP shares	3,842	5,240	5,626	4,295
Effect of dilutive stock options	55,832	82,132	67,663	58,784

Total diluted average common shares outstanding		73,232,496		73,020,785		73,189,501		72,984,657
Net earnings per share:								
Basic	$	0.21	$	0.20	$	0.68	$	0.48
Diluted	$	0.21	$	0.20	$	0.68	$	0.48

(1) Options to purchase 72,050 shares of common stock at prices between $38.77 per share and $43.46 per share were outstanding as of June 30, 2009, but were not included in the computation of diluted EPS because they were anti-dilutive for the three and nine months ended June 30, 2009.

(2) At June 30, 2009, there were 2,000 unvested RRP shares at $39.95 per share that were excluded from the computation of diluted EPS because they were anti-dilutive for the three and nine months ended June 30, 2009.

(3) Options to purchase 31,500 shares of common stock at $38.77 per share were outstanding as of June 30, 2008, but were not included in the computation of diluted EPS because they were anti-dilutive for the three months ended June 30, 2008.

(4) Options to purchase 128,055 shares of common stock at prices between $32.23 per share and $38.77 per share were outstanding as of June 30, 2008, but were not included in the computation of diluted EPS because they were anti-dilutive for the nine months ended June 30, 2008.

(5) At June 30, 2008, there were 6,000 unvested RRP shares at $32.30 per share that were excluded from the computation of diluted EPS because they were anti-dilutive for the nine months ended June 30, 2008.

3. Recent Accounting Pronouncements

In January 2009, the Financial Accounting Standards Board ("FASB") issued Staff Position ("FSP") Emerging Issues Task Force ("EITF") 99-20-1, "Amendments to the Impairment Guidance of EITF Issue No. 99-20." FSP EITF 99-20-1 eliminates the requirement that a security holder's best estimate of cash flows be based upon those that "a market participant" would use. Instead, an other-than-temporary impairment ("OTTI") should be recognized as a realized loss through earnings when it is probable there has been an adverse change in the security holder's estimated cash flows from previous projections. This treatment is consistent with the impairment model in Statement of Financial Accounting Standards ("SFAS") No. 115 "Accounting for Certain Investments in Debt and Equity Securities." FSP EITF 99-20-1 was effective for the Company for the period ended December 31, 2008. The Company's adoption of the FSP did not have a material impact on its financial condition or results of operations.

In April 2009, the FASB issued FSP FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly." The FSP provides additional guidance on valuation techniques for estimating the fair value of assets or liabilities in accordance with SFAS No. 157 "Fair Value Measurements" when there has been a significant decrease in volume and level of market activity. The FSP provides guidance on identifying circumstances that indicate a transaction is not orderly. As part of the judgment involved with estimating fair value, the entity will need to determine which valuation technique or techniques are the most appropriate, and, within those techniques, which results are "most representative" of fair value under market conditions. FSP FAS 157-4 emphasizes that the notion of exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions remains unchanged. FSP FAS 157-4 was effective for the Company for the period ended June 30, 2009. The Company's adoption of the FSP did not have a material impact on its financial condition or results of operations.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments." The FSP amends existing OTTI guidance in GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of OTTI on debt and equity securities in the financial statements. An OTTI is present for a security which has a fair value less than amortized cost if an entity has the intent to sell the impaired security, it is more likely than not that the entity will be required to sell the impaired security before recovery, or if the entity does not expect to recover the entire amortized cost basis of the impaired security. If the entity has the intent to sell the security or it is more likely than not that it will be required to sell the security, the entire impairment (amortized cost basis over fair value) should be recognized in earnings as a credit loss. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security, the credit component of the impairment should be recognized in earnings, and the non-credit component should be recognized in other comprehensive income. The FSP does not amend existing recognition and measurement guidance related to OTTI of equity securities. The FSP expands and increases the frequency of existing disclosures about OTTI for debt and equity securities and requires new disclosures to help users of financial statements understand the significant inputs used in determining credit losses, as well as a rollforward of that amount each period. The FSP was effective for the Company for the period ended June 30, 2009. The Company's adoption of the FSP did not have a material impact on its financial condition or results of operations.

In April 2009, the FASB issued FSP FAS 107-1 and Accounting Principles Board ("APB") Opinion No. 28-1, "Interim Disclosures about Fair Value of Financial Instruments." The FSP amends the disclosure requirements of SFAS No. 107, "Disclosures about Fair Value of Financial Instruments", to require fair value disclosures of financial instruments in interim financial statements as well as in annual financial statements. The FSP also amends APB No. 28," Interim Financial Reporting", to require such disclosures in all interim financial statements. The FSP requires an entity to disclose in the body or in the accompanying footnotes of its interim financial statements and its annual financial statements the fair value of all financial instruments, whether recognized or not recognized in the consolidated balance sheet, as required by FAS No. 107. The FSP also requires entities to disclose the methods and significant assumptions used to estimate the fair value of financial instruments, and to disclose significant changes in methods or assumptions used to estimate fair values. The FSP was effective for the Company for the period ended June 30, 2009. Since the provisions of the FSP are disclosure related, the Company's adoption of the FSP did not have an impact on its financial condition or results of operations.

In April 2009, the SEC issued Staff Accounting Bulletin ("SAB") 111 which amends Topic 5.M "Other-Than-Temporary Impairment of Certain Investments in Debt and Equity Securities" to exclude investments in debt securities from the scope of the other-than-temporary impairment guidance. SAB 111 was issued in response to the FASB's issuance of FSB FAS 115-2 and FAS 124-2. The SEC staff has not changed its views in SAB Topic 5.M on investments in equity securities. SAB 111 was effective for the Company for the period ended June 30, 2009. The Company's adoption of SAB 111 did not have a material impact on its financial condition or results of operation.

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" which is intended to assist management in assessing and disclosing subsequent events by establishing general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. Financial statements are considered to be available to be issued when they are complete in a form and format that complies with GAAP and all necessary approvals for issuance, such as from management, the board of directors, and/or significant shareholders, have been obtained. The date through which an entity has evaluated subsequent events and the basis for that date should also be disclosed. Management must perform its assessment of subsequent events for both interim and annual financial reporting periods. SFAS No. 165 was effective for the Company for the period ended June 30, 2009. The Company's adoption of SFAS No. 165 did not have a material impact on its financial condition or results of operations.

In June 2009, the FASB issued SFAS No. 166, "Accounting for Transfers of Financial Assets an Amendment of FASB Statement No. 140." The objective of SFAS No. 166 is to improve the relevance, representational faithfulness, and comparability of the information provided in the financial statements related to the transfer of financial assets; the effects of a transfer on the company's financial position, financial performance and cash flows; and a transferor's continuing involvement in transferred financial assets. SFAS No. 166 is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after November 15, 2009, which for the Company is October 1, 2010. Early adoption is prohibited. The Company has not yet completed its assessment of the impact of SFAS No. 166.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)" to improve financial reporting by entities involved with variable interest entities. SFAS No. 167 carries forward the scope of FASB Interpretation No. 46(R), with the addition of entities previously considered qualifying special-purpose entities, as the concept of these entities was eliminated in SFAS No. 166. SFAS No. 167 is effective as of the beginning of the first fiscal year that begins after November 15, 2009, which for the Company is October 1, 2010. Early adoption is prohibited. The Company has not yet completed its assessment of the impact of SFAS No. 167.

In June 2009, the FASB issued SFAS No. 168, “The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles” which replaces SFAS No. 162, “The Hierarchy of Generally Accepted Accounting Principles” as the source of authoritative accounting principles recognized by FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. SFAS No. 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009, which for the Company is September 30, 2009. Since the underlying GAAP guidance for nongovernmental entities will not change as a result of the issuance of SFAS No. 168, the Company’s adoption of the SFAS is not expected to have an impact on its financial condition or results of operations. References to codification guidance will be updated in the Annual Report on Form 10-K for the fiscal year ending September 30, 2009.

4. Fair Value of Financial Instruments

Fair Value Measurements
Effective October 1, 2008, the Company adopted SFAS No. 157 “Fair Value Measurements” which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The statement applies whenever other standards require or permit assets or liabilities to be measured at fair value. The statement does not require new fair value measurements, but rather provides a definition and framework for measuring fair value which will result in greater consistency and comparability among financial statements prepared under GAAP. The Company’s adoption of SFAS No. 157 did not have a material impact on its financial condition or results of operations.

The Company uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. The Company did not have any liabilities that were measured at fair value at June 30, 2009. The Company’s AFS securities are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets or liabilities on a non-recurring basis, such as REO, LHFS, and impaired loans. These non-recurring fair value adjustments involve the application of lower-of-cost-or-fair value accounting or write-downs of individual assets.

In accordance with SFAS No. 157, the Company groups its assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 — Valuation is based upon quoted prices for identical instruments traded in active markets.

- Level 2 — Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

- Level 3 — Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company’s own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include the use of option pricing models, discounted cash flow models, and similar techniques. The results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability.

The Company bases its fair values on the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. SFAS No. 157 requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The following is a description of valuation methodologies used for assets measured at fair value on a recurring basis.

AFS Securities
The Company’s AFS securities portfolio is carried at estimated fair value on a recurring basis, with any unrealized gains and losses, net of taxes, reported as accumulated other comprehensive income/loss in stockholders' equity. In the table below, in accordance with FSP FAS 157-4, the Company has disclosed its major security types based on the

nature and risks of the securities. Substantially all of the securities within the AFS portfolio are issued by U.S. Government sponsored enterprises or agencies. The fair values for all the AFS securities are obtained from independent nationally recognized pricing services. Various modeling techniques are used to determine pricing for the Company's securities, including option pricing and discounted cash flow models. The inputs to these models may include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers and reference data. There are some AFS securities in the AFS portfolio that have significant unobservable input requiring the independent pricing services to use some judgment in pricing the related securities. These AFS securities are classified as Level 3. All other AFS securities are classified as Level 2.

The following table provides the level of valuation assumption used to determine the carrying value of the Company's assets measured at fair value on a recurring basis at June 30, 2009:

	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(1)
	(Dollars in thousands)			
AFS securities:				
U.S. government-sponsored agencies	$ 254,745	$ --	$ 254,745	$ --
Municipal bonds	2,738	--	2,738	--
Trust preferred securities	1,826	--	--	1,826
MBS	1,472,547	--	1,472,547	--
	$ 1,731,856	$ --	$ 1,730,030	$ 1,826

(1) The Company's Level 3 AFS securities were immaterial as of June 30, 2009 and had no material activity during the nine months ended June 30, 2009.

The following is a description of valuation methodologies used for significant assets measured at fair value on a non-recurring basis.

Loans Receivable
Loans which meet certain criteria are evaluated individually for impairment. A loan is considered impaired when, based upon current information and events, it is probable the Bank will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement. Substantially all of the Bank's impaired loans at June 30, 2009 are secured by real estate. These impaired loans are individually assessed to determine that the carrying value of the loan is not in excess of the fair value of the collateral, less estimated selling costs. Fair value is estimated through current appraisals, real estate brokers or listing prices. Fair values may be adjusted by management to reflect current economic and market conditions and, as such, are classified as Level 3. Impaired loans at June 30, 2009 were $29.4 million. Based on this evaluation, the Company maintains an allowance for loan losses of $4.4 million at June 30, 2009 for such impaired loans.

REO, net
REO represents real estate acquired as a result of foreclosure or by deed in lieu of foreclosure and is carried at the lower of cost or fair value less estimated selling costs. Fair value is estimated through current appraisals, real estate brokers or listing prices. As these properties are actively marketed, estimated fair values may be adjusted by management to reflect current economic and market conditions and, as such, are classified as Level 3. REO at June 30, 2009 was $5.1 million. During the three and nine months ended June 30, 2009, charge-offs to the allowance for loan losses related to loans that were transferred to REO were $328 thousand and $1.0 million, respectively. Write downs related to REO that were charged to other expense were $245 thousand and $885 thousand for the three and nine months ended June 30, 2009.

The following table provides the level of valuation assumption used to determine the carrying value of the Company's assets measured at fair value on a non-recurring basis at June 30, 2009:

	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(Dollars in thousands)		
Impaired loans	$ 29,399	$ --	$ --	$ 29,399
REO, net	5,077	--	--	5,077
	$ 34,476	$ --	$ --	$ 34,476

Fair Value Disclosures

Effective June 30, 2009, the Company adopted FSP FAS 107-1 and ABP Opinion No. 28-1, "Interim Disclosures about Fair Value of Financial Instruments." The FSP requires interim and annual disclosures of the fair value of financial instruments, the methods and significant assumptions used to determine the estimated fair values and significant changes in the methods or assumptions used to calculate the estimated fair values. The Company determined estimated fair value amounts using available market information and a selection from a variety of valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented are not necessarily indicative of the amount the Company could realize in a current market exchange. The use of different market assumptions and estimation methodologies may have a material effect on the estimated fair value amounts. The fair value estimates presented herein are based on pertinent information available to management as of June 30, 2009 and September 30, 2008. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date.

The estimated fair values of the Company's financial instruments as of June 30, 2009 and September 30, 2008 are as follows:

	At June 30, 2009		At September 30, 2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
		(Dollars in thousands)		
Assets:				
Cash and cash equivalents	$ 74,101	$ 74,101	$ 87,138	$ 87,138
Investment securities:				
AFS	259,309	259,309	49,586	49,586
HTM	62,857	63,757	92,773	92,211
MBS:				
AFS	1,472,547	1,472,547	1,484,055	1,484,055
HTM	628,451	643,110	750,284	743,764

Loans receivable	5,541,731	5,693,858	5,320,780	5,301,179
Capital stock of FHLB	132,071	132,071	124,406	124,406
Liabilities:				
Deposits	4,175,251	4,238,765	3,923,883	3,934,188
Advances from FHLB	2,410,949	2,543,948	2,447,129	2,485,545
Other borrowings	713,609	737,770	713,581	716,951

The following methods and assumptions were used to estimate the fair value of the financial instruments:

Cash and Cash Equivalents - The carrying amounts of cash and cash equivalents are considered to approximate their fair value due to the nature of the financial asset.

Investment Securities and MBS - Estimated fair values of securities are based on one of three methods: 1) quoted market prices where available, 2) quoted market prices for similar instruments if quoted market prices are not available, 3) unobservable data that represents the Bank's assumptions about items that market participants would consider in determining fair value where no market data is available. AFS securities are carried at estimated fair value. HTM securities are carried at amortized cost.

Loans Receivable - Fair values are estimated for portfolios with similar financial characteristics. Loans are segregated by type, such as one- to four-family residential mortgages, multi-family residential mortgages, nonresidential and installment loans. Each loan category is further segmented into fixed and adjustable interest rate categories. Market pricing sources are used to approximate the estimated fair value of fixed and adjustable-rate one- to four-family residential mortgages. For all other loan categories, future cash flows are discounted using the LIBOR curve at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturity.

Capital Stock of FHLB – The carrying value of FHLB stock equals cost. The fair value is based on redemption at par value.

Deposits - The estimated fair value of demand deposits and savings accounts is the amount payable on demand at the reporting date. The estimated fair value of fixed-maturity certificates of deposit is estimated by discounting the future cash flows using the rates currently offered by the Bank for certificates of similar remaining maturities.

Advances from FHLB - The estimated fair value of advances from FHLB are determined by discounting the future cash flows of each advance using the LIBOR curve.

Other Borrowings – Other borrowings consists of repurchase agreements and Junior Subordinated Deferrable Interest Debentures ("the debentures"). The estimated fair value of the repurchase agreements is determined by discounting the future cash flows of each agreement using the LIBOR curve. The debentures have a variable rate structure. The Company was able to prepay the debentures at a premium until April 2009, at which point the borrowings became redeemable at par. The carrying value of the debentures approximates their estimated fair value.

5. Securities

The following tables reflect the amortized cost, estimated fair value, and gross unrealized gains and losses of AFS and HTM securities at June 30, 2009 and September 30, 2008. The majority of the security portfolio is composed of securities issued by U.S. government-sponsored enterprises.

	June 30, 2009			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
AFS:				
U.S. government-sponsored agencies	$ 254,424	$ 549	$ 228	$ 254,745
Municipal bonds	2,673	99	34	2,738
Trust preferred securities	3,789	--	1,963	1,826
MBS	1,433,171	40,819	1,443	1,472,547
	1,694,057	41,467	3,668	1,731,856
HTM:				
Municipal bonds	62,857	1,171	271	63,757
MBS	628,451	15,100	441	643,110
	691,308	16,271	712	706,867
	$ 2,385,365	$ 57,738	$ 4,380	$ 2,438,723

	September 30, 2008			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
AFS:				
U.S. government-sponsored agencies	$ 45,155	$ --	$ 967	$ 44,188
Municipal bonds	2,686	61	4	2,743
Trust preferred securities	3,859	--	1,204	2,655
MBS	1,491,536	3,940	11,421	1,484,055
	1,543,236	4,001	13,596	1,533,641
HTM:				
U.S. government-sponsored agencies	37,397	19	647	36,769
Municipal bonds	55,376	408	342	55,442
MBS	750,284	2,105	8,625	743,764
	843,057	2,532	9,614	835,975
	$ 2,386,293	$ 6,533	$ 23,210	$ 2,369,616

The following tables summarize the estimated fair value and gross unrealized losses of those securities on which an unrealized loss at June 30, 2009 and September 30, 2008 was reported and the continuous unrealized loss position for the twelve months prior to June 30, 2009 and September 30, 2008 or for a shorter period of time, as applicable. At June 30, 2009 and September 30, 2008, there were 84 and 92 securities, respectively, in a continuous unrealized loss position for more than 12 months.

	June 30, 2009					
	Less Than 12 Months			Equal to or Greater Than 12 Months		
	Count	Estimated Fair Value	Unrealized Losses	Count	Estimated Fair Value	Unrealized Losses
AFS:	(Dollars in thousands)					
U.S. government-sponsored agencies	5	$ 102,600	$ 228	--	$ --	$ --
Municipal bonds	5	1,293	34	--	--	--
Trust preferred securities	1	1,826	1,963	--	--	--
MBS	12	77,288	1,106	73	37,919	337
	23	$ 183,007	$ 3,331	73	$ 37,919	$ 337
HTM:						
Municipal bonds	22	$ 11,649	$ 234	1	$ 463	$ 37
MBS	6	16,374	83	10	44,352	358
	28	$ 28,023	$ 317	11	$ 44,815	$ 395

	September 30, 2008					
	Less Than 12 Months			Equal to or Greater Than 12 Months		
	Count	Estimated Fair Value	Unrealized Losses	Count	Estimated Fair Value	Unrealized Losses
AFS:	(Dollars in thousands)					
U.S. government-sponsored agencies	2	$ 44,189	$ 967	--	$ --	$ --
Municipal bonds	2	491	4	--	--	--
Trust preferred securities	1	2,655	1,204	--	--	--
MBS	150	956,968	10,191	62	51,515	1,230
	155	$ 1,004,303	$ 12,366	62	$ 51,515	$ 1,230
HTM:						
U.S. government-sponsored agencies	1	$ 24,353	$ 647	--	$ --	$ --
Municipal bonds	47	24,522	342	--	--	--
MBS	42	417,400	5,004	30	166,807	3,621
	90	$ 466,275	$ 5,993	30	$ 166,807	$ 3,621

On a quarterly basis, management conducts a formal review of securities for the presence of OTTI. Management assesses whether an OTTI is present when the fair value of a security is less than its amortized cost basis at the balance sheet date. For such securities, OTTI is considered to have occurred if the Company intends to sell the security, if it is more likely than not the Company will be required to sell the security before recovery of its amortized cost basis or if the present values of expected cash flows is not sufficient to recover the entire amortized cost.

The unrealized losses are primarily a result of increases in market yields from the time of purchase. In general, as market yields rise, the fair value of securities will decrease; as market yields fall, the fair value of securities will increase. Management generally views changes in fair value caused by changes in interest rates as temporary; therefore, these securities have not been classified as other-than-temporarily impaired. Additionally, the impairment is also considered temporary because scheduled coupon payments have been made, it is anticipated that the entire principal balance will be collected as scheduled, and management neither intends to sell the securities and it is not more likely than not that the Company will be required to sell the securities before the recovery of the remaining amortized cost amount.

The amortized cost and estimated fair value of securities by remaining contractual maturity without consideration for call features or pre-refunding dates as of June 30, 2009 are shown below. Actual maturities of MBS may differ from contractual maturities because borrowers have the right to call or prepay obligations, sometimes without penalties. Maturities of MBS depend on the repayment characteristics and experience of the underlying financial instruments.

	June 30, 2009			
	Available-For-Sale		Held-To-Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)			
One year or less	$ --	$ --	$ 194	$ 194
One year through five years	254,801	255,123	12,545	12,810
Five years through ten years	70,939	74,015	371,814	381,521
Ten years and thereafter	1,368,317	1,402,718	306,755	312,342
	$ 1,694,057	$ 1,731,856	$ 691,308	$ 706,867

Issuers of certain securities have the right to call and prepay obligations with or without prepayment penalties. As of June 30, 2009, the amortized cost of the securities in our portfolio which are callable or have pre-refunding dates within one year totaled $206.2 million. All dispositions of securities for the nine months ended June 30, 2009 and twelve months ended September 30, 2008 were the result of principal repayments, maturities, or calls.
As of June 30, 2009, the Bank had pledged AFS and HTM MBS as collateral with an amortized cost of $933.3 million and an estimated fair value of $960.0 million to the public unit depositors, repurchase agreement counterparties, and the Federal Reserve Bank.

6. FHLB Advances

During the nine months ended June 30, 2009, the Bank prepaid $875.0 million of fixed-rate FHLB advances with a weighted average interest rate of 5.65% and a weighted average remaining term to maturity of 11 months. The prepaid FHLB advances were replaced with $875.0 million of fixed-rate FHLB advances, with a weighted average contractual interest rate of 3.41% and an average term of 69 months. The Bank paid a $38.4 million penalty to the FHLB as a result of prepaying the FHLB advances. The prepayment penalty will be deferred and recognized in interest expense over the life of the new FHLB advances. As a result, the prepayment penalty will effectively increase the interest rate on the new advances 96 basis points at the time of the transaction. The benefit of the refinance will be recognized in the form of an immediate decrease in interest expense, and a decrease in interest rate sensitivity, as the maturities of the refinanced advances were extended at a lower rate. In accordance with EITF 96-19, "Debtor's Accounting for a Modification or Exchange of Debt Instruments", the prepayment penalty was deferred as an adjustment to the carrying value of the new advances since the new FHLB advances were not "substantially different," as defined within EITF 96-19, from the prepaid FHLB advances. The present value of the cash flows under the terms of the new FHLB advances was not more than 10% different from the present value of the cash flows under the terms of the prepaid FHLB advances (including the prepayment penalty) and there were no embedded conversion options in the prepaid FHLB advances or in the new FHLB advances. The following table presents the face value of FHLB advances and the maturities and rates for all FHLB advances outstanding at June 30, 2009.

Maturity by fiscal year	FHLB Advances Amount	Weighted Average Contractual Rate	Weighted Average Effective Rate(1)
	(Dollars in thousands)		
2009	$ 20,000	5.09%	5.09%
2010	350,000	4.49	4.49
2011	276,000	4.87	4.87
2012	350,000	3.35	3.35
2013	525,000	3.72	4.06
2014	450,000	3.14	3.90
Thereafter	475,000	3.67	4.28
	$ 2,446,000	3.80%	4.13%

(1) The effective rate includes the net impact of the amortization of deferred prepayment penalties related to the prepayment of certain FHLB advances and deferred gains related to the termination of interest rate swaps during fiscal year 2008.

7. Subsequent Events

Management has evaluated events and transactions that occurred after the balance sheet date of June 30, 2009 through August 4, 2009, the date the financial statements were available to be issued. No material events or transactions which would require adjustments to or disclosures in the consolidated financial statements occurred during this period.

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

The Company and its wholly-owned subsidiary, the Bank, may from time to time make written or oral "forward-looking statements," including statements contained in the Company's filings with the SEC. These forward-looking statements may be included in this Quarterly Report on Form 10-Q and the exhibits attached to it, in the Company's reports to stockholders and in other communications by the Company, which are made in good faith by us pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements about our beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors, some of which are beyond our control. The words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan" and similar expressions are intended to identify forward-looking statements The following factors, among others, could cause our future results to differ materially from the plans, objectives, goals, expectations, anticipations, estimates and intentions expressed in the forward-looking statements:

- our ability to continue to maintain overhead costs at reasonable levels;
- our ability to continue to originate a significant volume of one- to four-family mortgage loans in our market area;
- our ability to acquire funds from or invest funds in wholesale or secondary markets;
- the future earnings and capital levels of the Bank, which could affect the ability of the Company to pay dividends in accordance with its dividend policies;
- fluctuations in deposit flows, loan demand, and/or real estate values, which may adversely affect our business;
-

the credit risks of lending and investing activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses;

- the strength of the U.S. economy in general and the strength of the local economies in which we conduct operations;
- the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System;
  - the effects of, and changes in, foreign and military policies of the United States Government;

- inflation, interest rate, market and monetary fluctuations;
- our ability to access cost-effective funding;
- the timely development of and acceptance of our new products and services and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services;
- the willingness of users to substitute competitors' products and services for our products and services;
- our success in gaining regulatory approval of our products and services and branching locations, when required;
- the impact of changes in financial services laws and regulations, including laws concerning taxes, banking securities and insurance and the impact of other governmental initiatives affecting the financial services industry;
- implementing business initiatives may be more difficult or expensive than anticipated;
- technological changes;
- acquisitions and dispositions;
- changes in consumer spending and saving habits; and
- our success at managing the risks involved in our business

This list of important factors is not all inclusive. We do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company or the Bank.

As used in this Form 10-Q, unless we specify otherwise, "the Company," "we," "us," and "our" refer to Capitol Federal Financial, a United States corporation. "Capitol Federal Savings," and "the Bank," refer to Capitol Federal Savings Bank, a federal savings bank and the wholly-owned subsidiary of Capitol Federal Financial. "MHC" refers to Capitol Federal Savings Bank MHC, a mutual holding company and majority-owner of Capitol Federal Financial.

The following discussion and analysis is intended to assist in understanding the financial condition and results of operations of the Company. It should be read in conjunction with the consolidated financial statements and notes presented in this report. The discussion includes comments relating to the Bank, since the Bank is wholly owned by the Company and comprises the majority of its assets and is the principal source of income for the Company. This discussion and analysis should be read in conjunction with the management discussion and analysis included in the Company's 2008 Annual Report on Form 10-K filed with the SEC.

Executive Summary

The following summary should be read in conjunction with our Management's Discussion and Analysis of Financial Condition and Results of Operations in its entirety.

Our principal business consists of attracting deposits from the general public and investing those funds primarily in permanent loans secured by first mortgages on owner-occupied, one- to four-family residences. We also originate consumer loans, loans secured by first mortgages on non-owner-occupied one- to four-family residences, construction loans secured by one- to four-family residences, commercial real estate loans, and multi-family real estate loans. While our primary business is the origination of one- to four-family mortgage loans funded through retail deposits, we also purchase whole loans and invest in certain investment securities and MBS using FHLB advances and repurchase agreements as additional funding sources.

The Company is significantly affected by prevailing economic conditions including federal monetary and fiscal policies and federal regulation of financial institutions. Deposit balances are influenced by a number of factors including interest rates paid on competing personal investment products, the level of personal income, and the personal rate of savings within our market areas. Lending activities are influenced by the demand for housing and other loans, changing loan underwriting guidelines, as well as interest rate pricing competition from other lending institutions. The primary sources of funds for lending activities include deposits, loan repayments, investment income, borrowings, and funds provided from operations.

The Company's results of operations are primarily dependent on net interest income, which is the difference between the interest earned on loans, MBS, investment securities, and cash, and the interest paid on deposits and borrowings. Net interest income is affected by the shape of the market yield curve, the re-pricing of interest-earning assets and interest-bearing liabilities on our balance sheet, and the prepayment rate on our loans and MBS as it relates to reinvestment opportunities. On a weekly basis, management reviews deposit flows, loan demand, cash levels, and changes in several market rates to assess all pricing strategies. We generally price our loan and deposit products based upon an analysis of our competition and changes in market rates. The Bank generally prices its first mortgage loan products based upon prices available in the secondary market while considering the demand for our products and our ability to service customers in a timely manner. Generally, deposit pricing is based upon a survey of peers in the Bank's market areas, and the need to attract funding and retain maturing deposits. The majority of our loans are fixed-rate products with maturities up to 30 years, while the majority of our deposits have maturity or reprice dates of less than two years.

During the third quarter of fiscal year 2009, the national economy continued to contract due to an increase in unemployment and a general decline in household wealth. The financial services industry as a whole continued to experience declines in credit quality and asset quality due largely to real estate devaluations and an increase in unemployment caused by the ongoing economic recession. The Bank has not experienced the same magnitude of adverse operational impacts felt by many financial institutions; however, we are not immune to negative consequences arising from the economic recession and sharp downturn in the housing and real estate markets nationally. We recorded a $3.1 million provision for loan losses during the current quarter. The additional provision reflects an increase in our purchased loan loss factors in the formula analysis and purchased loan specific valuation allowances and accounts for charge-offs during the quarter, primarily related to purchased loans.. We have experienced an increase in the overall balance of non-performing loans, but the balance of our non-performing loans continues to remain at low levels relative to the size of our loan portfolio.

The Company recognized net income of $15.5 million for the quarter ended June 30, 2009, compared to net income of $18.1 million for the quarter ended March 31, 2009. The decrease in net income between the periods was primarily due to the $3.8 million ($2.4 million on an after-tax basis) Federal Deposit Insurance Corporation ("FDIC") special assessment at June 30, 2009 and a $1.3 million increase in the regular quarterly deposit insurance premiums. Recent bank failures have depleted the Deposit Insurance Fund (the "DIF") below the required reserve ratio which resulted in the FDIC increasing deposit insurance premiums and charging a five basis point special assessment at June 30, 2009 based upon total assets less Tier 1 capital. The authority for the FDIC to impose any additional special assessments terminates January 1, 2010. See additional discussion regarding the FDIC assessments in the section entitled "Liquidity and Capital Resources."

Since December 2008, mortgage rates have, at various points in time, declined to record lows in response to the Federal Reserve's purchase of U.S. agency debt and MBS, which has spurred an increased demand for our loan modification program and mortgage refinances. Additionally, originations during fiscal year 2009 have generally been at rates lower than the overall loan portfolio rate. As a result of modifications and refinances, approximately 20% of our mortgage loan portfolio has repriced to lower market rates during fiscal year 2009. Our loan modification program allows existing loan customers, whose loans have not been sold to third parties and who have been current on their contractual loan payments for the previous 12 months, the opportunity to modify their original loan terms to current loan terms being offered. During fiscal year 2009, we have modified $1.07 billion and refinanced $207.3 million of our originated loans. The weighted average interest rate reduction for the modified loans is approximately 88 basis points. In an effort to mitigate the net interest income impact of the loan modifications, refinances and loan originations at rates lower than the overall portfolio, the Bank refinanced $875.0 million of FHLB advances during fiscal year 2009. As a result of refinancing the FHLB advances, the Bank was able to lower its contractual interest rate on the refinanced advances by 224 basis points, from 5.65% to 3.41%. See additional discussion regarding the FHLB advance refinance in "Notes to Financial Statements - Note 6 - FHLB Advances." Due to the positive gap position of the Bank, our interest-earning assets are repricing faster than our interest-bearing liabilities. If interest rates were to increase, this would likely result in net interest income expansion in future periods as our interest-earning assets will reprice upward faster than our interest-bearing liabilities.

The Bank continues to maintain access to liquidity in excess of forecasted needs by diversifying its funding sources and maintaining a strong retail oriented deposit portfolio. We believe the turmoil in the credit and equity markets has made deposit products in strong financial institutions, like the Bank, desirable for many customers. In response to the economic recession, households have increased their personal savings rate which we believe has contributed to our growth in deposits during fiscal year 2009. We believe that our strong capital position (the Bank's tangible equity ratio at June 30, 2009 was 9.8% - see tangible equity to GAAP equity reconciliation in "Liquidity and Capital Resources – Regulatory Capital"), lending policies, and underwriting standards have helped position us to better withstand these adverse economic conditions. In addition, the investments of the Bank are primarily government-agency backed securities which are highly liquid and have not been credit impaired, and are therefore available as collateral for additional borrowings or for sale if the need or unforeseen conditions warrant. See additional discussion regarding liquidity in the section entitled "Liquidity and Capital Resources."

In fiscal year 2009, the Bank has opened three branches in our market areas in Kansas City and Wichita, and has preliminary plans to open three additional branches in those same market areas during fiscal year 2010.

Available Information

Company and financial information, including press releases, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports can be obtained free of charge from our investor relations website, http://ir.capfed.com. SEC filings are available on our website immediately after they are electronically filed with or furnished to the SEC, and are also available on the SEC's website at www.sec.gov.

Critical Accounting Policies

Our most critical accounting policies are the methodologies used to determine the allowance for loan losses and other-than-temporary declines in the value of securities. These policies are important to the presentation of our financial condition and results of operations, involve a high degree of complexity, and require management to make difficult and subjective judgments that may require assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions, and estimates could cause reported results to differ materially. These critical accounting policies and their application are reviewed at least annually by our audit committee. The following is a description of our critical accounting policies and an explanation of the methods and assumptions underlying their application.

Allowance for Loan Losses. Management maintains an allowance for loan losses to absorb known and inherent losses in the loan portfolio based upon ongoing quarterly assessments of the loan portfolio. Our methodology for assessing the appropriateness of the allowance for loan losses consists of a formula analysis for general valuation allowances and specific valuation allowances for identified problem loans and portfolio segments. The allowance for loan losses is maintained through provisions for loan losses which are charged to income. The provision for loan losses is established after considering the results of management's quarterly assessment of the allowance for loan losses.

All loans that are not impaired, as defined in SFAS No. 114, "Accounting by Creditors for Impairment of a Loan, an Amendment of FASB Statements No. 5 and 15" and SFAS No. 118 "Accounting by Creditors for Impairment of a Loan – Income Recognition and Disclosures, an Amendment of FASB Statement No. 114," are included in a formula analysis, as permitted by SFAS No. 5, "Accounting for Contingencies." Each quarter, the loan portfolio is segregated into categories in the formula analysis based upon certain risk characteristics such as loan type (one- to four-family, multi-family, etc.), interest payments (fixed-rate, adjustable-rate), loan source (originated or purchased), and payment status (i.e. current or number of days delinquent). Loss factors are assigned to each category in the formula analysis based on management's assessment of the potential risk inherent in each category. The greater the risks associated with a particular category, the higher the loss factor. Loss factors increase as individual loans become classified, delinquent, the foreclosure process begins or as economic and market conditions and trends warrant.

Management considers quantitative and qualitative factors when determining the appropriateness of the allowance for loan losses. Such factors include changes in underwriting standards, the trend and composition of delinquent and non-performing loans, results of foreclosed property transactions, historical charge-offs, the current status and trends of local and national economies and housing markets, changes in interest rates, and loan portfolio growth and concentrations. Our allowance for loan loss methodology is applied in a consistent manner; however, the methodology can be modified in response to changing conditions.

The loss factors applied in the formula analysis are periodically reviewed by management to assess whether the factors adequately cover probable and estimable losses inherent in the loan portfolio. The review considers such factors as the trends and composition of delinquent and non-performing loans, the results of foreclosed property transactions, and the status and trends of the local and national economies and housing markets. Our allowance for loan loss methodology permits modifications to any loss factor used in the computation of the formula analysis in the event that, in management's judgment, significant factors which affect the collectibility of the portfolio or any category of the loan portfolio, as of the evaluation date, are not reflected in the current loss factors. Management's evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with a specific problem loan or portfolio segments. As such, the amounts actually observed with respect to these losses can vary significantly from the estimated amounts. By assessing the estimated losses inherent in our loan portfolio on a quarterly basis, management can adjust specific and inherent loss estimates based upon more current information.

The Bank has been experiencing an increase in delinquencies, non-performing loans, net loan charge-offs and losses on foreclosed property transactions, primarily on purchased loans, as a result of the decline in housing and real estate markets, as well as the ongoing economic recession. During the quarter ended March 31, 2009, management noted measurable differences in the performance and loss experience, with respect to the ultimate disposition of the underlying collateral, of our originated and purchased loan portfolios. As a result, loss factors on 30-89 day delinquent loans were modified based on whether the loan is an originated or purchased loan. The loss factors for purchased loans were modified higher than the loss factors associated with originated loans to account for the performance difference between the two portfolios. Management believes this modification to the formula analysis will result in a more accurate estimate of the inherent losses in the 30-89 day delinquent loan portfolio.

Additionally, during the quarter ended March 31, 2009, the real estate market factors used to calculate estimated current loan-to-value (“LTV”) ratios in the formula analysis were modified as a result of management’s quarterly analysis. The real estate market factors used in the formula analysis are based on a nationally recognized source of indices that management believes will more accurately reflect the current market value of the underlying collateral and therefore allocate loans to a more appropriate LTV category in the formula analysis. The factors are updated in the formula analysis each quarter to reflect current market activity.

Specific valuation allowances are established in connection with individual loan reviews of specifically identified problem loans and the asset classification process, including the procedures for impairment recognition under SFAS No. 114 and SFAS No. 118. Evaluations of loans for which full collectability is not reasonably assured include evaluation of the estimated fair value of the underlying collateral based upon current appraisals, real estate broker values or listing prices. Additionally, trends and composition of non-performing loans, results of foreclosed property transactions and current status and trends in economic and market conditions are also evaluated. During the quarter ended March 31, 2009, management noted the updated estimated fair values obtained from loan servicers when a loan became 90 days delinquent were not always an accurate representation of the fair value of the collateral once it was sold. The decline in fair value between the date the loan became 90 days delinquent and the time the property was sold was due to the continued decline in real estate values between those points in time, as it often takes several months for a loan to work through the foreclosure process. As a result of the analysis, management began applying market value adjustments to non-performing purchased loans as of March 31, 2009 to more accurately estimate the fair values of the underlying collateral based upon recent trends. The adjustments are determined based on the location of the underlying collateral, recent losses recognized on foreclosed property transactions and trends of non-performing purchased loans entering REO. Specific valuations on non-performing loans were established if the adjusted estimated fair value was less than the current loan balance. Management intends to evaluate the appropriateness of the market value adjustments each quarter. The market value adjustments will continue to be applied to non-performing loans until the real estate markets and economy improve to such a level that the adjustments are no longer necessary.

Loans with an outstanding balance of $1.5 million or more are reviewed annually if secured by property in one of the following categories: multi-family (five or more units) property, unimproved land, other improved commercial property, acquisition and development of land projects, developed building lots, office building, single-use building, or retail building. Specific valuation allowances are established if the individual loan review determines a quantifiable impairment.

Assessing the adequacy of the allowance for loan losses is inherently subjective. Actual results could differ from our estimates as a result of changes in economic or market conditions. Changes in estimates could result in a material change in the allowance for loan losses. In the opinion of management, the allowance for loan losses, when taken as a whole, is adequate to absorb reasonable estimated losses inherent in our loan portfolio. However, future adjustments may be necessary if portfolio performance or economic or market conditions differ substantially from the conditions that existed at the time of the initial determinations.

Securities Impairment. Management monitors the securities portfolio for OTTI on an ongoing basis and performs a formal review quarterly. Management's OTTI evaluation process conforms to the guidance contained in EITF 99-20 "Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets", FSP EITF 99-20-1 "Amendments to the Impairment Guidance of EITF Issue No. 99-20", SFAS 115, "Accounting for Certain Investments in Debt and Equity Securities", FSP FAS 115-2 and FSP FAS 124-2 "Recognition and Presentation of Other-Than Temporary Impairments". The process involves monitoring market events and other items that could impact issuers. The evaluation includes, but is not limited to such factors as: the nature of the investment, the length of time the security has had a fair value less than the cost basis, the cause(s) and severity of the loss, expectation of an anticipated recovery period, recent events specific to the issuer or industry including the issuer's financial condition and the current ability to make future payments in a timely manner, external credit ratings and recent downgrades in such ratings, the Company's intent to sell and whether it is more likely than not the Company would be required to sell prior to recovery for debt securities and changes in estimated cash flows of MBS.

Management determines whether OTTI losses should be recognized for securities by assessing all known facts and circumstances surrounding the securities. If the Company intends to sell a security or if it is more likely than not that the Company will be required to sell a security before recovery of its amortized cost basis, OTTI has occurred and the difference between amortized cost and fair value will be recognized as a loss in earnings.

If the Company does not intend to sell the security but also does not expect to recover the entire amortized cost basis of the security, an impairment loss would be recognized in earnings in the amount of the expected amortized cost basis that would not be collected (credit loss). The remaining amount of OTTI would be recognized in other comprehensive income (loss).

Financial Condition

Total assets increased from $8.06 billion at September 30, 2008 to $8.32 billion at June 30, 2009. The $264.0 million increase in assets was primarily attributed to a $221.0 million increase in loans receivable substantially due to loan purchases. The growth in assets during fiscal year 2009 was primarily funded by growth in deposits. Deposits increased from $3.92 billion at September 30, 2008 to $4.18 billion at June 30, 2009. The $251.4 million increase was primarily in the certificate of deposit and money market portfolios. Stockholders' equity increased from $871.2 million at September 30, 2008 to $922.6 million at June 30, 2009. The $51.4 million increase was due to net income of $49.5 million during fiscal year 2009 and an increase in accumulated other comprehensive gain (loss) of $29.5 million, partially offset by $33.6 million of dividend payments during fiscal year 2009.

The following table presents selected balance sheet data for the Company at the dates indicated.

			Balance at		
	June 30, 2009	March 31, 2009	December 31, 2008	September 30, 2008	June 30, 2008
	(Dollars in thousands, except per share amounts)				
Total assets	$ 8,319,292	$ 8,269,881	$ 8,157,324	$ 8,055,249	$ 7,892,137
Cash and cash equivalents	74,101	52,025	143,134	87,138	86,437
Investment securities	322,166	214,410	105,965	142,359	144,346
MBS	2,100,998	2,204,369	2,176,302	2,234,339	2,066,685
Loans receivable, net	5,541,731	5,377,699	5,456,569	5,320,780	5,326,061
Capital stock of FHLB	132,071	131,278	131,230	124,406	129,172
Deposits	4,175,251	4,116,514	3,867,304	3,923,883	3,961,543
Advances from FHLB	2,410,949	2,411,560	2,596,964	2,447,129	2,547,294
Other borrowings	713,609	713,609	713,595	713,581	453,566
Stockholders' equity	922,634	916,391	897,435	871,216	863,906
Accumulated other comprehensive gain (loss)	23,512	24,622	14,263	(5,968)	(5,202)
Equity to total assets at end of period	11.1%	11.1%	11.0%	10.8%	10.9%
Bank tangible equity ratio (1)	9.8%	9.9%	10.0%	10.0%	10.0%
Book value per share	$ 12.60	$ 12.52	$ 12.27	$ 11.93	$ 11.84

(1) See tangible equity to GAAP equity reconciliation in "Liquidity and Capital Resources – Regulatory Capital".

Loans Receivable. The loans receivable portfolio increased $221.0 million from $5.32 billion at September 30, 2008 to $5.54 billion at June 30, 2009. The increase was primarily a result of $191.6 million of loan purchases from nationwide lenders. The loans purchased from nationwide lenders during fiscal year 2009 had an average credit score of 745 at the time of origination and a current weighted average LTV ratio of 50%. The majority of the loans were seasoned loans and were originated in years outside of the years with peak real estate values and non-traditional underwriting standards. Approximately 80% were originated in 2004 or earlier and approximately 20% were originated in 2008. Additionally, states that have experienced historically high foreclosure rates were avoided. We have not experienced any significant performance problems with this group of purchased loans. See additional discussion regarding the underwriting standards for purchased loans in "Lending Practices and Underwriting Standards." At June 30, 2009 loans purchased from nationwide lenders represented 14% of our loan portfolio and were secured by properties located in each of the continental 48 states and Washington, D.C. At June 30, 2009, purchases from nationwide lenders in the following states comprised 5% or greater of total loans purchased from nationwide lenders: Illinois 13%; Florida, New York and Texas 7%; and Arizona 5%. As of June 30, 2009, the average balance of a purchased nationwide mortgage loan was approximately $370 thousand while the average balance of an originated mortgage loan was approximately $140 thousand.

Included in the loan portfolio at June 30, 2009 were $283.3 million of interest-only loans, which were primarily purchased from nationwide lenders during fiscal year 2005. These loans do not typically require principal payments during their initial term, and have initial interest-only terms of either five or ten years. At June 30, 2009, $275.2 million, or 97%, of these loans were still in their interest-only payment term. As of June 30, 2009, $126.8 million will begin to amortize principal within two years, $17.1 million will begin to amortize principal within two-to-five years, $105.9 million will begin to amortize principal within five-to-seven years, and the remaining $25.4 million will begin amortizing in seven-to-ten years. Loans of this type generally are considered to be of greater risk to the lender because of the possibility that the borrower may default once principal payments begin. The loans had an average credit score of 737 and an average LTV ratio of 80% or less at the time of purchase. The Bank has not purchased any interest-only loans since 2006. At June 30, 2009, $12.0 million or approximately 40% of non-performing loans were interest-only. Non-performing interest-only loans represent approximately 4% of the total interest-only portfolio at June 30, 2009. See discussion regarding the allowance for loan losses in "Critical Accounting Policies – Allowance for Loan Losses."

The following table presents loan origination, refinance and purchase activity for the periods indicated. Loan originations, purchases and refinances are reported together. The fixed-rate one- to four-family loans less than or equal to 15 years have an original maturity at origination of less than or equal to 15 years, while fixed-rate one- to four-family loans greater than 15 years have an original maturity at origination of greater than 15 years. The adjustable-rate one- to four-family loans less than or equal to 36 months have a term to first reset of less than or equal to 36 months at origination and adjustable-rate one- to four-family loans greater than 36 months have a term to first reset of greater than 36 months at origination.

	For the Three Months Ended June 30, 2009			For the Three Months Ended June 30, 2008		
	Amount	Rate	% of Total	Amount	Rate	% of Total
	(Dollars in thousands)					
Fixed-Rate:						
One- to four-family						
<= 15 years	$ 108,316	4.67%	26.69%	$ 62,965	5.21%	21.46%
> 15 years	249,645	5.06	61.53	163,671	5.83	55.77
Other real estate	2,547	6.25	0.63	675	6.50	0.23
Consumer	3,044	7.73	0.75	3,996	8.03	1.36
Total fixed-rate	363,552	4.98	89.60	231,307	5.70	78.82
Adjustable-Rate:						
One- to four-family						
<= 36 months	434	4.63	0.11	4,220	5.21	1.44
> 36 months	17,020	4.88	4.19	30,897	5.52	10.53
Other real estate	--	--	--	1,800	6.00	0.61
Consumer	24,742	4.82	6.10	25,234	5.84	8.60
Total adjustable-rate	42,196	4.84	10.40	62,151	5.64	21.18
Total originations, refinances and purchases	$ 405,748	4.96%	100.00%	$ 293,458	5.69%	100.00%
Purchased loans included above:						
Fixed-Rate:						
Correspondent	$ 37,912	5.11%		$ 18,209	5.51%	
Nationwide	--	--		--	--	

Adjustable-Rate:						
Correspondent		9,544	5.04		14,509	5.51
Nationwide		--	--		--	--
Total purchased loans	$	47,456	5.09%	$	32,718	5.51%

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	For the Nine Months Ended June 30, 2009			For the Nine Months Ended June 30, 2008		
	Amount	Rate	% of Total	Amount	Rate	% of Total
Fixed-Rate:	(Dollars in thousands)					
One- to four-family						
<= 15 years	$ 212,217	4.83%	18.89%	$ 120,162	5.36%	16.46%
> 15 years	582,938	5.21	51.89	415,714	5.85	56.94
Other real estate	14,483	5.99	1.29	975	6.58	0.13
Consumer	8,439	7.68	0.75	15,081	8.13	2.07
Total fixed-rate	818,077	5.15	72.82	551,932	5.81	75.60
Adjustable-Rate:						
One- to four-family						
<= 36 months	138,958	4.92	12.37	22,266	5.33	3.05
> 36 months	96,059	5.20	8.55	88,606	5.64	12.14
Other real estate	--	--	--	1,800	6.00	0.25
Consumer	70,298	4.91	6.26	65,430	7.02	8.96
Total adjustable-rate	305,315	5.01	27.18	178,102	6.11	24.40
Total originations, refinances and purchases	$ 1,123,392	5.11%	100.00%	$ 730,034	5.88%	100.00%
Purchased loans included above:						
Fixed-Rate:						
Correspondent	$ 84,887	5.25%		$ 40,486	5.77%	
Nationwide	256	4.38		--	--	
Adjustable-Rate:						
Correspondent	20,643	5.28		54,456	5.64	
Nationwide	191,313	5.00		155	5.38	
Total purchased loans	$ 297,099	5.09%		$ 95,097	5.69%	

Loan modification activity is not included in the tables above because a new loan is not generated at the time of modification. During the three and nine months ended June 30, 2009, the Bank modified $477.5 million and $1.07 billion loans, respectively, with a weighted average rate change of 92 basis points and 88 basis points, respectively.

The Bank generally prices its one- to four-family loan products based upon prices available in the secondary market. During the nine months ended June 30, 2009, the rate on the Bank's 30-year fixed-rate one- to four-family loans, with no points paid by the borrower, was approximately 230 basis points above the average 10-year Treasury rate, while the rate on the Bank's 15-year fixed-rate one- to four-family loans were approximately 190 basis points above the average 10-year Treasury rate.

The following table summarizes the activity in the loan portfolio for the periods indicated, excluding changes in loans in process, deferred fees and allowance for loan losses. Loans that were paid-off as a result of refinances are included in 'repayments.' Loan modification activity is not included in the activity in the following table because a new loan is not generated at the time of modification. See modification activity for the three and nine months ended June 30, 2009 on the previous page. The modified balance and rate are included in the ending loan portfolio balance and rate.

	For the Three Months Ended							
	June 30, 2009		March 31, 2009		December 31, 2008		September 30, 2008	
	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate
	(Dollars in thousands)							
Beginning balance	$ 5,422,798	5.50%	$ 5,506,352	5.63%	$ 5,379,845	5.66%	$ 5,389,901	5.63%
Originations and refinances:								
Fixed	325,640	4.96	276,888	5.06	130,406	5.77	140,565	6.08
Adjustable	32,652	4.78	25,269	4.83	35,437	5.23	45,333	5.69
Purchases:								
Fixed	37,912	5.11	33,226	5.18	14,005	5.76	7,309	6.12
Adjustable	9,544	5.04	70,349	4.90	132,064	5.09	17,225	5.76
Repayments	(322,104)		(311,733)		(183,532)		(216,090)	
Transfer of modified loans from (to) LHFS, net	81,190		(175,862)		--		--	
Other (1)	(502)		(1,691)		(1,873)		(4,398)	
Ending balance	$ 5,587,130	5.36%	$ 5,422,798	5.50%	$ 5,506,352	5.63%	$ 5,379,845	5.66%

	For the Nine Months Ended			
	June 30, 2009		June 30, 2008	
	Amount	Rate	Amount	Rate
	(Dollars in thousands)			
Beginning balance	$ 5,379,845	5.66%	$ 5,346,626	5.68%
Originations and refinances:				
Fixed	732,934	5.14	511,446	5.81
Adjustable	93,359	4.97	123,491	6.32
Purchases:				
Fixed	85,143	5.24	40,486	5.77
Adjustable	211,956	5.02	54,611	5.64
Repayments	(817,369)		(683,088)	
Transfer of modified loans from (to) LHFS, net	(94,672)		--	
Other(1)	(4,066)		(3,671)	
Ending balance	$ 5,587,130	5.36%	$ 5,389,901	5.66%

(1) "Other" consists of transfers to REO and modification fees advanced.

The following table presents the Company's loan portfolio at the dates indicated.

	June 30, 2009			March 31, 2009			September 30, 2008		
	Amount	Average Rate	% of Total	Amount	Average Rate	% of Total	Amount	Average Rate	% of Total
				(Dollars in thousands)					
Real Estate Loans									
One- to four-family	$ 5,257,195	5.34%	94.09%	$ 5,085,227	5.49%	93.77%	$ 5,026,358	5.61%	93.43%
Multi-family and commercial	84,358	6.01	1.51	67,278	6.30	1.24	56,081	6.44	1.04
Construction and development	41,429	5.19	0.74	63,823	5.28	1.18	85,178	5.66	1.58
Total real estate loans	5,382,982	5.35	96.34	5,216,328	5.50	96.19	5,167,617	5.62	96.05
Consumer Loans									
Savings loans	4,832	5.52	0.09	4,524	5.65	0.08	4,634	5.95	0.09
Automobile	2,877	6.96	0.05	3,083	6.96	0.06	3,484	7.00	0.07
Home equity	195,458	5.64	3.50	197,939	5.67	3.65	202,956	6.53	3.77
Other	981	7.97	0.02	924	8.27	0.02	1,154	7.13	0.02
Total consumer loans	204,148	5.67	3.66	206,470	5.70	3.81	212,228	6.52	3.95
Total loans receivable	5,587,130	5.36%	100.00%	5,422,798	5.50%	100.00%	5,379,845	5.66%	100.00%
Less:									
Loans in process	23,740			27,058			43,186		
Deferred fees and discounts	11,417			10,577			10,088		
Allowance for loan losses	10,242			7,464			5,791		
Total loans receivable, net	$ 5,541,731			$ 5,377,699			$ 5,320,780		

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Lending Practices and Underwriting Standards

The Bank's primary lending activity is the origination of loans and the purchase of loans from a select group of correspondent lenders. These loans are generally secured by first mortgages on owner-occupied, one- to four-family residences in the Bank's primary market areas and select market areas in Missouri. The Bank also makes consumer loans, construction loans secured by residential or commercial properties, and multi-family real estate loans secured by multi-family dwellings. Additional lending volume has been generated by purchasing whole one- to four-family mortgage loans from nationwide lenders. By purchasing loans from nationwide lenders, the Bank is able to attain some geographic diversification in its loan portfolio, and help mitigate the Bank's interest rate risk exposure as the purchased loans are predominately adjustable-rate or 15-year fixed-rate loans. As a result of the decline in real estate values and the economic recession, particularly in some of the states where we have purchased loans, we have experienced an increase in non-performing purchased loans. At the time these loans were purchased, they met our underwriting standards; however, some are located in areas that have recently experienced high unemployment rates and sharp declines in real estate values. See additional discussion regarding non-performing purchased loans in "Critical Accounting Policies – Allowance for Loan Losses" and "Asset Quality." The loans purchased during fiscal year 2009 had an average credit score of 745 and a current weighted average LTV ratio of 50%. We have not experienced any significant performance problems with this group of purchased loans. See additional discussion regarding loans purchased during fiscal year 2009 in "Financial Condition – Loans Receivable."

The Bank's one- to four-family loans are primarily fully amortizing fixed- or adjustable-rate loans with contractual maturities of up to 30 years, except for interest-only loans which require the payment of interest during the interest-only period, all with payments due monthly. Our one- to four- family loans are generally not assumable and do not contain prepayment penalties. A "due on sale" clause, allowing the Bank to declare the unpaid principal balance due and payable upon the sale of the secured property, is generally included in the security instrument.

Current adjustable-rate one- to four-family loans originated by the Bank generally provide for a specified rate limit or cap on the periodic adjustment to the interest rate, as well as a specified maximum lifetime cap and minimum rate, or floor. As a consequence of using caps, the interest rates on these loans may not be as rate sensitive as our cost of funds. Negative amortization of principal is not allowed. Borrowers are qualified based on the principal, interest, taxes and insurance payments at the initial rate for three, five and seven year adjustable-rate mortgage ("ARM") loans. After the initial three, five or seven year period, the interest rate is repriced annually and the new principal and interest payment is based on the new interest rate, remaining unpaid principal balance and term of the ARM loan. Our ARM loans are not automatically convertible into fixed-rate loans; however, we do allow borrowers to pay a modification fee to convert an ARM loan to a fixed-rate loan. ARM loans can pose different credit risks than fixed-rate loans, primarily because as interest rates rise, the borrower's payment also rises, increasing the potential for default. This specific risk type is known as repricing risk.

During 2008, the Bank discontinued offering an interest-only ARM product, but holds in its portfolio originated and purchased interest-only ARM loans. The product was discontinued to reduce future credit risk exposure. At the time of origination, these loans did not require principal payments for a period of up to ten years. Borrowers were qualified based on a fully amortizing payment at the initial loan rate. The Bank was more restrictive on debt-to-income ratios and credit scores on interest-only ARM loans than on other ARM loans to offset the potential risk of payment shock at the time the loan rate adjusts and/or the principal and interest payments begin. At June 30, 2009, 5% of our loan portfolio consisted of non-amortizing interest-only ARM loans. The majority of these loans were purchased from nationwide lenders during fiscal year 2005. These loans had an initial interest-only term of either five or ten years, with approximately equal distribution between the two terms.

One- to four-family loans are underwritten manually or by an automated underwriting system developed by a third party. The system's components closely resemble the Bank's manual underwriting standards which are generally in accordance with Federal Home Loan Mortgage Corporation ("FHLMC") and Federal National Mortgage Association ("FNMA") underwriting guidelines. The automated underwriting system analyzes the applicant's data, with emphasis on credit history, employment and income history, qualifying ratios reflecting the applicant's ability to repay, asset reserves, and loan-to-value ratio. Full documentation to support the applicant's credit, income, and sufficient funds to cover all applicable fees and reserves at closing are required on all loans. Loans that do not meet the automated underwriting standards are referred to a staff underwriter for manual underwriting. Properties securing one- to four-family loans are appraised by either staff appraisers or fee appraisers, both of which are independent of the loan origination function and have been approved by the board of directors.

For loans with an LTV ratio in excess of 80% at the time of origination, private mortgage insurance ("PMI") is required in order to reduce the Bank's loss exposure to less than 80% of the appraised value or the purchase price of the property. The Bank will lend up to 97% of the lesser of the appraised value or purchase price for one- to four-family loans provided the Bank is able to obtain PMI. Management continuously monitors the claim paying ability of our PMI counterparties. At this time, we believe that our PMI counterparties have the ability to meet potential claim obligations we may file in the foreseeable future.

The underwriting standards of the lenders from whom the Bank purchases loans are generally similar to the Bank's internal underwriting standards. "No Doc" or "Stated Income, Stated Assets" loans are not permitted. Lenders are required to fully document all data sources for each application. Management believes these requirements reduce the credit risk associated with these loans. Before committing to purchase a pool of loans from a nationwide lender, the Bank's Chief Lending Officer or Secondary Marketing Manager reviews specific criteria such as loan amount, credit scores, LTV ratios, geographic location, and debt ratios of each loan in the pool. If the specific criteria do not meet the Bank's underwriting standards and compensating factors are not sufficient, then a loan will be removed from the pool. Once the review of the specific criteria is complete and loans not meeting the Bank's standards are removed from the pool, changes are sent back to the lender for acceptance and pricing. Before the pool is funded, an approved Bank underwriter reviews at least 25% of the loan files and the supporting documentation in the pool. Our standard contractual agreement with the lender includes recourse options for any breach of representation or warranty with respect to the loans purchased.

The underwriting of loans purchased through correspondent lenders is generally performed by our underwriters, using our underwriting standards. The products offered by the correspondents are at least as restrictive as the Bank's own internal products and underwriting standards. Correspondent lenders are located within the metropolitan Kansas City market area and select market areas in Missouri. The Bank purchases approved loans and the related servicing rights, on a loan-by-loan basis.

In an effort to offset the impact of repayments and to retain our customers, the Bank offers existing loan customers whose loans have not been sold to third parties the opportunity to modify their original loan terms to new loan terms generally consistent with those currently being offered. This is a convenient tool for customers who may have considered refinancing from an ARM loan to a fixed-rate loan, would like to reduce their term, or take advantage of lower rates associated with current market rates. The program helps ensure the Bank maintains the relationship with the customer and significantly reduces the amount of effort required for customers to obtain current market pricing and terms without having to refinance their loans. The Bank charges a fee for this service generally comparable to fees charged on new loans. The Bank does not solicit customers for this program, but considers it a valuable opportunity to retain customers who, due to our strict initial underwriting, could likely obtain similar financing elsewhere.

The Bank also originates construction-to-permanent loans primarily secured by one- to four-family residential real estate. Presently, all of the one- to four-family construction loans are secured by property located within the Bank's market areas. Construction loans are obtained primarily by homeowners who will occupy the property when construction is complete. The Bank is also a participant with five other banking institutions on a construction loan secured by a retail shopping center in Kansas with two major retailers. Construction loans to builders for speculative purposes are not permitted. The application process includes submission of complete plans, specifications, and costs of the project to be constructed. These items are used as a basis to determine the appraised value of the subject property. All construction loans are manually underwritten using the Bank's internal underwriting standards. The construction and permanent loans are closed at the same time allowing the borrower to secure the interest rate at the beginning of the construction period and throughout the permanent loan. Construction draw requests and the supporting documentation are reviewed and approved by management. The Bank also performs regular documented inspections of the construction project to ensure the funds are being used for the intended purpose and the project is being completed according to the plans and specifications provided.

The Bank offers a variety of secured consumer loans, including home equity loans and lines of credit, home improvement loans, auto loans, and loans secured by savings deposits. The Bank also originates a very limited amount of unsecured loans. The Bank does not originate any consumer loans on an indirect basis, such as contracts purchased from retailers of goods or services which have extended credit to their customers. All consumer loans are originated in the Bank's market areas. Home equity loans may be originated in amounts, together with the amount of the existing first mortgage, of up to 95% of the value of the property securing the loan. In order to minimize risk of loss, home equity loans that are greater than 80% of the value of the property, when combined with the first mortgage, require PMI. The term-to-maturity of home equity and home improvement loans may be up to 20 years. Other home equity lines of credit have no stated term-to-maturity and require a payment of 1.5% of the outstanding loan balance per month. Interest-only home equity lines of credit have a maximum term of 12 months, monthly payments of accrued interest, and a balloon payment at maturity. Repaid principal may be re-advanced at any time, not to exceed the original credit limit of the loan. Other consumer loan terms vary according to the type of collateral and the length of the contract. The majority of the consumer loan portfolio is comprised of home equity lines of credit, which have interest rates that can adjust monthly based upon changes in the prime rate, to a maximum of 18%.

The underwriting standards for consumer loans include a determination of the applicant's payment history on other debts and an assessment of their ability to meet existing obligations and payments on the proposed loan. Although creditworthiness of the applicant is a primary consideration, the underwriting process also includes a comparison of the value of the security in relation to the proposed loan amount.

Consumer loans generally have shorter terms to maturity or reprice more frequently, which reduces our exposure to changes in interest rates, and usually carry higher rates of interest than do one- to four-family mortgage loans. However, consumer loans may entail greater risk than do one- to four-family mortgage loans, particularly in the case of consumer loans that are secured by rapidly depreciable assets, such as automobiles. Management believes that offering consumer loan products helps to expand and create stronger ties to our existing customer base by increasing the number of customer relationships and providing cross-marketing opportunities.

The Bank's multi-family and commercial real estate loans are secured primarily by multi-family dwellings and small commercial buildings generally located in the Bank's market areas. These loans are granted based on the income producing potential of the property and the financial strength of the borrower. LTV ratios on multi-family and commercial real estate loans usually do not exceed 80% of the appraised value of the property securing the loans. The net operating income, which is the income derived from the operation of the property less all operating expenses, must be sufficient to cover the payments related to the outstanding debt at the time of origination. The Bank generally requires personal guarantees of the borrowers covering a portion of the debt in addition to the security property as collateral for these loans. Appraisals on properties securing these loans are performed by independent state certified fee appraisers approved by the board of directors. Our multi-family and commercial real estate loans are originated with either a fixed or adjustable interest rate. The interest rate on adjustable-rate loans is based on a variety of indices, generally determined through negotiation with the borrower. While maximum maturities may extend to 30 years, these loans frequently have shorter maturities and may not be fully amortizing, requiring balloon payments of unamortized principal at maturity.

Our multi-family and commercial real estate loans are generally large dollar loans and involve a greater degree of credit risk than one- to four-family mortgage loans. Such loans typically involve large balances to single borrowers or groups of related borrowers. Because payments on multi-family and commercial real estate loans are often dependent on the successful operation or management of the properties, repayment of such loans may be subject to adverse conditions in the real estate market or the economy. If the cash flow from the project is reduced, or if leases are not obtained or renewed, the borrower's ability to repay the loan may be impaired. See "Asset Quality – Non-performing Loans."

Loans over $500 thousand must be underwritten by two Class V underwriters, which is the highest class of underwriter. Any loan greater than $750 thousand must be approved by the Asset and Liability Management Committee ("ALCO") and loans over $1.5 million must be approved by the board of directors. For loans requiring ALCO and/or board of directors' approval, lending management is responsible for presenting to the ALCO and/or board of directors information about the creditworthiness of the borrower and the value of the subject property. Information pertaining to the creditworthiness of the borrower generally consists of a summary of the borrower's credit history, employment stability, sources of income, assets, net worth, and debt ratios. The value of the property must be supported by an independent appraisal report prepared in accordance with our appraisal policy. Loans over $500 thousand are priced above the standard mortgage rate.

Asset Quality

The Bank’s traditional underwriting guidelines have provided the Bank with loans of high quality and generally low delinquencies and low levels of non-performing assets compared to national levels. Of particular importance is the complete documentation required for each loan the Bank originates and purchases. This allows the Bank to make an informed credit decision based upon a thorough assessment of the borrower’s ability to repay the loan compared to underwriting methodologies that do not require full documentation.

The following matrix shows the balance of one-to four-family mortgage loans cross-referenced by LTV ratio and credit score. The LTV ratios used in the matrix were based on the current loan balance and the most recent bank appraisal available, or the lesser of the purchase price or original appraisal. In most cases, the most recent appraisal was obtained at the time of origination. The LTV ratios based upon appraisals obtained at the time of origination may not necessarily indicate the extent to which we may incur a loss on any given loan that may go into foreclosure as the value of the underlying collateral may have declined since the time of origination. Credit scores were updated in March 2009 for loans originated by the Bank and purchased loans. Management will continue to update credit scores as deemed necessary based upon economic conditions. Per the matrix, the greatest concentration of loans fall into the “751 and above” credit score category and have a LTV ratio of less than 70%. The loans falling into the “less than 660” credit score category and having LTV ratios of more than 80% comprise the lowest concentration. The average LTV ratio of our one-to four-family mortgage loans at June 30, 2009 was approximately 65%.

	Credit Score									
	Less than 660		661 to 700		701 to 750		751 and above		Total	
LTV ratio	Amount	% of total	Amount	% of total	Amount	% of total	Amount	% of total	Amount	% of total
	(Dollars in thousands)									
Less than 70%	$ 127,680	2.4%	$ 152,523	2.9%	$ 443,595	8.4%	$ 1,922,397	36.6%	$ 2,646,195	50.3%
70% to 80%	111,095	2.1	133,726	2.6	393,592	7.5	1,189,697	22.6	1,828,110	34.8
More than 80%	78,878	1.5	79,922	1.5	213,623	4.1	410,467	7.8	782,890	14.9
Total	$ 317,653	6.0%	$ 366,171	7.0%	$ 1,050,810	20.0%	$ 3,522,561	67.0%	$ 5,257,195	100.0%

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The following table presents the Company's 30 to 89 day delinquent loans, non-performing loans, and REO at the dates indicated. Purchased loans include loans purchased from nationwide lenders. Non-performing loans consist of loans 90 or more days delinquent and loans in the process of foreclosure. Non-performing assets include non-performing loans and REO.

	June 30, 2009		March 31, 2009		December 31, 2008		September 30, 2008		June 30, 2008	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
	(Dollars in thousands)									
Loans 30-89 days delinquent										
Originated	193	$ 13,825	157	$ 14,120	199	$ 15,691	179	$ 14,026	160	$ 12,591
Purchased	49	13,225	43	9,698	42	9,359	37	7,083	33	6,621
	242	27,050	200	23,818	241	25,050	216	21,109	193	19,212
Non-performing loans										
Originated	144	11,840	128	10,213	124	9,607	100	6,958	89	6,555
Purchased	59	17,270	45	12,158	32	9,625	25	6,708	26	6,699
	203	29,110	173	22,371	156	19,232	125	13,666	115	13,254
REO										
Originated	36	3,950	48	4,119	38	2,833	36	2,228	31	1,274
Purchased	5	1,127	10	1,705	6	1,644	12	2,918	5	933
	41	5,077	58	5,824	44	4,477	48	5,146	36	2,207
Non-performing assets as a percentage of total assets		0.41%		0.34%		0.29%		0.23%		0.20%
Non-performing loans as a percentage of total loans		0.53%		0.42%		0.35%		0.26%		0.25%

Loans 30 to 89 days delinquent increased $6.0 million from $21.1 million at September 30, 2008 to $27.1 million at June 30, 2009. Of the 30-89 day purchased loans at June 30, 2009, approximately 50% are concentrated in Arizona, Nevada, Texas, and Illinois, with the remaining 50% spread across 19 other states. During the past three quarters, on average, approximately 30% of loans that entered the 30 to 89 days delinquent category made their required loan payments and did not go back into the 30-89 day delinquent category or paid off during this time period. During the same time period, on average, approximately 40% of loans that entered the 30 to 89 days delinquent category made a portion of their required loan payments but the loans either stayed in the 30 to 89 day delinquent category because not all required loan payments were made or went back into the 30-89 day delinquent category at some point during the noted time period as the borrower once again became delinquent on their loan payments. Approximately 30% of the loans that entered the 30-89 days delinquent category during the past three quarters progressed to the non-performing loan or REO categories.

Non-performing loans increased $15.4 million from $13.7 million at September 30, 2008 to $29.1 million at June 30, 2009. Of the purchased non-performing loans at June 30, 2009, approximately 45% are concentrated in Arizona and Florida, with the remaining 55% spread across 18 other states. The increase in non-performing loans reflects the economic recession coupled with the continued deterioration of the housing market, particularly in some of the states in which we have purchased loans. The deteriorating conditions in the housing market are evidenced by declining house prices, fewer home sales, increasing inventories of houses on the market and an increase in the length of time houses remain on the market. The increase in non-performing loans increased our ratio of non-performing loans to total loans from 0.26% as of September 30, 2008 to 0.53% at June 30, 2009.

At June 30, 2009, one-to four-family non-performing loans with LTV ratios greater than 80% comprised approximately 20% of total non-performing loans. Of these loans, approximately 70% have PMI which substantially reduces or eliminates the Bank's exposure to loss. The balance of one-to four-family non-performing loans with LTV ratios greater than 80% with no PMI was $1.5 million at June 30, 2009. At origination, these loans had LTV ratios less than 80%, but as a result of updating the appraisals, the LTV ratios are now in excess of 80%.

Management maintains an allowance for loan losses to absorb known and inherent losses in the loan portfolio based on ongoing quarterly assessments of the loan portfolio. Our allowance for loan loss methodology considers a number of quantitative and qualitative factors, including the trend and composition of our delinquent and non-performing loans, results of foreclosed property transactions, and the status and trends of the local and national economies and housing markets. See "Critical Accounting Policies – Allowance for Loan Losses." The $3.1 million provision for loan loss recorded in the current quarter reflects an increase in our purchased loan loss factors in the formula analysis and purchased loan specific valuation allowances and accounts for charge-offs during the quarter, primarily related to purchased loans. The purchase loan loss factors and specific valuation allowances were increased in the current quarter due to deterioration in purchased loan delinquency loan trends and an increase in losses associated with foreclosed property transactions. Although management believes the allowance for loan losses is established and maintained at adequate levels, additions may be necessary if future economic or other conditions differ substantially from the current operating environment.

The following table presents the Company's activity for the allowance for loan losses and related ratios at the dates and for the periods indicated.

	For the Three Months Ended			For the Nine Months Ended	
	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008
	(Dollars in thousands)				
Beginning balance	$ 7,464	$ 6,137	$ 4,250	$ 5,791	$ 4,181
Charge-offs:					
One- to four-family loans-originated	35	12	9	57	39
One- to four-family loans-purchased	293	766	124	1,241	124
Multi-family loans	--	--	--	--	--
Commercial and other loans	--	--	--	--	--
Consumer loans	6	2	8	19	28
Total charge-offs	334	780	141	1,317	191
Recoveries	--	--	--	--	--
Provision charged to expense	3,112	2,107	1,602	5,768	1,721
Ending balance	$ 10,242	$ 7,464	$ 5,711	$ 10,242	$ 5,711
ALLL to non-performing loans at period end	35.18%	33.36%	43.09%		
ALLL to loans receivable, net at period end	0.18%	0.14%	0.11%		

Historically, our charge-offs have been low due to our low level of non-performing loans and the amount of underlying equity in the properties collateralizing one-to four family loans. The increase in non-performing purchased loans and the decline in real estate and housing markets have begun to result in higher charge-offs, specifically related to purchased loans. However, the overall amount of charge-offs has not been significant because of our strict underwriting standards and the relative economic stability of the geographic areas in which the Bank originates loans.

The following table presents the Company's allocation of the allowance for loan losses to each respective loan category at June 30, 2009 and September 30, 2008.

	At June 30, 2009				At September 30, 2008			
	Amount of ALLL	% of ALLL to Total ALLL	Total Loans	% of Loans to Total Loans	Amount of ALLL	% of ALLL to Total ALLL	Total Loans	% of Loans to Total Loans
	(Dollars in thousands)							
One- to four-family:								
Originated	$ 3,647	35.6%	$ 4,504,219	80.6%	$ 3,076	53.2%	$ 4,302,870	80.0%
Purchased	6,183	60.4	752,976	13.5	2,307	39.8	723,488	13.5
Multi-family and commercial	73	0.7	84,358	1.5	53	0.9	56,081	1.0
Construction and development	25	0.2	41,429	0.7	41	0.7	85,178	1.6
Consumer	314	3.1	204,148	3.7	314	5.4	212,228	3.9
	$ 10,242	100.0%	$ 5,587,130	100.0%	$ 5,791	100.0%	$ 5,379,845	100.0%

Mortgage-Backed Securities. The balance of MBS decreased $133.3 million from $2.23 billion at September 30, 2008 to $2.10 billion at June 30, 2009. The decrease was due to maturities and repayments not being replaced in their entirety; rather, some of the funds were used to purchase short-term investment securities. The following tables provide a summary of the activity in our portfolio of MBS for the periods presented. The yields and weighted average life ("WAL") for purchases are presented as recorded at the time of purchase. The yields for the beginning and ending balances are as of the period presented and are generally derived from recent prepayment activity on the securities in the portfolio as of the dates presented. The decrease in the yield at June 30, 2009 compared to September 30, 2008 was due to repricing and to the purchase of securities with yields lower than the existing portfolio due to a decline in market rates. The beginning and ending WAL is the estimated remaining maturity after historical prepayment speeds have been applied. The decrease in the WAL at June 30, 2009 compared to September 30, 2008 was due to purchases with a WAL less than the existing portfolio and an increase in prepayment speeds.

	For the Three Months Ended											
	June 30, 2009			March 31, 2009			December 31, 2008			September 30, 2008		
	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	WAL
	(Dollars in thousands)											
eginning balance	$ 2,204,369	4.72%	5.55	$ 2,176,302	4.82%	5.81	$ 2,234,339	4.82%	5.05	$ 2,066,685	4.76%	4.32
laturities and epayments	(155,168)			(107,388)			(90,194)			(112,777)		
et amortization of remiums/discounts	(189)			46			27			23		
urchases:												
Fixed	3,217	4.34	8.49	--	--	--	--	--	--	60,137	5.03	4.48
Adjustable	50,983	2.83	3.58	118,469	2.68	1.90	--	--	--	219,888	4.99	5.07
hange in valuation n AFS securities	(2,214)			16,940			32,130			383		
nding balance	$ 2,100,998	4.59%	4.55	$ 2,204,369	4.72%	5.55	$ 2,176,302	4.82%	5.81	$ 2,234,339	4.82%	5.05

	For the Nine Months Ended					
	June 30, 2009			June 30, 2008		
	Amount	Yield	WAL	Amount	Yield	WAL
	(Dollars in thousands)					
eginning balance	$ 2,234,339	4.82%	5.05	$ 1,414,271	4.46%	4.04
laturities and epayments	(352,750)			(387,301)		
et amortization of remiums/discounts	(116)			(770)		
urchases:						
Fixed	3,217	4.34	8.49	725,044	4.93	4.63
Adjustable	169,452	2.73	2.41	325,286	4.68	4.80
hange in valuation n AFS securities	46,856			(9,845)		
nding balance	$ 2,100,998	4.59%	4.55	$ 2,066,685	4.76%	4.32

Investment Securities. Investment securities, which consist primarily of agency bonds (primarily issued by FNMA, FHLMC, or FHLB) and municipal investments, increased $179.8 million from $142.4 million at September 30, 2008 to $322.2 million at June 30, 2009. The increase was due to purchases of short-term securities. If market rates were to rise, the short-term nature of these securities may allow management the opportunity to reinvest the maturing funds at a yield higher than current yields. The following tables provide a summary of the activity of investment securities for the periods presented. The yields for the beginning and ending balances are as of the periods presented. The decrease in the yield at June 30, 2009 compared to September 30, 2008 was a result of calls and/or maturities of securities with yields higher than the overall portfolio yield and to purchases of investment securities with yields lower than the existing portfolio. The beginning and ending WAL represent the estimated remaining maturity of the securities after projected call dates have been considered, based upon market rates at each date presented. The decrease in the WAL at June 30, 2009 compared to September 30, 2008 was due to issuers of certain securities in the portfolio exercising their option to call the security, to maturing securities, and to purchases of investment securities with WALs shorter than the portfolio.

	For the Three Months Ended											
	June 30, 2009			March 31, 2009			December 31, 2008			September 30, 2008		
	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	WAL
	(Dollars in thousands)											
Beginning balance	$ 214,410	2.16%	2.32	$ 105,965	3.34%	3.64	$ 142,359	3.94%	6.06	$ 144,346	3.94%	4.45
Maturities and calls	(25,036)			(22,168)			(37,428)			(119)		
Net amortization of premiums/discounts	(685)			(329)			(247)			(244)		
Purchases:												
Fixed	133,047	1.41	1.10	131,229	1.62	1.04	886	4.52	2.75	--		
Change in valuation of AFS securities	430			(287)			395			(1,624)		
Ending balance	$ 322,166	1.84%	2.02	$ 214,410	2.16%	2.32	$ 105,965	3.34%	3.64	$ 142,359	3.94%	6.06

	For the Nine Months Ended					
	June 30, 2009			June 30, 2008		
	Amount	Yield	WAL	Amount	Yield	WAL
	(Dollars in thousands)					
Beginning balance	$ 142,359	3.94%	6.06	$ 524,168	4.52%	1.66
Maturities and calls	(84,632)			(613,899)		
Net amortization of premiums/discounts	(1,261)			274		
Purchases:						
Fixed	265,162	1.52	1.09	230,512	3.96	1.07
Adjustable	--	--	--	3,874	6.58	28.98
Change in valuation of AFS securities	538			(583)		
Ending balance	$ 322,166	1.84%	2.02	$ 144,346	3.94%	4.45

Liabilities. Total liabilities increased from $7.18 billion at September 30, 2008 to $7.40 billion at June 30, 2009. The $212.6 million increase in liabilities was primarily a result of an increase in deposits of $251.4 million. The increase in deposits was a result of an increase in certificates, money market, and checking accounts. We believe the turmoil in the credit and equity markets has made deposit products in strong financial institutions, like the Bank, desirable for many customers. In response to the economic recession, households have increased their personal savings rate which we believe has contributed to our growth in deposits.

During the nine months ended June 30, 2009, the Bank prepaid a total of $875.0 million of fixed-rate FHLB advances with a weighted average contractual rate of 5.65%. The prepaid FHLB advances were replaced with $875.0 million of fixed-rate FHLB advances with a weighted average contractual interest rate of 3.41%. The Bank paid a $38.4 million prepayment penalty to the FHLB, which is being deferred as an adjustment to the carrying value of the new advances and will be recognized as expense over the life of the new advances. As a result, the prepayment penalty will effectively increase the interest rate on the new advances 96 basis points at the time of the transaction. See additional discussion of the transaction in “Notes to Financial Statements - Note 6 - FHLB Advances.”

The following table presents the amount, average rate and percentage of total deposits for checking, savings, money market and certificates for the periods presented.

	At June 30, 2009			At March 31, 2009			At December 31, 2008			At September 30, 2008		
	Amount	Average Rate	% of Total	Amount	Average Rate	% of Total	Amount	Average Rate	% of Total	Amount	Average Rate	% of Tot
				(Dollars in thousands)								
cking	$ 446,431	0.21%	10.69%	$ 448,086	0.21%	10.89%	$ 429,170	0.21%	11.10%	$ 400,461	0.21%	10.
ngs	230,161	0.72	5.51	229,905	0.72	5.58	227,773	0.87	5.89	232,103	1.51	5.
ey ket	841,522	0.88	20.16	826,488	1.04	20.08	781,832	1.12	20.21	772,323	1.48	19.
ificates	2,657,137	3.30	63.64	2,612,035	3.45	63.45	2,428,529	3.64	62.80	2,518,996	3.91	64.
l osits	$ 4,175,251	2.34%	100.00%	$ 4,116,514	2.46%	100.00%	$ 3,867,304	2.59%	100.00%	$ 3,923,883	2.91%	100.

At June 30, 2009, $71.5 million of the $2.66 billion in certificates were brokered deposits, compared to $180.6 million in brokered deposits at September 30, 2008. The remaining brokered deposits at June 30, 2009 will mature within one year. Management regularly considers brokered deposits as a source of funding, but does not currently consider the cost of this funding source to be balanced with investment opportunities. As of June 30, 2009, $80.2 million in certificates were public unit deposits, compared to no public unit deposits at September 30, 2008. Management will continue to monitor the wholesale deposit market for attractive opportunities.

Stockholders' Equity. Stockholders' equity increased $51.4 million from $871.2 million at September 30, 2008 to $922.6 million at June 30, 2009. The increase was primarily a result of net income of $49.5 million and an increase in unrealized gains on AFS securities of $29.5 million, partially offset by dividends paid of $33.6 million.

Dividends from the Company are the only source of funds for MHC. It is expected that MHC will waive future dividends except to the extent they are needed to fund its continuing operations. The following table shows the number of shares eligible to receive dividends ("public shares") because of the waiver of dividends by MHC at June 30, 2009. The unvested shares in the ESOP receive cash equal to the dividends paid on the public shares. The cash received is used to repay the annual debt obligation on the loan taken out by the ESOP from the Company at the time of the mutual-to-stock conversion of the Bank to purchase shares for the ESOP. These shares are held in trust for a future employee benefit, and are therefore excluded from the calculation of public shares.

Total voting shares outstanding at September 30, 2008	74,079,868
Treasury stock acquisitions	(56,063)
RRP grants	2,500
Options exercised	71,850
Total voting shares outstanding at June 30, 2009	74,098,155
Unvested shares in ESOP	(1,008,194)
Shares held by MHC	(52,192,817)
Total shares eligible to receive dividends at June 30, 2009 (public shares)	20,897,144

The following table presents quarterly dividends paid in calendar years 2009, 2008, and 2007. The dollar amounts represent dividends paid during the quarter. The actual amount of dividends to be paid during the quarter ending June 30, 2009, as approved by the board of directors on July 20, 2009, will be based upon the number of shares outstanding on the record date of August 7, 2009. All shares outstanding presented in the table below, except for the quarter ending June 30, 2009, are as of the date of record per the dividend declaration. For the purposes of the table below, the number of dividend shares for the quarter ending June 30, 2009 is based upon shares outstanding on July 27, 2009. This does not represent the actual dividend payout, but rather management's estimate of the number of shares eligible to receive the dividend and the total dividend payout as of July 27, 2009.

Calendar Year	
2009	2008