GUARANTY FEDERAL BANCSHARES INC
Form 10-Q
November 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2011
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _______ to _______

Commission file number 0-23325

Guaranty Federal Bancshares, Inc.
(Exact name of registrant as specified in its charter)

Delaware	43-1792717
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
1341 West Battlefield Springfield, Missouri	65807
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (417) 520-4333

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer o Accelerated filer o Non-accelerated filer o Smaller reporting company x

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of November 1, 2011
Common Stock, Par Value $0.10 per share	2,683,351 Shares

GUARANTY FEDERAL BANCSHARES, INC.

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PART I FINANCIAL INFORMATION
Item 1. Financial Statements

GUARANTY FEDERAL BANCSHARES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
SEPTEMBER 30, 2011 (UNAUDITED) AND DECEMBER 31, 2010

ASSETS	9/30/11	12/31/10
Cash	$2,955,938	$2,968,669
Interest-bearing deposits in other financial institutions	43,987,436	11,176,660
Cash and cash equivalents	46,943,374	14,145,329
Interest-bearing deposits	5,587,654	12,785,000
Available-for-sale securities	82,513,839	96,844,653
Held-to-maturity securities	227,224	260,956
Stock in Federal Home Loan Bank, at cost	3,846,900	5,025,200
Mortgage loans held for sale	1,989,176	2,685,163
Loans receivable, net of allowance for loan losses of September 30, 2011 - $13,557,076 - December 31, 2010 - $13,082,703	483,676,462	501,980,385
Accrued interest receivable:		
Loans	1,835,574	2,058,576
Investments and interest-bearing deposits	406,017	611,698
Prepaid expenses and other assets	7,478,224	6,161,861
Prepaid FDIC deposit insurance premiums	2,271,548	2,977,356
Foreclosed assets held for sale	9,321,083	10,539,867
Premises and equipment	11,230,799	11,324,685
Bank owned life insurance	10,689,790	10,449,630
Deferred income taxes	4,659,040	4,817,761
	$672,676,704	$682,668,120
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits	$492,663,249	$480,694,273
Federal Home Loan Bank advances	68,050,000	93,050,000
Securities sold under agreements to repurchase	39,750,000	39,750,000
Subordinated debentures	15,465,000	15,465,000
Advances from borrowers for taxes and insurance	443,818	134,002
Accrued expenses and other liabilities	1,163,629	655,404
Accrued interest payable	602,840	878,675
	618,138,536	630,627,354
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' EQUITY		
Capital Stock:		
Series A preferred stock, $0.01 par value; authorized 2,000,000 shares; issued and outstanding September 30, 2011 and December 31, 2010 - 17,000 shares	16,357,022	16,150,350
Common stock, $0.10 par value; authorized 10,000,000 shares; issued September 30, 2011 and December 31, 2010 - 6,779,800 shares;	677,980	677,980

Common stock warrants; September 30, 2011 and December 31, 2010 - 459,459 shares	1,377,811	1,377,811
Additional paid-in capital	58,347,814	58,505,046
Unearned ESOP shares	(261,930)	(432,930)
Retained earnings, substantially restricted	37,430,877	35,746,914
Accumulated other comprehensive income		
Unrealized appreciation on available-for-sale securities, net of income taxes	2,232,410	1,843,004
	116,161,984	113,868,175
Treasury stock, at cost; September 30, 2011 and December 31, 2010 -4,072,156 and 4,080,220 shares, respectively	(61,623,816)	(61,827,409)
	54,538,168	52,040,766
	$672,676,704	$682,668,120

See Notes to Condensed Consolidated Financial Statements

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GUARANTY FEDERAL BANCSHARES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010 (UNAUDITED)

	Three months ended		Nine months ended	
	9/30/2011	9/30/2010	9/30/2011	9/30/2010
Interest Income				
Loans	$6,943,727	$6,861,717	$20,483,736	$21,244,834
Investment securities	711,642	866,386	2,174,143	2,724,195
Other	74,210	117,806	243,312	370,777
	7,729,579	7,845,909	22,901,191	24,339,806
Interest Expense				
Deposits	1,397,910	2,346,081	4,508,324	7,654,209
Federal Home Loan Bank advances	568,868	768,569	1,776,307	2,334,875
Subordinated debentures	132,614	255,945	473,416	767,837
Other	298,806	289,240	866,682	864,807
	2,398,198	3,659,835	7,624,729	11,621,728
Net Interest Income	5,331,381	4,186,074	15,276,462	12,718,078
Provision for Loan Losses	900,000	850,000	2,800,000	2,750,000
Net Interest Income After				
Provision for Loan Losses	4,431,381	3,336,074	12,476,462	9,968,078
Noninterest Income				
Service charges	339,674	386,967	1,037,637	1,173,517
Other fees	7,379	8,805	20,716	22,473
Gain on sale of investment securities	82,348	41,471	198,146	215,359
Gain on sale of loans	370,204	472,082	900,539	1,129,621
Loss on foreclosed assets	(82,961)	(33,152)	(506,178)	(43,865)
Other income	279,576	285,278	818,458	881,647
	996,220	1,161,451	2,469,318	3,378,752
Noninterest Expense				
Salaries and employee benefits	2,264,025	2,110,001	6,719,683	6,298,459
Occupancy	394,543	431,556	1,243,069	1,276,283
FDIC deposit insurance premiums	229,047	304,069	749,567	928,492
Data processing	121,882	122,133	397,451	336,555
Advertising	75,000	75,000	225,000	225,000
Other expense	800,047	783,943	2,620,805	2,396,744
	3,884,544	3,826,702	11,955,575	11,461,533
Income Before Income Taxes	1,543,057	670,823	2,990,205	1,885,297
Provision for Income Taxes	327,427	148,619	462,071	394,724
Net Income	1,215,630	522,204	2,528,134	1,490,573
Preferred Stock Dividends and Discount Accretion	281,391	281,391	844,173	844,173
Net Income Available to Common Shareholders	$934,239	$240,813	$1,683,961	$646,400
Basic Income Per Common Share	$0.35	$0.09	$0.63	$0.24
Diluted Income Per Common Share	$0.35	$0.09	$0.63	$0.24

See Notes to Condensed Consolidated Financial Statements

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GUARANTY FEDERAL BANCSHARES, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
NINE MONTHS ENDED SEPTEMBER 30, 2011 (UNAUDITED)

	Preferred Stock	Common Stock	Common Stock Warrants	Additional Paid-In Capital	Unearned ESOP Shares	Treasury Stock	Retained Earnings	Accumulat Other Comprehens Income
Balance, January 1, 2011	$16,150,350	$677,980	$1,377,811	$58,505,046	$(432,930)	$(61,827,409)	$35,746,914	$1,843,00
Comprehensive income								
Net income	-	-	-	-	-	-	2,528,134	-
Change in unrealized appreciation on available-for-sale securities, net of income taxes	-	-	-	-	-	-	-	389,406
Total comprehensive income								
Preferred stock discount accretion	206,672	-	-	-	-	-	(206,672)	-
Preferred stock dividends (5%)	-	-	-	-	-	-	(637,499)	-
Stock award plans	-	-	-	75,744	-	-	-	-
Treasury stock re-issued	-	-	-	(156,806)	-	256,823	-	-
Treasury stock purchased	-	-	-	-	-	(53,230)	-	-
Release of ESOP shares	-	-	-	(76,170)	171,000	-	-	-
Balance, September 30, 2011	$16,357,022	$677,980	$1,377,811	$58,347,814	$(261,930)	$(61,623,816)	$37,430,877	$2,232,41

See Notes to Condensed Consolidated Financial Statements

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GUARANTY FEDERAL BANCSHARES, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
NINE MONTHS ENDED SEPTEMBER 30, 2010 (UNAUDITED)

	Preferred Stock	Common Stock	Common Stock Warrants	Additional Paid-In Capital	Unearned ESOP Shares	Treasury Stock	Retained Earnings	Accumulat Other Comprehens Income
Balance, January 1, 2010	$15,874,788	$677,980	$1,377,811	$58,523,646	$(660,930)	$(61,820,869)	$35,741,705	$1,696,50
Comprehensive income								
Net income	-	-	-	-	-	-	1,490,573	-
Change in unrealized appreciation on available-for-sale securities and effect of interest rate swaps, net of income taxes	-	-	-	-	-	-	-	1,103,09
Total comprehensive income								
Preferred stock discount accretion	206,671	-	-	-	-	-	(206,671)	-
Preferred stock dividends (5%)	-	-	-	-	-	-	(637,502)	-
Stock award plans	-	-	-	80,896	-	-	-	-
Treasury stock purchased	-	-	-	-	-	(6,540)	-	-
Release of ESOP shares	-	-	-	(98,513)	171,000	-	-	-
Balance, September 30, 2010	$16,081,459	$677,980	$1,377,811	$58,506,029	$(489,930)	$(61,827,409)	$36,388,105	$2,799,59

See Notes to Condensed Consolidated Financial Statements

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GUARANTY FEDERAL BANCSHARES, INC
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010 (UNAUDITED)

	9/30/2011	9/30/2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$2,528,134	$1,490,573
Items not requiring (providing) cash:		
Deferred income taxes	(69,978)	861,398
Depreciation	500,413	620,873
Provision for loan losses	2,800,000	2,750,000
Gain on loans and investment securities	(1,098,685)	(1,344,980)
Loss (gain) on sale of foreclosed assets	214,896	(15,710)
Accretion of gain on termination of interest rate swaps	-	(508,746)
Amortization of deferred income, premiums and discounts	365,404	416,987
Stock award plan expense	75,744	80,896
Treasury stock re-issued	100,017	-
Origination of loans held for sale	(36,262,395)	(52,563,214)
Proceeds from sale of loans held for sale	37,858,921	53,520,603
Release of ESOP shares	94,830	72,487
Increase in cash surrender value of bank owned life insurance	(240,160)	(295,841)
Changes in:		
Accrued interest receivable	428,683	191,398
Prepaid expenses and other assets	339,531	709,630
Accounts payable and accrued expenses	232,390	(185,625)
Net cash provided by operating activities	7,867,745	5,800,729
CASH FLOWS FROM INVESTING ACTIVITIES		
Net change in loans	11,960,663	15,073,178
Principal payments on held-to-maturity securities	33,732	199,642
Principal payments on available-for-sale securities	10,662,491	10,496,971
Proceeds from maturities of available-for-sale securities	26,775,000	28,956,500
Purchase of premises and equipment	(406,527)	(257,302)
Purchase of available-for-sale securities	(32,577,705)	(50,688,976)
Proceeds from sale of available-for-sale securities	9,971,546	14,956,798
Purchase of interest-bearing deposits	-	(12,501,000)
Proceeds from maturities of interest-bearing deposits	7,197,346	11,276,802
Redemption of Federal Home Loan Bank stock	1,178,300	595,400
Purchase of tax credit investments	(950,086)	-
Capitalized costs on foreclosed assets held for sale	(102,804)	(273,743)
Insurance proceeds on foreclosed assets held for sale	-	575,879
Proceeds from sale of foreclosed assets held for sale	4,600,281	2,685,837
Net cash provided by investing activities	38,342,237	21,095,986
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in demand deposits, NOW and savings accounts	30,325,056	637,362
Net decrease in certificates of deposit	(18,356,080)	(20,001,428)
Repayments of FHLB advances	(25,000,000)	(15,000,000)
Advances from borrowers for taxes and insurance	309,816	339,734
Cash dividends paid on preferred stock	(637,499)	(637,502)
Treasury stock purchased	(53,230)	(6,540)

Net cash used in financing activities	(13,411,937)	(34,668,374)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	32,798,045	(7,771,659)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	14,145,329	33,016,697
CASH AND CASH EQUIVALENTS, END OF PERIOD	$46,943,374	$25,245,038

See Notes to Condensed Consolidated Financial Statements

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1: Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles 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 generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Guaranty Federal Bancshares, Inc.'s (the "Company") Form 10-K annual report for the Company's fiscal year ended December 31, 2010 filed with the Securities and Exchange Commission (the "SEC"). The results of operations for the periods are not necessarily indicative of the results to be expected for the full year. The condensed consolidated statement of financial condition of the Company as of December 31, 2010, has been derived from the audited consolidated balance sheet of the Company as of that date. Certain information and note disclosures normally included in the Company's annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted.

Certain reclassifications have been made to the 2010 condensed consolidated financial statements to conform to the 2011 financial statement presentation. These reclassifications had no effect on net income.

Note 2: Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Guaranty Bank (the "Bank"). All significant intercompany transactions and balances have been eliminated in consolidation.

Note 3: Securities

The amortized cost and approximate fair values of securities classified as available-for-sale are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Approximate Fair Value
As of September 30, 2011				
Equity Securities	$102,212	$-	$(49,503)	$52,709
Debt Securities:				
U. S. government agencies	18,307,070	167,778	(7,995)	18,466,853
Municipals	1,772,038	86,182	-	1,858,220
Government sponsored mortgage-backed securities	58,789,011	3,354,407	(7,361)	62,136,057
	$78,970,331	$3,608,367	$(64,859)	$82,513,839

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	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Approximate Fair Value
As of December 31, 2010				
Equity Securities	$102,212	$7,089	$(31,381)	$77,920
Debt Securities:				
U. S. government agencies	27,409,482	222,014	(128,414)	27,503,082
Government sponsored mortgage-backed securities	66,407,555	2,865,745	(9,649)	69,263,651
	$93,919,249	$3,094,848	$(169,444)	$96,844,653

Maturities of available-for-sale debt securities as of September 30, 2011:

	Amortized Cost	Approximate Fair Value
1-5 years	$ 17,307,070	$ 17,466,698
6-10 years	1,000,000	1,000,155
Over 10 years	1,772,038	1,858,220
Government sponsored mortgage-backed securities not due on a single maturity date	58,789,011	62,136,057
	$ 78,868,119	$ 82,461,130

The amortized cost and approximate fair values of securities classified as held to maturity are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Approximate Fair Value
As of September 30, 2011				
Debt Securities:				
Government sponsored mortgage-backed securities	$227,224	$17,684	$-	$ 244,908
	$227,224	$17,684	$-	$ 244,908

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Approximate Fair Value
As of December 31, 2010				
Debt Securities:				
Government sponsored mortgage-backed securities	$260,956	$20,828	$-	$ 281,784
	$260,956	$20,828	$-	$ 281,784

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Maturities of held-to-maturity securities as of September 30, 2011:

	Amortized Cost	Approximate Fair Value
Government sponsored mortgage-backed securities not due on a single maturity date	$ 227,224	$ 244,908
	$ 227,224	$ 244,908

The book value of securities pledged as collateral, to secure public deposits and for other purposes, amounted to $71,297,476 and $60,631,261 as of September 30, 2011 and December 31, 2010, respectively. The approximate fair value of pledged securities amounted to $74,853,125 and $62,981,616 as of September 30, 2011 and December 31, 2010, respectively.

Realized gains and losses are recorded as net securities gains (losses). Gains and losses on sales of securities are determined on the specific identification method. Gross gains of $198,146 and $215,359 for the nine months ended September 30, 2011 and 2010, respectively, were realized from the sale of available-for-sale securities. The tax effect of these net gains was $73,314 and $79,683 for the nine months ended September 30, 2011 and 2010, respectively.

The Company evaluates all securities quarterly to determine if any unrealized losses are deemed to be other than temporary. Certain investment securities are valued at less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates, or declines in stock prices of equity securities. Based on evaluation of available evidence, management believes the declines in fair value for these securities are temporary. It is management's intent to hold the debt securities to maturity or until recovery of the unrealized loss. Should the impairment of any of these debt securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified, to the extent the loss is related to credit issues, and to other comprehensive income to the extent the decline on debt securities is related to other factors and the Company does not intend to sell the security prior to recovery of the unrealized loss.

Certain other investments in debt and equity securities are reported in the financial statements at an amount less than their historical cost. Total fair value of these investments at September 30, 2011 and December 31, 2010, was $5,951,456 and $5,386,231, respectively, which is approximately 7% and 6%, respectively, of the Company's investment portfolio. These declines primarily resulted from changes in market interest rates and failure of certain investments to meet projected earnings targets.

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The following table shows gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2011 and December 31, 2010.

	September 30, 2011					
	Less than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Equity Securities	$23,358	$(7,319)	$29,350	$(42,184)	$52,708	$(49,503)
U. S. government agencies	992,005	(7,995)	-	-	992,005	(7,995)
Government sponsored mortgage-backed securities	4,906,743	(7,361)	-	-	4,906,743	(7,361)
	$5,922,106	$(22,675)	$29,350	$(42,184)	$5,951,456	$(64,859)

	December 31, 2010					
	Less than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Equity Securities	$-	$-	$40,153	$(31,381)	$40,153	$(31,381)
U. S. government agencies	4,374,049	(128,414)	-	-	4,374,049	(128,414)
Government sponsored mortgage-backed securities	972,029	(9,649)	-	-	972,029	(9,649)
	$5,346,078	$(138,063)	$40,153	$(31,381)	$5,386,231	$(169,444)

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Note 4: Loans and Allowance for Loan Losses

Categories of loans at September 30, 2011 and December 31, 2010 include:

	September 30, 2011	December 31, 2010
Real estate - residential mortgage:		
One to four family units	$ 99,108,679	$ 103,052,035
Multi-family	41,065,548	44,138,034
Real estate - construction	54,269,064	63,308,397
Real estate - commercial	185,171,726	195,889,801
Commercial loans	95,637,142	85,427,589
Consumer and other loans	22,209,661	23,425,843
Total loans	497,461,820	515,241,699
Less:		
Allowance for loan losses	(13,557,076)	(13,082,703)
Deferred loan fees/costs, net	(228,282)	(178,611)
Net loans	$ 483,676,462	$ 501,980,385

Classes of loans by aging at September 30, 2011 and December 31, 2010 were as follows:

As of September 30, 2011

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due (In Thousands)	Current	Total Loans Receivable	Total Loans > 90 Days and Accruing
Real estate - residential mortgage:							
One to four family units	$315	$259	$243	$817	$98,292	$99,109	$-
Multi-family	-	-	-	-	41,065	41,065	-
Real estate - construction	968	248	-	1,216	53,053	54,269	-
Real estate - commercial	-	1,193	357	1,550	183,622	185,172	-
Commercial loans	29	346	1,047	1,422	94,215	95,637	-
Consumer and other loans	24	19	3	46	22,164	22,210	-
Total	$1,336	$2,065	$1,650	$5,051	$492,411	$497,462	$-

As of December 31, 2010

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 Days and

							Accruing
				(In Thousands)			
Real estate - residential mortgage:							
One to four family units	$1,158	$562	$1,591	$3,311	$99,741	$103,052	$-
Multi-family	-	-	-	-	44,138	44,138	-
Real estate - construction	1,969	89	311	2,369	60,939	63,308	-
Real estate - commercial	-	234	-	234	195,656	195,890	-
Commercial loans	2,571	-	2,021	4,592	80,836	85,428	-
Consumer and other loans	100	25	29	154	23,272	23,426	-
Total	$5,798	$910	$3,952	$10,660	$504,582	$515,242	$-

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Nonaccruing loans are summarized as follows:

	September 30, 2011	December 31, 2010
Real estate - residential mortgage:		
One to four family units	$ 2,146,332	$ 3,119,760
Multi-family	-	-
Real estate - construction	11,221,778	8,934,666
Real estate - commercial	6,949,190	2,980,117
Commercial loans	3,061,587	7,743,116
Consumer and other loans	215,985	234,475
Total	$ 23,594,872	$ 23,012,134

The following tables present the activity in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of and for the three months and nine months ended September 30, 2011 and the year ended December 31, 2010:

Three months ended September 30, 2011	Construction	Commercial Real Estate	One to four family	Multi-family	Commercial	Consumer and Other	Unallocated	Total
Allowance for loan losses:				(In Thousands)				
Balance, beginning of period	$5,036	$ 3,053	$2,156	$ 522	$ 2,270	$470	$ 441	$13,948
Provision charged to expense	(146)	949	(7)	(141)	354	(46)	(63)	$900
Losses charged off	(7)	(128)	(637)	-	(463)	(131)	-	$(1,366)
Recoveries	1	13	31	-	14	16	-	$75
Balance, end of period	$4,884	$ 3,887	$1,543	$ 381	$ 2,175	$309	$ 378	$13,557

Nine months ended September 30, 2011	Construction	Commercial Real Estate	One to four family	Multi-family	Commercial	Consumer and Other	Unallocated	Total
Allowance for loan losses:				(In Thousands)				
Balance, beginning of period	$4,547	$ 3,125	$1,713	$ 528	$ 2,483	$687	$ -	$13,083
Provision charged to expense	408	2,335	699	(147)	590	(1,463)	378	$2,800
Losses charged off	(83)	(1,603)	(902)	-	(989)	(195)	-	$(3,772)
Recoveries	12	30	33	-	91	1,280	-	$1,446
Balance, end of period	$4,884	$ 3,887	$1,543	$ 381	$ 2,175	$309	$ 378	$13,557
As of September 30, 2011								
Ending balance: individually evaluated	$3,626	$1,209	$138	$-	$623	$46	$-	$5,642

for impairment								
Ending balance: collectively evaluated for impairment	$1,258	$2,678	$1,405	$381	$1,552	$263	$378	$7,915
Loans:								
Ending balance: individually evaluated for impairment	$11,607	$8,569	$2,536	$-	$2,868	$590	$-	$26,170
Ending balance: collectively evaluated for impairment	$42,662	$176,603	$96,573	$41,065	$92,769	$21,620	$-	$471,292

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December 31, 2010	Construction	Commercial Real Estate	One to four family	Multi-family	Commercial	Consumer and Other	Unallocated	Total
Allowance for loan losses:				(In Thousands)				
Balance, beginning of year	$2,810	$ 2,923	$1,646	$ 393	$ 3,554	$2,750	$ -	$14,076
Provision charged to expense	5,620	563	948	135	716	(2,782)	-	$5,200
Losses charged off	(3,893)	(373)	(906)	-	(1,847)	(366)	-	$(7,385)
Recoveries	10	12	25	-	60	1,085	-	$1,192
Balance, end of year	$4,547	$ 3,125	$1,713	$ 528	$ 2,483	$687	$ -	$13,083
Ending balance: individually evaluated for impairment	$3,134	$ 1,384	$149	$ -	$ 1,052	$307	$ -	$6,026
Ending balance: collectively evaluated for impairment	$1,413	$ 1,741	$1,564	$ 528	$ 1,431	$380	$ -	$7,057
Loans:								
Ending balance: individually evaluated for impairment	$9,281	$ 5,150	$3,363	$ -	$ 8,409	$1,008	$ -	$27,211
Ending balance: collectively evaluated for impairment	$54,027	$ 190,740	$99,689	$ 44,138	$ 77,019	$22,418	$ -	$488,031

Activity in the allowance for loan losses was as follows for nine months ended September 30, 2010:

	September 30, 2010
Balance, beginning of period	$ 14,076,123
Provision charged to expense	2,750,000
Losses charged off, net of recoveries	(4,285,533)
Balance, end of period	$ 12,540,590

The following tables present impaired loans as of and for the three months and nine months ended September 30, 2011 and the year ended December 31, 2010:

September 30, 2011				Quarter To Date		Year To Date	
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired	Interest Income Recognized	Average Investment in Impaired	Interest Income Recognized

				Loans (In Thousands)		Loans	
Real estate - residential mortgage:							
One to four family units	$2,536	$2,540	$138	$3,700	$20	$4,208	$79
Multi-family	-	-	-	-	-	-	-
Real estate - construction	11,607	11,901	3,626	11,597	8	11,584	10
Real estate - commercial	8,569	9,908	1,209	8,697	21	7,101	60
Commercial loans	2,868	3,429	623	2,968	37	4,723	106
Consumer and other loans	590	593	46	644	20	971	56
Total	$26,170	$28,371	$5,642	$27,606	$106	$28,587	$311

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December 31, 2010	Recorded Balance	Unpaid Principal Balance	Specific Allowance (In Thousands)	Average Investment in Impaired Loans	Interest Income Recognized
Real estate - residential mortgage:					
One to four family units	$3,363	$3,380	$149	$4,521	$185
Multi-family	-	-	-	1,007	-
Real estate - construction	9,281	10,683	3,134	7,221	9
Real estate - commercial	5,150	5,150	1,384	3,671	30
Commercial loans	8,409	10,364	1,052	8,383	41
Consumer and other loans	1,008	1,011	307	4,193	93
Total	$27,211	$30,588	$6,026	$28,996	$358

At September 30, 2011, the Bank's impaired loans shown in the table above included loans that were classified as troubled debt restructurings (TDR). The restructuring of a loan is considered a TDR if both (i) the borrower is experiencing financial difficulties and (ii) the creditor has granted a concession.

In assessing whether or not a borrower is experiencing financial difficulties, the Bank considers information currently available regarding the financial condition of the borrower. This information includes, but is not limited to, whether (i) the debtor is currently in payment default on any of its debt; (ii) a payment default is probable in the foreseeable future without the modification; (iii) the debtor has declared or is in the process of declaring bankruptcy and (iv) the debtor's projected cash flow is sufficient to satisfy the contractual payments due under the original terms of the loan without a modification.

The Bank considers all aspects of the modification to loan terms to determine whether or not a concession has been granted to the borrower. Key factors considered by the Bank include the debtor's ability to access funds at a market rate for debt with similar risk characteristics, the significance of the modification relative to unpaid principal balance or collateral value of the debt, and the significance of a delay in the timing of payments relative to the original contractual terms of the loan. The most common concessions granted by the Bank generally include one or more modifications to the terms of the debt, such as (i) a reduction in the interest rate for the remaining life of the debt, (ii) an extension of the maturity date at an interest rate lower than the current market rate for new debt with similar risk, (iii) a reduction on the face amount or maturity amount of the debt as stated in the original loan, (iv) a temporary period of interest-only payments, (v) a reduction in accrued interest, and (vi) an extension of amortization.

The following table summarizes the loans that were modified as a TDR during the three and nine months ended September 30, 2011:

	Quarter To Date			Year To Date		
	Number	Pre-modification Recorded Investment	Post-modification Recorded Investment	Number	Pre-modification Recorded Investment	Post-modification Recorded Investment
		(In Thousands)			(In Thousands)	
Real estate - residential mortgage:						
One to four family units	-	$-	$ -	1	$450	$ 200
Real estate - construction	3	$10,343	$ 10,742	3	$10,343	$ 10,742
Real estate - commercial	-	-	-	3	6,526	4,591
Total	3	$10,343	$ 10,742	7	$17,319	$ 15,533

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The borrowers referenced in the above TDR table were granted one or more of the following concessions; (i) a reduction in the interest rate for the remaining life of the debt, (ii) an extension of the maturity date at an interest rate lower than the current market rate for new debt with similar risk, (iii) a reduction on the face amount or maturity amount of the debt as stated in the original loan, (iv) a reduction in accrued interest, and (vi) an extension of amortization.

There were no loans modified as a TDR within the last 12 months and for which there was a payment default during the three and nine months ended September 30, 2011. A default for purposes of this disclosure is a TDR loan in which the borrower is 90 days past due or results in the foreclosure and repossession of the applicable collateral.

As of September 30, 2011, the Bank has no commitments to lend additional funds to borrowers whose terms have been modified in a TDR.

The following tables provide information about the credit quality of the loan portfolio using the Bank's internal rating system as of September 30, 2011 and December 31, 2010:

September 30, 2011	Construction	Commercial Real Estate	One to four family	Multi-family	Commercial	Consumer and Other	Total
				(In Thousands)			
Rating:							
Pass	$34,931	$ 149,568	$91,488	$ 40,564	$ 88,048	$20,974	$425,573
Special Mention	5,236	13,664	3,308	501	1,741	210	24,660
Substandard	14,102	21,940	4,313	-	5,848	1,026	47,229
Total	$54,269	$ 185,172	$99,109	$ 41,065	$ 95,637	$22,210	$497,462

December 31, 2010	Construction	Commercial Real Estate	One to four family	Multi-family	Commercial	Consumer and Other	Total
				(In Thousands)			
Rating:							
Pass	$45,307	$ 173,210	$93,816	$ 44,138	$ 73,291	$21,580	$451,342
Special Mention	4,621	7,604	2,962	-	1,028	4	16,219
Substandard	13,380	15,076	6,274	-	11,109	1,842	47,681
Total	$63,308	$ 195,890	$103,052	$ 44,138	$ 85,428	$23,426	$515,242

Note 5: Benefit Plans

The Company has stock-based employee compensation plans, which are described fully in the Company's December 31, 2010 Annual Report on Form 10-K.

The table below summarizes transactions under the Company's stock option plans for the nine months ended September 30, 2011:

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	Number of shares		
	Incentive Stock Option	Non-Incentive Stock Option	Weighted Average Exercise Price
Balance outstanding as of January 1, 2011	194,750	170,829	$ 16.14
Granted	-	-	-
Exercised	-	-	-
Forfeited	(3,750)	(3,829)	11.57
Balance outstanding as of September 30, 2011	191,000	167,000	16.24
Options exercisable as of September 30, 2011	112,500	108,250	20.09

Stock-based compensation expense recognized for the three months ended September 30, 2011 and 2010 was $24,333 and $26,924, respectively. Stock-based compensation expense recognized for the nine months ended September 30, 2011 and 2010 was $75,744 and $80,896, respectively. As of September 30, 2011, there was $198,727 of unrecognized compensation expense related to nonvested stock options, which will be recognized over the remaining vesting period.

In January 2011, the Company granted restricted stock to directors that was fully vested and thus, expensed in full during the nine months ended September 30, 2011. The amount expensed was $100,017 for the first quarter which represents 16,952 shares of common stock at a market price of $5.90 at the date of grant.

Note 6: Income Per Common Share

	For three months ended September 30, 2011			For nine months ended September 30, 2011		
	Income Available to Common Shareholders	Average Common Shares Outstanding	Per Common Share	Income Available to Common Shareholders	Average Common Shares Outstanding	Per Common Share
Basic Income Per Common Share	$934,239	2,677,692	$0.35	$1,683,961	2,673,040	$0.63
Effect of Dilutive Securities		-			-	
Diluted Income Per Common Share	$934,239	2,677,692	$0.35	$1,683,961	2,673,040	$0.63

	For three months ended September 30, 2010			For nine months ended September 30, 2010		
	Income Available to Common Shareholders	Average Common Shares Outstanding	Per Common Share	Income Available to Common Shareholders	Average Common Shares Outstanding	Per Common Share
Basic Income Per Common Share	$240,813	2,646,828	$0.09	$646,400	2,641,593	$0.24
Effect of Dilutive Securities		18,283			16,751	

Diluted Income Per Common Share	$240,813	2,665,111	$0.09	$646,400	2,658,344	$0.24

Stock options to purchase 358,000 and 364,579 shares of common stock were outstanding during the three months ended September 30, 2011 and 2010, respectively, but were not included in the computation of diluted income per common share because their exercise prices were greater than the average market price of the common shares. Stock warrants to purchase 459,459 shares of common stock were outstanding during the three and nine months ended September 30, 2011, but were not included in the computation of diluted income per common share because their exercise price was greater than the average market price of the common shares during those periods. However, for the three and nine months ended September 30, 2010, the exercise price of the warrants were less than the average market pricesfor the periods and were included in the computation of diluted income per common share.

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Note 7: Other Comprehensive Income

Other comprehensive income components and related taxes for the nine months ended September 30, 2011 and 2010, were as follows:

	9/30/2011	9/30/2010
Unrealized gains on available-for-sale securities	$ 816,251	$ 2,475,043
Accretion of gains on interest rate swaps into income	-	(508,746)
Less: Reclassification adjustment for realized gains included in income	(198,146)	(215,359)
Other comprehensive income, before tax effect	618,105	1,750,938
Tax expense	228,699	647,847
Other comprehensive income	$ 389,406	$ 1,103,091

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

	9/30/2011	12/31/2010
Unrealized gain on available-for-sale securities	$ 3,543,508	$ 2,925,404
Tax effect	1,311,098	1,082,400
Net of tax amount	$ 2,232,410	$ 1,843,004

Note 8: New Accounting Pronouncements

In January 2011, the Financial Accounting Standards Board (FASB) issued ASU No. 2011-01, "Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20." The provisions of ASU No. 2010-20 required the disclosure of more granular information on the nature and extent of troubled debt restructurings and their effect on the allowance for loan and lease losses effective for the Company's reporting period ended March 31, 2011. The amendments in ASU No. 2011-01 deferred the effective date related to these disclosures, until after the FASB completes its project clarifying the guidance for determining what constitutes a troubled debt restructuring.

In April 2011, the FASB issued ASU No. 2011-02, "A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring." The provisions of ASU No. 2011-02 provide additional guidance related to determining whether a creditor has granted a concession, include factors and examples for creditors to consider in evaluating whether a restructuring results in a delay in payment that is insignificant, prohibits creditors from using the borrower's effective rate test to evaluate whether a concession has been granted to the borrower, and add factors for creditors to use in determining whether a borrower is experiencing financial difficulties. A provision in ASU No. 2011-02 also ends the FASB's deferral of the additional disclosures about troubled debt restructurings as required by ASU No. 2010-20. The provisions of ASU No. 2011-02 were effective for the Company's reporting period ended September 30, 2011. The adoption of ASU No. 2011-02 did not have a material impact on the Company's consolidated financial statements.

In May 2011, FASB issued ASU No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The amendments in this ASU generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by

public entities is not permitted. The adoption of ASU No.2011-04 is not expected to have a material effect on the Company's consolidated financial statements.

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In June 2011, FASB issued ASU 2011-05, “Other Comprehensive Income (Topic 220): Presentation of Comprehensive Income.” The ASU amends Topic 220 to require an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income (“OCI”) either in a single continuous statement of comprehensive income or in two separate but consecutive statements. An entity is also required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. The amendments do not change items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income, only the format for presentation. The requirements are effective during interim and annual periods beginning after December 15, 2011. The amendments should be applied retrospectively. On October 21, 2011, the FASB exposed a proposed deferral of the requirement that companies present reclassification adjustments for each component of OCI in both net income and OCI on the face of the financial statements. Early adoption is permitted. The adoption of ASU No.2011-05 is not expected to have a material effect on the Company’s consolidated financial statements.

Note 9: Disclosures about Fair Value of Assets and Liabilities

ASC Topic 820, Fair Value Measurements, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities

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

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

The following is a description of the inputs and valuation methodologies used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of financial condition, as well as the general classification of such assets pursuant to the valuation hierarchy.

Available-for-sale securities: Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include equity securities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. For these investments, the inputs used by the pricing service to determine fair value may include one or a combination of observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bid offers and reference data market research publications and are classified within Level 2 of the valuation hierarchy. Level 2 securities include U.S. government agencies and government sponsored mortgage-backed securities. The Company has no Level 3 securities.

The following table presents the fair value measurements of assets recognized in the accompanying statements of financial condition measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2011 and December 31, 2010 (dollar amounts in thousands):

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9/30/2011
Financial assets:

	Level 1 inputs	Level 2 inputs	Level 3 inputs	Total fair value
Equity securities	$ 53	$ -	$ -	$ 53
Debt securities:				
U.S. government agencies	-	18,467	-	18,467
Municipals	-	1,858	-	1,858
Government sponsored mortgage-backed securities	-	62,136	-	62,136
Available-for-sale securities	$ 53	$ 82,461	$ -	$ 82,514

12/31/2010
Financial assets:

	Level 1 inputs	Level 2 inputs	Level 3 inputs	Total fair value
Equity securities	$ 78	$ -	$ -	$ 78
Debt securities:				
U.S. government agencies	-	27,503	-	27,503
Government sponsored mortgage-backed securities	-	69,264	-	69,264
Available-for-sale securities	$ 78	$ 96,767	$ -	$ 96,845

The following is a description of the valuation methodologies used for assets measured at fair value on a nonrecurring basis and recognized in the accompanying statements of financial condition, as well as the general classification of such assets pursuant to the valuation hierarchy.

Foreclosed Assets Held for Sale: Fair value is estimated using recent appraisals, comparable sales and other estimates of value obtained principally from independent sources, adjusted for selling costs. Foreclosed assets held for sale are classified within Level 3 of the valuation hierarchy.

Impaired loans (Collateral Dependent): Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral dependent loans.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2011 and December 31, 2010 (dollar amounts in thousands):

Impaired loans:

	Level 1 inputs	Level 2 inputs	Level 3 inputs	Total fair value
September 30, 2011	$ -	$ -	$ 14,172	$ 14,172
December 31, 2010	$ -	$ -	$ 16,163	$ 16,163

Foreclosed assets held for sale:

	Level 1 inputs	Level 2 inputs	Level 3 inputs	Total fair value
September 30, 2011	$ -	$ -	$ 554	$ 554
December 31, 2010	$ -	$ -	$ 6,686	$ 6,686

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

Cash and cash equivalents, interest-bearing deposits and Federal Home Loan Bank stock
The carrying amounts reported in the balance sheets approximate those assets' fair value.

Held-to-maturity securities
Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

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

Deposits
Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount approximates fair value. The fair value of fixed-maturity certificates of deposit is estimated by discounting the future cash flows using rates currently offered for deposits of similar remaining maturities.

Federal Home Loan Bank advances and securities sold under agreements to repurchase
The fair value of advances and securities sold under agreements to repurchase is estimated by using rates on debt with similar terms and remaining maturities.

Subordinated debentures
For these variable rate instruments, the carrying amount is a reasonable estimate of fair value. There is currently a limited market for similar debt instruments and the Company has the option to call the subordinated debentures at an amount close to its par value.

Interest payable
The carrying amount approximates fair value.

Commitments to originate loans, letters of credit and lines of credit

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

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The following table presents estimated fair values of the Company's financial instruments at September 30, 2011 and December 31, 2010.

	September 30, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	$ 46,943,374	$ 46,943,374	$ 14,145,329	$ 14,145,329
Interest-bearing deposits	5,587,654	5,587,654	12,785,000	12,785,000
Held-to-maturity securities	227,224	244,908	260,956	281,784
Federal Home Loan Bank stock	3,846,900	3,846,900	5,025,200	5,025,200
Mortgage loans held for sale	1,989,176	1,989,176	2,685,163	2,685,163
Loans, net	483,676,462	492,983,168	501,980,385	508,839,154
Interest receivable	2,241,591	2,241,591	2,670,274	2,670,274
Financial liabilities:				
Deposits	492,663,249	490,597,221	480,694,273	482,094,550
Federal Home Loan Bank advances	68,050,000	70,760,974	93,050,000	92,694,525
Securities sold under agreements to repurchase	39,750,000	40,586,773	39,750,000	40,473,482
Subordinated debentures	15,465,000	15,465,000	15,465,000	15,465,000
Interest payable	602,840	602,840	878,675	878,675
Unrecognized financial instruments (net of contractual value):				
Commitments to extend credit	-	-	-	-
Unused lines of credit	-	-	-	-

Note 10: Derivative Financial Instruments

The Company recorded all derivative financial instruments at fair value in the financial statements. Derivatives were used as a risk management tool to hedge the exposure to changes in interest rates or other identified market risks.

When a derivative is intended to be a qualifying hedged instrument, the Company prepares written hedge documentation that designates the derivative as 1) a hedge of fair value of a recognized asset or liability (fair value hedge) or 2) a hedge of a forecasted transaction, such as, the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge). The written documentation includes identification of, among other items, the risk management objective, hedging instrument, hedged item, and methodologies for assessing and measuring hedge effectiveness and ineffectiveness, along with support for management's assertion that the hedge will be highly effective.

On November 7, 2008, the Company elected to terminate three interest rate swap agreements with a total notional value of $90 million. At termination, the swaps had a market value (gain) of approximately $1.7 million. The gain was deferred and was accreted into income. The Company recognized no gains for 2011 but recognized $0 and $508,746 of this gain for the three and nine months ended September 30, 2010, respectively. As of June 30, 2010, the original gain at termination was fully accreted into income in accordance with the stated maturity date of the original agreement.

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Note 11: Preferred Stock and Common Stock Warrants

On January 30, 2009, as part of the U.S. Department of the Treasury's Troubled Asset Relief Program's Capital Purchase Program (“CPP”), the Company entered into a Securities Purchase Agreement - Standard Terms with the United States Department of the Treasury (the "Treasury") pursuant to which the Company sold to the Treasury 17,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Series A Preferred Stock") and issued a ten year warrant (the "Warrant") to purchase 459,459 shares of the Company's common stock (the "Common Stock") for $5.55 per share (the "Warrant Shares") for a total purchase price of $17.0 million (the "Transaction").

The Series A Preferred Stock qualifies as Tier 1 capital and is entitled to cumulative preferred dividends at a rate of 5% per year for the first five years, payable quarterly, and 9% thereafter. The Series A Preferred Stock has a liquidation preference of $1,000 per share, plus accrued and unpaid dividends. The failure by the Company to pay a total of six quarterly dividends, whether or not consecutive, gives the holders of the Series A Preferred Stock the right to elect two directors to the Company's Board of Directors.

The Company may redeem the Series A Preferred Stock for $1,000 per share, plus accrued and unpaid dividends, in whole or in part, subject to regulatory approval.

The Warrant is exercisable immediately upon issuance and expires in ten years. The Warrant has anti-dilution protections and certain other protections for the holder of the Warrant, as well as potential registration rights upon written request from the Treasury. The Treasury has agreed not to exercise voting rights with respect to the Warrant Shares that it may acquire upon exercise of the Warrant. If the Series A Preferred Stock is redeemed in whole, the Company has the right to purchase any shares of the Common Stock held by the Treasury at their fair market value at that time.

The Company is subject to certain contractual restrictions under the CPP and the Certificate of Designations for the Series A Preferred Stock that could prohibit the Company from declaring or paying dividends on its common stock or the Series A Preferred Stock.

The proceeds from the CPP were allocated between the Series A Preferred Stock and the Warrant based on a fair value assigned using a discounted cash flow model. This resulted in an initial value of $15,622,189 for the Series A Preferred Stock and $1,377,811 for the Warrant. The discount of approximately $1.4 million on the Series A Preferred Stock is being accreted over the straight-line method (which approximates the level-yield method) over five years ending February 28, 2014.

On February 17, 2009, the American Recovery and Reinvestment Act of 2009 (the “ARRA”) was signed into law. The ARRA imposes certain additional executive compensation and corporate expenditure limits on all current and future CPP recipients. These limits are in addition to those previously imposed by the Treasury under the Emergency Economic Stabilization Act of 2008 (the “EESA”). The Treasury released an interim final rule (the “IFR”) on TARP standards for compensation and corporate governance on June 10, 2009, which implemented and further expanded the limitations and restrictions imposed by EESA and ARRA. The IFR applies to the Company as of the date of publication in the Federal Register on June 15, 2009, but was subject to comment which ended on August 14, 2009. The Treasury has not yet published a final version of the IFR.

As a result of the Company’s participation in the CPP, the restrictions and standards established under EESA and ARRA are applicable to the Company. Neither the ARRA nor the EESA restrictions shall apply to the Company at such time that the federal government no longer holds any of the Company’s Series A Preferred Stock.

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Note 12: Subsequent Event

On November 8, 2011, in a series of transactions, the Company sold approximately $28.1 million of available-for-sale securities for a realized gain of approximately $1.3 million. The proceeds were used to prepay two repurchase agreements totaling $14.75 million, incurring a prepayment penalty of approximately $1.5 million. The excess cash generated from these transactions will be used to purchase new investment securities. The transactions allow the Company to significantly reduce higher cost, non-core funding liabilities and to reduce the Company's interest rate risk position. After the transaction, the Company had $25.0 million in repurchase agreements remaining bearing a fixed weighted average rate of 2.60%.

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

The primary function of the Company is to monitor and oversee its investment in the Bank. The Company engages in few other activities, and the Company has no significant assets other than its investment in the Bank. As a result, the results of operations of the Company are derived primarily from operations of the Bank. The Bank's results of operations are primarily dependent on net interest margin, which is the difference between interest income on interest-earning assets and interest expense on interest-bearing liabilities. The Bank's income is also affected by the level of its noninterest expenses, such as employee salaries and benefits, occupancy expenses and other expenses. The following discussion reviews the Company's financial condition as of September 30, 2011, and the results of operations for the three and nine months ended September 30, 2011 and 2010.

The discussion set forth below, as well as other portions of this Form 10-Q, may contain forward-looking comments. Such comments are based upon the information currently available to management of the Company and management's perception thereof as of the date of this Form 10-Q. When used in this Form 10-Q, words such as "anticipates," "estimates," "believes," "expects," and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Such statements are subject to risks and uncertainties. Actual results of the Company's operations could materially differ from those forward-looking comments. The differences could be caused by a number of factors or combination of factors including, but not limited to: changes in demand for banking services; changes in portfolio composition; changes in management strategy; increased competition from both bank and non-bank companies; changes in the general level of interest rates; changes in general or local economic conditions; changes in federal or state regulations and legislation governing the operations of the Company or the Bank; and other factors set forth in reports and other documents filed by the Company with the SEC from time to time, including the risk factors described under Item 1A. of the Company's Form 10-K for the fiscal year ended December 31, 2010.

Financial Condition

The Company's total assets decreased $9,991,416 (1%) from $682,668,120 as of December 31, 2010, to $672,676,704 as of September 30, 2011.

Interest-bearing deposits decreased $7,197,346 (56%) from $12,785,000 as of December 31, 2010, to $5,587,654 as of September 30, 2011. The decrease is due primarily to maturities during the nine month period.

Available-for-sale securities decreased $14,330,814 (15%) from $96,844,653 as of December 31, 2010, to $82,513,839 as of September 30, 2011. The decrease is primarily due to sales, maturities and principal payments of $47.4 million offset by purchases of $32.6 million.

Held-to-maturity securities decreased primarily due to principal repayments by $33,732 (13%) from $260,956 as of December 31, 2010, to $227,224 as of September 30, 2011. Stock in Federal Home Loan Bank of Des Moines

(“FHLB”) was decreased by $1,178,300 (23%) to $3,846,900 due to lower stock requirements necessary from the reduction in FHLB advances.

Mortgage loans held for sale decreased by $695,987 (26%) from $2,685,163 as of December 31, 2010, to $1,989,176 as of September 30, 2011 due to declining volumes of mortgage loan refinancings during the period.

Net loans receivable decreased by $18,303,923 (4%) from $501,980,385 as of December 31, 2010, to $483,676,462 as of September 30, 2011. The Company continues to focus its lending efforts in the commercial and owner occupied real estate loan categories, and to reduce its concentrations in non-owner occupied commercial real estate. During this period, commercial real estate loans decreased $10,718,075 (6%) due to various payoffs and some specific charge-offs of non-owner occupied commercial real estate loans. Construction loans decreased $9,039,333 (17%) primarily due to the completion of a large assisted living facility project that moved from construction to permanent status. Due to the Company's efforts, commercial loans increased $10,209,553 (11%) due primarily to new loans with affordable housing partnerships. Permanent multi-family loans decreased $3,072,487 (11%), loans secured by owner occupied one to four unit residential real estate decreased $3,943,356 (4%) and installment loans decreased $1,216,182 (5%).

Allowance for loan losses increased $474,373 (4%) from $13,082,703 as of December 31, 2010 to $13,557,076 as of September 30, 2011. The allowance increased due to provision for loan losses of $2,800,000 recorded during the period exceeding net loan charge-offs of $2,325,627. Management charged off certain specific loans that had been identified and classified as impaired at December 31, 2010. See discussion under "Results of Operations – Comparison of Three and Nine Month Periods Ended September 30, 2011 and 2010 – Provision for Loan Losses." The allowance for loan losses, as a percentage of gross loans outstanding (excluding mortgage loans held for sale), as of September 30, 2011 and December 31, 2010 was 2.73% and 2.54%, respectively. The allowance for loan losses, as a percentage of nonperforming loans outstanding, as of September 30, 2011 and December 31, 2010 was 57.5% and 56.9%, respectively. Management believes the allowance for loan losses is at a level to be sufficient in providing for potential loan losses in the Bank's existing loan portfolio.

Deposits increased $11,968,976 (2%) from $480,694,273 as of December 31, 2010, to $492,663,249 as of September 30, 2011. For the nine months ended September 30, 2011, checking and savings accounts increased by $30.3 million and certificates of deposit decreased by $18.3 million. The Company continues to focus its deposit gathering efforts in obtaining and expanding new transactional deposit relationships, while reducing reliance on single service certificate customers and brokered deposits. See also the discussion under "Quantitative and Qualitative Disclosure about Market Risk – Asset/Liability Management."

FHLB advances decreased $25,000,000 (27%) from $93,050,000 as of December 31, 2010, to $68,050,000 as of September 30, 2011 due to principal repayments on maturing advances during the period.

Stockholders' equity (including unrealized appreciation on available-for-sale securities, net of tax) increased $2,497,402 from $52,040,766 as of December 31, 2010, to $54,538,168 as of September 30, 2011. The Company's net income during this period was $2,528,134. On a per common share basis, stockholders' equity increased from $13.51 as of December 31, 2010 to $14.24 as of September 30, 2011.

Average Balances, Interest and Average Yields

The Company's profitability is primarily dependent upon net interest income, which represents the difference between interest and fees earned on loans and debt and equity securities, and the cost of deposits and borrowings. Net interest income is dependent on the difference between the average balances and rates earned on interest-earning assets and the average balances and rates paid on interest-bearing liabilities. Non-interest income, non-interest expense, and income taxes also impact net income.

The following tables set forth certain information relating to the Company's average consolidated statements of financial condition and reflects the average yield on assets and average cost of liabilities for the periods

indicated. Such yields and costs are derived by dividing income or expense annualized by the average balance of assets or liabilities, respectively, for the periods shown. Average balances were derived from average daily balances. The average balance of loans includes loans on which the Company has discontinued accruing interest. The yields and costs include fees which are considered adjustments to yields. All dollar amounts are in thousands.

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	Three months ended 9/30/2011				Three months ended 9/30/2010			
	Average Balance	Interest	Yield / Cost		Average Balance	Interest	Yield / Cost	
ASSETS								
Interest-earning:								
Loans	$508,620	$6,944	5.46	%	$508,037	$6,862	5.40	%
Investment securities	89,570	711	3.18	%	112,139	866	3.09	%
Other assets	38,547	74	0.77	%	57,111	118	0.83	%
Total interest-earning	636,737	7,729	4.86	%	677,287	7,846	4.63	%
Noninterest-earning	47,245				49,173			
	$683,982				$726,460			
LIABILITIES AND STOCKHOLDERS' EQUITY								
Interest-bearing:								
Savings accounts	$21,043	30	0.57	%	$18,269	36	0.79	%
Transaction accounts	249,369	657	1.05	%	257,722	917	1.42	%
Certificates of deposit	162,343	712	1.75	%	200,445	1,394	2.78	%
FHLB advances	88,159	568	2.58	%	113,115	769	2.72	%
Securities sold under agreements to repurchase	39,750	299	3.01	%	39,750	288	2.90	%
Subordinated debentures	15,465	132	3.41	%	15,465	256	6.62	%
Total interest-bearing	576,129	2,398	1.66	%	644,766	3,660	2.27	%
Noninterest-bearing	52,965				27,591			
Total liabilities	629,094				672,357			
Stockholders' equity	54,888				54,103			
	$683,982				$726,460			
Net earning balance	$60,608				$32,521			
Earning yield less costing rate			3.20	%			2.36	%
Net interest income, and net yield spread on interest earning assets		$5,331	3.35	%		$4,186	2.47	%
Ratio of interest-earning assets to interest-bearing liabilities		111 %				105 %		

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	Nine months ended 9/30/2011			Nine months ended 9/30/2010		
	Average Balance	Interest	Yield / Cost	Average Balance	Interest	Yield / Cost
ASSETS						
Interest-earning:						
Loans	$509,253	$20,484	5.36 %	$518,579	$21,245	5.46 %
Investment securities	94,951	2,174	3.05 %	113,450	2,724	3.20 %
Other assets	32,871	243	0.99 %	47,041	371	1.05 %
Total interest-earning	637,075	22,901	4.79 %	679,070	24,340	4.78 %
Noninterest-earning	48,495			52,500		
	$685,570			$731,570		
LIABILITIES AND STOCKHOLDERS' EQUITY						
Interest-bearing:						
Savings accounts	$20,190	91	0.60 %	$16,766	108	0.86 %
Transaction accounts	252,490	1,978	1.04 %	257,603	3,206	1.66 %
Certificates of deposit	168,425	2,440	1.93 %	206,198	4,341	2.81 %
FHLB advances	91,402	1,776	2.59 %	115,061	2,335	2.71 %
Securities sold under agreements to repurchase	39,750	867	2.91 %	39,750	864	2.90 %
Subordinated debentures	15,465	473	4.08 %	15,465	768	6.62 %
Total interest-bearing	587,722	7,625	1.73 %	650,843	11,622	2.38 %
Noninterest-bearing	44,009			27,749		
Total liabilities	631,731			678,592		
Stockholders' equity	53,839			52,978		
	$685,570			$731,570		
Net earning balance	$49,353			$28,227		
Earning yield less costing rate			3.06 %			2.40 %
Net interest income, and net yield spread on interest earning assets		$15,276	3.20 %		$12,718	2.50 %
Ratio of interest-earning assets to interest-bearing liabilities		108 %			104 %	

Results of Operations - Comparison of Three and Nine Month Periods Ended September 30, 2011 and 2010

Net income for the three and nine months ended September 30, 2011 was $1,215,630 and $2,528,134, respectively, compared to $522,204 and $1,490,573 for the three and nine months ended September 30, 2010, respectively, which represents an increase in net income of $693,426 (133%) for the three month period, and an increase in net income of $1,037,561 (70%) for the nine month period.

Interest Income

Total interest income for the three months and nine months ended September 30, 2011, decreased $116,330 (1%) and $1,438,615 (6%), respectively, as compared to the three months and nine months ended September 30, 2010. For the three month and nine month periods ended September 30, 2011 compared to the same periods in 2010, the average yield on interest earning assets increased 23 and 1 basis point, respectively, while the average balance of interest earning assets decreased approximately $40,550,000 and $41,995,000, respectively. The Company's yield on loans for the nine month period was negatively impacted due to the expiration of interest income being recognized on a matured

interest rate swap as of June 30, 2010. The effect for the nine months ended September 30, 2011 was $508,746. Another factor that has negatively impacted the Company's yield on loans is the high level of nonaccrual loans which was $23.6 million as of September 30, 2011, as compared to $20.3 million as of September 30, 2010.

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Interest Expense

Total interest expense for the three months and nine months ended September 30, 2011, decreased $1,261,637 (34%) and $3,996,999 (34%), respectively, when compared to the three months and nine months ended September 30, 2010. For the three month and nine month periods ended September 30, 2011 compared to the same periods in 2010, the average cost of interest bearing liabilities decreased 61 basis points to 1.66% and 65 basis points to 1.73%, respectively, while the average balance of interest bearing liabilities decreased approximately $68,637,000 and $63,121,000, respectively, when compared to the same periods in 2010. The primary reason for the significant decrease in the average cost of interest bearing liabilities was the continued reduction throughout 2011 in the cost of money market deposits generated through an aggressive deposit campaign in the first quarter of 2009. Also, the Company reduced its FHLB advances during the third quarter of 2011. As a result, interest expense on these advances decreased $199,701 (26%) and $558,568 (24%), respectively, for the three and nine months ended September 30, 2011 as compared to the same periods in 2010.

Net Interest Income

Net interest income for the three months and nine months ended September 30, 2011, increased $1,145,307 (27%) and $2,558,384 (20%), respectively, when compared to the same periods in 2010. Despite the decrease in interest income, net interest income increased because the decrease in interest income was more than offset by the decrease in interest expense. For the three and nine month periods ended September 30, 2011, the average balance of interest earning assets decreased by approximately $28,087,000 and $21,126,000, respectively, which was less than the decrease in the average balance in interest bearing liabilities compared to the same periods in 2010. For the three and nine month periods ended September 30, 2011, the net interest margin increased 88 and 70 basis points, respectively, when compared to the same periods in 2010.

Provision for Loan Losses

Based on its internal analysis and methodology, management recorded a provision for loan losses of $900,000 and $2,800,000 for the three months and nine months ended September 30, 2011, respectively, compared to $850,000 and $2,750,000 for the same periods in 2010. The Bank will continue to monitor its allowance for loan losses and make future additions based on economic and regulatory conditions. Management of the Company anticipates the need to continue increasing the allowance for loan losses through charges to the provision for loan losses if anticipated growth in the Bank's loan portfolio increases or other circumstances warrant. Although the Bank maintains its allowance for loan losses at a level which it considers to be sufficient to provide for potential loan losses in its existing loan portfolio, there can be no assurance that future loan losses will not exceed internal estimates. In addition, the amount of the allowance for loan losses is subject to review by regulatory agencies which can order the establishment of additional loan loss provisions.

Noninterest Income

Noninterest income decreased $165,231 (14%) and $909,434 (27%) for the three months and nine months ended September 30, 2011, respectively, when compared to the three months and nine months ended September 30, 2010.

Gains on investment securities increased $40,877 (99%) and decreased $17,213 (8%) for the three months and nine months ended September 30, 2011, respectively, when compared to the same periods in 2010. Service charges on transaction accounts decreased by $47,293 (12%) and $135,880 (12%) for the three months and nine months ended September 30, 2011 when compared to the same periods in 2010, due primarily to declines in overdraft charges, which is partially due to amendments to Regulation E regarding fees on debit card and ATM transactions. Gain on sale of loans decreased $101,878 (22%) and $229,082 (20%) for the three months and nine months ended September

30, 2011 when compared to the same periods in 2010 due to decreased volume associated with the Bank's selling of fixed rate mortgage loans. Losses on foreclosed assets increased by $49,809 (150%) and $462,313 (1,054%) for the three months and nine months ended September 30, 2011 when compared to the same periods in 2010. The Company continues to experience declines in real estate values on specific foreclosed properties held for sale.

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Noninterest Expense

Noninterest expense increased $57,842 (2%) and $494,042 (4%) for the three months and nine months ended September 30, 2011 when compared to the same periods in 2010.

Salaries and employee benefits increased $154,024 (7%) and $421,224 (7%) for the three months and nine months ended September 30, 2011 when compared to the same periods in 2010. These increases were primarily due to additions of associates in the areas of executive, commercial, marketing, mortgage lending and risk management.

FDIC deposit insurance premiums decreased $75,022 (25%) and $178,925 (19%) for the three months and nine months ended September 30, 2011 when compared to the same periods in 2010, driven mainly by the change in the FDIC's assessment base and rate structure that went into effect in the second quarter of 2011.

Other expenses increased $16,104 (2%) and $224,061 (9%). Legal costs have increased $261,153 for the nine months ending September 30, 2011 over the same period in the prior year due to ongoing costs incurred for a few specific troubled borrowers.

Provision for Income Taxes

The increase in the provision for income taxes is a direct result of the increase in the Company's taxable income for the three months and nine months ended September 30, 2011.

Nonperforming Assets

The allowance for loan losses is calculated based upon an evaluation of pertinent factors underlying the various types and quality of the Bank's existing loan portfolio. When making such evaluation, management considers such factors as the repayment status of its loans, the estimated net realizable value of the underlying collateral, borrowers' intent (to the extent known by the Bank) and ability to repay the loan, local economic conditions and the Bank's historical loss ratios. The allowance for loan losses, as a percentage of nonperforming loans outstanding, as of September 30, 2011 and December 31, 2010 was 57.5% and 56.9%, respectively. Total loans classified as substandard, doubtful or loss as of September 30, 2011, were $46.4 million or 6.89% of total assets as compared to $47.7 million, or 6.98% of total assets at December 31, 2010. Management considered nonperforming and total classified loans in evaluating the adequacy of the Bank's allowance for loan losses.

The ratio of nonperforming assets to total assets is another useful tool in evaluating exposure to credit risk. Nonperforming assets of the Bank include nonperforming loans and assets which have been acquired as a result of foreclosure or deed-in-lieu of foreclosure. All dollar amounts are in thousands.

	9/30/2011	12/31/2010	12/31/2009
Nonperforming loans	$23,595	$23,012	$34,285
Real estate acquired in settlement of loans	9,321	10,540	6,760
Total nonperforming assets	$32,916	$33,552	$41,045
Total nonperforming assets as a percentage of total assets	4.89 %	4.91 %	5.56 %
Allowance for loan losses	$13,557	$13,083	$14,076
Allowance for loan losses as a percentage of gross loans	2.73 %	2.54 %	2.61 %

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Liquidity and Capital Resources

Liquidity refers to the ability to manage future cash flows to meet the needs of depositors and borrowers and fund operations. Maintaining appropriate levels of liquidity allows the Company to have sufficient funds available for customer demand for loans, withdrawal of deposit balances and maturities of deposits and other liabilities. The Company's primary sources of liquidity include cash and cash equivalents, customer deposits and Federal Home Loan Bank of Des Moines borrowings. The Company also has established borrowing lines available from the Federal Reserve Bank which is considered a secondary source of funds.

The Company's most liquid assets are cash and cash equivalents, which are cash on hand, amounts due from financial institutions, and certificates of deposit with other financial institutions that have an original maturity of three months or less. The levels of such assets are dependent on the Bank's operating, financing, and investment activities at any given time. The Company's cash and cash equivalents totaled $46,943,374 as of September 30, 2011 and $14,145,329 as of December 31, 2010, representing an increase of $32,798,045. The variations in levels of cash and cash equivalents are influenced by deposit flows and anticipated future deposit flows, which are subject to, and influenced by, many factors.

The Bank's capital ratios are above the levels required to be considered a well-capitalized financial institution. As of September 30, 2011, the Bank's Tier 1 leverage ratio was 9.56%, its Tier 1 risk-based capital ratio was 12.30% and the Bank's total risk-based capital ratio was 13.56% - all exceeding the minimums of 5%, 6% and 10%, respectively.

With regards to the securities sold to the Treasury under the CPP, if the Company is unable to redeem the Series A Preferred Stock within five years of its issuance, the cost of capital to the Company will increase significantly from 5% per annum ($850,000 annually) to 9% per annum ($1,530,000 annually). Depending on the Company's financial condition at the time, the increase in the annual dividend rate on the Series A Preferred Stock could have a material adverse effect on the Company's liquidity and net income available to common stockholders.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Asset/Liability Management

The goal of the Bank's asset/liability policy is to manage interest rate risk so as to maximize net interest income over time in changing interest rate environments. Management monitors the Bank's net interest spreads (the difference between yields received on assets and paid on liabilities) and, although constrained by market conditions, economic conditions, and prudent underwriting standards, the Bank offers deposit rates and loan rates designed to maximize net interest income. Management also attempts to fund the Bank's assets with liabilities of a comparable duration to minimize the impact of changing interest rates on the Bank's net interest income. Since the relative spread between financial assets and liabilities is constantly changing, the Bank's current net interest income may not be an indication of future net interest income.

As a part of its asset and liability management strategy and throughout the past several years, the Bank has continued to emphasize the origination of short-term commercial real estate, commercial business and consumer loans, while originating fixed-rate, one- to four-family residential loans primarily for immediate resale in the secondary market.

The Bank constantly monitors its deposits in an effort to decrease their interest rate sensitivity. Rates of interest paid on deposits at the Bank are priced competitively in order to meet the Bank's asset/liability management objectives and spread requirements. The Bank believes, based on historical experience, that a substantial portion of such accounts represents non-interest rate sensitive core deposits.

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Interest Rate Sensitivity Analysis

The following table sets forth as of September 30, 2011 management's estimates of the projected changes in net portfolio value ("NPV") in the event of 100 and 200 basis point ("bp") instantaneous and permanent increases and decreases in market interest rates. Dollar amounts are expressed in thousands.

BP Change	Estimated Net Portfolio Value			NPV as % of PV of Assets		
in Rates	$ Amount	$ Change	% Change	NPV Ratio	Change	Assets
+200	66,951	(3,665)	-5 %	9.91 %	-0.32 %	675,842
+100	68,692	(1,924)	-3 %	10.06 %	-0.17 %	682,826
NC	70,616	-	-	10.23 %	-	690,236
-100	73,194	2,578	4 %	10.49 %	0.26 %	697,896
-200	78,315	7,699	11 %	11.11 %	0.88 %	704,948

Computations of prospective effects of hypothetical interest rate changes are based on an internally generated model using actual maturity and repricing schedules for the Bank's loans and deposits, and are based on numerous assumptions, including relative levels of market interest rates, loan repayments and deposit run-offs, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions the Bank may undertake in response to changes in interest rates. For further discussion of the Company's market risk, see the Interest Rate Sensitivity Analysis Section of Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's 2010 Annual Report on Form 10-K.

Management cannot predict future interest rates or their effect on the Bank's NPV in the future. Certain shortcomings are inherent in the method of analysis presented in the computation of NPV. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in differing degrees to changes in market interest rates. Additionally, certain assets, such as adjustable-rate loans, have an initial fixed rate period typically from one to five years, and over the remaining life of the asset changes in the interest rate are restricted. In addition, the proportion of adjustable-rate loans in the Bank's portfolio could decrease in future periods due to refinancing activity if market interest rates remain steady in the future. Further, in the event of a change in interest rates, prepayment and early withdrawal levels could deviate significantly from those assumed in the table. Finally, the ability of many borrowers to service their adjustable-rate debt may decrease in the event of an interest rate increase.

The Bank's Board of Directors (the "Board") is responsible for reviewing the Bank's asset and liability management policies. On a quarterly basis, the Board reviews interest rate risk and trends, as well as liquidity and capital ratios and requirements. The Bank's management is responsible for administering the policies and determinations of the Board with respect to the Bank's asset and liability goals and strategies.

Item 4. Controls and Procedures

(a) The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

The Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and

Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of September 30, 2011.

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(b) There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings
None.

Item 1A. Risk Factors

The Standard & Poor's downgrade in the U.S. government's sovereign credit rating, and in the credit ratings of instruments issued, insured or guaranteed by certain related institutions, agencies and instrumentalities, could result in risks to the Company and general economic conditions that we are not able to predict.

On August 5, 2011, Standard & Poor's downgraded the United States long-term debt rating from its AAA rating to AA+. On August 8, 2011, Standard & Poor's downgraded the credit ratings of certain long-term debt instruments issued by Fannie Mae and Freddie Mac and other U.S. government agencies linked to long-term U.S. debt. Instruments of this nature are key assets on the balance sheets of financial institutions, including the Bank. These downgrades could adversely affect the market value of such instruments, and could adversely impact our ability to obtain funding that is collateralized by affected instruments, as well as affecting the pricing of that funding when it is available. We cannot predict if, when or how these changes to the credit ratings will affect economic conditions. These ratings downgrades could result in a significant adverse impact to the Company, and could exacerbate the other risks to which the Company is subject as described under Risk Factors in the Company's 2010 Annual Report on Form 10-K.

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

Issuer Purchases of Equity Securities

The Company has a repurchase plan which was announced on August 20, 2007. This plan authorizes the purchase by the Company of up to 350,000 shares of the Company's common stock. There is no expiration date for this plan. There are no other repurchase plans in effect at this time. The Company had no repurchase activity of the Company's common stock during the third quarter ended September 30, 2011.

Item 3. Defaults Upon Senior Securities
Not applicable.

Item 4. (Removed and Reserved)

Item 5. Other Information
None.

Item 6. Exhibits

11.	Statement re: computation of per share earnings (set forth in "Note 6: Income Per Common Share" of the Notes to Condensed Consolidated Financial Statement (unaudited))
31(i).1	Certification of the Principal Executive Officer pursuant to Rule 13a -14(a) of the Exchange Act
31(i).2	Certification of the Principal Financial Officer pursuant to Rule 13a - 14(a) of the Exchange Act
32.1	CEO certification pursuant to 18 U.S.C. Section 1350
32.2	CFO certification pursuant to 18 U.S.C. Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document

101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

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SIGNATURES

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

Guaranty Federal Bancshares, Inc.

Signature and Title	Date
/s/ Shaun A. Burke Shaun A. Burke President and Chief Executive Officer (Principal Executive Officer and Duly Authorized Officer)	November 14, 2011
/s/ Carter Peters Carter Peters Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 14, 2011